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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

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

OMB No. 1545-0052

2013

Open to Public Inspection

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

Name of foundation SAMUEL L. PHILLIPS FAMILY FDN		A Employer identification number 56-2225556						
Number and street (or P.O. box number if mail is not delivered to street address) 1525 WEST WT HARRIS BLVD	Room/suite	B Telephone number (see instructions) 800-352-3705						
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 13,409,069.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		327,514.	325,566.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		663,257.			
b Gross sales price for all assets on line 6a		7,572,754.			
7 Capital gain net income (from Part IV, line 2)			663,257.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		854.	-21,570.		STMT 7
12 Total. Add lines 1 through 11		991,625.	967,253.		
13 Compensation of officers, directors, trustees, etc.		20,000.			20,000.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 8		4,000.	NONE	NONE	4,000.
c Other professional fees (attach schedule) STMT 9		113,070.	99,931.		13,139.
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 10		5,404.	5,404.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 11		249.	249.		
24 Total operating and administrative expenses. Add lines 13 through 23		142,723.	105,584.	NONE	37,139.
25 Contributions, gifts, grants paid		588,034.			588,034.
26 Total expenses and disbursements. Add lines 24 and 25		730,757.	105,584.	NONE	625,173.
27 Subtract line 26 from line 12		260,868.			
a Excess of revenue over expenses and disbursements			861,669.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		19,598.	-47,592.	-47,592.
	2	Savings and temporary cash investments		734,889.	564,291.	564,291.
	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 ▶	NONE	15,007.		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) .	STMT 12	671,775.		
	b	Investments - corporate stock (attach schedule) .	STMT 15	5,481,843.	6,939,953.	8,032,079.
	c	Investments - corporate bonds (attach schedule) .	STMT 23	277,625.	4,841,698.	4,813,761.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) .	STMT 26	4,868,915.	1.	46,530.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,069,652.	12,298,351.	13,409,069.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		12,069,652.	12,298,351.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)		12,069,652.	12,298,351.		
31	Total liabilities and net assets/fund balances (see instructions)		12,069,652.	12,298,351.		

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	12,069,652.
2	Enter amount from Part I, line 27a	2	260,868.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 28	3	16,263.
4	Add lines 1, 2, and 3	4	12,346,783.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 29	5	48,432.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,298,351.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 7,572,754.		6,909,497.	663,257.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			663,257.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	663,257.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	670,104.	12,647,322.	0.052984
2011	709,441.	13,016,384.	0.054504
2010	599,325.	12,511,317.	0.047903
2009	543,000.	12,162,259.	0.044646
2008	536,778.	13,199,733.	0.040666
2 Total of line 1, column (d)			2 0.240703
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 0.048141
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 12,982,979.
5 Multiply line 4, by line 3			5 625,014.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,617.
7 Add lines 5 and 6			7 633,631.
8 Enter qualifying distributions from Part XII, line 4			8 625,173.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	17,233.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	17,233.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	17,233.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,772.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,772.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	14,461.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
4a 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?		
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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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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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(800) 352-3705</u>			
	Located at <u>1 W 4TH STREET D4000-062, WINSTON SALEM, NC</u> ZIP+4 <u>27101-3818</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	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 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>			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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☒ Yes	☐ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If "Yes," list the years <u></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.)	2b	X
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></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gina Phillips PO Box 400, Spruce Pine, NC 28777	President 25	5,000.	-0-	-0-
Fred L Stout P.O. Box 400, Spruce Pine, NC 28777	Vice-President 2	5,000.	-0-	-0-
G Byron Phillips P.O. Box 400, Spruce Pine, NC 28777	Treasurer 5	5,000.	-0-	-0-
Van Phillips P.O. Box 400, Spruce Pine, NC 28777	Secretary 9	5,000.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	12,072,957.
b	Average of monthly cash balances	1b	1,107,732.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,180,689.
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	NONE
3	Subtract line 2 from line 1d	3	13,180,689.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	197,710.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	12,982,979.
6	Minimum investment return. Enter 5% of line 5	6	649,149.

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	649,149.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,233.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,233.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	631,916.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	631,916.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	631,916.

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	625,173.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	625,173.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	625,173.

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				631,916.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			202,073.	
b Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>625,173.</u>				
a Applied to 2012, but not more than line 2a			202,073.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				423,100.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				208,816.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(a) Total

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(1)(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 (i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income .

1 Information Regarding Foundation Managers:

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 35				588,034.
Total			3a	588,034.
b Approved for future payment EAST CAROLINA UNIVERSITY 525 MOYE BLVD GREENVILLE, NC 27834-2849 PENLAND SCHOOL OF CRAFTS PO BOX 37 PENLAND, NC 28765	NONE NONE	PUBLIC CHA PUBLIC CHA	DENTAL SCHOLARSHIPS GRANTS	399,811. 75,000.
Total			3b	474,811.

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? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

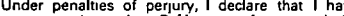
[illegible]

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.

