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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

Louie M. & Betty M. Phillips Foundation
C/O Equitable Trust Company
4400 Harding Pike #310
Nashville, TN 37205

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, column (c), line 16) ☐ Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 6,278,861. (Part I, column (d) must be on cash basis.)

A Employer identification number
58-1326615
B Telephone number (see instructions)
615-460-1214
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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)					
2 Ck ☒ if the foundn is not required to attach Sch B					
3 Interest on savings and temporary cash investments		72,841.	72,841.	72,841.	
4 Dividends and interest from securities		144,378.	144,378.	144,378.	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		125,688.			
b Gross sales price for all assets on line 6a 347,642.					
7 Capital gain net income (from Part IV, line 2)			125,688.		
8 Net short term capital gain				4,666.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
See Statement 1		-71,626.	-71,626.	-71,626.	
12 Total. Add lines 1 through 11		271,281.	271,281.	150,259.	
13 Compensation of officers, directors, trustees, etc		270,686.	108,274.		162,412.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) See St 2		3,850.	1,540.		2,310.
b Accounting fees (attach sch) See St 3		2,466.	986.		1,480.
c Other prof fees (attach sch) See St 4		26,763.	10,705.		16,058.
17 Interest					
18 Taxes (attach schedule)(see instrs). See Stm 5		18,755.	7,502.		11,253.
19 Depreciation (attach sch) and depletion					
20 Occupancy		10,918.	4,367.		6,551.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Statement 6		697.	279.		418.
24 Total operating and administrative expenses. Add lines 13 through 23		334,135.	133,653.		200,482.
25 Contributions, gifts, grants paid Part XV		484,420.			484,420.
26 Total expenses and disbursements. Add lines 24 and 25		818,555.	133,653.	0.	684,902.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-547,274.			
b Net investment income (if negative, enter -0-)			137,628.		
c Adjusted net income (if negative, enter -0-)				150,259.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing		78,226.		2.	
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		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 (attach schedule)			652,293.	3,536.	3,585.
	b	Investments — corporate stock (attach schedule)			2,266,499.	2,771,126.	4,808,700.
	c	Investments — corporate bonds (attach schedule)					
	11	Investments — land, buildings, and equipment, basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments — mortgage loans						
13	Investments — other (attach schedule) Statement 7			1,061,259.	736,342.	1,466,574.	
14	Land, buildings, and equipment, basis						
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe)			1.			
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)			4,058,278.	3,511,004.	6,278,861.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here 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			4,058,278.	3,511,004.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)			4,058,278.	3,511,004.	
	31	Total liabilities and net assets/fund balances (see instructions)			4,058,278.	3,511,004.	

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	4,058,278.
2	Enter amount from Part I, line 27a	2	-547,274.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,511,004.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,511,004.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Equitable Trust Company - Various - ST	P	Various	Various
b Equitable Trust Company - Various - LT	P	Various	Various
c Other - passthrough K-1 LT	P	Various	Various
d Other - passthrough K-1 ST	P	Various	Various
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 60,510.		55,917.	4,593.
b 272,945.		166,037.	106,908.
c 14,115.			14,115.
d 72.			72.
e			

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			4,593.
b			106,908.
c			14,115.
d			72.
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2 125,688.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 	3 4,666.

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 (column (b) divided by column (c))
2013	656,638.	6,482,736.	0.101290
2012	577,084.	6,028,404.	0.095727
2011	670,990.	6,493,213.	0.103337
2010	648,574.	6,513,515.	0.099574
2009	503,471.	6,525,668.	0.077152

2 Total of line 1, column (d)	2 0.477080
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 0.095416
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 5,952,631.
5 Multiply line 4 by line 3	5 567,976.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 1,376.
7 Add lines 5 and 6	7 569,352.
8 Enter qualifying distributions from Part XII, line 4	8 684,901.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☒ and enter 1% of Part I, line 27b		1	1,376.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,376.
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	1,376.
6 Credits/Payments.			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6a	8,000.	
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	8,000.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. See Statement 8	10	6,044.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? <i>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.</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A		
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? <i>If 'No,' attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>http://www.phillipsfoundation.org</u>	13	X	
14	The books are in care of <u>Louie Buntin, Director</u> Telephone no <u>615-385-5949</u> Located at <u>P.O. Box 40788 Nashville TN</u> ZIP + 4 <u>37204-0788</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		N/A	N/A
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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
1 a 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 ☐	1 b	N/A
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 2014?	1 c	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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 2014 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 2014)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2014?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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).

