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

OMB No 1545-0052

2013

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

THE PHASE FOUNDATION
2 EXECUTIVE PARK CT
GERMANTOWN, MD 20874**A** Employer identification number
52-1611434**B** Telephone number (see the instructions)
(301) 540-0424

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

C If exemption application is pending, check here ▶ ☐**D** 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 5,825,930.

J Accounting method ☐ Cash ☒ Accrual
☐ 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 (att sch)
- 2 Ck ☒ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5 a Gross rents
- b Net rental income or (loss)
- 6 a Net gain/(loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a 1,474,196.
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10 a Gross sales less returns and allowances
- b Less cost of goods sold
- 11 Gross profit/(loss) (att sch)
- 12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs) SEE STM 2

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) SEE STATEMENT 3

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

12 450,051.

13 36,840.

14

15

16 a 3,500.

17 19,359.

18 2,201.

19

20 21,091.

21 3,594.

22

23 24,979.

24 111,564.

25 345,000.

26 456,564.

27 a -6,513.

b 406,055.

c 406,055.

ADMINISTRATIVE AND EXPENSES

38

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		12,669.	685,860.	685,860.
	2	Savings and temporary cash investments				
	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 sch)				
		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) STATEMENT 4	4,861,000.	4,143,427.	4,644,978.	
	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) STATEMENT 5	489,397.	490,991.	490,991.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 6)	4,101.	4,101.	4,101.		
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I.)	5,367,167.	5,324,379.	5,825,930.		
LIABILITIES	17	Accounts payable and accrued expenses	302,500.	325,000.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	302,500.	325,000.		
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	5,064,667.	4,999,379.		
	30	Total net assets or fund balances (see instructions)	5,064,667.	4,999,379.		
	31	Total liabilities and net assets/fund balances (see instructions)	5,367,167.	5,324,379.		

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	5,064,667.
2	Enter amount from Part I, line 27a	2	-6,513.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,058,154.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	58,775.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,999,379.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	303,503.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	303,503.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	370,274.	5,496,474.	0.067366
2011	390,280.	5,519,279.	0.070712
2010	95,206.	1,705,357.	0.055828
2009	95,730.	1,417,971.	0.067512
2008	121,090.	1,698,263.	0.071302

2 Total of line 1, column (d)	2	0.332720
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	0.066544
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,641,279.
5 Multiply line 4 by line 3	5	375,393.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,061.
7 Add lines 5 and 6	7	379,454.
8 Enter qualifying distributions from Part XII, line 4	8	412,568.

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

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

1 a 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 instrs)			
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		1	4,061.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,061.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,061.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	6,500.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	8,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,439.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 4,439. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MD		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CATHERINE HEKIMIAN</u> Telephone no <u>(301) 540-0424</u> Located at <u>2 EXECUTIVE PARK CT GERMANTOWN MD</u> ZIP + 4 <u>20874</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a 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? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		36,840.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2013)

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	1 a	5,703,086.
b Average of monthly cash balances	1 b	20,000.
c Fair market value of all other assets (see instructions)	1 c	4,101.
d Total (add lines 1a, b, and c)	1 d	5,727,187.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,727,187.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	85,908.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,641,279.
6 Minimum investment return. Enter 5% of line 5	6	282,064.

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	282,064.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	4,061.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	4,061.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	278,003.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	278,003.
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	278,003.

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	1 a	412,568.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	412,568.
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	4,061.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	408,507.

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				278,003.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	37,761.			
b From 2009	26,121.			
c From 2010	11,419.			
d From 2011	118,006.			
e From 2012	99,074.			
f Total of lines 3a through e	292,381.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 412,568.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				278,003.
e Remaining amount distributed out of corpus	134,565.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	426,946.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	37,761.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	389,185.			
10 Analysis of line 9				
a Excess from 2009	26,121.			
b Excess from 2010	11,419.			
c Excess from 2011	118,006.			
d Excess from 2012	99,074.			
e Excess from 2013	134,565.			

BAA

Form 990-PF (2013)

N/A

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

(4) Gross investment income.

