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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.

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning JUL 1, 2015, and ending JUN 30, 2016

Name of foundation **A.P. PHILLIPS FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address) **P.O. BOX 560126**

City or town, state or province, country, and ZIP or foreign postal code **ORLANDO, FL 32856-0126**

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,567,391.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number **59-6165157**

B Telephone number **407-894-4796**

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	23.	23.		STATEMENT 1
4	Dividends and interest from securities	72,275.	72,275.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-23,997.			
b	Gross sales price for all assets on line 6a	1,003,551.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	32,679.	32,528.		STATEMENT 3
12	Total. Add lines 1 through 11	180,980.	104,826.		
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	17,855.	5,106.		2,749.
c	Other professional fees	18,618.	18,618.		0.
17	Interest				
18	Taxes	6,750.	4,691.		2,059.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	426.	292.		134.
24	Total operating and administrative expenses. Add lines 13 through 23	125,559.	88,448.		37,111.
25	Contributions, gifts, grants paid	155,526.			155,526.
26	Total expenses and disbursements. Add lines 24 and 25	281,085.	88,448.		192,637.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-200,105.			
b	Net investment income (if negative, enter -0-)		16,378.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		41,502.	61,068.	61,068.
	2	Savings and temporary cash investments		36,687.	21,972.	21,972.
	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	2,976.	0.	0.	
	b	Investments - corporate stock STMT 9	2,610,043.	2,480,164.	2,293,351.	
	c	Investments - corporate bonds STMT 10	49,938.	0.	0.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans STMT 11	219,344.	191,000.	191,000.		
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)			2,960,490.	2,754,204.	2,567,391.
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)	6,181.	0.		
23	Total liabilities (add lines 17 through 22)			6,181.	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	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	2,954,309.	2,754,204.		
30	Total net assets or fund balances	2,954,309.	2,754,204.			
31	Total liabilities and net assets/fund balances			2,960,490.	2,754,204.	

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	2,954,309.
2	Enter amount from Part I, line 27a	2	-200,105.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,754,204.
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	2,754,204.

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 934,074.		1,027,548.	-93,474.
b 69,477.			69,477.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-93,474.
b			69,477.
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	-23,997.
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))
2014	210,556.	3,094,415.	.068044
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

2 Total of line 1, column (d)	2	.289601
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	.057920
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,646,718.
5 Multiply line 4 by line 3	5	153,298.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	164.
7 Add lines 5 and 6	7	153,462.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	192,637.

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	164.
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	164.
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	164.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 4,713.		
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	4,713.
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	4,549.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 4,549. 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
1c 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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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 2015, 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. If "Yes," enter the name of the foreign country ►	16	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► _____, _____, _____	☐ 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.)	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. ► _____, _____, _____	2b	
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 2015 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 2015)	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 2015?	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 ☒ Nob 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)?
Organizations relying on a current notice regarding disaster assistance check hereN/A
☒

5b

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

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

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	PRESIDENT			
3021 GREENMOUNT ROAD				
ORLANDO, FL 32806	35.00	76,910.	0.	0.
THOMAS L. ADAMS	TREASURER			
3021 GREENMOUNT ROAD				
ORLANDO, FL 32806	4.00	5,000.	0.	0.
HARVEY H. HARPER, IV	VICE-PRESIDENT			
3337 FLORENE DR.				
ORLANDO, FL 32806	4.00	5,000.	0.	0.
KIMBERLY M HARPER	SECRETARY			
3337 FLORENE DR.				
ORLANDO, FL 32806	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	2,433,940.
b	Average of monthly cash balances	1b	38,642.
c	Fair market value of all other assets	1c	214,441.
d	Total (add lines 1a, b, and c)	1d	2,687,023.
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	2,687,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,305.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,646,718.
6	Minimum investment return. Enter 5% of line 5	6	132,336.

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	132,336.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	164.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	164.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,172.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	132,172.
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	132,172.