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

6b X

If 'Yes' to 6b, file Form 8870

7 a 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Louie P. Buntin 3303 Wimbledon Road Nashville, TN 37215	CEO 40.00	200,296.	10,015.	41,967.
Equitable Trust Company 4400 Harding Pike, Suite 310 Nashville, TN 37205	Trustee 0	16,408.	0.	0.
4 Board Members C/O 4400 Harding Pike Nashville, TN 37205	Director 0	2,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	4,577,601.
b Average of monthly cash balances	1b	39,114.
c Fair market value of all other assets (see instructions)	1c	1,426,565.
d Total (add lines 1a, b, and c)	1d	6,043,280.
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	6,043,280.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	90,649.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,952,631.
6 Minimum investment return. Enter 5% of line 5	6	297,632.

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	297,632.
2a Tax on investment income for 2014 from Part VI, line 5	2a	1,376.
b Income tax for 2014. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,376.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	296,256.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	296,256.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	296,256.

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	684,901.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	684,901.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,376.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	683,525.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				296,256.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years. 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	178,868.			
b From 2010	322,956.			
c From 2011	348,309.			
d From 2012	279,848.			
e From 2013	353,180.			
f Total of lines 3a through e	1,483,161.			
4 Qualifying distributions for 2014 from Part XII, line 4 \$ 684,901.				
a Applied to 2013, 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 2014 distributable amount				296,256.
e Remaining amount distributed out of corpus	388,645.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,871,806.			
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 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	178,868.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,692,938.			
10 Analysis of line 9.				
a Excess from 2010	322,956.			
b Excess from 2011	348,309.			
c Excess from 2012	279,848.			
d Excess from 2013	353,180.			
e Excess from 2014	388,645.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Listing	None		for charitable purposes in accordance with the Foundation's governing instrument	484,420.
Total				▶ 3a 484,420.
b Approved for future payment				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	72,841.	
4	Dividends and interest from securities			14	144,378.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					125,688.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				145,593.	125,688.
13	Total. Add line 12, columns (b), (d), and (e)				13	271,281.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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C/O Equitable Trust Company

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Total	\$ -71,626.	\$ -71,626.	\$ -71,626.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	\$ 3,850.	\$ 1,540.		\$ 2,310.
Total	\$ 3,850.	\$ 1,540.	\$ 0.	\$ 2,310.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 2,466.	\$ 986.		\$ 1,480.
Total	\$ 2,466.	\$ 986.	\$ 0.	\$ 1,480.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees - HHM Wealth	\$ 12,762.	\$ 5,105.		\$ 7,657.
Investment Fees - Pass Through Entity	14,001.	5,600.		8,401.
Total	\$ 26,763.	\$ 10,705.	\$ 0.	\$ 16,058.

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax	\$ 8,595.	\$ 3,438.		\$ 5,157.
Payroll Taxes	10,160.	4,064.		6,096.
Total	<u>\$ 18,755.</u>	<u>\$ 7,502.</u>	<u>\$ 0.</u>	<u>\$ 11,253.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
From Pass Through Entity	\$ 697.	\$ 279.		\$ 418.
Total	<u>\$ 697.</u>	<u>\$ 279.</u>	<u>\$ 0.</u>	<u>\$ 418.</u>

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
Limited Partnerships	Cost	\$ 736,342.	\$ 1,466,574.
Total		<u>\$ 736,342.</u>	<u>\$ 1,466,574.</u>

