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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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE REESE PHIFER JR. MEMORIAL

ATTN: SUSAN CORK

A Employer identification number

63-6061552

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1700

B Telephone number

205-750-4434

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

TUSCALOOSA, AL 35403

C If exemption application is pending, check here ☐

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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 ☐

Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 464,450. (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))

(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

250,000.

N/A

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

7,152.

7,152.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

44,122.

b Gross sales price for all assets on line 6a

391,423.

7 Capital gain net income from Part IV, line 4

44,122.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less return and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

301,274.

51,274.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 2

1,400.

0.

1,400.

c Other professional fees

STMT 3

3,609.

3,609.

0.

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses Add lines 13 through 23

5,009.

3,609.

1,400.

25 Contributions, gifts, grants paid

283,850.

283,850.

26 Total expenses and disbursements. Add lines 24 and 25

288,859.

3,609.

285,250.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

12,415.

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

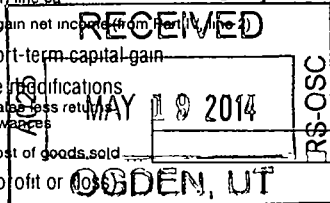
47,665.

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

N/A

POSTMARK DATE

SCANNED MAY 27 2014



14 p

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	171,511.	186,276.	186,276.
	2 Savings and temporary cash investments	3,209.	3,346.	3,346.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 4	34,241.	0.	0.
	b Investments - corporate stock STMT 5	234,793.	267,041.	274,459.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ PREPAID TAXES)		443.	369.	369.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		444,197.	457,032.	464,450.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	444,197.	457,032.		
30 Total net assets or fund balances	444,197.	457,032.		
31 Total liabilities and net assets/fund balances	444,197.	457,032.		

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	444,197.
2 Enter amount from Part I, line 27a	2	12,415.
3 Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	3	420.
4 Add lines 1, 2, and 3	4	457,032.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	457,032.

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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			
b SEE ATTACHED STATEMENTS			
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	391,423.	347,301.	44,122.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			44,122.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	44,122.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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	467,206.	528,590.	.883872
2011	255,654.	477,822.	.535040
2010	222,975.	380,463.	.586062
2009	236,544.	409,136.	.578155
2008	309,395.	574,034.	.538984

2 Total of line 1, column (d)	2	3.122113
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	.624423
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	458,978.
5 Multiply line 4 by line 3	5	286,596.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	477.
7 Add lines 5 and 6	7	287,073.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	285,250.

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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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	953.
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	0.
3 Add lines 1 and 2		3	953.
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	953.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	369.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	369.	
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	584.	
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 ☐ 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
1b 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. \$ 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
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) <u>AL</u>		
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

N/A

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SUSAN P. CORK</u> Telephone no. ► <u>205-750-4434</u> Located at ► <u>P.O. BOX 1700, TUSCALOOSA, AL</u> ZIP+4 ► <u>35403</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 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 ►	16	Yes	No
				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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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 ►		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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) N/A	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)?

☐ 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)?

N/A

5b

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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
BEVERLY PHIFER	TRUSTEE			
4400 KAULOOSA AVENUE				
TUSCALOOSA, AL 35401	5.00	0.	0.	0.
SUSAN PHIFER CORK	TRUSTEE			
4400 KAULOOSA AVENUE				
TUSCALOOSA, AL 35401	5.00	0.	0.	0.
KAREN PHIFER BROOKS	TRUSTEE			
4400 KAULOOSA AVENUE				
TUSCALOOSA, AL 35401	5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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. 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

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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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	283,428.
b	Average of monthly cash balances	1b	182,171.
c	Fair market value of all other assets	1c	369.
d	Total (add lines 1a, b, and c)	1d	465,968.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	465,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,990.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	458,978.
6	Minimum investment return Enter 5% of line 5	6	22,949.

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	22,949.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	953.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	953.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,996.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,996.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,996.

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	285,250.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	285,250.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	285,250.

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.

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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				21,996.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	280,903.			
b From 2009	216,199.			
c From 2010	204,002.			
d From 2011	231,785.			
e From 2012	440,924.			
f Total of lines 3a through e	1,373,813.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	285,250.			
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				21,996.
e Remaining amount distributed out of corpus	263,254.			
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	1,637,067.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	280,903.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	1,356,164.			
10 Analysis of line 9:				
a Excess from 2009	216,199.			
b Excess from 2010	204,002.			
c Excess from 2011	231,785.			
d Excess from 2012	440,924.			
e Excess from 2013	263,254.			

THE REESE PHIFER JR. MEMORIAL

Form 990-PF (2013)

ATTN: SUSAN CORK

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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.

