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**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

Name of foundation  
**ELLIS L. PHILLIPS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**233 COMMONWEALTH AVENUE 2**

City or town, state or province, country, and ZIP or foreign postal code  
**BOSTON, MA 02116**

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) **\$ 4,404,169.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

A Employer identification number  
**13-5677691**

B Telephone number  
**617-424-7607**

C If exemption application is pending, check here

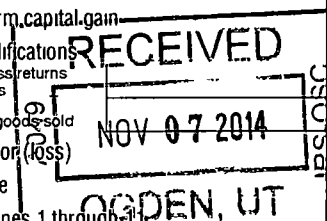
D 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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)
Revenue	1 Contributions, gifts, grants, etc., received	50,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
	4 Dividends and interest from securities	60,944.	60,944.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	56,550.			
	b Gross sales price for all assets on line 6a	712,298.			
	7 Capital gain net income (from Part IV, line 2)		56,550.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	167,498.	117,498.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,988.	10,747.		32,241.
	14 Other employee salaries and wages	44,406.	11,102.		33,304.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 8,300.	4,150.		4,150.
	c Other professional fees	STMT 4 13,849.	13,849.		0.
	17 Interest				
	18 Taxes	STMT 5 12,915.	5,174.		7,741.
	19 Depreciation and depletion	5,964.	5,964.		
	20 Occupancy	3,712.	1,856.		1,856.
	21 Travel, conferences, and meetings	18,752.	9,376.		9,376.
	22 Printing and publications				
	23 Other expenses	STMT 6 11,059.	5,529.		5,530.
	24 Total operating and administrative expenses. Add lines 13 through 23	161,945.	67,747.		94,198.
	25 Contributions, gifts, grants paid	46,500.			46,500.
26 Total expenses and disbursements. Add lines 24 and 25	208,445.	67,747.		140,698.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-40,947.				
b Net investment income (if negative, enter -0-)		49,751.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	367,023.	495,826.	495,826.
	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	421.	611.	611.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,547,803.	3,783,646.	3,783,646.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 225,732.				
Less: accumulated depreciation STMT 9 ▶ 101,646.	130,050.	124,086.	124,086.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,045,297.	4,404,169.	4,404,169.	
Liabilities	17 Accounts payable and accrued expenses	663.	587.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	1,784.	2,415.	
23 Total liabilities (add lines 17 through 22)	2,447.	3,002.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	3,177,242.	3,525,870.	
	25 Temporarily restricted	865,608.	875,297.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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			
30 Total net assets or fund balances	4,042,850.	4,401,167.		
31 Total liabilities and net assets/fund balances	4,045,297.	4,404,169.		

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	4,042,850.
2 Enter amount from Part I, line 27a	2	-40,947.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	399,264.
4 Add lines 1, 2, and 3	4	4,401,167.
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	4,401,167.

**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.)
<b>1a SEE SCHEDULE A</b>	P	VARIOUS	VARIOUS
<b>b SEE SCHEDULE A-LTCG DISTRIBUTIONS</b>	P	VARIOUS	VARIOUS
<b>c SEE SCHEDULE B-LTCG DISTRIBUTION</b>	P	VARIOUS	VARIOUS
<b>d TRILLIUM-SETTLEMENT</b>	P	VARIOUS	VARIOUS
<b>e</b>			

(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)
<b>a 682,849.</b>		<b>655,748.</b>	<b>27,101.</b>
<b>b 27,958.</b>			<b>27,958.</b>
<b>c 1,386.</b>			<b>1,386.</b>
<b>d 105.</b>			<b>105.</b>
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b>			<b>27,101.</b>
<b>b</b>			<b>27,958.</b>
<b>c</b>			<b>1,386.</b>
<b>d</b>			<b>105.</b>
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>56,550.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

**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	172,959.	3,915,676.	.044171
2011	114,739.	3,937,409.	.029141
2010	170,905.	3,846,282.	.044434
2009	96,890.	3,566,928.	.027163
2008	104,308.	3,859,844.	.027024

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.171933</b>
<b>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</b>	<b>3</b>	<b>.034387</b>
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>	<b>4</b>	<b>4,161,363.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>143,097.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>498.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>143,595.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>140,698.</b>

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.