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines'

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				
Total			3 a	345,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	768.	
4	Dividends and interest from securities			14	145,780.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	303,503.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				450,051.	
13	Total. Add line 12, columns (b), (d), and (e)					450,051.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

1 a (1)		X
---------	--	---

(2) Other assets.

1 a (2)		X
---------	--	---

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

1 b (1)		X
---------	--	---

(2) Purchases of assets from a noncharitable exempt organization

1 b (2)		X
---------	--	---

(3) Rental of facilities, equipment, or other assets

1 b (3)		X
---------	--	---

(4) Reimbursement arrangements

1 b (4)		X
---------	--	---

(5) Loans or loan guarantees

1 b (5)		X
---------	--	---

(6) Performance of services or membership or fundraising solicitations

1 b (6)		X
---------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		X
----	--	---

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

[illegible]


2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

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

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

Sign Here  6/23/14 **TRUSTEE**

Signature of officer or trustee Date Title

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

☒ Yes ☐ No

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

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN	
	MICHAEL C. RHOADES		<i>Michael C Rhoades</i>		6/17/14		P00246559	
	Firm's name ▶ RHOADES & RHOADES, LLP					Firm's EIN ▶ 20-4018707		
	Firm's address ▶ 17 BEACH COURT BERLIN, MD 21811					Phone no (410) 208-6699		

BAA Form 990-PF (2013)

THE PHASE FOUNDATION

52-1611434

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	\$ 3,500.			\$ 3,500.
TOTAL	\$ 3,500.	\$ 0.	\$ 0.	\$ 3,500.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 389.			\$ 389.
TAX BASED ON INVESTMENT INCOME	1,812.			1,812.
TOTAL	\$ 2,201.	\$ 0.	\$ 0.	\$ 2,201.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 24,637.	\$ 24,637.	\$ 24,637.	
OFFICE EXPENSE	342.			\$ 342.
TOTAL	\$ 24,979.	\$ 24,637.	\$ 24,637.	\$ 342.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
TD AMERITRADE	COST	\$ 4,143,427.	\$ 4,644,978.
TOTAL		\$ 4,143,427.	\$ 4,644,978.

THE PHASE FOUNDATION

52-1611434

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
KENSINGTON REALTY INCOME FUND LP	COST	\$ 193,718.	\$ 193,718.
CONDOR PARTNERS LP	COST	297,273.	297,273.
	TOTAL	\$ 490,991.	\$ 490,991.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	\$ 4,101.	\$ 4,101.
TOTAL	\$ 4,101.	\$ 4,101.

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	TOTAL	\$ 58,775.
		\$ 58,775.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	K-1 CONDOR PARTNERS LP	PURCHASED	VARIOUS	12/31/2013
2	K-1 CONDOR PARTNERS LP	PURCHASED	VARIOUS	12/31/2013
3	K-1 KENSINGTON REALTY INCOME FUND LP	PURCHASED	VARIOUS	12/31/2013
4	K-1 KENSINGTON REALTY INCOME FUND LP	PURCHASED	VARIOUS	12/31/2013
5	LPL CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
6	LPL PUBLIC TRADE SECURITIES - LONG TERM	PURCHASED	VARIOUS	VARIOUS
7	LPL PUBLIC TRADE SECURITIES - SHORT TERM	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	397.		0.	397.				\$ 397.
2	26,111.		0.	26,111.				26,111.
3	0.		90.	-90.				-90.
4	23,044.		0.	23,044.				23,044.
5	70,228.		0.	70,228.				70,228.
6	1343998.		1162121.	181,877.				181,877.
7	10,418.		8,482.	1,936.				1,936.

THE PHASE FOUNDATION

52-1611434

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
							TOTAL	\$ 303,503.

