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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.

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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 Douglas H Phelps Foundation		<b>A Employer identification number</b>  20-8076161	
% c/o Foundation Source		<b>B Telephone number</b> (see instructions)  (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		<b>C</b> If exemption application is pending, check here ▶ <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		<b>D 1.</b> Foreign organizations, check here ▶ <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 1,446,879		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	162	162		
	4 Dividends and interest from securities. . . . .				
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2) . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	162	162		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	3,300			3,300
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	875			875
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	11,419			11,419
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	15,594	0		15,594
	25 Contributions, gifts, grants paid . . . . .	52,100			52,100
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	67,694	0		67,694
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-67,532			
	b <b>Net investment income</b> (if negative, enter -0-)		162		
	c <b>Adjusted net income</b> (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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	1,514,411	1,446,879	1,446,879
	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) . . . . .			
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,514,411	1,446,879	1,446,879	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	1,514,411	1,446,879	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,514,411	1,446,879	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,514,411	1,446,879	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	1,514,411
2	Enter amount from Part I, line 27a . . . . .	2	-67,532
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,446,879
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	1,446,879

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	58,433	1,463,398	0 03993
2011	60,853	1,316,061	0 046239
2010	62,484	1,134,537	0 055074
2009	34,847	1,026,026	0 033963
2008	16,439	739,682	0 022224
2 Total of line 1, column (d). . . . .			2 0 19743
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 039486
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .			4 1,475,294
5 Multiply line 4 by line 3. . . . .			5 58,253
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .			6 2
7 Add lines 5 and 6. . . . .			7 58,255
8 Enter qualifying distributions from Part XII, line 4. . . . .			8 67,694

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

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>			
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		<b>1</b>	<b>2</b>
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>2</b>	
<b>3</b> Add lines 1 and 2. . . . .		<b>3</b>	<b>2</b>
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>4</b>	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		<b>5</b>	<b>2</b>
<b>6</b> Credits/Payments			
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	47	
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .		<b>7</b>	47
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>		<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . <input type="checkbox"/>		<b>10</b>	45
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 45 <b>Refunded</b> <input type="checkbox"/>		<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</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)? . . . . . <i>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.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		<b>No</b>
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> DE _____			
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	<b>Yes</b>	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)?. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
Douglas Phelps Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir / Sec 1 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
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
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,497,760
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,497,760
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,497,760
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	22,466
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,475,294
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	73,765

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	73,765
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	2
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	73,763
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	73,763
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	73,763

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	67,694
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	67,694
<b>5</b>	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). . . . .	<b>5</b>	2
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	67,692
<b>Note:</b> 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				73,763
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			64,464	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 67,694				
a Applied to 2012, but not more than line 2a			64,464	
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. . . . .				3,230
e Remaining amount distributed out of corpus	0			
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	0			
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 . . . . .				70,533
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. . . . 0				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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) )

DOUGLAS PHELPS

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 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	52,100
b Approved for future payment				
Total . . . . .			3b	


Enter gross amounts unless otherwise indicated

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


[illegible]