[illegible]

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		<u>04/25/2014</u>	
	Signature of officer or trustee	Date	Title
	GINA A. PHILLIPS		

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

Paid Preparer Use Only	Print/Type preparer's name DAVID APPLE	Preparer's signature 	Date 04/25/2014	Check ☐ if self-employed	PTIN P00555848
	Firm's name ▶ WELLS FARGO BANK, N.A.			Firm's EIN ▶ 94-3080771	
	Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262			Phone no. 800-691-8916	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	2,745.	2,745.
AT&T INC	784.	784.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	194.	194.
ABBVIE INC	1,458.	1,458.
ACE INA HOLDING	388.	388.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	266.	266.
ALTRIA GROUP INC	3,819.	3,819.
AMERICAN ELEC PWR CO INC COM	525.	525.
AMERICAN EXPRESS CO COM	143.	143.
AMERICAN EXPRESS	387.	387.
ANHEUSER-BUSCH INBEV	397.	397.
APACHE CORP COM RTS EXP 01/31/2006	19.	19.
APPLE COMPUTER. INC COM	1,036.	1,036.
ASTRAZENECA PLC SPONSORED ADR	3,551.	3,551.
AUTOMATIC DATA PROCESSING INC COM	288.	288.
BCE INC	1,705.	1,705.
BP PLC SPONSORED ADR	1,718.	1,718.
BANK OF MONTREAL	204.	204.
BEAR STEARNS CO INC	502.	502.
BLACKROCK INC	222.	222.
BRISTOL-MYERS SQUIBB CO COM	1,425.	1,425.
BURLINGTN NORTH SANT	152.	152.
BURLINGTN NORTH SANT	90.	90.
CIGNA CORP	308.	308.
CSX CORP	457.	457.
CANADIAN PACIFIC RAILWAY LTD	29.	29.
CAPITAL ONE FINANCIA	354.	354.
CATERPILLAR INC COM W/RTS EXP 12/11/2006	273.	273.
CATERPILLAR INC	226.	226.
CHEVRONTTEXACO CORP COM	1,556.	1,556.
CHICAGO ILL MET WTR	212.	212.
CITIGROUP INC	176.	176.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CITIGROUP INC	102.	102.
COCA-COLA CO COM	1,168.	1,168.
COMCAST CORP NEW CL A	93.	93.
COMCAST CORP	336.	336.
CONOCOPHILLIPS COM	3,319.	3,319.
CREDIT SUISSE	447.	447.
JOHN DEERE CAPITAL	133.	133.
DIAGEO PLC SPONSORED ADR NEW	333.	333.
DIRECTV HLDG/FIN INC	238.	238.
DIRECTV HOLDINGS/FIN	118.	118.
WALT DISNEY COMPANY/	87.	87.
DOMINION RES INC VA NEW COM	945.	945.
DOMINION RESOURCES	284.	284.
DOW CHEMICAL CO/THE	176.	176.
DREYFUS EMG MKT DEBT LOC C-I #6083	14,419.	14,419.
DUKE ENERGY HOLDING CORP. COM	1,912.	1,912.
EOG RES INC COM	9.	9.
EATON VANCE FLOATING RATE FD-I #924	14,110.	14,110.
EBAY INC	330.	330.
EXXON MOBIL CORP COM	1,614.	1,614.
FPL GROUP CAPITAL IN	97.	97.
FHLMC POOL #C09025	353.	353.
FHLMC POOL #C09026	401.	401.
FHLMC POOL #C09031	185.	185.
FED HOME LN MTG CORP	1,721.	1,721.
FED HOME LN MTG CORP	1,067.	1,067.
FED NATL MTG ASSN	1,500.	1,500.
FNMA POOL #893234	1,004.	1,004.
FNMA POOL #900295	823.	823.
FNMA POOL #995094	577.	577.
FNMA POOL #AA0835	484.	484.
FNMA POOL #AA9117	1,040.	1,040.
FNMA POOL #AB7391	306.	306.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FNMA POOL #AC1847 4.500% 9/01/24	512.	512.
FNMA POOL #AE0385 4.000% 9/01/40	379.	379.
FEDEX CORP 7.375% 1/15/14	426.	426.
FEDEX CORP 2.625% 8/01/22	172.	172.
FORD MOTOR COMPANY 4.750% 1/15/43	222.	222.
FRANKLIN RES INC COM	56.	56.
FREEMPORT MCMORAN COPPER & GOLD CL B W/RT	814.	814.
GENERAL ELEC CO COM	586.	586.
GENERAL ELEC CAP COR 4.375% 9/16/20	310.	310.
GENERAL ELEC CAP COR 3.100% 1/09/23	73.	73.
GLAXO SMITHKLINE SPONSORED PLC ADR	2,848.	2,848.
GOLDMAN SACHS GROUP 6.000% 6/15/20	307.	307.
HCP INC	752.	699.
HSBC HLDGS PLC SPONSORED ADR NEW	733.	733.
HSBC FRONTIER MARKETS-I	505.	505.
HEALTH CARE REIT INC COM	1,219.	625.
HOME DEPOT INC 5.400% 3/01/16	202.	202.
INTEL CORP COM	728.	728.
INTEL CORP 3.300% 10/01/21	131.	131.
INTL BUSINESS MACHINES CORP COM	523.	523.
ISHARES S&P 500 INDEX FUND	9,066.	9,066.
ISHARES MSCI EAFE INDEX FD	27,313.	27,313.
ISHARES MIDCAP INDEX FD	10,075.	10,075.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	4,949.	4,949.
JP MORGAN CHASE & CO COM	761.	761.
JPMORGAN CHASE & CO 3.375% 5/01/23	102.	102.
JOHNSON & JOHNSON COM	1,719.	1,719.
KIMBERLY-CLARK CORP COM	1,170.	1,170.
KRAFT FOODS INC 5.375% 2/10/20	228.	228.
KRAFT FOODS GROUP INC	2,022.	2,022.
LAKE COUNTY ILL FST 5.900% 12/15/32	207.	207.
