



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01, 2013, and ending 04/30, 2014

Name of foundation
CHARLES H PHIPPS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
29 ROBLEDO DRIVE

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75230

A Employer identification number
75-2750645

B Telephone number (see instructions)
(214) 369-0600

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply
 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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,248,532.

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	104,863.	104,863.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	135,697.			
	b Gross sales price for all assets on line 6a	1,428,858.			
	7 Capital gain net income (from Part IV, line 2)		135,697.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	1,030.	160.			
12 Total. Add lines 1 through 11	241,590.	240,720.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	2,125.	2,125.		
	c Other professional fees (attach schedule) *	16,325.	16,325.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	4,268.	1,519.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	22,718.	19,969.		
	25 Contributions, gifts, grants paid	191,616.			191,616.
26 Total expenses and disbursements. Add lines 24 and 25	214,334.	19,969.	0	191,616.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	27,256.				
b Net investment income (if negative, enter -0-)		220,751.			
c Adjusted net income (if negative, enter -0-)					

RECEIVED
FEB 13 2015
LOGDEN, UT

SCANNED FEB 17 2015

61419

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		107,840.	107,840.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule),			
		b Investments - corporate stock (attach schedule) ATCH 6		2,976,999.	2,976,999.
		c Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	3,183,143.	1,163,693.	1,163,693.
	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)	3,183,143.	4,248,532.	4,248,532.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	3,183,143.	4,248,532.		
30	Total net assets or fund balances (see instructions)	3,183,143.	4,248,532.		
31	Total liabilities and net assets/fund balances (see instructions)	3,183,143.	4,248,532.		

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 3,183,143.
2	Enter amount from Part I, line 27a	2 27,256.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3 1,048,096.
4	Add lines 1, 2, and 3	4 4,258,495.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5 9,963.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,248,532.

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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	135,697.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	183,933.	3,885,390.	0.047340
2011	181,553.	3,734,960.	0.048609
2010	182,747.	3,751,367.	0.048715
2009	175,625.	3,598,522.	0.048805
2008	148,594.	3,549,609.	0.041862
2 Total of line 1, column (d)			2 0.235331
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 0.047066
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,079,840.
5 Multiply line 4 by line 3			5 192,022.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,208.
7 Add lines 5 and 6			7 194,230.
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			8 191,616.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total amount owed is 2,972.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Did any persons become substantial contributors during the tax year?'.

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 N/A
14 The books are in care of TERESA COIN Telephone no 480-596-4329
Located at 16767 N. PERIMETER DRIVE, SUITE 200 SCOTTSDALE, AZ ZIP+4 85260
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
Organizations relying on a current notice regarding disaster assistance check here
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 X 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) 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 X 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

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 10, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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 ▶

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	3,783,446.
b	Average of monthly cash balances	1b	358,524.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,141,970.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,141,970.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,130.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,079,840.
6	Minimum investment return. Enter 5% of line 5	6	203,992.

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	203,992.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,415.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,415.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	199,577.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	199,577.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	199,577.

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	191,616.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	191,616.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	191,616.

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				199,577.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			191,616.	
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 191,616				
a Applied to 2012, but not more than line 2a			191,616.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				199,577.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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))

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

ATCH 11

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

LETTER

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

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 <i>Paid during the year</i> ATCH 12				
Total ▶ 3a				191,616.
b <i>Approved for future payment</i>				
Total ▶ 3b				