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN CONSTITUTION SOCIETY FOR LAW AND POLICY 1333 H ST 11TH FL WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	1,500
AMERICAN PROSPECT INC 1710 RHODE ISLAND AVE NW 12 fl WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	100
ARIZONA PIRG EDUCATION FUND INC 130 N CENTRAL AVE STE 202 PHOENIX,AZ 85004	N/A	PC	General & Unrestricted	500
ASPEN COMMUNITY SOCIAL DANCE INC PO BOX 958 ASPEN,CO 81612	N/A	PC	General & Unrestricted	250
BE THE MATCH FOUNDATION 3001 BROADWAY ST NE STE 601 MINNEAPOLIS,MN 55413	N/A	PC	South Central Chapter	250
BRAVE NEW FOUNDATION 10510 CULVER BLVD CULVER CITY,CA 90232	N/A	PC	General & Unrestricted	1,000
CALIFORNIA PUBLIC INTEREST RESEARCH EDUCATION FUND 1314 H ST STE 100 SACRAMENTO,CA 95814	N/A	PC	General & Unrestricted	500
CENTER FOR AMERICAN PROGRESS 1333 H ST NW WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	2,500
CENTER FOR NATIONAL POLICY 1250 EYE ST NW NO 900 WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	1,000
CENTER FOR PUBLIC INTEREST RESEARCH INC 44 WINTER ST BOSTON,MA 02108	N/A	PC	Change Corps Project	1,000
CENTER FOR PUBLIC INTEREST RESEARCH INC 44 WINTER ST BOSTON,MA 02108	N/A	PC	Progress Florida Project	500
CENTER FOR SOCIAL INCLUSION INC 150 BROADWAY NEW YORK,NY 10038	N/A	PC	General & Unrestricted	500
CENTER FOR STUDY OF RESPONSIVE LAW PO BOX 19367 WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	250
CENTER ON BUDGET AND POLICY PRIORITIES 820 1ST ST NE STE 510 WASHINGTON,DC 20002	N/A	PC	General & Unrestricted	2,500
CERES INC 99 CHAUNCY ST 6TH FL BOSTON,MA 02111	N/A	PC	General & Unrestricted	250
<b>Total . . . . .</b>  <b>3a</b>				52,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
CHERRY CREEK ARTS FESTIVAL 2 STEELE ST STE B-100 DENVER,CO 80206	N/A	PC	General & Unrestricted	500
CHESAPEAKE CLIMATE ACTION NETWORK 6930 CARROLL AVE STE 720 TAKOMA PARK,MD 20912	N/A	PC	General & Unrestricted	100
CLIMATE SOLUTIONS 219 LEGION WAY SW STE 201 OLYMPIA,WA 98501	N/A	PC	General & Unrestricted	350
CMDANCE 421 S MONACO PKWY DENVER,CO 80224	N/A	PC	General & Unrestricted	1,000
COLORADO PUBLIC INTEREST RESEARCH FOUNDATION INC 1543 WAZEE ST STE 330 DENVER,CO 80202	N/A	PC	General & Unrestricted	500
CONNPIRG EDUCATION FUND INC 2074 PARK ST STE 210 HARTFORD,CT 06106	N/A	PC	General & Unrestricted	500
CONSUMER WATCHDOG 2701 OCEAN PARK BLVD STE 112 SANTA MONICA,CA 90405	N/A	PC	General & Unrestricted	250
DEMOS A NETWORK FOR IDEAS AND ACTION LTD 220 5TH AVE 2nd fl NEWYORK,NY 10001	N/A	PC	General & Unrestricted	250
ENVIRONMENT AMERICA RESEARCH AND POLICY CENTER INC 218 D ST SE 2ND FL WASHINGTON,DC 20003	N/A	PC	General & Unrestricted	1,000
ENVIRONMENT CALIFORNIA RESEARCH & POLICY CENTER 1107 9TH ST STE 601 SACRAMENTO,CA 95814	N/A	PC	General & Unrestricted	500
ENVIRONMENT COLORADO RESEARCH AND POLICY CENTER 1536 WYNKOOP ST STE 101 DENVER,CO 80202	N/A	PC	General & Unrestricted	500
ENVIRONMENT CONNECTICUT RESEARCH & POLICY CENTER 2074 PARK ST STE 210 HARTFORD,CT 06106	N/A	PC	General & Unrestricted	500
ENVIRONMENT MAINE RESEARCH AND POLICY CENTER INC 142 HIGH ST STE 650 PORTLAND,ME 04101	N/A	PC	General & Unrestricted	500
ENVIRONMENT NEW JERSEY RESEARCH AND POLICY CENTER 143 E STATE ST STE 7 TRENTON,NJ 08608	N/A	PC	General & Unrestricted	500
ENVIRONMENT NORTH CAROLINA RESEARCH AND POLICY Ctr 112 S BLOUNT ST STE 102 RALEIGH,NC 27601	N/A	PC	General & Unrestricted	500
<b>Total . . . . .</b>  <b>3a</b>				52,100