LAUDER ESTEE COS INC CL A	80.	80.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	787.	787.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LORILLARD INC	1,066.	1,066.
MFS VALUE FUND-CLASS I #893	11,245.	11,245.
MARATHON OIL CORP 2.800% 11/01/22	204.	204.
MCDONALDS CORP COM	1,483.	1,483.
MCKESSON CORP 3.250% 3/01/16	232.	232.
MERCK & CO INC NEW	2,452.	2,452.
MERRILL LYNCH & CO 6.400% 8/28/17	460.	460.
METLIFE INC 6.400% 12/15/36	435.	435.
MIDAMERICAN ENERGY 6.125% 4/01/36	375.	375.
MONDELEZ INTERNATIONAL INC	121.	121.
MORGAN STANLEY 3.750% 2/25/23	170.	170.
MORGAN STANLEY 4.750% 4/01/14	134.	134.
NATIONAL GRID PLC ADR	3,638.	3,638.
NESTLE S A SPONSORED ADR REPSTG REG SH	1,209.	1,209.
NEW YORK N Y CITY MU 6.011% 6/15/42	211.	211.
NEWS CORP CL A	55.	55.
NOVO-NORDIST A S ADR	450.	450.
OCCIDENTAL PETE CORP COM	410.	410.
ORACLE CORP COM	39.	39.
OPPENHEIMER DEVELOPING MKT-Y #788	4,749.	4,749.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	15,050.	15,050.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	25,556.	25,556.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	16,117.	16,117.
PIMCO FOREIGN BOND FUND-INST	9,160.	9,160.
PPL CORP COM	1,693.	1,693.
PEPSICO INC COM	1,020.	1,020.
PHILIP MORRIS INTERNATIONAL IN	2,911.	2,911.
PHILLIPS 66	144.	144.
PIMCO FOREIGN BOND (UNHEDGED) #1853	5,154.	5,154.
PRAXAIR INC COM	197.	197.
PRICE T ROWE CORPORATE INCOME FD INC	8,262.	8,262.
PROCTER & GAMBLE CO COM	1,368.	1,368.
QUALCOMM INC COM W/RTS ATTACHED	157.	157.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REALTY INCOME CORP COM	235.	144.
REYNOLDS AMERICAN INC	2,837.	2,837.
RIO TINTO PLC SPONSORED ADR	249.	249.
ROCHE HLDG LTD SPONSORED ADR	764.	764.
ROYAL DUTCH SHELL PLC ADR	2,342.	2,342.
ROYAL DUTCH SHELL PLC SPONSORED	1,091.	1,091.
SPDR DJ WILSHIRE INTERNATIONAL REAL	5,468.	5,468.
SABMILLER PLC - ADR	113.	113.
FINANCIAL SELECT SECTOR SPDR FD	4,388.	4,388.
SENIOR HSG PPTYS TR SH BEN INT	638.	483.
SOUTHERN CO COM	2,190.	2,190.
TARGET CORP COM	492.	492.
TEXAS INSTRS INC COM	484.	484.
THERMO FISHER SCIENT 2.250% 8/15/16	184.	184.
TIME WARNER CABLE INC	112.	112.
TOTAL FINA ELF S A SPONSORED ADR	4,564.	4,564.
UNILEVER PLC SPONSORED ADR NEW	407.	407.
US BANCORP	218.	218.
US BANCORP	27.	27.
US TREAS INFL INDE	248.	248.
US TREASURY BOND	71.	71.
US TREAS INFL IND	752.	752.
US TREAS INFL IND NT	276.	276.
US TREASURY NOTE	67.	67.
US TREASURY NOTE	142.	142.
US TREASURY NOTE	56.	56.
US TREASURY NOTE	2,047.	2,047.
US TREASURY NOTE	99.	99.
US TREASURY NOTE	299.	299.
US TREASURY NOTE	84.	84.
UNITED TECHNOLOGIES CORP COM	477.	477.
VANGUARD TOTAL BOND MARKET ETF	19,263.	19,263.
VANGUARD MSCI EMERGING MARKETS EFT	4,638.	4,638.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VENTAS INC-COM	80.	80.
VANGUARD REIT VIPER	2,504.	1,754.
VERIZON COMMUNICATIONS COM	2,449.	2,449.
VERIZON COMMUNICATIO 6.350% 4/01/19	216.	216.
VERIZON COMMUNICATIO 2.450% 11/01/22	87.	87.
VIRGINA ELECTRIC & 4.750% 3/01/13	119.	119.
VODAFONE GROUP PLC SPONSORED ADR	3,499.	3,499.
WAL MART STORES INC COM	534.	534.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	282.	282.
WASTE MANAGEMENT INC 2.600% 9/01/16	113.	113.
WILLIAMS COS INC COM W/RTS ATTACHED	116.	116.
WINDSTREAM CORP	597.	292.
XILINX INC COM	110.	110.
XEROX CORPORATION 6.350% 5/15/18	77.	77.
ARCOS DORADOS HOLDINGS INC-A	12.	12.
ACE LIMITED	38.	38.
FEDERATED TREAS OBL FD 68	115.	115.
	-----	-----
TOTAL	327,514.	325,566.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US TAX REFUND	854.	
RICI LINKED TOTAL INDEX FUND K1		-15,474.
RICI LINKED AGRICULTURAL SECTOR SERIES		-6,096.
	-----	-----
TOTALS	854.	-21,570.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	4,000.			4,000.
TOTALS	4,000.	NONE	NONE	4,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN FEES	99,986.	86,847.	13,139.
INVESTMENTS FEES	13,084.	13,084.	
	-----	-----	-----
TOTALS	113,070.	99,931.	13,139.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	1,408.	1,408.
FOREIGN TAXES ON QUALIFIED FOR	3,348.	3,348.
FOREIGN TAXES ON NONQUALIFIED	648.	648.
-----	-----	-----
TOTALS	5,404.	5,404.
	=====	=====

