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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](http://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 SALLIE B PHILLIPS FOUNDATION		<b>A Employer identification number</b>  26-2208894	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 390		<b>B Telephone number</b> (see instructions)  (336) 885-5100	
City or town, state or province, country, and ZIP or foreign postal code HIGH POINT, NC 27261		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<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>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>E</b> If private foundation status was terminated under section 507(b)(1)(A), 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) <input type="checkbox"/> \$ 1,813,292		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<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)				
	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	7	7		
	4 Dividends and interest from securities. . . . .	34,275	34,275		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	28,427			
	b Gross sales price for all assets on line 6a 1,330,403				
	7 Capital gain net income (from Part IV , line 2) . . .		28,427		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	62,709	62,709		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	450	450		
	b Accounting fees (attach schedule) . . . . .	1,850	1,850		
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	1,460	1,460		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	16,085	16,085		
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	19,845	19,845		0
	25 Contributions, gifts, grants paid . . . . .	99,200			99,200
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	119,045	19,845		99,200
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-56,336			
	b <b>Net investment income</b> (if negative, enter -0-)		42,864		
	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 . . . . .	53,228	56,696	56,696
	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) . . . . .	1,642,901	1,583,097	1,756,596
	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	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,696,129	1,639,793	1,813,292
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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	1,696,129	1,639,793	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,696,129	1,639,793	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,696,129	1,639,793	

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	1,696,129
2	Enter amount from Part I, line 27a . . . . .	2	-56,336
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,639,793
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	1,639,793

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 )
1 a	SEE PDF ATTACHED - NORTHERN TRUST	P		
b	SEE PDF ATTACHED - NORTHERN TRUST	P		
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 1,040,836		1,045,705	-4,869
b 287,684		256,271	31,413
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			-4,869
b			31,413
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	28,427
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			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d). . . . .	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	
5 Multiply line 4 by line 3. . . . .	5	
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	
7 Add lines 5 and 6. . . . .	7	
8 Enter qualifying distributions from Part XII, line 4. . . . .  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	8	

<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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	857
<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>	857
<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>	857
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	
<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>	
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	19
<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> . . . . .	<b>9</b>	876
<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> . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A    Statements Regarding Activities**

<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>	Yes	No
<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>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		No
<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  \$ _____ <b>(2)</b> On foundation managers  \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
<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>		No
<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>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		No
<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>		No
<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>	Yes	
<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>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) _____			
<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>	Yes	
<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>		No
<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>		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of DAVID TOLBERT CPA Telephone no (336) 885-5100 Located at 211 W LEXINGTON AVE SUITE 106 HIGH POINT NC ZIP +4 27262			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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.	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		
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?. If "Yes," list the years 20____, 20____, 20____, 20____			
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 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?. <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		
	If "Yes" to 6b, file Form 8870.			No
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
SARAH B PHILLIPS	DIR/PRES/TRE	0	0	0
PO BOX 390	0 00			
PO BOX 390				
HIGH POINT,NC 27261				
FLOYD T CRAVEN	SEC/DIRECTOR	0	0	0
509 W PARKWAY DR	0 00			
509 W PARKWAY				
HIGH POINT,NC 27262				
NEAL TACKABERY	DIRECTOR	0	0	0
110 SOUTH STRATFORD RD	0 00			
110 SOUTH STRATFORD RD				
WINSTONSALEM,NC 27104				
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 N/A	
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	1,914,044
b	Average of monthly cash balances. . . . .	1b	92,205
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	2,006,249
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	2,006,249
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	30,094
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,976,155
6	Minimum investment return. Enter 5% of line 5. . . . .	6	98,808

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	98,808
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	857
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	857
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	97,951
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	97,951
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	97,951

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	99,200
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	99,200
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	99,200
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				97,951
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. . . . .				
b From 2009. . . . .				
c From 2010. . . . . 2,219				
d From 2011. . . . .				
e From 2012. . . . . 3,128				
f Total of lines 3a through e. . . . .	5,347			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 99,200				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2013 distributable amount. . . . .				97,951
e Remaining amount distributed out of corpus	1,249			
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	6,596			
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). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	6,596			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 2,219				
c Excess from 2011. . . .				
d Excess from 2012. . . . 3,128				
e Excess from 2013. . . . 1,249				