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
142,710.		BANK OF ARIZONA #15-0744-01-9 (SEE STATE PROPERTY TYPE: SECURITIES 134,244.				P	VARIOUS	4/30/2014
							8,466.	
1,286,148.		BANK OF ARIZONA #15-0744-01-9 (SEE STATE PROPERTY TYPE: SECURITIES 1,158,917.				P	OF	4/30/2014
							127,231.	
TOTAL GAIN(LOSS)							<u>135,697.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,027.	2,027.
FOREIGN DIVIDENDS	8,674.	8,674.
DOMESTIC DIVIDENDS	54,351.	54,351.
CORPORATE INTEREST	2,835.	2,835.
NONQUALIFIED DOMESTIC DIVIDENDS	22,535.	22,535.
US GOVERNMENT INTEREST	8,469.	8,469.
NONQUALIFIED FOREIGN DIVIDENDS	4,281.	4,281.
ACCRUED MARKET DISCOUNT INTEREST	1,691.	1,691.
TOTAL	<u>104,863.</u>	<u>104,863.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	160.	160.
NONDIVIDEND DISTRIBUTIONS	870.	
TOTALS	<u>1,030.</u>	<u>160.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	2,125.	2,125.		
TOTALS	<u>2,125.</u>	<u>2,125.</u>		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODIAN/MGMT FEES	16,310.	16,310.
OTHER DEDUCTIONS	15.	15.
TOTALS	<u>16,325.</u>	<u>16,325.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES WITHHELD	1,519.	1,519.
FEDERAL TAXES	2,749.	
TOTALS	<u>4,268.</u>	<u>1,519.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF OKLAHOMA #4019	2,976,999.	2,976,999.
TOTALS	<u>2,976,999.</u>	<u>2,976,999.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF OKLAHOMA #4019	1,163,693.	1,163,693.
TOTALS	<u>1,163,693.</u>	<u>1,163,693.</u>

ATTACHMENT 8

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS	1,048,096.
TOTAL	<u>1,048,096.</u>

ATTACHMENT 9

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR YEAR ADJUSTMENT	9,963.
TOTAL	<u>9,963.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
-------------------------	---	---------------------	--	--

CHARLES H. PHIPPS
 29 ROBLEDO DRIVE
 DALLAS, TX 75230

TRUSTEE

1.00

0

0

0

GRAND TOTALS

0

0

0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CHARLES PHIPPS
C/O HOWARD W KEY, 12001 N CENTRAL
DALLAS, TX 75243
214-369-0600

FORM 990E, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NOTRE DAME SCHOOL OF DALLAS 2018 ALLEN STREET DALLAS, TX 75204	NONE PC	PROGRAM SUPPORT	33,000
DOWN SYNDROME GUILD 1702 N COLLINS BLVD #170 RICHARDSON, TX 75080	NONE PC	PROGRAM SUPPORT	25,000
JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST DRIVE AUSTIN, TX 78731	NONE PC	FIT PROGRAM SUPPORT	10,000
MEALS ON WHEELS & MORE 3227 EAST 5TH STREET AUSTIN, TX 78702	NONE PC	PROGRAM SUPPORT	15,000
MOBILE LOAVES AND FISHES 903 S CAPITAL OF TEXAS HIGHWAY AUSTIN, TX 78746	NONE PC	GENERAL SUPPORT	9,400
ST LOUISE HOUSE 2026 GUADALUPE STREET AUSTIN, TX 78705	NONE PC	GENERAL SUPPORT	5,000

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY ELDERCARE 1700 RUTHERFORD LANE AUSTIN, TX 78754	NONE PC	GENERAL SUPPORT	5,000
GREENLIGHTS FOR NONPROFIT SUCCESS 7703 N LAMAR ROAD #400 AUSTIN, TX 78752	NONE PC	GENERAL SUPPORT	5,000
ALLEY'S HOUSE 4113 JUNIUS STREET DALLAS, TX 75246	NONE PC	GENERAL SUPPORT	5,000
CAPITAL AREA FOOD BANK OF TEXAS 8201 SOUTH CONGRESS AVE AUSTIN, TX 78745	NONE PC	\$15,000 FOR WHEELS OF SHARING \$5,000 FOR CAPITAL CAMPAIGN	20,000.
ARC OF DALLAS 12700 HILLCREST ROAD, SUITE 200 DALLAS, TX 75230	NONE PC	\$3,000 FOR TEACHER AWARD \$20,000 FOR TRANSITION PROJECT	23,000
CARITAS OF AUSTIN P O BOX 1947 AUSTIN, TX 78767-1947	NONE PC	GENERAL SUPPORT	5,000