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1 995.
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	3 995.
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-	5 995.
6 Credits/Payments:	
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a
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 0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 7.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 1,002.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 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>MA, NY</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

STMT 11

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW. ELLISLPHILLIPSFNDN.ORG
14 The books are in care of ELLIS L. PHILLIPS, III Telephone no. 617-424-7607
Located at 233 COMMONWEALTH AVENUE, BOSTON, MA ZIP+4 02116
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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years
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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(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
ELLIS L. PHILLIPS, III 233 COMMONWEALTH AVENUE, SUITE 2 BOSTON, MA 02116 SEE SCHEDULE C	PRESIDENT 10.00	42,988.	0.	0.
	OFFICERS/DIRECTORS 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

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description, Expenses. Row 1 contains 'N/A'.

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.

Table with 2 columns: Description, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

**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	3,665,725.
b	Average of monthly cash balances	1b	431,425.
c	Fair market value of all other assets	1c	127,584.
d	Total (add lines 1a, b, and c)	1d	4,224,734.
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	4,224,734.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,371.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,161,363.
6	Minimum investment return. Enter 5% of line 5	6	208,068.

**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	208,068.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	995.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	995.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	207,073.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	207,073.
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	207,073.

**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	140,698.
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	140,698.
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	140,698.

**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				207,073.
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				
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: ▶ \$ 140,698.				
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				140,698.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				66,375.
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	0.			
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) 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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:

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE SCHEDULE D</p>				46,500.
<b>Total</b>			▶ 3a	46,500.
<p>b Approved for future payment</p> <p>NONE</p>				
<b>Total</b>			▶ 3b	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](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

ELLIS L. PHILLIPS FOUNDATION

Employer identification number

13-5677691

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 <b>ELLIS L. PHILLIPS FOUNDATION</b>	Employer identification number <b>13-5677691</b>
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**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	ESTATE OF MARION PHILLIPS  C/O ELISE WATTS, 311 WEST ST.  DEDHAM, MA 02026	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>ELLIS L. PHILLIPS FOUNDATION</b>	Employer identification number <b>13-5677691</b>
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**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 <b>ELLIS L. PHILLIPS FOUNDATION</b>	Employer identification number <b>13-5677691</b>
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**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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	3.	3.	
INTERNAL REVENUE SERVICE	1.	1.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO DIVIDENDS	60,903.	0.	60,903.	60,903.	
WELLS FARGO INTEREST	41.	0.	41.	41.	
TO PART I, LINE 4	60,944.	0.	60,944.	60,944.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,300.	4,150.		4,150.
TO FORM 990-PF, PG 1, LN 16B	8,300.	4,150.		4,150.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT FEES	13,849.	13,849.		0.
TO FORM 990-PF, PG 1, LN 16C	13,849.	13,849.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FEES	285.	142.		143.
REAL ESTATE TAXES	3,761.	1,881.		1,880.
PAYROLL TAXES	7,142.	1,786.		5,356.
FEDERAL EXCISE TAX	1,002.	1,002.		0.
ANNUAL REPORT	725.	363.		362.
TO FORM 990-PF, PG 1, LN 18	12,915.	5,174.		7,741.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	29.	14.		15.
EQUIPMENT MAINTENANCE	2,381.	1,191.		1,190.
UTILITIES	890.	445.		445.
INSURANCE	595.	297.		298.
OFFICE EXPENSES	7,164.	3,582.		3,582.
TO FORM 990-PF, PG 1, LN 23	11,059.	5,529.		5,530.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	1,890.
UNREALIZED GAIN ON INVESTMENTS	397,374.
TOTAL TO FORM 990-PF, PART III, LINE 3	399,264.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	3,783,646.	3,783,646.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,783,646.	3,783,646.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT 1983	7,222.	7,222.	0.
OFFICE EQUIPMENT 1984	403.	403.	0.
OFFICE EQUIPMENT 1986	4,715.	4,715.	0.
BOSTON OFFICE 1993	5,065.	5,065.	0.
LATERAL FILE 1993	488.	488.	0.
HALOGEN LAMP 1993	208.	208.	0.
REFRIGERATOR 1995	105.	105.	0.
CONDO-233 COMMONWEALTH AVE. IMPROVEMENTS	155,595.	60,943.	94,652.
IMPROVEMENTS-PATIO	30,850.	11,952.	18,898.
SLEEPER SOFA	14,486.	4,917.	9,569.
BROTHER PRINTER	1,068.	1,068.	0.
COMPUTER UPGRADE	363.	363.	0.
COMPUTER	460.	460.	0.
COMPUTER (JULIE)	1,048.	997.	51.
APPLE COMPUTER	1,763.	1,676.	87.
PRINTER	1,627.	921.	706.
	266.	141.	125.
TOTAL TO FM 990-PF, PART II, LN 14	225,732.	101,644.	124,088.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES WITHHELD	1,468.	1,413.
FEDERAL EXCISE TAX PAYABLE	316.	1,002.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,784.	2,415.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 11  
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF MARION PHILLIPS	C/O ELISE WATTS, 311 WEST ST. DEDHAM, MA 02026