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) )

SARAH B PHILLIPS

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

Form 990-PF (2013)

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	99,200
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


Form **990-PF** (2013)



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				
UNIVERSITY OF NC N/A N/A N/A CHAPEL HILL,NC 27599	N/A	CHARITY	ANNUAL FUND	2,000
PRESERVATION FOUNDATION N/A OF PALM BEACH FL N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	1,700
HIGH POINT COMMUNITY N/A FOUNDATION N/A HIGH POINT,NC 27262	N/A	CHARITY	PUBLICLY-SUPPORTED COMMUNITY FUND	57,000
NC MUSEUM OF HISTORY ASSN N/A N/A N/A RALEIGH,NC 27611	N/A	CHARITY	ANNUAL FUND	2,000
HIGH POINT REGIONAL N/A HOSPITAL FOUNDATION N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
NIDO QUBEIN ASSOC N/A SCHOLARSHIP FUND N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
THE EPISCOPAL CHURCH OF N/A BETHESDA BY THE SEA N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	1,000
NATIONAL SOCIETY OF THE N/A COLONIAL DAMES OF AMERICA N/A WASHINGTON,DC 20007	N/A	CHARITY	ANNUAL FUND	2,000
HIGH POINT UNIVERSITY N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	5,000
FLAGLER MUSEUM N/A N/A N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	1,000
VICTORY JUNCTION GANG N/A N/A N/A RANDLEMAN,NC 27317	N/A	CHARITY	ANNUAL FUND	250
FAMILY SERVICE N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
BREAST CANCER RESEARCH FD N/A N/A N/A NEW YORK,NY 10022	N/A	CHARITY	ANNUAL FUND	1,250
BOYS' CLUB OF NY N/A N/A N/A NEW YORK,NY 10009	N/A	CHARITY	ANNUAL FUND	1,000
FRENCH HERITAGE SOCIETY N/A N/A N/A NEW YORK,NY 10022	N/A	CHARITY	ANNUAL FUND	500
<b>Total . . . . .</b>  <b>3a</b>				99,200

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>				
PALM BEACH CIVIC ASSOCIATION N/A N/A N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	2,500
SAINT MARY'S SCHOOL N/A N/A N/A RALEIGH,NC 27603	N/A	CHARITY	ANNUAL FUND	500
BATH & TENNIS HISTORIC FOUNDATION N/A N/A N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	1,000
THE EDUCATIONAL FOUNDATION N/A N/A N/A CHAPEL HILL,NC 27515	N/A	CHARITY	ANNUAL FUND	2,500
WESLEY MEMORIAL UMC N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
THEATRE ART GALLERIES N/A N/A N/A HIGH POINT,NC 27260	N/A	CHARITY	ANNUAL FUND	500
PEGGY ADAMS ANIMAL RESCUE N/A N/A N/A WEST PALM BEACH,FL 33409	N/A	CHARITY	ANNUAL FUND	2,500
SOCIETY OF THE FOUR ARTS N/A N/A N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	10,000
KIWANIS CHRISTMAS CHEER FUND N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	500
PAVE ACADEMY CHARTER SCHOOL N/A N/A N/A BROOKLYN,NY 11231	N/A	CHARITY	ANNUAL FUND	500
<b>Total . . . . .</b>  <b>3a</b>				99,200



**TY 2013 Accounting Fees Schedule**

**Name:** SALLIE B PHILLIPS FOUNDATION

**EIN:** 26-2208894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,850	1,850		

## TY 2013 Compensation Explanation

**Name:** SALLIE B PHILLIPS FOUNDATION

**EIN:** 26-2208894

Person Name	Explanation
SARAH B PHILLIPS	
FLOYD T CRAVEN	
NEAL TACKABERY	

# TY 2013 Investments Corporate Stock Schedule

**Name:** SALLIE B PHILLIPS FOUNDATION

**EIN:** 26-2208894

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	624,740	632,867
EQUITIES	814,508	974,385
REAL ESTATE	100,000	103,837
COMMODITIES	43,849	45,507

