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Return of Private Foundation

OMB No 1545-0052

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.

2013

Open to Public Inspection

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

Name of foundation A.P. PHILLIPS FOUNDATION, INC.		A Employer identification number 59-6165157
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 560126		B Telephone number 407-841-1200
City or town, state or province, country, and ZIP or foreign postal code ORLANDO, FL 32856-0126		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,245,896. (Part I, column (d) must be on cash basis.)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		18.	18.		STATEMENT 1
4 Dividends and interest from securities		94,876.	94,876.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		250,611.			
b Gross sales price for all assets on line 6a		2,079,727.			
7 Capital gain net income (from Part IV, line 2)			250,611.		
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		31,244.	31,244.		STATEMENT 3
12 Total. Add lines 1 through 11		376,749.	376,749.		
13 Compensation of officers, directors, trustees, etc		91,910.	59,741.		32,169.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		6,213.	4,038.		2,175.
c Other professional fees		20,137.	20,137.		0.
17 Interest					
18 Taxes		8,544.	4,462.		2,402.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		573.	359.		169.
24 Total operating and administrative expenses. Add lines 13 through 23		127,377.	88,737.		36,915.
25 Contributions, gifts, grants paid		164,465.			164,465.
26 Total expenses and disbursements. Add lines 24 and 25		291,842.	88,737.		201,380.
27 Subtract line 26 from line 12		84,907.			
a Excess of revenue over expenses and disbursements			288,012.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,496.	29,634.	29,634.
	2 Savings and temporary cash investments	44,739.	17,844.	17,844.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	5,184.	3,919.	4,359.
	b Investments - corporate stock STMT 9	2,501,267.	2,604,818.	2,803,830.
	c Investments - corporate bonds STMT 10	149,938.	149,938.	168,360.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans STMT 11	224,430.	221,869.	221,869.	
13 Investments - other				
14 Land, buildings, and equipment basis	1,612.			
Less: accumulated depreciation STMT 12	1,612.			
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,943,054.	3,028,022.	3,245,896.	
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			
	22 Other liabilities (describe) STATEMENT 13	4,087.	4,148.	
23 Total liabilities (add lines 17 through 22)	4,087.	4,148.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,938,967.	3,023,874.	
	30 Total net assets or fund balances	2,938,967.	3,023,874.	
	31 Total liabilities and net assets/fund balances	2,943,054.	3,028,022.	

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	2,938,967.
2 Enter amount from Part I, line 27a	2	84,907.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,023,874.
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	3,023,874.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b CAPITAL GAINS DIVIDENDS				
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 2,031,976.		1,829,116.	202,860.	
b 47,751.			47,751.	
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			202,860.	
b			47,751.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		250,611.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	180,636.	3,073,061.	.058780
2011	195,850.	3,030,746.	.064621
2010	113,032.	3,200,562.	.035316
2009	150,735.	3,015,927.	.049980
2008	293,267.	2,789,439.	.105135
2 Total of line 1, column (d)			2 .313832
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 .062766
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,204,658.
5 Multiply line 4 by line 3			5 201,144.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,880.
7 Add lines 5 and 6			7 204,024.
8 Enter qualifying distributions from Part XII, line 4			8 201,380.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	5,760.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,760.
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	5,760.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 12,008.		
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	12,008.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	6,248.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	6,248. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BAKER, HYATT, HOMRICH & ZOKVIC, P.A. Telephone no ► 407-425-5200 Located at ► 2203 EAST MICHIGAN STREET, ORLANDO, FL ZIP+4 ► 32806			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARLA W. ADAMS 3021 GREENMOUNT ROAD ORLANDO, FL 32806	PRESIDENT 35.00	76,910.	0.	0.
THOMAS L. ADAMS 3021 GREENMOUNT ROAD ORLANDO, FL 32806	TREASURER 4.00	5,000.	0.	0.
HARVEY H. HARPER, IV 3337 FLORENE DR. ORLANDO, FL 32806	VICE-PRESIDENT 4.00	5,000.	0.	0.
KIMBERLY M HARPER 3337 FLORENE DR. ORLANDO, FL 32806	SECRETARY 4.00	5,000.	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 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	2,813,718.
b	Average of monthly cash balances	1b	216,683.
c	Fair market value of all other assets	1c	223,059.
d	Total (add lines 1a, b, and c)	1d	3,253,460.
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	3,253,460.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,802.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,204,658.
6	Minimum investment return. Enter 5% of line 5	6	160,233.