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE & EQUIPMENT	012883	SL	5.00	16	7,222.			7,222.	7,222.		0.
2	OFFICE EQUIPMENT	012784	SL	5.00	16	403.			403.	403.		0.
3	OFFICE EQUIPMENT	092585	SL	5.00	16	4,715.			4,715.	4,715.		0.
5	BOSTON OFFICE 1993	070192	SL	5.00	16	5,065.			5,065.	5,065.		0.
6	LATERAL FILE 1993	111292	SL	5.00	16	488.			488.	488.		0.
7	HALOGEN LAMP 1993	061493	SL	5.00	16	208.			208.	208.		0.
10	REFRIGERATOR 1995	111694	SL	5.00	16	105.			105.	105.		0.
18	SLEEPER SOFA	011708	SL	5.00	16	1,068.			1,068.	1,068.		0.
19	BROTHER PRINTER	082107	SL	5.00	16	363.			363.	363.		0.
20	COMPUTER UPGRADE	101907	SL	5.00	16	460.			460.	460.		0.
21	COMPUTER	100709	SL	5.00	16	1,048.			1,048.	787.		210.
22	COMPUTER (JULIE)	100809	SL	5.00	16	1,763.			1,763.	1,323.		353.
23	APPLE COMPUTER	082611	SL	5.00	16	1,627.			1,627.	596.		325.
24	PRINTER	102711	SL	5.00	16	266.			266.	88.		53.
	* 990-PF PG 1 TOTAL											
	- FURNITURE & EQUI					24,801.		0.	24,801.	22,891.		941.
	BUILDING & IMPROVEMENTS											
	CONDO-233											
14	COMMONWEALTH AVE.	102398	SL	40.00	16	155,595.			155,595.	57,053.		3,890.

2013 DEPRECIATION AND AMORTIZATION REPORT  
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
15	IMPROVEMENTS	011599	SL	40.00	16	30,850.			30,850.	11,181.		771.
16	IMPROVEMENTS-PATIO	121100	SL	40.00	16	14,486.			14,486.	4,555.		362.
	* 990-PF PG 1 TOTAL					200,931.		0.	200,931.	72,789.	0.	5,023.
	- BUILDING & IMPRO					225,732.		0.	225,732.	95,680.	0.	5,964.
	* GRAND TOTAL											
	990-PF PG 1 DEPR											







13-5677691  
 NYCF-3

ELLIS L. PHILLIPS FOUNDATION  
 SECURITIES SCHEDULE  
 7/1/13-6/30/14

DATE ACQUIRED	TYPE OF SECURITY	INVENTORY BEGINNING OF PERIOD		PURCHASES		DISPOSITIONS			(GAIN)/LOSS	SHORT OR LONG TERM	INVENTORY END OF PERIOD		INCOME EARNED	LT. CAPITAL GAIN DISTRIB.
		SHARES	COST	SHARES	COST	SHARES	SALES PRICE	DATE			SHARES	COST		
3/4/10	Russell Investment Co	80,963	849.30											
4/17/10	Strategic Bond Fund	115,037	1,200.99											
5/6/10	(CONTINUED)	87,531	935.71											
6/4/10		83,608	884.57											
7/7/10		93,917	1,006.79											
8/5/10		88,966	966.17											
9/7/10		73,434	804.84											
10/6/10		84,822	938.13											
11/4/10		53,570	596.77											
12/6/10		82,758	906.20											
12/22/10		657,276	6,960.55											
12/22/10		63,382	671.22											
2/4/11		80,217	855.11											
3/7/11		57,708	618.05											
4/6/11		94,769	1,014.98											
5/5/11		74,647	807.68											
6/6/11		80,168	873.03											
7/7/11		82,602	892.10											
8/4/11		81,537	892.01											
9/6/11		74,435	814.32											
10/5/11		75,277	813.74											
11/3/11		47,096	512.40											
12/5/11		71,870	775.48											
12/27/11		263,170	2,810.66											
12/27/11		74,369	794.26											
2/3/12		95,385	1,041.60											
3/5/12		70,222	769.63											
4/4/12		73,394	800.00											
5/3/12		69,675	767.82											
6/5/12		55,830	618.04											
7/5/12		49,893	553.31											
8/3/12		44,498	499.71											
9/6/12		55,687	627.04											
10/3/12		35,293	400.58											
11/5/12		54,855	623.15											
12/5/12		41,437	472.38											
12/26/12		34,934	388.82											
12/26/12		542,577	6,038.88											
12/26/12		57,164	636.24											
2/5/13		47,878	531.45											
3/5/13		26,772	298.24											
4/3/13		38,819	432.44											
5/3/13		36,441	410.69											
6/5/13		38,228	422.42											
7/3/13				71,263	770.35									
8/5/13				38,485	415.64									
9/5/13				50,747	539.95									
9/30/13				8,880,666	96,000.00									
10/3/13				55,238	596.57									
11/5/13				46,045	500.97									
12/4/13				42,121	457.01									
12/24/13				158,824	1,707.36									
12/24/13				62,630	673.27									
2/5/14				48,105	523.86									
3/5/14				45,976	502.06									
4/3/14				50,824	551.44									
5/5/14				40,026	439.49									
6/4/14				54,597	601.66									
											764,881	8,279.63		8,467.33