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	249.	249.
TOTALS	----- 249. =====	----- 249. =====

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

3134A4UU6SUB FEDHOME LN MTG
3137EACA5 FED HOME LN MTG CORP
31398AU34 FED NATL MTG ASSN
31416H4V4 FNMA POOL #AA0835
31416TDX4 FNMA POOL #AA9117
31417LBR5 FNMA POOL #AC1847
31410PLP6 FNMA POOL #893234
31410XGC4 FNMA POOL #900295
912828HN3 US TREAS INFL IND
912828GH7SUB US TREASURY NOTES
912810EQ7SUB US TREASURY BOND
912810PV4 US TREAS INFL INDE
912828MY3 US TREAS INFL IND NT
912828KD1SUB US TREASURY NOTE
912828NP1SUB US TREASURY NOTE
912828LT5SUB US TREASURY NOTE
167560PL9SUB CHICAGO ILL MET
508354RR0SUB LAKE COUNTY ILL
64972FL20SUB NEW YORK N Y CITY
00440EAJ6SUB ACE INA HOLDING
025816BA6SUB AMERICAN EXPRESS
03523TAN8SUB ANHEUSER-BUSCH IN
00206RAS1SUB AT&T INC
00209AAG1SUB AT&T WIRELESS SVC
053332AK8SUB AUTOZONE INC
06050BAA9SUB BANK OF AMERICA C
073902RU4SUB BEAR STEARNS CO
12189TAY0SUB BURLINGTON NORTH
14912L3U3SUB CATERPILLAR FIN S

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

125509BG3SUB CIGNA CORP
172967ES6SUB CITIGROUP INC
20030NBA8SUB COMCAST CORP
22546QAD9SUB CREDIT SUISSE
25459HAV7SUB DIRECTV HOLDINGS/
260543BX0SUB DOW CHEMICAL CO/T
30161NAD3SUB EXELON CORP
36962G4R2SUB GENERAL ELEC CAP
38141EA66SUB GOLDMAN SACHS GRO
437076AP7SUB HOME DEPOT INC
472319AA0SUB JEFFERIES GROUP
472319AA0SUB JEFFERIES GROUP I
481247AA2SUB JPMORGAN CHASE &
494368BB8SUB KIMBERLY-CLARK
494550AX4SUB KIND MORGAN ENER
50075NBA1SUB KRAFT FOODS INC
59018YJ69SUB MERRILL LYNCH & C
59156RAP3SUB METLIFE INC
59562VAM9SUB MIDAMERICAN ENERG
61748AAE6SUB MORGAN STANLEY
68389XAE5SUB ORACLE CORP
843646AC4SUB SOUTHERN PWR CO
87927VAW8SUB TELECOM ITALIA CA
87938WAH6SUB TELEFONICA SA
92343VAV6SUB VERIZON COMMUNICA
984121BW2SUB XEROX CORPORATION
3137EACT4 FED HOME LN MTG CORP
3137EACA5 FED HOME LN MTG
3129462E5 FED HOME LN MTG

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

31398AU34 FED NATL MTG ASSN
31416H4V4 FED NATL MTG ASSN
31416TDX4 FED NATL MTG ASSN
31417LBR5 FED NATL MTG ASSN
31419ANB9 FNMA POOL #AE0385
31410PLP6 FED NATL MTG ASSN
31410XGC4 FED NATL MTG ASSN
912828HN3 US TREASURY INFLATIO
912810PV4 US TREASURY INFLATIO
912828MY3 US TREASURY INFLATIO
912828QF0 US TREASURY NOTE
912828QQ6 US TREASURY NOTE
912828NQ9 US TREASURY NOTE
912828RC6 US TREASURY NOTE
167560PL9 CHICAGO ILL MET WTR
508354RR0 LAKE COUNTY ILL FST
64972FL20 NEW YORK N Y CITY
31416BNK0 FNMA POOL #995094
912810PW2 US TREASURY BOND
912828NH9 US TREASURY NOTE
912828SX9 US TREASURY NOTE
912828TW0 US TREASURY NOTE