STATEMENT 9
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CATHERINE L. HEKIMIAN 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 15.00	\$ 36,840.	\$ 0.	\$ 0.
JOAN E. HEKIMIAN 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
CHRISTOPHER HEKIMIAN 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
ALLISON H. SITAR 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
A. MARK KNECHTEL 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
	TOTAL	\$ 36,840.	\$ 0.	\$ 0.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	THE PHASE FOUNDATION
NAME:	
CARE OF:	
STREET ADDRESS:	2 EXECUTIVE PARK CT
CITY, STATE, ZIP CODE:	GERMANTOWN, MD 20874
TELEPHONE:	(301) 540-0424
E-MAIL ADDRESS:	
FORM AND CONTENT:	CURRENT FINANCIAL INFORMATION AND SUMMARY OF CHARITABLE PURPOSE
SUBMISSION DEADLINES:	AUGUST
RESTRICTIONS ON AWARDS:	NONE

THE PHASE FOUNDATION

52-1611434

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN RED CROSS 8550 ARLINGTON BLVD FAIRFAX, VA 22031		N/A	TO FUND LOCAL EMERGENCY SERVICES SUCH AS TEMPORARY SHELTER, FOOD, AND MEDICAL SUPPLIES	\$ 10,000.
B&O RAILROAD MUSEUM 901 WEST PRATT STREET BALTIMORE, MD 21223		N/A	TO FUND EARLY CHILDHOOD EDUCATION PROGRAMS	5,000.
CALVARY WOMEN'S SERVICES 1217 GOOD HOPE RD, SE WASHINGTON, DC 20020		N/A	TO SUPPORT PROGRAMS FOR HOMELESS WOMEN IN DC WITH SAFE HOUSING, CASE MANAGEMENT, AND MEALS	5,000.
CHESAPEAKE-POTOMAC SPINA BIFIDA ASSOC 6 S MONROE RD ANNAPOLIS, MD 21402		N/A	TO SUPPORT SPECIAL NEEDS FUND TO HELP PATIENTS DEFRAY COST OF NON-REIMBURSABLE MEDICAL EXPENSES	5,000.
COLONIAL WILLIAMSBURG FOUNDATION 134 N HENRY ST WILLIAMSBURG, VA 23185		N/A	TO FUND EDUCATIONAL PROGRAMS FOR ONSITE VISITORS TO HISTORIC CITY	5,000.
COMPUTER CORE 3846 KING ST ALEXANDRIA, VA 22302		N/A	TO UPDATE CLASSROOM COMPUTERS	5,000.
EASTERN WOMEN'S BASEBALL CONFERENCE 11602 VANTAGE HILL RD, UNIT 21B RESTON, VA 20190		N/A	TO PAY FOR FIELDS, UMPIRES, AND BASEBALLS	2,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FOR LOVE OF CHILDREN 1763 COLUMBIA RD, NW WASHINGTON, DC 20009		N/A	TO COVER THE COST OF COLLEGE APPLICATIONS FEES, SAT PREPARATION MATERIALS, AND LOCAL COLLEGE VISITS	\$ 5,000.
FRANCISCAN CENTER 101 W 23RD ST BALTIMORE, MD 21218		N/A	TO COVER THE COST OF DINNER AT HOMELESS SHELTER	5,000.
GLENWOOD ACADEMY 500 W 187TH ST GLENWOOD, IL 60425		N/A	TO PURCHASE THE AIMS WEB CURRICULUM-BASED MEASUREMENT SYSTEM	6,000.
HOPE AND A HOME 1439 R ST, NW WASHINGTON, DC 20009		N/A	TO FUND ENERGY-EFFICIENT WINDOWS AND DOORS AT ONE OF THEIR UNITS	2,000.
HOPE HOUSE PO BOX 60682 WASHINGTON, DC 20039		N/A	TO SUPPORT THE FATHER-TO-CHILD READING PROGRAM	10,000.
HOUSING UNLIMITED INC 1398 LAMBERTON DR, STE G1 SILVER SPRING, MD 20902		N/A	TO SUPPORT THE TENANT EMPOWERMENT PROGRAM	5,000.
INTERNATIONAL FUND FOR ANIMAL WELFARE 290 SUMMER ST YARMOUTH PORT, MA 02675		N/A	TO SUPPORT EFFORTS TO CURTAIL POACHING OF PROTECTED WILDLIFE	8,000.
LEUKEMIA AND LYMPHOMA SOCIETY INC 5845 RICHMOND HWY, STE 800 ALEXANDRIA, VA 22303		N/A	TO FUND CUTTING-EDGE BLOOD CANCER RESEARCH	10,000.