ELLIS L. PHILLIPS FOUNDATION  
SECURITIES SCHEDULE

13-5677691  
NYCF-3

DATE ACQUIRED	TYPE OF SECURITY	INVENTORY BEGINNING OF PERIOD		PURCHASES		DISPOSITIONS			SHORT OR LONG TERM	INVENTORY END OF PERIOD		INCOME EARNED	LT. CAPITAL GAIN DISTRIB
		SHARES	COST	SHARES	COST	SHARES	SALES PRICE	DATE		(GAIN)/LOSS	SHARES		
7/7/10	Russell Investmt Co	57,354	1,724.64										
10/6/10	Glob Real Estate Securities Fund	20,858	729.61										
12/22/10	(CONTINUED)	25,082	875.12										
4/6/11		31,788	1,174.57										
7/7/11		28,692	1,094.89										
10/5/11		26,759	797.41										
12/27/11		0,798	26.21										
4/4/12		38,020	1,386.22										
7/5/12		34,483	1,285.18										
10/3/12		15,615	599.61										
12/26/12		14,829	578.47										
12/26/12		159,454	6,220.32										
4/3/13		37,500	1,551.73										
7/3/13				31,881	1,262.16								
10/3/13				10,310	416.74								
12/24/13				261,289	9,445.61								
12/24/13				45,999	1,662.85								
12/24/13				45,090	1,630.01								
4/3/14				39,440	1,491.61								

TOTAL STOCKS	2,870,226.14	210,478.23	401,000.00	(27,101.32)	2,706,805.69	3,221,265.98	54,520.40	27,957.83
MONEY MARKET ACCOUNT	56,496.93	401,010.10	281,849.08	0.00	175,657.95	175,657.95	10.10	0.00
TOTAL INVESTMENTS	2,926,723.07	611,488.33	682,849.08	(27,101.32)	2,882,463.64	3,396,923.93	54,530.50	27,957.83
PER F/S	2,926,723.07			(27,101.32)	2,882,463.64	3,396,923.93		
PROOF	0.00			0.00	0.00			



**ELLIS L. PHILLIPS FOUNDATION BOARD OF DIRECTORS**

June 2014

<b>Name</b>	<b>Title</b>	<b>Class</b>	<b>Address</b>	<b>Email</b>	<b>Phones</b>
Ellis L. Phillips, III	President Member	2015	233 Commonwealth Ave., #4 Boston, MA 02116-1767	clp4@mac.com	617.645.7445
Kathryn Noel Phillips	Vice President Member	2015	448 East Allen St. Hudson, NY 12534	knoel.phillips@gmail.com	845.290.2116
Cynthia Phillips Prosser	Treasurer Member	2014	54 Pond Drive East Rhinebeck, NY 12572	Crosser8@gmail.com	845.705-4255
David Lloyd Brown	Director	2016	233 Commonwealth Ave., #4 Boston, MA 02116-1767	davidb6949@aol.com	617.967.0555 617.369.3870 (office)
George E. McCully	Director	2014	53 Walpole St. Dover, MA 02030	gemccully@verizon.net	617.347.7821 (cell)
Andrew P. Parsegian	Director	2016	366 Hooper St., #1 Brooklyn, NY 11211-6303	aparsegian@gmail.com	646.418.8222
E. Clinton Swift	Director	2014	Post Office Box 248 Plainfield, NH 03781	clint.swift@wellsfargoadvisors.com swiflycb@comcast.net	603.675.6454 800.258.9717 (office)
Hardy G. Watts	Director	2015	311 West St. Dedham, MA 02026	hardyw@aol.com	781.413.6796
Nicholas Zimmermann	Director	2014	43 Marion St. Somerville, MA 02143	npzimmermann@gmail.com	520-271-9923