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	160,233.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,760.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,760.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	154,473.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	154,473.
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	154,473.

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	201,380.
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	201,380.
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	201,380.

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				154,473.
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	156,131.			
b From 2009	3,151.			
c From 2010				
d From 2011	46,410.			
e From 2012	29,198.			
f Total of lines 3a through e	234,890.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 201,380.				
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				154,473.
e Remaining amount distributed out of corpus	46,907.			
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	281,797.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	156,131.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	125,666.			
10 Analysis of line 9				
a Excess from 2009	3,151.			
b Excess from 2010				
c Excess from 2011	46,410.			
d Excess from 2012	29,198.			
e Excess from 2013	46,907.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2013)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
BOY SCOUTS OF AMERICA, CENTRAL FL COUNCIL 1951 S ORANGE BLOSSOM TRAIL SUITE 102 APOPKA, FL 32703	NONE	PC	TO PROVIDE CAMP SCHOLARSHIPS FOR SCOUTS.	4,000.
BREAD OF LIFE FELLOWSHIP, INC. PO BOX 770451 WINTER GARDEN, FL 34777	NONE	PC	TO SUPPORT FOOD PANTRY AND FAMILIES IN NEED. PROVIDE FUEL EXPENSES TO CONTINUE PICKING UP FOOD DONATIONS.	5,000.
CF BAMBINO BUDDY BALL, INC 846 BAY BRIDGE LANE ALTAMONTE SPRINGS, FL 32714	NONE	PC	BASEBALL PROGRAM THAT SERVES SPECIAL NEEDS PLAYERS	5,000.
FREEDOM RIDE INC 1905 LEE ROAD ORLANDO, FL 32810	NONE	PC	TO SUPPORT THERAPEUTIC HORSEBACK RIDING PROGRAM FOR INDIVIDUALS WITH DISABILITIES.	15,000.
GIRL SCOUTS OF CITRUS COUNCIL, INC. 341 N MILLS AVE ORLANDO, FL 32804	NONE	PC	FOR THE BENEFIT OF 'GIRL SCOUT HOUSE' & DAY CAMP EXPERIENCE FOR GIRL SCOUTS	10,000.
Total	SEE CONTINUATION SHEET(S)			164,465.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARBOR HOUSE OF CENTRAL FLORIDA INC. PO BOX 680748 ORLANDO, FL 32868	NONE	PC	FOR THE BENEFIT OF DOMESTIC ABUSE VICTIMS. FUNDS TO PROVIDE OUTDOOR TRASH CANS, DONATION	5,534.
PERSHING ELEMENTARY SCHOOL PTA 1800 PERSHING AVE ORLANDO, FL 32806	NONE	PC	FOR THE BENEFIT OF ANY AND ALL STUDENTS AT PERSHING ELEMENTARY SCHOOL	14,231.
PRIMROSE CENTER INC 2733 S PERNCREEK AVE ORLANDO, FL 32806	NONE	PC	PROGRAM OFFERS HANDS-ON TRAINING AND SUPPORT TO ADULTS WITH DEVELOPMENTAL DISABILITIES. FUNDS	5,000.
RUSSELL HOME FOR ATYPICAL CHILDREN INC 510 HOLDEN AVE ORLANDO, FL 32839	NONE	PC	FOR THE BENEFIT OF SPECIAL NEEDS CHILDREN.	54,000.
SERVANTS HEART INTERNATIONAL MINISTRY, INC. 925 ANDY ST ORLANDO, FL 32809	NONE	PC	TO SUPPORT FOOD PANTRY AND SERVING SINGLE MOMS AND THEIR CHILDREN	5,000.
SOUTH ORLANDO SOCCER CLUB, INC 4409 HOFFNER AVE, #122 ORLANDO, FL 32812	NONE	PC	FOR THE BENEFIT OF YOUTH ATHLETICS	3,500.
THE BOONE SPORTS LEGACY BOARD, INC 200 S MILLS AVENUE ORLANDO, FL 32806	NONE	PC	FOR THE BENEFIT OF STUDENT ATHLETES AT BOONE HIGH SCHOOL	5,000.
GIFT OF SWIMMING, INC, NPO 205 WINDERMERE ROAD WINTER GARDEN, FL 34787	NONE	PC	TO PROVIDE POTENTIALLY LIFE SAVING SWIM TRAINING TO CHILDREN WITH SPECIAL NEEDS OR CHILDREN FROM	3,750.
PET ALLIANCE OF GREATER ORLANDO FORMERLY SPCA OF CENTRAL FL 2727 CONROY RD ORLANDO, FL 32839	NONE	PC	TO EDUCATE, SHELTER, PLACE AND HEAL PETS AND THEIR FAMILIES. FUNDS TO PROVIDE BEDS FOR DOGS AND HIDING	4,450.
UNIVERSITY OF FL FOUNDATION, INC. P.O. BOX 118400 GAINESVILLE, FL 32856	NONE	PC	FOR THE BENEFIT OF STUDENTS AT THE UNIVERSITY OF FLORIDA	25,000.
Total from continuation sheets				125,465.