Statement 8
Form 990-PF, Part VI, Line 10
Overpayment

Overpayment	\$ 6,624.
Late Payment Penalty	-580
Total	<u>\$ 6,044.</u>

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Louie M. & Betty M. Phillips Foundation
Name: Mr. Louie P. Buntin, CEO
Care Of: Mr. Louie P. Buntin, CEO
Street Address: 3334 Powell Avenue, P.O. Box40788
City, State, Zip Code: Nashville, TN 37204-0788
Telephone: 615-385-5949

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**Louie M. & Betty M. Phillips Foundation
C/O Equitable Trust Company**

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**Statement 9 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information**

**E-Mail Address:
Form and Content:**

on request

By letter request only, specifying the applicant's request, qualifications and qualified tax status.

Submission Deadlines:

Visit Foundation's website at www.phillipsfoundation.org

Restrictions on Awards:

Restrictions, if any, are in accordance with the governing instrument in support of this Foundation.

Louie and Betty Phillips Foundation
Charitable Contributions
For the Year 2014

Auburn University Foundation College of Business	17,500.00
Belle Meade United Methodist Church	22,500.00
Boys & Girls Club	12,500.00
Cheekwood	50,000.00
Eckerd College	60,000.00
Saint Andrew's Sewanee School	25,000.00
Samford University Brock School of Business	16,000.00
The Next Door	25,000.00
University of Tennessee Foundation College of Education	20,000.00
Men of Valor	20,000.00
Swan Ball Cheekwood	6,000.00
Adventure Science Center	2,500.00
AGAPE	2,500.00
Antique and Garden Show	2,500.00
Boy Scouts of America	1,000.00
Bridges	2,500.00
CASA	2,500.00
Center for Nonprofit Management	5,000.00
Charis Ministries	1,000.00
Community Foundation of Tennessee	5,000.00
End Slavery Tennessee	3,000.00
Eve of Janus	2,500.00
Family and Children's Services	2,500.00
First Baptist Nashville	5,000.00
Friends of Warner Park	2,500.00
Harvest Hands Community Development Corporation	1,000.00
Hope Clinic for Women	6,000.00
Legal Aid Society of Middle Tennessee	2,500.00
Martha O'Bryan Center	2,500.00
Monroe Harding	2,500.00
Mustard Seed Ranch	1,000.00
Our Kids	5,000.00
Park Center	2,500.00
Progress, Inc.	5,000.00
Second Harvest Food Bank	2,500.00
Sexual Assault Center	1,000.00
Siloam Family Health Center	1,000.00
Walden's Puddle Wildlife Rehabilitation Center	18,500.00
Tyouth Encouragement Services	1,000.00
Cumberland Heights	10,000.00
Belmont University	25,000.00

Center for Youth Ministry Training	2,500.00
Fannie Battle Day Home for Children	2,500.00
Gilda's Club Nashville	5,000.00
Girl Scouts of Middle Tennessee	5,000.00
Harprth Hall	11,000.00
High Hopes Development Center	5,000.00
Nashville State Community College Foundation	5,000.00
Nashville Dolphins	8,420.00
Oasis Center	7,500.00
Pastoral Counseling Center	5,000.00
Safe Haven Family Shelter	5,000.00
Salama Urban Ministries	2,500.00
Tennessee Parks and Greenways Foundation	2,500.00
Tennessee Poison Center	1,000.00
The Sponsors Scholarship Program	2,500.00
Time to Rise	1,000.00
Watkins College of Art, Design & Film	2,500.00
YMCA of Middle Tennessee	5,000.00
Habitat for Humanity	1,000.00
Urban Green Lab	1,000.00
St. Jude Hospital	1,000.00
Nashville Humane Association	1,000.00

484,420.00

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No 1545-1709

- 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.***Enter filer's identifying number, see instructions**

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Louie M. & Betty M. Phillips Foundation C/O Equitable Trust Company	58-1326615
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	4400 Harding Pike #310	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Nashville, TN 37205	

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Louie Buntin, Director

Telephone No ► 615-385-5949 Fax No. ► _____

- 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 8/15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 2014 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 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	\$	1,376.
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	\$	8,000.
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	\$	0.

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.