**TY 2013 Legal Fees Schedule**

**Name:** SALLIE B PHILLIPS FOUNDATION

**EIN:** 26-2208894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	450	450		

## TY 2013 Other Expenses Schedule

**Name:** SALLIE B PHILLIPS FOUNDATION

**EIN:** 26-2208894

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FEES PAID TO INVESTMENT ADVIS	16,085	16,085		

**TY 2013 Taxes Schedule**

**Name:** SALLIE B PHILLIPS FOUNDATION

**EIN:** 26-2208894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 TAX DUE ON FORM 990-PF	1,460	1,460		

**TY 2013 IRS Payment****Name:** SALLIE B PHILLIPS FOUNDATION**EIN:** 26-2208894**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 876**Cents:****Requested Payment Date:** 2014-05-15**Taxpayer's Daytime Phone** (336) 885-5100  
**Number:**

# 2013 Tax Information Statement

THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

Account Number: 23-63942  
Recipient's Tax ID Number: XX-XXX8894

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:  
SALLIE B. PHILLIPS FOUNDATION  
C/O SARAH B. PHILLIPS, DIRECTOR  
903 ROCKFORD RD.  
HIGH POINT, NC 27262-4654

Page 7 of 34  
Ref: AMH

## 2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
<b>Short Term Sales</b>											
693390841	PIMCO FDS HIGH YIELD FD	PHIYX	6166.5000	01/15/2013	02/16/2012	60,000.00	57,040.13	0.00	2,959.87	0.00	0.00
002824100	ABBOTT LABORATORIES	ABT	217.0000	01/16/2013	Various	7,097.63	6,002.11	0.00	1,095.52	0.00	0.00
22576C101	CRESCENT POINT ENERGY CORP COM	CPG	79.0000	01/16/2013	Various	3,048.71	3,577.62	0.00	-528.91	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	47.0000	01/16/2013	02/17/2012	4,020.07	3,946.33	0.00	73.74	0.00	0.00
923725105	VERMILION ENERGY INC COM	VET	56.0000	01/16/2013	Various	2,892.69	2,718.77	0.00	173.92	0.00	0.00
22576C101	CRESCENT POINT ENERGY CORP COM	CPG	49.0000	01/17/2013	03/28/2012	1,899.20	2,147.67	0.00	-248.47	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	33.0000	01/17/2013	Various	2,831.19	2,757.08	0.00	74.11	0.00	0.00
923725105	VERMILION ENERGY INC COM	VET	55.0000	01/17/2013	03/28/2012	2,825.44	2,629.39	0.00	196.05	0.00	0.00
233203587	MFO DFA EMERGING MARKETS VALUE	DFEVX	6702.7500	01/23/2013	Various	205,439.55	198,841.24	0.00	6,598.31	0.00	0.00

This is important tax information and is being furnished to you.





# 2013 Tax Information Statement

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903 ROCKFORD RD.  
HIGH POINT, NC 27262-4654

Ref: AMH

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTTRX									
13066.6700	01/23/2013 Various					147,000.00	149,384.22	0.00	-2,384.22	0.00	0.00
423074103	H J HEINZ CO	HNZ									
17.0000	02/19/2013 10/02/2012					1,226.31	958.99	0.00	267.32	0.00	0.00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM									
9.0000	03/14/2013 03/28/2012					721.26	690.49	0.00	30.77	0.00	0.00
423074103	H J HEINZ CO	HNZ									
86.0000	03/14/2013 Various					6,232.20	4,654.43	0.00	1,577.77	0.00	0.00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM									
37.0000	03/15/2013 03/28/2012					2,981.93	2,838.69	0.00	143.24	0.00	0.00
423074103	H J HEINZ CO	HNZ									
58.0000	03/15/2013 03/28/2012					4,202.06	3,074.92	0.00	1,127.14	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTTRX									
8944.4500	05/23/2013 08/15/2012					99,999.00	101,698.39	0.00	-1,699.39	0.00	0.00
071813109	BAXTER INTL INC	BAX									
2.0000	06/07/2013 08/15/2012					139.26	119.06	0.00	20.20	0.00	0.00
17275R102	CISCO SYS INC	CSCO									
1.0000	06/07/2013 03/14/2013					24.46	21.64	0.00	2.82	0.00	0.00