TOTALS

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

580135101 MCDONALDS CORP		
580645109SUB MCGRAW-HILL COMPA		
65248E104 NEWS CORP		
87612E106 TARGET CORP		
254687106 WALT DISNEY CO		
02209S103 ALTRIA GROUP INC		
191216100 COCA COLA CO		
518439104 ESTEE LAUDER COMPANI		
50075N104SUB KRAFT FOOD		
713448108 PEPSICO INC		
718172109 PHILIP MORRIS INTERN		
742718109 PROCTER & GAMBLE CO		
871829107SUB SYSCO CORP		
931142103 WAL MART STORES INC		
931422109 WALGREEN CO		
166764100 CHEVRON CORP		
20825C104 CONOCOPHILLIPS		
30231G102 EXXON MOBIL CORPORAT		
406216101SUB HALLIBURTON CO		
674599105 OCCIDENTAL PETE CORP		
025816109 AMERICAN EXPRESS CO		
354613101 FRANKLIN RESOURCES I		
46625H100 JPMORGAN CHASE & CO		
744320102SUB PRUDENTIAL FINL		
002824100 ABBOTT LABS		
075887109SUB BECTON DICKINSON		
46120E602 INTUITIVE SURGICAL I		
478160104 JOHNSON & JOHNSON		
585055106SUB MEDTRONIC INC		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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58933Y105 MERCK & CO INC NEW		
149123101 CATERPILLAR INC		
369550108SUB GENERAL DYNAMICS		
369604103 GENERAL ELECTRIC CO		
913017109 UNITED TECHNOLOGIES		
037833100 APPLE INC		
053015103 AUTOMATIC DATA PROCE		
17275R102SUB CISCO SYSTEMS		
458140100 INTEL CORP		
459200101 INTERNATIONAL BUSINE		
595017104SUB MICROCHIP TECH		
594918104SUB MICROSOFT CORP		
747525103 QUALCOMM INC		
882508104 TEXAS INSTRUMENTS IN		
009158106 AIR PRODS & CHEMS IN		
35671D857 FREEPORT-MCMORAN COP		
74005P104 PRAXAIR INC COM		
124857202SUB CBS CORP		
20030N101SUB COMCAST CORP		
25470M109SUB DISH NETWORK		
345370860SUB FORD MOTOR		
37045V100SUB GENERAL MOTORS		
478366107SUB JOHNSON CONTROLS		
500255104SUB KOHLS CORP		
651229106SUB NEWELL RUBBERMAID		
731572103SUB POLO RALPH LAUR		
039483102SUB ARCHER DANIELS MI		
126650100SUB CVS/CAREMARK		
370334104SUB GENERAL MILLS		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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713448108SUB PEPSICO INC		
742718109SUB PROCTER & GAMBLE		
931142103SUB WAL MART		
651290108SUB NEWFIELD EXPL		
674599105SUB OCCIDENTAL PETE		
75281A109 RANGE RES CORP		
001055102SUB AFLAC INC		
020002101SUB ALLSTATE CORP		
064058100SUB BANK NEW YORK MEL		
060505104SUB BANK OF AMERICA C		
354613101SUB FRANKLIN RESOUR		
416515104SUB HARTFORD FINANCIA		
46625H100SUB JPMORGAN CHASE &		
571748102SUB MARSH & MCCLENNAN		
693475105SUB PNC FINANCIAL SER		
744320102SUB PRUDENTIAL FINL		
78442P106SUB SLM CORP		
857477103SUB STATE STEET CORP		
867914103SUB SUNTRUST BANKS		
89417E109SUB TRAVELERS COMPANI		
902973304SUB US BANCORP DEL N		
071813109SUB BAXTER INTL		
09062X103SUB BIOGEN IDEC INC		
58933Y105SUB MERCK & CO INC		
94973V107SUB WELLPOINT INC		
097023105SUB BOEING CO		
291011104SUB EMERSON ELECTRI		
369604103SUB GENERAL ELECTRIC		
438516106SUB HONEYWELL INTER		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
452308109SUB ILLINOIS TOOL WOR		
00724F101 ADOBE SYS INC		
055921100SUB BMC SOFTWARE		
268648102SUB E M C CORP MASS		
38259P508SUB GOOGLE INC		
68389X105 ORACLE CORPORATION		
882508104SUB TEXAS INSTRUMENTS		
260543103SUB DOW CHEMICAL		
35671D857SUB FREEPORT-MCMORAN		
852061100SUB SPRINT NEXTEL		
025537101 AMERICAN ELECTRIC PO		
29364G103SUB ENTERGY CORP		
65339F101SUB NEXTERA ENERGY IN		
69331C108SUB PG&E CORP		
G3223R108SUB EVEREST REGROUP		
G491BT108SUB INVESCO LIMITED		
N53745100SUB LYONDELLBASELL		
806857108SUB SCHLUMBERGER LTD		
008882532 INVESCO INTL GROWTH-		
411511306 HARBOR INTERNATIONAL F		
411511843 HARBOR SMALL-CAP VAL		
464287465 ISHARES MSCI EAFE ET		1,189,796.
464287499 ISHARES RUSSELL MID-		819,191.
464287648 ISHARES RUSSELL 2000		691,914.
683974505 OPPENHEIMER DEVELOPI		919,907.
722005667 PIMCO COMMODITY REAL		
870297603 MLN ELEMENTS ROGERS		
922042858 VANGUARD MSCI EMERGI		
88732J207 TIME WARNER CABLE IN		
	1,061,019.	
	577,993.	
	399,020.	
	845,000.	