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
ENVIRONMENT OREGON RESEARCH AND POLICY CENTER INC 1536 SE 11TH AVE PORTLAND,OR 97214	N/A	PC	General & Unrestricted	500
ENVIRONMENT TEXAS RESEARCH AND POLICY CENTER INC 815 BRAZOS ST STE 600 AUSTIN,TX 78701	N/A	PC	General & Unrestricted	500
ENVIRONMENT WASHINGTON RESEARCH & POLICY CENTER 1402 3RD AVE STE 717 SEATTLE,WA 98101	N/A	PC	General & Unrestricted	500
ESSENTIAL INFORMATION INC PO BOX 19405 WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	100
FAIR SHARE ALLIANCE EDUCATION FUND INC 44 WINTER ST BOSTON,MA 02108	N/A	PC	General & Unrestricted	2,500
GREEN CORPS INC 44 WINTER ST 4th FL BOSTON,MA 02108	N/A	PC	General & Unrestricted	1,000
GREENPEACE FUND INC 702 H ST NW STE 300 WASHINGTON,DC 20001	N/A	PC	General & Unrestricted	1,000
GULF RESTORATION NETWORK PO BOX 2245 NEWORLEANS,LA 70176	N/A	PC	General & Unrestricted	100
INSTITUTE FOR AMERICA'S FUTURE INC 1825 K ST NW WASHINGTON,DC 20006	N/A	PC	General & Unrestricted	1,000
INSTITUTE FOR AMERICA'S FUTURE INC 1825 K ST NW WASHINGTON,DC 20006	N/A	PC	Public Leadership Institute Project	1,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L ST NW STE 800 WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	1,000
MAKE THE ROAD NEWYORK 9210 ROOSEVELT AVE JACKSON HTS,NY 11372	N/A	PC	General & Unrestricted	350
MA PUBLIC INTEREST RESEARCH GROUP EDUCation fund 44 WINTER ST 4th fl BOSTON,MA 02108	N/A	PC	General & Unrestricted	500
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW STE 6 WASHINGTON,DC 20001	N/A	PC	General & Unrestricted	2,500
MOVEMENT STRATEGY CENTER 436 14TH ST 5TH FL OAKLAND,CA 94612	N/A	PC	Rebuild the Dream Innovation Fund	100
<b>Total . . . . .</b>  <b>3a</b>				52,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NAACP SPECIAL CONTRIBUTION FUND 4805 MOUNT HOPE DR BALTIMORE,MD 21215	N/A	PC	General & Unrestricted	100
NEW YORK PUBLIC INTEREST RESEARCH GROUP FUND INC 9 MURRAY ST NEW YORK,NY 10007	N/A	PC	General & Unrestricted	250
OSPIRG FOUNDATION INC 1536 SE 11TH AVE STE A PORTLAND,OR 97214	N/A	PC	General & Unrestricted	500
OXFAM-AMERICA INC 226 CAUSEWAY ST 5TH FL BOSTON,MA 02114	N/A	PC	General & Unrestricted	250
PENNENVIRONMENT RESEARCH AND POLICY CENTER 1420 WALNUT ST STE 650 PHILADELPHIA,PA 19102	N/A	PC	General & Unrestricted	500
PROGRESSNOW EDUCATION 1600 UNIVERSITY AVE W STE 401 ST PAUL,MN 55104	N/A	PC	General & Unrestricted	1,000
PUBLIC CITIZEN FOUNDATION INC 1600 20TH ST NW WASHINGTON,DC 20009	N/A	PC	General & Unrestricted	250
PUBLIC INTEREST RESEARCH FOUNDATION OF NJ INC 143 E STATE ST STE 6 TRENTON,NJ 08608	N/A	PC	General & Unrestricted	500
SANTA BARBARA COUNTY ACTION NETWORK 1540 SHEFFIELD DR LOMPOC,CA 93436	N/A	PC	General & Unrestricted	250
SIERRA CLUB FOUNDATION 85 2ND ST SAN FRANCISCO,CA 94105	N/A	PC	General & Unrestricted	1,000
SIERRA NEVADA ALLIANCE PO BOX 7989 SOUTH LAKE TAHOE,CA 96158	N/A	PC	General & Unrestricted	250