Part XV Supplementary Information**3a** Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HARBOR HOUSE OF CENTRAL FLORIDA INC.

FOR THE BENEFIT OF DOMESTIC ABUSE VICTIMS. FUNDS TO PROVIDE OUTDOOR TRASH CANS, DONATION ACCEPTANCE BINS, SHELVING UNITS AND RELATED COSTS.

NAME OF RECIPIENT - PRIMROSE CENTER INC

PROGRAM OFFERS HANDS-ON TRAINING AND SUPPORT TO ADULTS WITH DEVELOPMENTAL DISABILITIES. FUNDS TO PROVIDE NEW COMPUTERS FOR USE IN THE SUPPORTED EMPLOYMENT AND SUPPORTED LIVING PROGRAMS.

NAME OF RECIPIENT - GIFT OF SWIMMING, INC, NPO

TO PROVIDE POTENTIALLY LIFE SAVING SWIM TRAINING TO CHILDREN WITH SPECIAL NEEDS OR CHILDREN FROM FINANCIALLY DISADVANTAGED BACKGROUNDS.

NAME OF RECIPIENT - PET ALLIANCE OF GREATER ORLANDO FORMERLY SPCA OF CENTRAL FL

TO EDUCATE, SHELTER, PLACE AND HEAL PETS AND THEIR FAMILIES. FUNDS TO PROVIDE BEDS FOR DOGS AND HIDING DENS FOR CATS.

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
INTEREST - M&S BANK	10.	10.	
INTEREST - UBS MM ACCTS	6.	6.	
INTEREST - WELLS FARGO ADVISORS ACCTS MM FUNDS	2.	2.	
TOTAL TO PART I, LINE 3	18.	18.	