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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393122106	GREEN MTN COFFEE INC	
50075N104	KRAFT FOODS INC	
037411105	APACHE CORP	
09247X101	BLACKROCK INC	
02209S103	ALTERIA GROUP	
191216100	COC COLA CO	
194162103	COLGATE PALMOLIVE CO	
423074103	HEINZ H J CO	
494368103	KIMBERLY CLARK CORP	
544147101	LORILLARD INC	
713448108	PEPSICO INC	
718172109	PHILIP MORRIS INTERN	
742718109	PROCTER & GAMBLE CO	
761713106	REYNOLDS AMERICAN IN	
237194105	DARDEN RESTAURANTS	
372460105	GENUINE PARTS CO	
459902102	INTERNATIONAL GAME	
500255104	KOHL'S CORP	
580135101	MCDONALDS CORP	
855030102	STAPLES INC	
887317303	TIME WARNER INC	
872540109	TJX COS INC	
13342B105	CAMERON INTL CORP	
166764100	CHEVRON CORP	
20825C104	CONOCOPHILLIPS	
25179M103	DEVON ENERGY CORP	
30231G102	EXXON MOBIL CORP	
637071101	NATIONAL OILWELL VAR	
647599105	OCCIDENTAL PETE CORP	

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC		
09247X101 BLACKROCK INC		
172062101 CINCINNATI FINANCIAL		
125581801 CIT GROUP INC		
354613101 FRANKLIN RESOURCES I		
571748102 MARSH & MCLENNAN		
59156R108 METLIFE INC		
624941101 NYSE EURONEXT INC		
744320102 PRUDENTIAL FINL		
87236Y108 TD AMERITRADE HLDG		
89417E109 TRAVELERS COMPANIES		
002824100 ABBOTT LABS		
00817Y108 AETNA INC		
110122108 BRISTOL MYERS SQUIBB		
23918K108 DAVITA INC		
532457108 ELI LILLY & CO COM		
478160104 JOHNSON & JOHNSON		
50540R409 LABORATORY CRP		
883556102 THERMO FISHER SCIENT		
91324P102 UNITEDHEALTH GROUP		
097023105 BOEING CO		
235851102 DANAHER CORP		
244199105 DEERE & CO		
774341101 ROCKWELL COLLINS		
94106L109 WASTE MANAGMENT		
037833100 APPLE INC		
038222105 APPLIED MATERIALS		
219350105 CORNING INC		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
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24702R101 DELL INC		
285512109 ELECTRONIC ARTS INC		
31620M106 FIDELITY NATL INFOMA		
594918104 MICROSOFT CORP		
68389X105 ORACLE CORP		
882508104 TEXAS INSTRUMENTS IN		
92826C839 VISA INC		
984332106 YAHOO INC		
263534109 DUPONT EI DE		
460146103 INTERNATIONAL PAPER		
74005P104 PRAXAIR INC		
00206R102 AT & T INC		
156700106 CENTURYLINK, INC		
92343V104 VERIZON COMMUNICATIO		
97381W104 WINDSTREAM CORP		
20915104 CONSOLIDATED EDISON		
25746U109 DOMINION RES INC VA		
26441C105 DUKE ENERGY		
67019E107 NSTAR		
69351T106 PPL CORPORATION		
842587107 SOUTHERN CO		
976657106 WISCONSIN ENERGY		
046353108 ASTRAZENECA PLC ADR		
05534B760 BCE INC		
25243Q205 DIAGEO PLC - ADR		
26441C204 DUKE ENERGY HOLDING		
37733W105 GLAXOSMITHKLINE PLC		
40414L109 HCP INC		
404280406 HSBC - ADR		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
42217K106 HEALTH CARE REIT INC		
50076Q106 KRAFT FOODS GROUP IN		
609207105 MONDELEZ INTERNATION		
636274300 NATIONAL GRID PLC AD		
641069406 NESTLE S.A. REGISTER		
670100205 NOVO NORDISK A/S - A		
718546104 PHILLIPS 66		
767204100 RIO TINTO PLC - ADR		
771195104 ROCHE HOLDINGS LTD -		
780259107 ROYAL DUTCH SHELL PL		
780259206 ROYAL DUTCH SHELL PL		
78572M105 SABMILLER PLC - ADR		
89151E109 TOTAL S.A. - ADR		
904767704 UNILEVER PLC - ADR		
92857W209 VODAFONE GROUP PLC N		
983919101 XILINX INC		
G0457F107 ARCOS DORADOS HOLDIN	100,000.	103,888.
40428X222 HSBC FRONTIER MARKET	956,034.	1,015,691.
464287200 ISHARES CORE S & P 5	1,000,000.	1,054,733.
552983694 MFS VALUE FUND-CLASS	1,100,000.	1,303,402.
77954Q106 T ROWE PRICE BLUE CH	249,949.	242,915.
78463X863 SPDR DJ WILSHIRE INT	250,357.	298,979.
81369Y605 FINANCIAL SELECT SEC	300,468.	292,241.
870297801 MLN ELEMENTS ROGERS	100,113.	99,422.
922908553 VANGUARD REIT VIPER		
	-----	-----
TOTALS	6,939,953.	8,032,079.
	=====	=====