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HIGH POINT, NC 27262-4654

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
363576109	ARTHUR J GALLAGER & CO	AJG	3.0000	06/07/2013	08/20/2012	130.95	107.99	0.00	22.96	0.00	0.00
369604103	GENERAL ELECTRIC CO	GE	2.0000	06/07/2013	10/02/2012	47.48	45.87	0.00	1.61	0.00	0.00
G1151C101	ACCENTURE PLC SHS CL A NEW	ACN	88.0000	07/02/2013	Various	6,326.76	6,606.82	0.00	-280.06	0.00	0.00
17275R102	CISCO SYS INC	CSCO	3.0000	08/01/2013	03/14/2013	77.16	64.91	0.00	12.25	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC COM	KRFT	2.0000	08/01/2013	03/14/2013	114.49	101.13	0.00	13.36	0.00	0.00
594918104	MICROSOFT CORP COM	MSFT	3.0000	08/01/2013	01/17/2013	95.76	81.79	0.00	13.97	0.00	0.00
902973304	US BANCORP DEL NEW	USB	1.0000	08/01/2013	02/19/2013	37.79	34.09	0.00	3.70	0.00	0.00
464288646	MFC ISHARES 1-3 YEAR CREDIT BOND ETF	CSJ	2775.0000	08/14/2013	Various	291,159.87	293,202.75	0.00	-2,042.88	0.00	0.00
693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	PTTRX	17798.3700	08/15/2013	Various	190,264.48	202,358.20	0.00	-12,093.72	0.00	0.00

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C/O SARAH B. PHILLIPS, DIRECTOR  
903 ROCKFORD RD.  
HIGH POINT, NC 27262-4654

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
<b>Total Short Term Sales</b>						1,040,835.70	1,045,704.72	0.00	-4,869.02	0.00	0.00
<b>Long Term Sales</b>											
423074103	H J HEINZ CO	HNZ	130.0000	02/19/2013	02/17/2012	9,377.69	7,076.01	0.00	2,301.68	0.00	0.00
749685103	RPM INC OHIO	RPM	58.0000	02/19/2013	02/17/2012	1,808.11	1,477.24	0.00	330.87	0.00	0.00
749685103	RPM INC OHIO	RPM	25.0000	02/20/2013	02/17/2012	771.24	636.74	0.00	134.50	0.00	0.00
749685103	RPM INC OHIO	RPM	40.0000	02/21/2013	02/17/2012	1,173.46	1,018.79	0.00	154.67	0.00	0.00
749685103	RPM INC OHIO	RPM	30.0000	02/22/2013	02/17/2012	893.25	764.09	0.00	129.16	0.00	0.00
749685103	RPM INC OHIO	RPM	60.0000	02/25/2013	02/17/2012	1,802.73	1,528.18	0.00	274.55	0.00	0.00
749685103	RPM INC OHIO	RPM	52.0000	02/26/2013	02/17/2012	1,556.29	1,324.43	0.00	231.86	0.00	0.00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	15.0000	03/14/2013	02/17/2012	1,202.10	1,156.05	0.00	46.05	0.00	0.00

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# 2013 Tax Information Statement

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THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

Account Number: 23-63942  
Recipient's Tax ID Number: XX-XXX8894

Recipient's Name and Address:  
SALLIE B. PHILLIPS FOUNDATION  
C/O SARAH B. PHILLIPS, DIRECTOR  
903 ROCKFORD RD.  
HIGH POINT, NC 27262-4654