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
DIVIDENDS - UBS SECURITIES	88,475.	42,650.	45,825.	45,825.	
DIVIDENDS - WELLS FARGO ADVISORS ACCTS	34,156.	1,005.	33,151.	33,151.	
INTEREST - GMNA SECURITIES	229.	0.	229.	229.	
INTEREST - UBS SECURITIES	12,784.	0.	12,784.	12,784.	
INTEREST - WELLS FARGO ADVISORS ACCTS	2,887.	0.	2,887.	2,887.	
UBS	4,096.	4,096.	0.	0.	
TO PART I, LINE 4	142,627.	47,751.	94,876.	94,876.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - MORTGAGE LOANS	31,244.	31,244.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,244.	31,244.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,213.	4,038.		2,175.
TO FORM 990-PF, PG 1, LN 16B	6,213.	4,038.		2,175.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	20,137.	20,137.		0.
TO FORM 990-PF, PG 1, LN 16C	20,137.	20,137.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,864.	4,462.		2,402.
EXCISE TAX	1,680.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,544.	4,462.		2,402.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	45.	0.		0.
OFFICE SUPPLIES	467.	304.		163.
TAXES & LICENSES	61.	55.		6.
TO FORM 990-PF, PG 1, LN 23	573.	359.		169.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-US/STATE GOV OBLIGATIONS; SCHEDULE 1	X		3,919.	4,359.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,919.	4,359.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,919.	4,359.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORP STOCK/UNIT INVESTMENT TRUSTS; SCHEDULE 2	2,604,818.	2,803,830.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,604,818.	2,803,830.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORP BONDS; SCHEDULE 3	149,938.	168,360.
TOTAL TO FORM 990-PF, PART II, LINE 10C	149,938.	168,360.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOAN-MOOREHEAD	191,000.	191,000.
MORTGAGE LOAN-MESSEGUER	30,869.	30,869.
TOTAL TO FORM 990-PF, PART II, LINE 12	221,869.	221,869.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,046.	1,046.	0.
SOFTWARE	566.	566.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,612.	1,612.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MESSEGUER ESCROW ACCOUNT	2,485.	4,148.
PAYROLL TAX DUE	1,602.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,087.	4,148.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CARLA ADAMS
PO BOX 560126
ORLANDO, FL 32856

TELEPHONE NUMBER

(407)428-5121

FORM AND CONTENT OF APPLICATIONS

APPLICANT NAME, PUBLIC CHARITY STATUS- I.E. SECTION 509(A)(2) (OR SIMILAR STATUS) DETERMINATION LETTER, ORGANIZATIONS' PURPOSE AND DIRECT NEED/PLANNED USE OF FUNDS.

ANY SUBMISSION DEADLINES

MARCH 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY 501(C)(3) (OR SIMILAR NON-PROFIT STATUS) ORGANIZATIONS FOCUSED ON EDUCATION, HEALTH AND YOUTH PROGRAMS WILL BE CONSIDERED.

AP PHILLIPS FOUNDATION, INC.

59-6165157

Form 990-PF
Schedule 1

	Fiscal year ending June 30, 2013	Fiscal year ending June 30, 2014	Fiscal year ending June 30, 2014
	Book Value	Book Value	Market Value
Government/Mortgage Backed Securities			
GNMA POOL 3829	5,184.11	3,919.05	4,358.84
TOTAL US AND STATE GOV OBLIGATIONS	5,184.11	3,919.05	4,358.84

Form 990-PF
Schedule 2

	Fiscal year ending June 30, 2013	Fiscal year ending June 30, 2014	Fiscal year ending June 30, 2014
	Book Value	Book Value	Market Value
Stocks + Mutual Funds			
<i>Smalley</i>			
Altria Group Inc	14,740.65	4,911.49	8,388.00
American Fin Group	0.00	17,299.63	18,053.00
Bank of America	29,559.38	0.00	
Barclays Bk Pref fixd cap	22,770.27	22,770.27	23,049.00
Center Coast MLP	0.00	124,216.10	135,696.33
Citigroup Inc	31,926.56	0.00	
Conocophillips	23,016.60	0.00	
Deutsche Bank	19,186.88	29,321.40	30,612.00
General Electric Co	37,949.79	7,589.96	10,512.00
HSBC Holding PLC	25,282.74	0.00	
ING Group	45,981.49	45,981.49	51,300.00
JP Morgan Chase & Co	16,051.70	0.00	
LINN Co	21,264.49	0.00	
Merrill Lynch	45,419.04	45,419.01	50,700.00
Morgan Stanley India	0.00	22,744.63	23,159.00
Morgan Stanley	75,003.92	0.00	
National Retail Properties	0.00	34,727.51	37,190.00
Principal Invst Funds Pfd Cl A	33,812.78	37,242.77	46,708.07
PACE Equities	0.00	1,128,787.16	1,210,623.09
<i>Longnecker</i>			
Ambarella Inc	0.00	25,188.80	24,944.00
American Capital Agency	23,683.09	0.00	
Apple Inc	116,203.39	0.00	
Caesar Stone	0.00	25,544.55	22,086.00
Chesapeake Energy corp	53,457.19	54,373.86	82,049.55
Facebook	0.00	33,692.00	33,645.00
Horizon Tech Fin Corp	23,044.25	0.00	
Market Vector Gold	24,393.34	0.00	
Pennantpark Investment Corp	22,629.32	25,136.94	27,267.59
Sierra Wireless	0.00	25,342.40	24,204.00
Sodastream Intl LTD	14,820.36	27,122.36	13,440.00
Solarcity Corp	0.00	45,862.02	44,478.00
SPDR Gold Trust	24,850.90	0.00	
Zillow	0.00	19,686.97	33,588.55