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 address of the person to whom applications should be addressed:

**SUSAN PHIFER CORK, C/O PHIFER, INC., (205)750-2807
4400 KAULOOSA AVE., TUSCALOOSA, AL 35401**

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

NO SPECIFIC FORMAT IS REQUIRED

c Any submission deadlines:

NONE

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

NONE

THE REESE PHIFER JR. MEMORIAL

Form 990-PF (2013)

ATTN: SUSAN CORK

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			CITY AND COUNTY BOARD OF EDUCATION	1,100.
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			COLLEGES AND UNIVERSITIES	34,850.
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			COMMUNITY CHURCHES, LIBRARIES, AND SOUP BOWLS	90,600.
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			HOSPITALS (NON PROFIT)	1,000.
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			MUNICIPAL AGENCIES	3,500.
Total	SEE CONTINUATION SHEET(S)			283,850.
b Approved for future payment				
NONE				
Total				0.

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE REESE PHIFER JR. MEMORIAL
ATTN: SUSAN CORK

Employer identification number

63-6061552

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE REESE PHIFER JR. MEMORIAL
ATTN: SUSAN CORK

Employer identification number

63-6061552

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHIFER, INC. P. O. BOX 1700 TUSCALOOSA, AL 35403	\$ 283,850.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

THE REESE PHIFER JR. MEMORIAL
ATTN: SUSAN CORK

Employer identification number

63-6061552

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

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

Name of organization

Employer identification number

THE REESE PHIFER JR. MEMORIAL**ATTN: SUSAN CORK****63-6061552****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

REESE PHIFER JR., MEMORIAL FOUNDATION
2013

Alabama Appleseed	Annual Giving	\$100.00
Alabama Humanities Foundation	Annual Giving	\$1,000.00
Alabama Institute For The Deaf And Blind	Tuscaloosa Regional Office	\$1,000.00
American Cancer Society	Annual Giving	\$3,000.00
American Christian Academy	Annual Giving	\$400.00
American Diabetes Association	Annual Giving	\$100.00
American Heart Association	Annual Giving	\$2,500.00
Arts and Autism	Annual Giving	\$500.00
Boys & Girls Club Of West Alabama	Annual Giving	\$5,000.00
Buhl Elementary School	PTO Annual Giving	\$100.00
Camp McDowell	Bethany Camp	\$40,000.00
Camp Smile a Mile	Annual Giving	\$750.00
Caring Congregation	Annual Giving	\$5,000.00
Christ Episcopal Church	Beverly Clarkson Phifer Library	\$50,000.00
City Of Tuscaloosa	Holiday On The River	\$3,500.00
Community Foundation Of West Alabama	Educ. Fund & Family Counseling	\$5,000.00
Crohns & Colitis Foundation	Annual Giving	\$100.00
DCH Foundation	The Cancer Center	\$400.00
DCH Foundation	Play Pink Fund	\$600.00
Episcopal Diocese Of Alabama	Sawyerhill Day Camp	\$500.00
Global Effect	Annual Giving	\$10,000.00
Habitat For Humanity Of Harrisburg	Metal Industries	\$2,400.00
Hand In Paw, Animal Assisted Therapy	Annual Giving (Tuscaloosa Area)	\$100.00
Harry-Anna Trust Fund	Children's Therapy Services	\$200.00
Harvest Church	Mission Trip	\$100.00
Hospice Of West Alabama	Annual Giving	\$250.00
Hospice Of West Alabama	Annual Giving	\$250.00
Jack & Jill Of America	Breakfast With Santa	\$100.00
Junior Achievement Foundation	Annual Giving	\$1,000.00
King's Home	Annual Giving	\$500.00
Literacy Council Of West Alabama	Annual Giving	\$1,000.00
Magic Moments	Annual Giving	\$500.00
March Of Dimes	Annual Giving	\$500.00
Park And Recreation Authority	Vet Memorial Park Endowment	\$500.00
Park And Recreation Authority	Therapeutic Program	\$500.00
Public Affairs Research Council Of Al.	Annual Giving	\$250.00
R.I.S.E.	Annual Giving	\$1,000.00
Shelton State Foundation	GED Scholarships	\$250.00
Shirley Place Foundation	Capital Campaign	\$15,000.00
Sprayberry Education Center	Annual Giving	\$500.00
Stillman College	Annual Giving	\$1,000.00
Theatre Tuscaloosa	Annual Giving	\$5,000.00
Truevine Foundation	Annual Giving	\$500.00
Tuscaloosa City Schools Education Found	Christmas Fund	\$100.00
Tuscaloosa Children's Center	Annual Giving	\$7,000.00
Tuscaloosa Symphony Association	Annual Giving	\$5,000.00
Tuscaloosa's One Place	Annual Giving	\$500.00
United Negro College Fund	Annual Giving	\$100.00