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSIONARIES OF CHARITY 335 EAST 145TH ST. BRONX, NY 10451	NONE PC	GENERAL SUPPORT	8,200
CHASE'S PLACE 320 CUSTER ROAD RICHARDSON, TX 75080	NONE PC	GENERAL SUPPORT	5,000
ASSOCIATION FOR INDEPENDENT LIVING 2826 STOREY LANE DALLAS, TX 75220	NONE PC	GENERAL SUPPORT	6,000
ST SIMONS AFTER SCHOOL P.O BOX 700324 DALLAS, TX 75370	NONE PC	GENERAL SUPPORT	2,000
JONATHAN'S PLACE P O BOX 140085 DALLAS, TX 75214	NONE PC	GENERAL SUPPORT	10,016
TOTAL CONTRIBUTIONS PAID			<u>191,616</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
--------------------	----------------------	---------------	-----------------------	---------------	--

NONDIVIDEND DISTRIBUTIONS

18 870.

TOTALS

870.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust CHARLES H PHIPPS FOUNDATION	Employer identification number 75-2750645
---	---

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	142,710.	134,244.		8,466.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 8,466.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	1,286,148.	1,158,917.		127,231.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 127,231.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		8,466.
18	Net long-term gain or (loss):			
a	Total for year	18a		127,231.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		135,697.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000 20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero
Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero 22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 23			
24	Add lines 22 and 23 24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 25			
26	Subtract line 25 from line 24. If zero or less, enter -0- 26			
27	Subtract line 26 from line 21. If zero or less, enter -0- 27			
28	Enter the smaller of the amount on line 21 or \$2,450 28			
29	Enter the smaller of the amount on line 27 or line 28 29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ 30			
31	Enter the smaller of line 21 or line 26 31			
32	Subtract line 30 from line 26 32			
33	Enter the smaller of line 21 or \$11,950 33			
34	Add lines 27 and 30 34			
35	Subtract line 34 from line 33. If zero or less, enter -0- 35			
36	Enter the smaller of line 32 or line 35 36			
37	Multiply line 36 by 15% ▶ 37			
38	Enter the amount from line 31 38			
39	Add lines 30 and 36 39			
40	Subtract line 39 from line 38. If zero or less, enter -0- 40			
41	Multiply line 40 by 20% ▶ 41			
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42			
43	Add lines 37, 41, and 42 43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶ 45			

Phipps Foundation
 EIN 75-2750645
 STATEMENT A

SHORT TERM CAPITAL GAINS		Date Sold	Security	Quantity	Proceeds per Share	Total Proceeds	Basis	Gain/(Loss)
		5/22/2013	BMO LLOYD GEORGE EMRG MKTS EQ ELI	6,310.47	14.37	90,681.47	90,327.52	353.95
		12/10/2013	UNITEDHEALTH GROUP INC COM	600.00	73.32	43,992.00	43,916.13	75.87
		4/30/2014	BMO SMALL CAP GROWTH I	-	-	169.24	-	169.24
		4/30/2014	BMO SMALL CAP GROWTH I	-	-	7,359.93	-	7,359.93
		4/30/2014	FEDERATED HI YLD BD - INST	-	-	54.88	-	54.88
		4/30/2014	FIDELITY FLT RT HI INC-RET	-	-	452.52	-	452.52
			TOTAL SHORT TERM			142,710.04	134,243.65	8,466.39