SOUTHERN UNITED NEIGHBORHOODS 827 TUPELO ST NEW ORLEANS,LA 70117	N/A	PC	ACORN International	2,000
STATE VOICES 500 GRISWOLD ST STE 2850 DETROIT,MI 48226	N/A	PC	General & Unrestricted	1,000
STATE VOICES 500 GRISWOLD ST STE 2850 DETROIT,MI 48226	N/A	PC	Pennsylvania Voice Project	100
STUDENT ORGANIZING INC 44 WINTER ST 4th FL BOSTON,MA 02108	N/A	PC	General & Unrestricted	1,000
<b>Total . . . . . ➡ 3a</b>				52,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE CALIFORNIA WILDLIFE CENTER 26026 PIUMA RD CALABASAS,CA 91302	N/A	PC	General & Unrestricted	1,500
THE ONE CAMPAIGN 1400 EYE ST NW STE 600 WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	250
THIRD WAY INSTITUTE 1025 CONNECTICUT AVE NW WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	2,500
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 94129	N/A	PC	New Policy Institute Project	1,000
TRAINING RESOURCES FOR THE ENVIRONMENTAL COMMUNITY 221 OTERO ST SANTA FE,NM 87501	N/A	PC	General & Unrestricted	250
TRANSPORTATION SOLUTIONS FOUNDATION 425 S CHERRY ST STE 750 GLENDALE,CO 80246	N/A	PC	General & Unrestricted	250
US PUBLIC INTEREST RESEARCH GROUP EDUCation fund 218 D ST SE 2nd fl WASHINGTON,DC 20003	N/A	PC	General & Unrestricted	1,000
VERMONT PUBLIC INTEREST RESEARCH & EDUCATION FUND 141 MAIN ST MONTPELIER,VT 05602	N/A	PC	General & Unrestricted	250
VET VOICE FOUNDATION INC PO BOX 10031 PORTLAND,OR 97296	N/A	PC	Vote Vets org Program	100
VA LEAGUE OF CONSERVATION VOTERS EDUCATION Fund 530 E MAIN ST RICHMOND,VA 23219	N/A	PC	General & Unrestricted	250
WASHINGTON PUBLIC INTEREST RESEARCH GROUP FDn 1402 3RD AVE STE 715 SEATTLE,WA 98101	N/A	PC	General & Unrestricted	500
WILLIAM J BRENNAN JR CENTER FOR JUSTICE INC 161 AVE OF THE AMERICAS 12TH fl NEW YORK,NY 10013	N/A	PC	General & Unrestricted	1,500
WISCONSIN LEAGUE OF CONSERVATION VOTERS INSTITUTE 133 S BUTLER ST STE 320 MADISON,WI 53703	N/A	PC	General & Unrestricted	100
WORKING AMERICA EDUCATION FUND 815 16TH ST N W WASHINGTON,DC 20006	N/A	PC	General & Unrestricted	1,000
<b>Total . . . . .</b>  <b>3a</b>				52,100

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

**TY 2013 Depreciation Schedule**

**Name:** Douglas H Phelps Foundation

**EIN:** 20-8076161

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments - Land Schedule**

**Name:** Douglas H Phelps Foundation

**EIN:** 20-8076161

**TY 2013 Land, Etc. Schedule****Name:** Douglas H Phelps Foundation**EIN:** 20-8076161

**TY 2013 Other Expenses Schedule****Name:** Douglas H Phelps Foundation**EIN:** 20-8076161

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	10,894			10,894
Foundation Dues & Memberships	500			500
State or Local Filing Fees	25			25

## TY 2013 Other Professional Fees Schedule

**Name:** Douglas H Phelps Foundation

**EIN:** 20-8076161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPIC CONSULTING	3,300			3,300