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665130209	MFB NORTHN INTL EQTY INDEX FD	NOINX	2454.4600	04/10/2013	03/27/2012	26,999.00	24,593.69	0.00	2,405.31	0.00	0.00
74005P104	PRAXAIR INC	PX	65.0000	05/06/2013	Various	7,402.14	7,291.21	0.00	110.93	0.00	0.00
74005P104	PRAXAIR INC	PX	27.0000	05/07/2013	02/17/2012	3,073.45	2,969.50	0.00	103.95	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	23.0000	05/15/2013	03/28/2012	1,640.55	1,272.82	0.00	367.73	0.00	0.00
253868103	DIGITAL RLTY TR INC COM	DLR	67.0000	05/15/2013	03/28/2012	4,289.80	4,870.66	0.00	-580.86	0.00	0.00
253868103	DIGITAL RLTY TR INC COM	DLR	15.0000	05/16/2013	Various	956.48	1,065.29	0.00	-108.81	0.00	0.00
693390841	PIMCO FDS HIGH YIELD FD	PHIYX	7142.8600	05/23/2013	02/16/2012	70,000.00	66,071.45	0.00	3,928.55	0.00	0.00
00287Y109	ABBVIE INC COM USD0.01	ABBV	7.0000	06/07/2013	03/28/2012	305.52	221.98	0.00	83.54	0.00	0.00
05534B760	BCE INC COM NEW	BCE	2.0000	06/07/2013	02/17/2012	89.12	79.76	0.00	9.36	0.00	0.00

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THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

Account Number: 23-63942  
Recipient's Tax ID Number: XX-XXX8894

Recipient's Name and Address: Ref: AMH  
SALLIE B. PHILLIPS FOUNDATION  
C/O SARAH B. PHILLIPS, DIRECTOR  
903 ROCKFORD RD.  
HIGH POINT, NC 27262-4654

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
064149107	BANK N S HALIFAX COM STK	BNS	2.0000	06/07/2013	02/17/2012	111.90	107.85	0.00	4.05	0.00	0.00
09247X101	BLACKROCK INC CL A	BLK	1.0000	06/07/2013	03/28/2012	278.72	200.54	0.00	78.18	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO	BMJ	101.0000	06/07/2013	03/28/2012	4,755.53	3,389.04	0.00	1,366.49	0.00	0.00
166764100	CHEVRONTEXACO CORP	CVX	1.0000	06/07/2013	05/09/2012	121.57	101.82	0.00	19.75	0.00	0.00
191216100	COCA COLA CO	KO	2.0000	06/07/2013	03/28/2012	82.60	72.63	0.00	9.97	0.00	0.00
37733W105	GLAXO PLC	GSK	3.0000	06/07/2013	03/28/2012	155.04	135.95	0.00	19.09	0.00	0.00
494368103	KIMBERLY CLARK CORP	KMB	1.0000	06/07/2013	03/28/2012	96.82	73.73	0.00	23.09	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	3.0000	06/07/2013	03/28/2012	118.19	115.16	0.00	3.03	0.00	0.00
580135101	MCDONALDS CORP	MCD	1.0000	06/07/2013	02/17/2012	98.19	100.19	0.00	-2.00	0.00	0.00

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58933Y105	MERCK & CO INC	MRK	2.0000	06/07/2013	02/17/2012	96.34	77.28	0.00	19.06	0.00	0.00
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	4.0000	06/07/2013	03/28/2012	142.46	107.27	0.00	35.19	0.00	0.00
65339F101	NEXTERA ENERGY INC COM	NEE	1.0000	06/07/2013	02/17/2012	78.20	60.24	0.00	17.96	0.00	0.00
682680103	ONEOK INC NEW	OKE	1.0000	06/07/2013	02/17/2012	44.49	41.12	0.00	3.37	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL	PM	2.0000	06/07/2013	03/28/2012	183.23	173.73	0.00	9.50	0.00	0.00
756109104	RLTY INC CORP COM	O	1.0000	06/07/2013	03/28/2012	44.52	37.91	0.00	6.61	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	1.0000	06/07/2013	03/28/2012	94.35	81.21	0.00	13.14	0.00	0.00
969457100	WILLIAMS COS INC	WMB	5.0000	06/07/2013	03/28/2012	176.00	152.44	0.00	23.56	0.00	0.00
064149107	BANK N S HALIFAX COM STK	BNS	75.0000	07/02/2013	02/17/2012	3,976.06	4,044.38	0.00	-68.32	0.00	0.00