United Way Of West Alabama	Annual Giving (**6 Agencies)	\$50,000.00
Association For Retarded Citizens	\$1,000	
Black Warrior Council / Boy Scouts	\$5,000	
Child Abuse Prevention Services	\$4,000	
Tombigbee Girl Scout Council	\$5,000	
United Cerebral Palsy Of West Alabama	\$4,000	
West Alabama Easter Seal Rehabilitation	\$1,000	
University Of Alabama	Lister Hill Society Board of Visitors	\$1,000.00
University Of Alabama	Culverhouse Board Of Visitors	\$4,000.00
University Of Alabama	Crossing Points	\$1,500.00
University Of Alabama	President's Cabinet	\$12,000.00
University Of Alabama	Coll. Comm Heath Sciences	\$10,000.00
University Of Alabama	Trustee Fund	\$5,000.00
Veteran's Of Foreign Wars	Post 6022	\$100.00
West Alabama Chamber Foundation	A-A-S-Lit Coun-Civic HoF Mon, Edge	\$15,000.00
West Alabama Food Bank	Annual Giving	\$5,000.00
Y.M.C.A. (Benjamin Barnes)	Annual Giving	\$600.00
Y.M.C.A. (Central Branch)	Annual Giving	\$6,000.00
	Total	\$283,850.00

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 FIDELITY CONTRAFUND	P	11/18/11	04/01/13
b MFS VALUE FUND CL I	P	11/18/11	04/01/13
c PIONEER BOND FUND CLASS Y	P	07/11/03	04/01/13
d PIONEER GOVERNMENT INCOME FD CL Y	P	01/11/00	04/01/13
e ISHARES IBOX \$ INVT GRADE CORP BD	P	07/24/13	09/23/13
f ISHARES TIPS BOND ETF	P	07/24/13	09/23/13
g VANGUARD FINANCIALS ETF	P	07/24/13	12/19/13
h VANGUARD INFORMATION TECH ETF	P	07/24/13	09/23/13
i VANGUARD INFORMATION TECH ETF	P	07/24/13	12/19/13
j VANGUARD TELECOMM SRVCS ETF	P	07/24/13	12/19/13
k SPDR BARCLAYS INTL TREASURY BOND ETF	P	07/24/13	09/23/13
l POWERSHARES GLOBAL EXCHANGE TRADED FD TR	P	07/24/13	09/23/13
m ISHARES 3-7 YEAR TREASURY BOND ETF	P	07/24/13	09/23/13
n ISHARES MBS ETF	P	07/24/13	09/23/13
o VANGUARD INTERMEDIATE TERM BOND ETF	P	07/24/13	09/23/13

(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 20,000.		15,945.	4,055.
b 13,000.		10,054.	2,946.
c 10,000.		9,983.	17.
d 7,000.		6,589.	411.
e 1,809.		1,834.	<25.>
f 1,011.		1,009.	2.
g 352.		338.	14.
h 81.		77.	4.
i 263.		231.	32.
j 84.		83.	1.
k 873.		857.	16.
l 1,425.		1,443.	<18.>
m 725.		725.	0.
n 6,519.		6,496.	23.
o 4,732.		4,768.	<36.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,055.
b			2,946.
c			17.
d			411.
e			<25.>
f			2.
g			14.
h			4.
i			32.
j			1.
k			16.
l			<18.>
m			0.
n			23.
o			<36.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

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 VANGUARD SHORT TERM BOND		P	07/24/13	09/23/13
b SPDR BARCLAYS HIGH YIELD BOND ETF		P	07/24/13	09/23/13
c SPDR BARCLAYS HIGH YIELD BOND ETF		P	07/24/13	12/19/13
d VANGUARD EXTENDED DURATION TREASURY ETF		P	07/24/13	09/23/13
e MARKET VECTORS EMRG MKTS LOCAL CURRENCY DEBT ETF		P	07/24/13	09/23/13
f HEALTH CARE SELECT SPDR		P	07/24/13	12/19/13
g SECTOR SPDR CONSUMERS STPL		P	07/24/13	12/19/13
h CONSUMER DISCRETIONARY SPDR		P	07/24/13	12/19/13
i SECTOR SPDR INDUSTRIAL		P	07/24/13	09/23/13
j SECTOR SPDR INDUSTRIAL		P	07/24/13	12/19/13
k PIONEER BOND FUND CLASS Y		P	05/21/13	07/24/13
l THORNBURG INVSMT INCOME BUILDER FUND CL I		P	07/24/13	09/24/13
m THORNBURG INVSMT INCOME BUILDER FUND CL I		P	07/24/13	12/19/13
n PIONEER GOVERNMENT INCOME FD CL Y		P	05/21/13	07/24/13
o MFS VALUE FUND CL I		P	05/21/13	07/24/13