Form 990-PF
Schedule 2- *continued*

	Fiscal year ending June 30, 2011	Fiscal year ending June 30, 2012	Fiscal year ending June 30, 2012
	Book Value	Book Value	Market Value
<i>Longnecker</i>			
Doubleline FDS	44,872.79	0.00	
Hotckis and Wiley 4/25/11	70,942.07	76,012.96	78,812.74
Blackrock Resources	22,531.38	0.00	
Pimco High Yield FD	87,505.92	92,838.69	95,763.18
Pimco All Asset FND CI	78,523.78	82,122.90	84,842.47
PIMCO Dynamic	26,186.57	28,570.50	26,781.99
Investment Mgrs Focus Fund CI A	123,158.08	0.00	
Calamos Growth Fund	0.00	0.00	
Columbia Growth Fund	36,821.91	0.00	
Fidelity Advisor Mid Cap	83,307.68	0.00	
Forward FDS Tactical Growth	99,575.60	0.00	
Goldman Sachs Trust	10,413.46	0.00	
Hartford Mutual FDS	0.00	0.00	
Hartford Mutual FDS	73,033.31	0.00	
IVY FDS Inc	120,004.26	0.00	
Kinetics Mut FDS	34,551.92	0.00	
American FDS Inc	61,027.95	0.00	
Arrow Invst	44,222.37	0.00	
Oppenheimer Global Fd	136,094.73	0.00	
Pimco Equity	55,337.72	0.00	
Third Ave Tr Value Tr	37,799.50	0.00	
Thornburg Invtr Tr	95,190.61	0.00	
Unified Series Trust	59,928.30	0.00	
<i>Equity Trusts</i>			
Units FT TGT	55,620.18	0.00	0.00
First Trust Port LP Target Global	102,223.26	0.00	0.00
First Trust Port LP Dow Target	89,227.80	0.00	0.00
First Trust Port LP Target DVD	108,117.90	0.00	0.00
Units FT TGT	0.00	168,388.08	196,921.73
Units FT TGT	0.00	114,271.93	129,284.16
Units Richard Berstain	0.00	29,989.56	29,460.96
Units FT Dow	0.00	108,662.40	110,747.84
<i>Hedge Funds</i>			
ACAP Strategic Fund	0.00	50,500.00	49,197.86
Skybridge	0.00	50,500.00	50,323.87
TOTAL CORPORATE STOCKS	2,501,267.18	2,604,818.34	2,803,829.98

AP PHILLIPS FOUNDATION, INC.

59-6165157

Form 990-PF
Schedule 3

	Fiscal year ending June 30, 2013	Fiscal year ending June 30, 2014	Fiscal year ending June 30, 2014
	Book Value	Book Value	Market Value
Bonds			
Bank of America	100,000.00	100,000.00	108,643.42
GTE Florida Inc	49,937.50	49,937.50	59,716.14
TOTAL CORPORATE BONDS	149,937.50	149,937.50	168,359.56

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions	A.P. PHILLIPS FOUNDATION, INC.	Employer identification number (EIN) or 59-6165157
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 560126	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ORLANDO, FL 32856-0126	

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

04

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

BAKER, HYATT, HOMRICH & ZOKVIC, P.A.

- The books are in the care of ► **2203 EAST MICHIGAN STREET - ORLANDO, FL 32806**
Telephone No. ► **407-425-5200** Fax No. ► **407-425-5102**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	12,008.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,008.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	9,000.

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