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	192,637.
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	192,637.
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	164.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	192,473.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				132,172.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	46,410.			
c From 2012	29,198.			
d From 2013	46,907.			
e From 2014	58,905.			
f Total of lines 3a through e	181,420.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 192,637.				
a Applied to 2014, 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 2015 distributable amount				132,172.
e Remaining amount distributed out of corpus	60,465.			
5 Excess distributions carryover applied to 2015 (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	241,885.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	241,885.			
10 Analysis of line 9:				
a Excess from 2011	46,410.			
b Excess from 2012	29,198.			
c Excess from 2013	46,907.			
d Excess from 2014	58,905.			
e Excess from 2015	60,465.			

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,	10,000.
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,	25,000.
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	12,000.
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 MEBERSHIPS COSTS FOR TWENTY GIRLS TO ATTEND	10,000.
Total	SEE CONTINUATION SHEET(S)			155,526.
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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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

(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, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr 1)? ☒ Yes ☐ No
	 Signature of officer or trustee	11-18-16 Date	PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name WILLIAM J. HYATT, CPA	Preparer's signature  WILLIAM J. HYATT,	Date 11-11-16	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
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.	23,800.
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	10,000.
RUSSELL HOME FOR ATYPICAL CHILDREN, INC. 510 HOLDEN AVE ORLANDO, FL 32839	NONE	PC	FOR THE BENEFIT OF SPECIAL NEEDS CHILDREN.	38,000.
SERVANTS HEART INTERNATIONAL MINISTRY, INC. 6448 PINECASTLE BLVD STE 103 ORLANDO, FL 32822	NONE	PC	TO SUPPORT FOOD PANTRY AND SERVING SINGLE MOMS, THEIR CHILDREN AND SENIORS.	7,000.
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.
LEARNING FOR LIFE 1951 S ORANGE BLOSSOM TRAIL APOPKA, FL 32703	NONE	PC	FOR THE BENEFIT OF ELEMENTARY AGE STUDENTS, TO REINFORCE ACADEMIC, SOCIAL, ETHICAL, AND CHARACTER	9,726.
Total from continuation sheets				93,526.

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 - PRIMROSE CENTER INC
PROGRAM OFFERS HANDS-ON TRAINING AND SUPPORT TO ADULTS WITH
DEVELOPMENTAL DISABILITIES. FUNDS TO PROVIDE MATERIALS AND LABOR TO
UPDATE 2 BATHROOMS FOR USE IN THE SUPPORTED LIVING PROGRAMS.

NAME OF RECIPIENT - LEARNING FOR LIFE
FOR THE BENEFIT OF ELEMENTARY AGE STUDENTS, TO REINFORCE ACADEMIC,
SOCIAL, ETHICAL, AND CHARACTER DEVELOPMENT SKILLS THRU SCIENCE RELATED
PROGRAMS; STEM EXPLORATION DAYS AND STEM DISCOVERY DAYS.

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 - LEGACY RESERVES	9.	9.	
INTEREST - M&S BANK	13.	13.	
INTEREST - WELLS FARGO MM FUNDS	1.	1.	
TOTAL TO PART I, LINE 3	23.	23.	

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	119,749.	69,477.	50,272.	50,272.	
DIVIDENDS - WELLS FARGO ADVISORS ACCTS	14,420.	0.	14,420.	14,420.	
INTEREST - GMNA SECURITIES	122.	0.	122.	122.	
INTEREST - UBS SECURITIES	7,461.	0.	7,461.	7,461.	
TO PART I, LINE 4	141,752.	69,477.	72,275.	72,275.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - MORTGAGE LOANS	32,528.	32,528.	
LEGACY RESERVES UBTI	133.	0.	
LEGACY RESERVES ROYALTY	18.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	32,679.	32,528.	

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	7,855.	5,106.		2,749.
TO FORM 990-PF, PG 1, LN 16B	7,855.	5,106.		2,749.

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	18,618.	18,618.		0.
TO FORM 990-PF, PG 1, LN 16C	18,618.	18,618.		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	866.	866.		0.
TO FORM 990-PF, PG 1, LN 18	6,750.	4,691.		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	345.	224.		121.
STATE OF FL ANNUAL REPORT	61.	55.		6.
BANK SERVICE CHARGES	20.	13.		7.
TO FORM 990-PF, PG 1, LN 23	426.	292.		134.