(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 7,867.		7,863.	4.
b 1,362.		1,371.	<9.>
c 851.		847.	4.
d 3,008.		3,109.	<101.>
e 1,435.		1,435.	0.
f 328.		302.	26.
g 213.		206.	7.
h 197.		178.	19.
i 93.		90.	3.
j 509.		450.	59.
k 9.		9.	0.
l 14.		12.	2.
m 85.		83.	2.
n 7.		7.	0.
o 28.		27.	1.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4.
b			<9.>
c			4.
d			<101.>
e			0.
f			26.
g			7.
h			19.
i			3.
j			59.
k			0.
l			2.
m			2.
n			0.
o			1.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	MAINSTAY HIGH YIELD CORPORATE BOND FD CL I	P	07/24/13	09/23/13
b	NUVEEN PREFERRED SECURITIES FUND CL I	P	07/24/13	09/23/13
c	BLACKROCK GLOBAL DIVIDEND PORTFOLIO INST	P	07/24/13	09/23/13
d	PIMCO ALL ASSET ALL AUTHORITY FUND CL P	P	07/24/13	09/23/13
e	PIMCO ALL ASSET ALL AUTHORITY FUND CL P	P	07/24/13	12/19/13
f	FIDELITY ADV EMERGING MKTS INC FD INSTL CL	P	07/24/13	09/23/13
g	FIDELITY CONTRAFUND	P	05/22/13	07/24/13
h	FIDELITY PURITAN FUND	P	05/22/13	07/24/13
i	PIONEER BOND FUND CLASS Y	P	VARIOUS	07/24/13
j	PIONEER GOVERNMENT INCOME FD CL Y	P	VARIOUS	07/24/13
k	MFS VALUE FUND CL I	P	VARIOUS	07/24/13
l	FIDELITY CONTRAFUND	P	VARIOUS	07/24/13
m	FIDELITY PURITAN FUND	P	VARIOUS	07/24/13
n	SPDR GOLD TRUST	P	07/24/13	12/19/13
o	SPDR ENERGY	P	07/24/13	12/19/13

(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 4,736.		4,775.	<39.>
b 3,456.		3,541.	<85.>
c 625.		605.	20.
d 7,127.		7,134.	<7.>
e 381.		386.	<5.>
f 8,707.		8,853.	<146.>
g 55.		55.	0.
h 13.		13.	0.
i 88,819.		91,473.	<2,654.>
j 15,720.		15,386.	334.
k 50,379.		35,557.	14,822.
l 67,110.		49,805.	17,305.
m 41,473.		34,241.	7,232.
n 14,634.		16,162.	<1,528.>
o 87.		83.	4.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<39.>
b			<85.>
c			20.
d			<7.>
e			<5.>
f			<146.>
g			0.
h			0.
i			<2,654.>
j			334.
k			14,822.
l			17,305.
m			7,232.
n			<1,528.>
o			4.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

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	SPDR GOLD TRUST	P	VARIOUS	12/31/13
b	NONDIVIDEND DISTRIBUTIONS	P	VARIOUS	12/31/13
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 2,724.		2,706.	18.
b 105.		105.	0.
c 1,392.			1,392.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			18.
b			0.
c			1,392.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	44,122.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE REESE PHIFER JR. MEMORIAL
ATTN: SUSAN CORK

63-6061552

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			UNITED WAY AGENCIES	65,600.
SEE ATTACHED "REESE PHIFER JR., MEMORIAL FOUNDATION 2013 ANNUAL REPORT"			NON UNITED WAY AGENCIES	87,200.
Total from continuation sheets				152,800.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FIDELITY CONTRAFUND	736.	736.	0.	0.		
FIDELITY PURITAN FD INC	150.	0.	150.	150.		
MERRILL LYNCH CASH FUND	15.	0.	15.	15.		
MERRILL LYNCH MUTUAL FUNDS	5,771.	648.	5,123.	5,123.		
MFS VALUE FUND CL I	253.	8.	245.	245.		
PIONEER BOND FUND PIONEER GOVERNMENTAL INCOME	1,328.	0.	1,328.	1,328.		
	291.	0.	291.	291.		
TO PART I, LINE 4	8,544.	1,392.	7,152.	7,152.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES-JMF	1,400.	0.		1,400.	
TO FORM 990-PF, PG 1, LN 16B	1,400.	0.		1,400.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK- TRUSTEE FEES	2,204.	2,204.		0.	
ML - INVESTMENT FEES	1,405.	1,405.		0.	
TO FORM 990-PF, PG 1, LN 16C	3,609.	3,609.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	4
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	267,041.	274,459.
TOTAL TO FORM 990-PF, PART II, LINE 10B	267,041.	274,459.
