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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014, and ending JUN 30, 2015

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	Room/suite	B Telephone number 407-894-4796
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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 2,929,338. (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		14.	14.		STATEMENT 1
4 Dividends and interest from securities		96,183.	96,183.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		116,872.			
b Gross sales price for all assets on line 6a		1,357,136.			
7 Capital gain net income (from Part IV, line 2)			116,872.		
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		29,601.	31,602.		STATEMENT 3
12 Total. Add lines 1 through 11		242,670.	244,671.		
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		7,901.	5,136.		2,765.
c Other professional fees		22,072.	22,072.		0.
17 Interest					
18 Taxes		14,926.	3,867.		2,059.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		481.	328.		153.
24 Total operating and administrative expenses. Add lines 13 through 23		137,290.	91,144.		37,146.
25 Contributions, gifts, grants paid		174,945.			174,945.
26 Total expenses and disbursements. Add lines 24 and 25		312,235.	91,144.		212,091.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<69,565.>			
b Net investment income (if negative, enter -0-)			153,527.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	29,634.	41,502.	41,502.
	2 Savings and temporary cash investments	17,844.	36,687.	36,687.
	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	3,919.	2,976.	3,327.
	b Investments - corporate stock STMT 9	2,604,818.	2,610,043.	2,571,813.
	c Investments - corporate bonds STMT 10	149,938.	49,938.	56,665.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation				
12 Investments - mortgage loans STMT 11		221,869.	219,344.	219,344.
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 I)		3,028,022.	2,960,490.	2,929,338.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 13)	4,148.	6,181.	
23 Total liabilities (add lines 17 through 22)	4,148.	6,181.		
Foundations that follow SFAS 117, check here ☐				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ☒				
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	3,023,874.	2,954,309.		
30 Total net assets or fund balances	3,023,874.	2,954,309.		
31 Total liabilities and net assets/fund balances	3,028,022.	2,960,490.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,023,874.
2 Enter amount from Part I, line 27a	2	<69,565.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	2,954,309.
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	2,954,309.

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 1,291,084.		1,240,264.	50,820.
b 66,052.			66,052.
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			50,820.
b			66,052.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	116,872.
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))
2013	201,380.	3,204,658.	.062840
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

2 Total of line 1, column (d)	2	.271537
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	.054307
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,094,415.
5 Multiply line 4 by line 3	5	168,048.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,535.
7 Add lines 5 and 6	7	169,583.
8 Enter qualifying distributions from Part XII, line 4	8	212,091.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,535.
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	1,535.
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	1,535.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,248.	
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	6,248.	
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	4,713.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 4,713. 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
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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	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	8b	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)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BAKER, HYATT, HOMRICH & ZOKVIC, P.A.</u> Telephone no. ► <u>407-425-5200</u> Located at ► <u>2203 EAST MICHIGAN STREET, ORLANDO, FL</u> ZIP+4 ► <u>32806</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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.)	2b	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. ►		
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 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.)	3b	N/A
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 2014?	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 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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

N/A

☐ Yes ☒ No

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

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

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

6b

X

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

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	2,862,635.
b	Average of monthly cash balances	1b	58,359.
c	Fair market value of all other assets	1c	220,544.
d	Total (add lines 1a, b, and c)	1d	3,141,538.
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	3,141,538.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,123.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,094,415.
6	Minimum investment return. Enter 5% of line 5	6	154,721.

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	154,721.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,535.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,535.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,186.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	153,186.
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	153,186.

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	212,091.
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	212,091.
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	1,535.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	210,556.

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				153,186.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	3,151.			
b From 2010				
c From 2011	46,410.			
d From 2012	29,198.			
e From 2013	46,907.			
f Total of lines 3a through e	125,666.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	212,091.			
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				153,186.
e Remaining amount distributed out of corpus	58,905.			
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:	184,571.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			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	3,151.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	181,420.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	46,410.			
c Excess from 2012	29,198.			
d Excess from 2013	46,907.			
e Excess from 2014	58,905.			