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064149107	BANK N S HALIFAX COM STK	BNS	15.0000	07/03/2013	02/17/2012	791.14	808.87	0.00	-17.73	0.00	0.00
064149107	BANK N S HALIFAX COM STK	BNS	36.0000	07/05/2013	02/17/2012	1,884.80	1,941.30	0.00	-56.50	0.00	0.00
064149107	BANK N S HALIFAX COM STK	BNS	22.0000	07/08/2013	02/17/2012	1,159.20	1,186.35	0.00	-27.15	0.00	0.00
02209S103	ALTRIA GROUP INC	MO	2.0000	08/01/2013	03/28/2012	70.46	60.91	0.00	9.55	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	1.0000	08/01/2013	03/28/2012	71.47	55.34	0.00	16.13	0.00	0.00
05534B760	BCE INC COM NEW	BCE	1.0000	08/01/2013	02/17/2012	41.29	39.88	0.00	1.41	0.00	0.00
09247X101	BLACKROCK INC CL A	BLK	16.0000	08/01/2013	Various	4,564.75	3,195.05	0.00	1,369.70	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO	BMJ	1.0000	08/01/2013	03/28/2012	43.75	33.55	0.00	10.20	0.00	0.00
191216100	COCA COLA CO	KO	1.0000	08/01/2013	06/26/2012	40.64	37.53	0.00	3.11	0.00	0.00

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253868103	DIGITAL RLTY TR INC COM	DLR	52.0000	08/01/2013	02/17/2012	2,844.34	3,634.88	0.00	-790.54	0.00	0.00
291011104	EMERSON ELECTRIC CO	EMR	1.0000	08/01/2013	02/17/2012	62.44	51.56	0.00	10.88	0.00	0.00
369604103	GENERAL ELECTRIC CO	GE	3.0000	08/01/2013	07/31/2012	73.98	62.60	0.00	11.38	0.00	0.00
37733W105	GLAXO PLC	GSK	1.0000	08/01/2013	03/28/2012	51.54	46.32	0.00	6.22	0.00	0.00
40414L109	HCP, INC	HCP	2.0000	08/01/2013	02/17/2012	85.48	80.00	0.00	5.48	0.00	0.00
478160104	JOHNSON & JOHNSON	JNJ	1.0000	08/01/2013	07/26/2012	93.84	68.54	0.00	25.30	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	1.0000	08/01/2013	03/28/2012	37.93	38.39	0.00	-0.46	0.00	0.00
577081102	MATTEL INC	MAT	2.0000	08/01/2013	03/28/2012	85.26	66.44	0.00	18.82	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	1.0000	08/01/2013	02/17/2012	71.81	56.59	0.00	15.22	0.00	0.00

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682680103	ONEOK INC NEW	OKE	2.0000	08/01/2013	02/17/2012	105.81	82.23	0.00	23.58	0.00	0.00
742718109	PROCTER & GAMBLE CO	PG	1.0000	08/01/2013	03/28/2012	81.57	67.06	0.00	14.51	0.00	0.00
969457100	WILLIAMS COS INC	WMB	1.0000	08/01/2013	03/28/2012	35.98	30.49	0.00	5.49	0.00	0.00
09247X101	BLACKROCK INC CL A	BLK	10.0000	08/02/2013	02/17/2012	2,852.58	1,960.10	0.00	892.48	0.00	0.00
253868103	DIGITAL RLTY TR INC COM	DLR	34.0000	08/02/2013	02/17/2012	1,862.98	2,376.66	0.00	-513.68	0.00	0.00
032654105	ANALOG DEVICES INC	ADI	62.0000	08/20/2013	03/19/2012	2,970.24	2,479.28	0.00	490.96	0.00	0.00
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	112.0000	08/20/2013	Various	3,502.26	2,991.67	0.00	510.59	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	43.0000	08/20/2013	03/28/2012	4,396.24	3,492.22	0.00	904.02	0.00	0.00
032654105	ANALOG DEVICES INC	ADI	36.0000	08/21/2013	Various	1,685.07	1,439.52	0.00	245.55	0.00	0.00