LIGHT HOUSE INC (HOMELESS SHELTER) 10 HUDSON ST ANNAPOLIS, MD 21401		N/A	TO FUND SKILL ASSESSMENT, TRAINING, AND JOB COUNSELING FOR HOMELESS ADULTS	5,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MARYLAND ZOO IN BALTIMORE 1876 MANSION HOUSE DRIVE BALTIMORE, MD 21217		N/A	TO COMPLETE AND INSTALL CREATURE ENCOUNTERS EDUCATIONAL EXHIBIT	\$ 5,000.
MONTGOMERY COLLEGE FOUNDATION 40 WEST GUDE DRIVE, SUITE 220 ROCKVILLE, MD 20850		N/A	FOR ENGINEERING PROGRAM FUND	5,000.
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST-WEST HIGHWAY, STE 525 BETHESDA, MD 20814		N/A	TO FUND RESEARCH ON A NANOPARTICLE DRUG DELIVERY SYSTEM	15,000.
NATURE CONSERVANCY OF MD/DC 5410 GROSVENOR LANE, STE 100 BETHESDA, MD 20814		N/A	TO SUPPORT CHESAPEAKE BAY WATERSHED CONSERVATION	10,000.
PARTNER FOR SURGERY 6804 MELROSE DR MCLEAN, VA 22101		N/A	TO FUND CERVICAL CANCER PREVENTION TRAINING OF NURSES IN GUATAMALA AND SCREENINGS FOR 2,900 WOMEN AT CLINICS	10,000.
SALVATION ARMY NATIONAL CAPITAL AREA 2626 PENNSYLVANIA AVE, NW WASHINGTON, DC 20037		N/A	TO SUPPORT JOB READINESS PROGRAM PREPARING HOMELESS SINGLE MOTHERS FOR EMPLOYMENT	10,000.
SECOND CHANCE WILDLIFE CENTER 7101 BARCELLONA DR GAITHERSBURG, MD 20879		N/A	TO PAY FOR FOOD, MEDICINE, MEDICAL SUPPLIES, AND CAGE FURNISHINGS FOR REHABBING ANIMALS	10,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THRIVE DC 1525 NEWTON ST, NW STE G1 WASHINGTON, DC 20010		N/A	TO SUPPORT THE DAILY BREAD / DAILY NEEDS AND LINKS PROGRAMS	\$ 4,000.
UC-CUMBERLAND COLLEGE 6191 COLLEGE STATION DR WILLIAMSBURG, KY 40769		N/A	TO ASSIST DISADVANTAGED POPULATION IN APPALACHIA THROUGH MOUNTAIN OUTREACH PROGRAM	5,000.
WETA (EDUCATIONAL TELECOMMUNICATIONS) 3939 CAMPBELL AVE ARLINGTON, VA 22206		N/A	TO PAY FOR THE LOCAL BROADCAST OF EIGHT EPISODES OF THE NATURE PROGRAM ON CHANNEL 26	5,000.
WOODWORKERS FOR CHILDREN'S CHARITY 21 WILD HUNT CT LAYTONSVILLE, MD 20882		N/A	TO BUY 1,300 HARDBACK PICTURE BOOKS TO BE GIVEN TO FIRST-GRADE STUDENTS IN TITLE 1 SCHOOLS IN MONTGOMERY COUNTY	4,000.
AUTOMOBILE DEALER EDUCATION INSTITUTE 5301 WISCONSIN AVE, NW, STE 210 WASHINGTON, DC 20015		N/A	TO HELP PAY FOR STUDENTS TO ATTEND MONTGOMERY COLLEGE ON A FULL SCHOLARSHIP	5,000.
ALS ASSOCIATION 7507 STANDISH PL ROCKVILLE, MD 20855		N/A	TO PAY FOR MEDICAL EQUIPMENT PURCHASE, REPAIR, AND DELIVERY	2,000.
ARMENIA TREE PROJECT 65 MAIN ST WATERTOWN, MA 02472		N/A	TO FUND TREE PLANTING IN AVAN COMMUNITY OF YEREVAN	5,000.
BREAD FOR THE CITY 1525 7TH ST, NW WASHINGTON, DC 20001		N/A	TO PROVIDE FOOD, CLOTHING, AND MEDICAL CARE TO POOR FAMILIES	3,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BREAST CANCER AWARENESS 322 E ANTIETAM ST, STE 101 HAGERSTOWN, MD 21740		N/A	TO PURCHASE WIGS, SCARVES, TURBANS, AND WIG CARE KITS FOR CHEMOTHERAPY PATIENTS	\$ 5,000.
US LIGHTHOUSE SOCIETY PO BOX 1270 ANNANDALE, VA 22003		N/A	TO FUND RESTORATION OF HISTORIC LIGHTHOUSES	5,000.
FOOD AND FRIENDS 219 RIGGS RD, NE WASHINGTON, DC 20011		N/A	TO PURCHASE, PREPARE, AND DELIVER MEALS TO PEOPLE LIVING WITH LIFE-CHALLENGING ILLNESSES	4,000.