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
6933390841 PIMCO HIGH YIELD FD-		
6933390700 PIMCO TOTAL RET FD-I	300,000.	314,697.
921937868 VANGUARD TOTAL BD	1,007,418.	986,200.
722005220 PIMCO FOREIGN BD		
26203E851 DREYFUS/THE BOSTON C		
464287648 ISHARES RUSSELL 2000		
464287499 ISHARES TR RUSSELL M		
04315J837 ARTIO INTER. EQ		
411511306 HARBOR INTER. FD		
922042858 VANGUARD EMERGING M		
31959T102 FIRST CITRUS BANCORP		
344419106SUB FOMENTO ECONOMIC		
404280406SUB HSBC - ADR		
641069406SUB NESTLE S.A. REGIS		
670100205SUB NOVRDISK A/S		
767204100SUB RIO TINTO PLC		
771195104SUB ROCHE HOLDINGS LT		
780259206SUB ROYAL DUTCH		
806857108SUB SCHLUMBERGER LTD		
89151E109SUB TOTAL S.A. - ADR		
881624209SUB TEVA PHARMACEUTIC		
904784709SUB UNILEVER N.V.		
H27013103SUB WEATHERFORD INTNT		
261980494 DREYFUS EMG MKT DEBT	525,000.	499,986.
277911491 EATON VANCE FLOATING	574,647.	578,513.
6933390304 PIMCO LOW DURATION F	860,928.	845,379.
6933390882 PIMCO FOREIGN BD FD	575,000.	569,619.
741478101 T ROWE CORPORATE INC	275,000.	263,215.
00440EAJ6 ACE INA HOLDING		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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025816AX7 AMERICAN EXPRESS		
03523TAN8 ANHEUSER-BUSCH INBEV		
00206RAS1 AT&T INC		
06050BAA9 BANK OF AMERICA CORP		
073902RU4 BEAR STEARNS CO INC		
12189TAY0 BURLINGTON NORTH SAN		
149123BV2 CATERPILLAR INC		
125509BS7 CIGNA CORP		
172967ES6 CITIGROUP INC		
20030NBA8 COMCAST CORP		
22303QAF7 COVIDIEN INTERNATION		
22546QAD9 CREDIT SUISSE		
126408GB3 CSX CORP		
25459HBA2 DIRECTV HLDG/FIN INC		
25746UBL2 DOMINION RESOURCES		
260543BX0 DOW CHEMICAL CO/THE		
36962G4R2 GENERAL ELEC CAP COR		
38141EA66 GOLDMAN SACHS GROUP		
437076AP7 HOME DEPOT INC		
458140AJ9 INTEL CORP		
24422ERF8 JOHN DEERE CAPITAL		
478366AR8 JOHNSON CONTROLS INC		
50075NBA1 KRAFT FOODS INC		
58155QAC7 MCKESSON CORP		
59018YJ69 MERRILL LYNCH & CO		
59156RAP3 METLIFE INC		
59562VAM9 MIDAMERICAN ENERGY		
61748AAE6 MORGAN STANLEY		
68389XAE5 ORACLE CORP		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
87927VAW8 TELECOM ITALIA		
87938WAH6 TELEFONICA SA		
883556BA9 THERMO FISHER SCIENT		
91159HHB9 US BANCORP		
92343VAV6 VERIZON COMMUNICATIO		
927804EU4 VIRGINA ELECTRIC &		
94106LAX7 WASTE MANAGEMENT INC		
984121BW2 XEROX CORPORATION		
06366QW86 BANK OF MONTREAL		
12189LAL5 BURLINGTN NORTH SANT		
126408GD9 CSX CORP		
14040HAY1 CAPITAL ONE FINANCIA		
25468PCW4 WALT DISNEY COMPANY/		
260543CH4 DOW CHEMICAL CO/THE		
278642AF0 EBAY INC		
31428XAO9 FEDEX CORP		
31428XAS5 FEDEX CORP		
565849AK2 MARATHON OIL CORP		
91159HHC7 US BANCORP		
921937835 VANGUARD TOTAL BOND		
	723,705.	756,152.
	-----	-----
	4,841,698.	4,813,761.
	=====	=====
TOTALS		