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637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	57.0000	08/21/2013	02/17/2012	1,777.98	1,495.91	0.00	282.07	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	18.0000	08/21/2013	Various	1,837.29	1,447.38	0.00	389.91	0.00	0.00
032654105	ANALOG DEVICES INC	ADI	15.0000	08/22/2013	03/28/2012	708.23	598.95	0.00	109.28	0.00	0.00
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	17.0000	08/22/2013	02/17/2012	524.80	446.15	0.00	78.65	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	11.0000	08/22/2013	06/25/2012	1,128.79	813.70	0.00	315.09	0.00	0.00
032654105	ANALOG DEVICES INC	ADI	12.0000	08/23/2013	03/28/2012	565.74	479.16	0.00	86.58	0.00	0.00
637417106	NATIONAL RETAIL PPTYS INC COM STK	NNN	40.0000	08/23/2013	02/17/2012	1,251.80	1,049.76	0.00	202.04	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	15.0000	08/23/2013	Various	1,546.46	1,105.33	0.00	441.13	0.00	0.00
372460105	GENUINE PARTS CO	GPC	31.0000	09/13/2013	02/17/2012	2,473.22	2,055.32	0.00	417.90	0.00	0.00

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49456B101	KINDER MORGAN INC DEL COM	KMI	132.0000	09/13/2013	03/28/2012	4,646.72	5,067.12	0.00	-420.40	0.00	0.00
665130100	MFB NORTHN MID CAP INDEX FD FD	NOMIX	1869.1000	09/13/2013	Various	29,999.00	24,770.39	0.00	5,228.61	0.00	0.00
233203843	MFO DFA US SMALL CAP PORTFOLIO 6-10 SMALL CO PORTFOLIO OPEN END	DFSTX	1049.2800	09/16/2013	Various	29,999.00	24,498.18	0.00	5,500.82	0.00	0.00
372460105	GENUINE PARTS CO	GPC	8.0000	09/16/2013	02/17/2012	640.68	530.41	0.00	110.27	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	129.0000	09/16/2013	Various	4,530.63	4,591.58	0.00	-60.95	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	21.0000	09/17/2013	02/17/2012	727.39	682.07	0.00	45.32	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO	BMJ	110.0000	11/15/2013	Various	5,764.16	3,678.00	0.00	2,086.16	0.00	0.00
842587107	SOUTHERN CO	SO	84.0000	11/15/2013	03/28/2012	3,536.55	3,744.58	0.00	-208.03	0.00	0.00
842587107	SOUTHERN CO	SO	80.0000	11/18/2013	Various	3,382.04	3,560.51	0.00	-178.47	0.00	0.00

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842587107	SOUTHERN CO	SO	59.0000	11/19/2013	02/17/2012	2,485.40	2,621.62	0.00	-136.22	0.00	0.00
842587107	SOUTHERN CO	SO	46.0000	11/20/2013	02/17/2012	1,913.96	2,043.98	0.00	-130.02	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	31.0000	12/06/2013	03/28/2012	2,467.39	1,715.53	0.00	751.86	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	96.0000	12/06/2013	02/17/2012	3,218.95	3,118.01	0.00	100.94	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	48.0000	12/09/2013	Various	3,779.98	2,629.92	0.00	1,150.06	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	57.0000	12/09/2013	02/17/2012	1,907.35	1,851.32	0.00	56.03	0.00	0.00
05534B760	BCE INC COM NEW	BCE	15.0000	12/23/2013	02/17/2012	645.25	598.22	0.00	47.03	0.00	0.00
291011104	EMERSON ELECTRIC CO	EMR	11.0000	12/23/2013	02/17/2012	762.18	567.21	0.00	194.97	0.00	0.00
577081102	MATTEL INC	MAT	21.0000	12/23/2013	03/28/2012	963.00	682.52	0.00	280.48	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
718172109	PHILIP MORRIS INTERNATIONAL		PM						
11.0000	12/23/2013	03/28/2012	937.82	955.51	0.00	-17.69	0.00	0.00	
Total Long Term Sales			287,683.75	256,271.05	0.00	31,412.70	0.00	0.00	

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