GIRL SCOUTS OF THE CHESAPEAKE BAY 100 W 10TH ST, STE 610 WILMINGTON, DE 19801		N/A	TO PURCHASE EQUIPMENT TO ENHANCE WATER PROGRAMS AT CAMP TODD	2,000.
HELPMEESEE INC 20 W 36TH ST, STE 701 NEW YORK, NY 10018		N/A	TO PAY FOR CATARACT SURGERY FOR POOR CHILDREN AND ADULTS	9,000.
HOUSE OF RUTH 5 THOMAS CIR, NW WASHINGTON, DC 20005		N/A	TO FUND HOUSING AND SUPPORTIVE SERVICES FOR HOMELESS AND ABUSED WOMEN AND CHILDREN	4,000.
KATIE'S KROPS 1714 CONGRESSIONAL BLVD SUMMERVILLE, SC 29483		N/A	TO FUND VEGETABLE GARDENS TO SUPPLY PRODUCE FOR FOOD BANKS AND HOMELESS SHELTERS	5,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LYNNHAVEN RIVER NOW 1608 PLEASURE HOUSE RD, STE 108 VIRGINIA BEACH, VA 23455		N/A	TO FUND OYSTER REEFS AND RESTORE WETLANDS TO IMPROVE QUALITY OF LYNNHAVEN RIVER	\$ 4,000.
MARET SCHOOL 3000 CATHEDRAL AVE, NW WASHINGTON, DC 20008		N/A	TO FUND TUTORING, DIAGNOSTIC TESTING, AND SCHOOL SUPPLIES	5,000.
MCPAW 9613 ELDWICK WAY POTOMAC, MD 20854		N/A	FUNDING TOWARD FINISHING CONSTRUCTION OF ANIMAL SERVICES CENTER	8,000.
MICHAEL J FOX FDN PARKINSON'S RESEARCH 498 7TH AVE, 18TH FL NEW YORK, NY 10018		N/A	TO FUND RESEARCH INTO CURE FOR PARKINSON'S DISEASE	5,000.
MOBILE MEDICAL CARE 9309 OLD GEORGETOWN RD BETHESDA, MD 20814		N/A	TO FUND HEALTH SCREENINGS AND PATIENT EDUCATION AT COMMUNITY HEALTH FAIRS	5,000.
MONTGOMERY COUNTY HUMANE SOCIETY 14645 ROTHGEB DR ROCKVILLE, MD 20850		N/A	TO PAY FOR FOOD AND SUPPLIES FOR THE SHELTER ANIMALS	5,000.
MONTGOMERY HOSPICE 1355 PICCARD DR, STE 100 ROCKVILLE, MD 20850		N/A	SUPPORT FOR THE MONTGOMERY KIDS PEDIATRIC HOSPICE PROGRAM	5,000.
NORMAN REGIONAL HEALTH FOUNDATION 901 N PORTER NORMAN, OK 73070		N/A	TO SUPPORT REBUILDING EFFORTS OF MOORE MEDICAL CENTER WHICH WAS SEVERELY DAMAGED BY A TORNADO	20,000.
OCEAN CONSERVANCY 1300 19TH ST, NW, 8TH FL WASHINGTON, DC 20036		N/A	TO SUPPORT THE TRASH-FREE SEAS PROGRAM	8,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PLEASE FOUNDATION 5310 OLD COURT RD, STE 301 RANDALLSTOWN, MD 21133		N/A	TO PAY FOR PET FOOD, SUPPLIES, AND MEDICATION FOR PETS OF LOW-INCOME, ELDERLY, OR DISABLED	\$ 5,000.
PATHFINDERS FOR AUTISM 303 INTERNATIONAL CIR, STE 110 HUNT VALLEY, MD 21030		N/A	TO FUND THE ACTIVITIES OF THE RESOURCE CENTER INCLUDING PARENT TIPS NEWSLETTERS AND TRAINING	4,000.
ST ELIZABETH SCHOOL 801 ARGONNE DR BALTIMORE, MD 21218		N/A	TO HELP PURCHASE A GENERATOR FOR THE SCHOOL	5,000.
STRONGHOLD INC 7901 COMUS RD DICKERSON, MD 20842		N/A	FUNDS FOR MAINTENANCE OF THE 3,300-ACRE PARK INCLUDING REGISTERED NATURAL LANDMARK SUGARLOAF MOUNTAIN	5,000.
SUBURBAN HOSPITAL FOUNDATION 8600 OLD GEORGETOWN RD BETHESDA, MD 20814		N/A	TO DEVELOP AND IMPLEMENT HEALTH EDUCATION PROGRAM FOR 24/7 CAREGIVERS	5,000.
SUMTER PREGNANCY CENTER 529-A OXFORD ST SUMTER, SC 29150		N/A	TO FURNISH A NEW CHILDREN'S ROOM WITH TABLE, CHAIRS, RUG, TV/DVD PLAYER, PUZZLES, AND TOYS	2,000.
VIRGINIA BEACH SPCA 3040 HOLLAND RD VIRGINIA BEACH, VA 23453		N/A	TO PAY FOR FOOD AND SUPPLIES FOR THE SHELTER ANIMALS	5,000.