LONG TERM CAPITAL GAINS		Date Sold	Security	Quantity	Proceeds per Share	Total Proceeds	Basis	Gain/(Loss)
		7/15/2013	ANHEUSER-BUSCH INBEV SPN ADR	500.00	90.72	45,360.00	28,705.79	16,654.21
		5/22/2013	BMO LLOYD GEORGE EMRG MKTS EQ CL I	6,310.47	14.37	90,681.47	93,849.18	(3,167.71)
		9/5/2013	BMO SHORT TERM INCOME CL I	12,459.53	9.37	116,745.79	115,093.52	1,652.27
		4/9/2014	BMO SMALL CAP GROWTH-I	437.00	23.04	10,068.48	5,475.61	4,592.87
		7/3/2013	BMO TCH INTRMD INC-INST	5,969.08	10.32	61,600.91	54,992.02	6,608.89
		7/11/2013	BMO GOVT IN-I	12,304.43	9.15	112,585.51	115,874.24	(3,288.73)
		1/2/2014	CISCO SYSTEMS	700.00	21.85	15,295.00	9,970.72	5,324.28
		2/3/2014	CONOCOPHILLIPS @ 4.750% DUE 02/01/2014	11,000.00	1.00	11,000.00	11,060.94	(60.94)
		9/9/2013	DISCOVER FINANCIAL SERVICE	1,000.00	47.82	47,820.00	33,340.83	14,479.17
		6/26/2013	EDWARDS LIFESCIENCES CORP COM	300.00	66.16	19,848.03	21,356.90	(1,508.87)
		6/12/2013	FHLMC @ 4.000% DUE 6/12/2013	50,000.00	1.00	50,000.00	49,514.50	485.50
		10/18/2013	FHLB @ 3.625% DUE 10/18/2013	50,000.00	1.00	50,000.00	50,123.00	(123.00)
		11/15/2013	FHLMC @ 4.875% DUE 11/15/2013	50,000.00	1.00	50,000.00	49,942.25	57.75
		9/5/2013	FIDELITY ADV FLY RT HI INC-I	5,128.21	9.93	50,923.08	50,000.00	923.08
		6/24/2013	FIDELITY ADV STRAT REAL-IS	3,167.08	9.31	29,485.53	29,999.99	(514.46)
		6/27/2013	GOLDMAN SACHS S/C VALU-INST FD	1,062.36	50.89	54,063.30	30,000.00	24,063.30
		7/17/2013	ISHARES IBOX \$ INVESTMENT GRADE CORPORATE BOND ETF	270.00	112.75	30,442.50	25,280.63	5,161.87
		7/15/2013	NORTHROP CORP	500.00	85.83	42,915.00	31,165.74	11,749.26
		6/26/2013	PPG INDUSTRIES INC	300.00	149.53	44,859.03	30,840.78	14,018.25
		8/27/2013	DJ WILSHIRE REIT ETF	500.00	74.59	37,295.00	32,895.96	4,399.04
		9/9/2013	DJ WILSHIRE REIT ETF	500.00	70.69	35,345.00	32,895.93	2,449.07
		2/10/2014	DJ WILSHIRE REIT ETF	500.00	73.53	36,765.00	22,430.64	14,334.36
		6/27/2013	STATOIL ASA	2,000.00	20.27	40,540.00	49,835.51	(9,295.51)
		8/15/2013	US TREASURY NOTE @ 4.25% 08/15/2013	100,000.00	1.00	100,000.00	100,000.00	-
		2/18/2014	US TREASURY NOTE @ 4.00% 02/15/2014	50,000.00	1.00	50,000.00	50,234.33	(234.33)
		12/10/2013	UNITEDHEALTH GROUP INC COM	600.00	73.32	43,992.00	34,037.64	9,954.36
		4/30/2014	BMO SMALL CAP GROWTH-I	-	-	5,891.02	-	5,891.02
		4/30/2014	CALAMOS MKT NEUT INC-I	-	-	1,506.39	-	1,506.39
		4/30/2014	FEDERATED HI YLD BD-INST	-	-	217.45	-	217.45
		4/30/2014	PIMCO LOW DURATION FD-INST	-	-	84.91	-	84.91
		4/30/2014	TEMPLETON GLOBAL BOND-ADV	-	-	36.12	-	36.12
		4/30/2014	WEYERHAEUSER CO	-	-	781.44	-	781.44
			TOTAL LONG-TERM			1,286,147.94	1,158,916.63	127,231.31
			TOTAL ST & LT			1,428,857.98	1,293,160.28	135,697.70