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				
BREAD OF LIFE FELLOWSHIP, INC. PO BOX 770451 WINTER GARDEN, FL 34777	NONE	PC	TO SUPPORT FOOD PANTRY AND FAMILIES IN NEED. TO PURCHASE RECLAIMED FOOD BOXES FOR NEEDY FAMILIES.	7,000.
CF BAMBINO BUDDY BALL, INC 846 BAY BRIDGE LANE ALTAMONTE SPRINGS, FL 32714	NONE	PC	BASEBALL PROGRAM THAT SERVES SPECIAL NEEDS PLAYERS.	10,000.
FREEDOM RIDE INC 1905 LEE ROAD ORLANDO, FL 32810	NONE	PC	TO SUPPORT THERAPEUTIC HORSEBACK RIDING PROGRAM FOR INDIVIDUALS WITH DISABILITIES.	20,000.
GIFT OF SWIMMING, INC, 205 WINDERMERE ROAD WINTER GARDEN, FL 34787	NONE	PC	TO PROVIDE POTENTIALLY LIFE SAVING SWIM TRAINING TO CHILDREN WITH SPECIAL NEEDS OR CHILDREN FROM	7,500.
GIRL SCOUTS OF CITRUS COUNCIL, INC. 341 N MILLS AVE ORLANDO, FL 32804	NONE	PC	FOR THE BENEFIT OF THE GIRL SCOUT HOUSE, COVER PROGRAM COST AND MEMBERSHIPS COSTS FOR TWENTY GIRLS TO ATTEND	10,000.
Total	SEE CONTINUATION SHEET(S)			174,945.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM J. HYATT,
CPA

Preparer's signature

WILLIAM J. HYATT

Date

1/27/16

Check ☐ if self-employed

PTIN

P00597048

Firm's name ▶ **BAKER, HYATT, HOMRICH & ZOKVIC, P.A.**

Firm's EIN ► 59-3096580

Firm's address ► 2203 EAST MICHIGAN STREET
ORLANDO, FL 32806-4944

Phone no. (407) 425-5200

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 IN ROOM SAFES AND OUTDOOR SEATING.	7,000.
PERSHING ELEMENTARY SCHOOL PTA 1800 PERSHING AVE ORLANDO, FL 32806	NONE	PC	FOR THE BENEFIT OF ALL STUDENTS AT PERSHING ELEMENTARY SCHOOL AND USED TO PROVIDE DRAMATIC EDUCATION.	20,500.
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. FUNDS TO BE USED TO PROVIDE CLIMBING STRCUTURES, PLATFORM	6,945.
PRIMROSE CENTER INC 2733 S FERNCREEK AVE ORLANDO, FL 32806	NONE	PC	PROGRAM OFFERS HANDS-ON TRAINING AND SUPPORT TO ADULTS WITH DEVELOPMENTAL DISABILITIES. FUNDS	7,000.
RUSSELL HOME FOR ATYPICAL CHILDREN, INC. 510 HOLDEN AVE ORLANDO, FL 32839	NONE	PC	FOR THE BENEFIT OF SPECIAL NEEDS CHILDREN.	55,000.
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. TO HELP DEFRAY THE COSTS OF EQUIPMENT AND TOURNAMENT FEES.	5,000.
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. FUNDS TO BE USED FOR SOCCER BALLS, RAIN	5,000.
UNIVERSITY OF FL FOUNDATION, INC. P.O. BOX 118400 GAINESVILLE, FL 32611	NONE	PC	FOR THE BENEFIT OF STUDENTS AT THE UNIVERSITY OF FLORIDA, COLLEGE OF JOURNALISM AND COMMUNICATIONS.	7,000.
KIWANIS CLUB OF NORTH ORLANDO, INC. P.O. BOX 641 ORLANDO, FL 32802	NONE	PC	FOR THE BENEFIT OF POP WARNER PROGRAM AND EDUCATIONAL FOUNDATION.	2,000.
Total from continuation sheets				120,445.