THE PHASE FOUNDATION

52-1611434

STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WATERSHED STEWARDS ACADEMY INC 975 INDIAN LANDING RD MILLERSVILLE, MD 21108		N/A	TO COVER THE COST OF TRAINING AND CERTIFYING A MASTER WATERSHED STEWARD IN ANNE ARUNDEL COUNTY	\$ 4,000.
WESTMINSTER INGLESIDE FOUNDATION 5121 BROAD BRANCH RD, NW WASHINGTON, DC 20008		N/A	TO ADD TO THE INGLESIDE AT KING FARM RESIDENT SUPPORT FUND	5,000.
WILDERNESS SOCIETY 1615 M ST, NW WASHINGTON, DC 20036		N/A	TO AID THE EFFORTS TO PROTECT PRIORITY LANDSCAPES THROUGH WILDERNESS AND OTHER DESIGNATIONS	2,000.
WONDERWORK INC 420 FIFTH AVE, 27TH FL NEW YORK, NY 10018		N/A	TO FUND FREE SURGERY TO CORRECT BLINDNESS, BURNS, AND CLUBFEET FOR CHILDREN AND ADULTS IN DEVELOPING COUNTRIES	4,000.
WUMCO HELP INC PO BOX 247 POOLESVILLE, MD 20837		N/A	TO PROVIDE FINANCIAL ASSISTANCE TO PAY UTILITY BILLS FOR NEEDY PERSONS IN TIMES OF CRISIS THROUGH UTILITIES ASSISTANCE FUND	4,000.
SUMTER SPCA 1140 S GUIGNARD DR SUMTER, SC 29150		N/A	TO PAY FOR FOOD AND SUPPLIES FOR THE SHELTER ANIMALS	5,000.

TOTAL \$ 345,000.

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No 1545-1709

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE PHASE FOUNDATION	52-1611434
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	2 EXECUTIVE PARK CT	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	GERMANTOWN, MD 20874	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CATHERINE HEKIMIAN

Telephone No. ► (301) 540-0424

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

► ☒ calendar year 20 13 or► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	8,500.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	2,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	6,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.Form **8868** (Rev. 1-2014)