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		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

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	2,480,164.	2,293,351.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,480,164.	2,293,351.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORP BONDS; SCHEDULE 3	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

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	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 12	191,000.	191,000.

AP PHILLIPS FOUNDATION, INC

59-6165157

Form 990-PF
Schedule 1

	Fiscal year ending June 30, 2015	Fiscal year ending June 30, 2016	Fiscal year ending June 30, 2016
	Book Value	Book Value	Market Value
Government/Mortgage Backed Securities			
GNMA POOL 3829	2,976.34	0.00	0.00
TOTAL US AND STATE GOV OBLIGATIONS	2,976.34	0.00	0.00

Form 990-PF
Schedule 2

	Fiscal year ending June 30, 2015	Fiscal year ending June 30, 2016	Fiscal year ending June 30, 2016
	Book Value	Book Value	Market Value
Stocks + Mutual Funds			
<i>Smalley</i>			
Bank of America	10,206.93	0.00	0.00
Barclays Bk Pref fixd cap	22,770.27	0.00	0.00
Center Coast MLP	223,323.65	223,117.74	176,978.54
Hartford Capital Apprec Fund	0.00	21,989.70	19,356.43
Hartford Midcap Fund	0.00	16,428.13	14,994.17
Hartford Intl Oppt Fund	0.00	15,294.97	14,079.17
Hartford Div & Growth Fund	0.00	16,351.12	15,284.18
Hartford Global Cap Apprec	0.00	15,926.73	14,414.70
Sunamerica Focused Div Strategy	0.00	51,673.60	55,382.65
Virtus Multi-sector ST Bond Fund	0.00	163,057.51	163,535.44
ING Group	29,753.58	29,753.58	34,281.00
Merrill Lynch	45,419.01	0.00	0.00
PACE Equities	1,229,678.11	1,224,871.87	1,094,224.92
<i>Longnecker</i>			
Ambarella Inc	11,917.60	0.00	0.00
Caesar Stone	25,544.55	0.00	0.00
Chipotle Corp	0.00	30,775.17	28,193.20
Cognext Corp	44,895.70	45,036.03	43,327.48
Walt Disney Co	0.00	49,310.00	48,910.00
Facebook	33,692.00	33,692.00	57,140.00
Kinder Morgan Inc	33,961.89	64,725.69	53,108.26
Sierra Wireless	25,342.40	25,342.40	20,352.00
Solarcity Corp	45,862.02	0.00	0.00
Hotckis and Wiley 4/25/11	80,936.24	0.00	0.00
Pimco High Yield FD	56,836.36	60,245.49	54,736.54
Pimco All Asset FND CI	73,570.74	0.00	0.00
PIMCO Dynamic	31,485.12	0.00	0.00
<i>Equity Trusts</i>			
Units Richard Berstain	30,277.35	31,323.94	29,450.19
Units FT Dow April 14	0.00	0.00	0.00
Units FT TGT 3Q 14, 4Q 14, 1Q 15	311,060.87	0.00	0.00
Units FT Sabrient Baker	20,020.62	16,499.66	16,336.67
Units FT Dow May 15	117,373.41	0.00	0.00
Unts FT TGT GLB DVD Leaders	0.00	114,716.44	116,015.90
Unts FT Dow	0.00	122,789.70	124,774.18
<i>Hedge Funds</i>			
ACAP Strategic Fund	52,360.08	52,481.08	52,277.21
Skybridge	53,754.34	54,761.00	46,198.53
TOTAL CORPORATE STOCKS	2,610,042.84	2,480,163.56	2,293,351.36

AP PHILLIPS FOUNDATION, INC

59-6165157

Form 990-PF
Schedule 3

	Fiscal year ending June 30, 2015	Fiscal year ending June 30, 2016	Fiscal year ending June 30, 2016
	Book Value	Book Value	Market Value
Bonds			
GTE Florida Inc	49,937.50	0.00	0.00
TOTAL CORPORATE BONDS	49,937.50	0.00	0.00

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	6,181.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	6,181.	0.

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.