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GIFT OF SWIMMING, INC,
TO PROVIDE POTENTIALLY LIFE SAVING SWIM TRAINING TO CHILDREN WITH
SPECIAL NEEDS OR CHILDREN FROM FINANCIALLY DISADVANTAGED BACKGROUNDS.

NAME OF RECIPIENT - GIRL SCOUTS OF CITRUS COUNCIL, INC.
FOR THE BENEFIT OF THE GIRL SCOUT HOUSE, COVER PROGRAM COST AND
MEBERSHIPS COSTS FOR TWENTY GIRLS TO ATTEND DAY CAMP.

NAME OF RECIPIENT - PERSHING ELEMENTARY SCHOOL PTA
FOR THE BENEFIT OF ALL STUDENTS AT PERSHING ELEMENTARY SCHOOL AND USED
TO PROVIDE DRAMATIC EDUCATION, ACADEMIC ACHIEVEMENT AND BOOKS FOR THE
LIBRARY.

NAME OF RECIPIENT - PET ALLIANCE OF GREATER ORLANDO FORMERLY SPCA OF
CENTRAL FL
TO EDUCATE, SHELTER, PLACE AND HEAL PETS. FUNDS TO BE USED TO PROVIDE
CLIMBING STRCUTURES, PLATFORM HAND TRUCKS, STAINLESS STEEL LITTER PANS
AND KURNADA BEDS.

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 - THE BOONE SPORTS LEGACY BOARD, INC
FOR THE BENEFIT OF STUDENT ATHLETES AT BOONE HIGH SCHOOL. FUNDS TO BE
USED FOR SOCCER BALLS, RAIN JACKETS, SOCCER SOCKS AND RELATED
EQUIPMENT.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

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	11.	11.	
INTEREST - UBS MM ACCTS	2.	2.	
INTEREST - WELLS FARGO ADVISORS ACCTS MM FUNDS	1.	1.	
TOTAL TO PART I, LINE 3	14.	14.	

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	124,630.	63,550.	61,080.	61,080.	
DIVIDENDS - WELLS FARGO ADVISORS ACCTS	23,963.	2,502.	21,461.	21,461.	
INTEREST - GMNA SECURITIES	172.	0.	172.	172.	
INTEREST - UBS SECURITIES	13,470.	0.	13,470.	13,470.	
TO PART I, LINE 4	162,235.	66,052.	96,183.	96,183.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - MORTGAGE LOANS	31,602.	31,602.	
LEGACY RESERVES LP UBTI	<1,012.>	0.	
BREITBURN ENERGY LTD UBTI	<1,391.>	0.	
BREITBURN ENERGY LTD UBTI	402.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,601.	31,602.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,901.	5,136.		2,765.
TO FORM 990-PF, PG 1, LN 16B	7,901.	5,136.		2,765.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	22,072.	22,072.		0.
TO FORM 990-PF, PG 1, LN 16C	22,072.	22,072.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,884.	3,825.		2,059.
FOREIGN TAX WITHHOLDING	42.	42.		0.
EXCISE TAX	9,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,926.	3,867.		2,059.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	420.	273.		147.
STATE OF FL ANNUAL REPORT	61.	55.		6.
TO FORM 990-PF, PG 1, LN 23	481.	328.		153.

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		2,976.	3,327.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,976.	3,327.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,976.	3,327.

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	2,610,043.	2,571,813.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,610,043.	2,571,813.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORP BONDS; SCHEDULE 3	49,938.	56,665.
TOTAL TO FORM 990-PF, PART II, LINE 10C	49,938.	56,665.

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	28,344.	28,344.
TOTAL TO FORM 990-PF, PART II, LINE 12	219,344.	219,344.

AP PHILLIPS FOUNDATION, INC.