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
RCI991006 RICI LINKED PAM TOTA	C		
31959T102 FIRST CITRUS BANCORP	C		
RCI991014 RICI LINKED AGRICULT	C		
277911491 EATON VANCE FLOATING	C		
693390841 PIMCO HIGH YIELD FD-	C		
693390304 PIMCO LOW DURATION F	C		
693390700 PIMCO TOTAL RET FD-I	C		
741478101 T ROWE CORPORATE INC	C		
921937868 VANGUARD TOTAL BOND	C		
261980494 DREYFUS EMG MKT DEBT	C		
722005220 PIMCO FOREIGN BOND (	C		
693390882 PIMCO FOREIGN BD FD	C		
411511843 HARBOR SMALL-CAP VAL	C		
464287648 ISHARES RUSSELL 2000	C		
464287499 ISHARES TR RUSSELL	C		
008882532 AIM INTERNATIONAL	C		
411511306 HARBOR INTERNATIONAL	C		
464287465 ISHARES MSCI EAFE	C		
683974505 OPPENHEIMER DEVELOP	C		
922042858 VANGUARD MSCI EMERGI	C		
31959T102 FIRST CITRUS BANCORP	C		
870297603 ELEMENTS ROGERS AGRI	C		
722005667 PIMCO COMMODITY REAL	C		
RICI LINKED AGRICULTURE SECTOR	C		
RICI LINKED PAM TOTAL	C		
G0457F107 ARCOS DORADOS HOLDIN	C		
404280406 HSC-ADR	C		
641069406 NESTLE SA REGISTERED	C		
670100205 NOVO NORDISK AS ADR	C		
		1.	46,530.

SAMUEL L. PHILLIPS FAMILY FDN

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
767204100 RIO TINTO PLC ADR	C		
771195104 ROCHE HOLDINGS LTD	C		
780259206 ROYAL DUTCH SHELL PL	C		
89151E109 TOTAL SA ADR	C		
046353108 PLC	C		
05534B760 BCE INC	C		
37733W105 GLAXOSMITHKLINE PLC	C		
G47791101 INGERSOLL-RAND	C		
636274300 NATIONAL GRID PLC	C		
780259107 ROYAL DUTCH SHELL PL	C		
879382208 TELEFONICA SA-ADR	C		
89151E109 TOTAL SA -ADR	C		
904767704 UNILEVER PLC-ADR	C		
92857W209 VODAFONE GROUP	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
92276F100 VENTAS INC	C		
921937835 VANGUARD TOTAL BOND	C		
TOTALS		1.	46,530.

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	12,480.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	447.
OID ADJUSTMENT ON TIPS BONDS	3,326.
ROUNDING	10.

TOTAL	16,263.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	12,667.
ROC BASIS ADJUSTMENT	1,435.
COST ADJUSTMENTS	34,330.

TOTAL	48,432.
	=====

RECIPIENT NAME:
BROADWAY CARES EQUITY FIGHTS AIDS
ADDRESS:
165 WEST 46TH STREET
New York, NY 10036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
EAST CAROLINA UNIVERSITY
HEALTH SCIENCES FD INC
ADDRESS:
525 MOYE BLVD
GREENSVILLE, NC 27834-2849
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 55,234.

RECIPIENT NAME:
GIRLS ON THE RUN OF WNC
ADDRESS:
50 S FRENCH BROAD AVE STE 249
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
COMMUNITIES IN SCHOOLS OF MITHCELL
COUNTY
ADDRESS:
2206 CARTERS RIDGE ROAD
SPRUCE PINE, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SHRINERS HOSPITALS FOR CHILDREN
ADDRESS:
3551 N BROAD STREET
PHILADELPHIA, PA 19140
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
MAYO CLINIC
ADDRESS:
200 FIRST STREET SW
ROCHESTER, MN 55905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

=====

RECIPIENT NAME:
SPECIAL OLYMPICS OF MITCHELL
COUNTY
ADDRESS:
144 GREENLEE LANE
SPRUCE PINE, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PENLAND SCHOOL OF CRAFTS INC
ADDRESS:
PO BOX 37
PENLAND, NC 28765
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 300,000.

RECIPIENT NAME:
PARKWAY PLAYHOUSE OF BURNSVILLE
ADDRESS:
PO BOX 1432
BURNSVILLE, NC 28714
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,500.

=====

RECIPIENT NAME:

BRIDGE CHURCH OF WNC

ADDRESS:

207 PINEBRIDGE AVE

SPRUCE PINE, NC 28777-3063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,300.

RECIPIENT NAME:

INTERMOUNTAIN CHILDRENS SERVICE

INC

ADDRESS:

PO BOX 338

SPRUCE PINE, NC 28777-0338

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

MISSION HELATHCARE FOUNDATION INC

ADDRESS:

PO BOX 5363

ASHEVILLE, NC 28803

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
DUKE UNIVESITY HEALTH SYSTEM
ADDRESS:
615 DOUGLAS ST
DURHAM, NC 27701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MEMORY CARE
ADDRESS:
100 FAR HORIZONS LANE
ASHEVILLE, NC 28803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
MITCHELL COUNTY SCHOOLS
ADDRESS:
72 LEDGER SCHOOL ROAD
BAKERSVILLE, NC 28705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 52,000.

RECIPIENT NAME:
SALVATION ARMY OF HOT SPRINGS
ADDRESS:
PO BOX 295
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
MARYLAND COMMUNITY COLLEGE
FOUNDATION
ADDRESS:
PO BOX 547
SPRUCE PINE, NC 28777
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
MEMORIAL SLOAN-KETTERING CANCER
CENTER
ADDRESS:
1275 YORK AVENUE BOX 701
New York, NY 10065
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID: 588,034.
=====