59-6165157

06/30/15

Form 990-PF
Schedule 1

	Fiscal year ending June 30, 2014	Fiscal year ending June 30, 2015	Fiscal year ending June 30, 2015
	Book Value	Book Value	Market Value
Government/Mortgage Backed Securities			
GNMA POOL 3829	3,919.05	2,976.34	3,327.40
TOTAL US AND STATE GOV OBLIGATIONS	<u><u>3,919.05</u></u>	<u><u>2,976.34</u></u>	<u><u>3,327.40</u></u>

6/30/2015

Form 990-PF
Schedule 2

	Fiscal year ending June 30, 2014	Fiscal year ending June 30, 2015	Fiscal year ending June 30, 2015
	Book Value	Book Value	Market Value
Stocks + Mutual Funds			
Altria Group Inc	4,911.49	0.00	0.00
American Fin Group	17,299.63	0.00	0.00
Bank of America	0.00	10,206.93	10,092.00
Barclays Bk Pref fixd cap	22,770.27	22,770.27	23,382.00
Center Coast MLP	124,216.10	223,323.65	198,381.78
Deutsche Bank	29,321.40	0.00	0.00
General Electric Co	7,589.96	0.00	0.00
ING Group	45,981.49	29,753.58	33,553.00
Merrill Lynch	45,419.01	45,419.01	50,460.00
Morgan Stanley India	22,744.63	0.00	0.00
National Retail Properties	34,727.51	0.00	0.00
Principal Invst Funds Pfd Cl A	37,242.77	0.00	0.00
PACE Equities	1,128,787.16	1,229,678.11	1,217,797.20
Ambarella Inc	25,188.80	11,917.60	41,076.00
Caesar Stone	25,544.55	25,544.55	30,843.00
Cognex Corp	0.00	44,895.70	48,166.32
Chesapeake Energy corp	54,373.86	0.00	0.00
Facebook	33,692.00	33,692.00	42,882.50
Kinder Morgan Inc	0.00	33,961.89	31,744.61
Pennantpark Investment Corp	25,136.94	0.00	0.00
Sierra Wireless	25,342.40	25,342.40	29,832.00
Sodastream Intl LTD	27,122.36	0.00	0.00
Solarcity Corp	45,862.02	45,862.02	33,736.50
Zillow	19,686.97	0.00	0.00
Hotckis and Wiley 4/25/11	76,012.96	80,936.24	78,582.86
Pimco High Yield FD	92,838.69	56,836.36	54,690.53
Pimco All Asset FND Cl	82,122.90	73,570.74	68,354.70
PIMCO Dynamic	28,570.50	31,485.12	25,443.16
Equity Trusts			
Units FT TGT	168,388.08	0.00	0.00
Units FT TGT	114,271.93	0.00	0.00
Units Richard Berstain	29,989.56	30,277.35	33,797.14
Units FT Dow April 14	108,662.40	0.00	0.00
Units FT TGT 3Q 14, 4Q 14, 1Q 15	0.00	311,060.87	281,555.07
Units FT Sabrient Baker	0.00	20,020.62	19,928.02
Units FT Dow May 15		117,373.41	110,981.52
Hedge Funds			
ACAP Strategic Fund	50,500.00	52,360.08	53,903.01
Skybridge	50,500.00	53,754.34	52,630.11
TOTAL CORPORATE STOCKS	2,604,818.34	2,610,042.84	2,571,813.03

AP PHILLIPS FOUNDATION, INC.

59-6165157

6/30/2015

Form 990-PF
Schedule 3

	Fiscal year ending June 30, 2014	Fiscal year ending June 30, 2015	Fiscal year ending June 30, 2015
	Book Value	Book Value	Market Value
Bonds			
Bank of America	100,000.00	0.00	0.00
GTE Florida Inc	49,937.50	49,937.50	56,665.00
TOTAL CORPORATE BONDS	<u>149,937.50</u>	<u>49,937.50</u>	<u>56,665.00</u>

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	4,148.	6,181.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,148.	6,181.

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)894-4796

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.