

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation KERMIT G PHILLIPS II CHARITABLE TRUST AKA PHILLIPS FOUNDATION		A Employer identification number 04-6977585	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4034		Room/suite	B Telephone number (see instructions) (336) 458-0806
City or town, state or province, country, and ZIP or foreign postal code GREENSBORO, NC 27404		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) \$ 57,358,939	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	892,973	892,973		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-447,137			
	b Gross sales price for all assets on line 6a 53,522,941				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 7,334	7,334		
	12 Total. Add lines 1 through 11	453,170	900,307		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	189,276	0		189,276
	15 Pension plans, employee benefits	7,655	0		7,655
	16a Legal fees (attach schedule)	 27,745	0		27,745
	b Accounting fees (attach schedule)	 50,258	0		50,258
	c Other professional fees (attach schedule)	 200,254	177,765		22,489
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 16,122	0		15,508
	19 Depreciation (attach schedule) and depletion . . .	 5,751	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	33,741	0		33,741
	22 Printing and publications				
	23 Other expenses (attach schedule)	 81,157	13,887		67,270
	24 Total operating and administrative expenses. Add lines 13 through 23	611,959	191,652		413,942
	25 Contributions, gifts, grants paid	4,646,967			4,646,967
	26 Total expenses and disbursements. Add lines 24 and 25	5,258,926	191,652		5,060,909
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,805,756			
	b Net investment income (if negative, enter -0-)		708,655		
c Adjusted net income(if negative, enter -0-) . . .					

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		293,521	293,521		
	2	Savings and temporary cash investments	3,030,182	1,660,819	1,660,819		
	3	Accounts receivable ▶ <u>2,413</u>					
		Less allowance for doubtful accounts ▶ _____	1,323	2,413	2,413		
	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 schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____	341,577	0	0		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	0	898,478	875,918		
	b	Investments—corporate stock (attach schedule)	28,142,883	34,191,126	35,693,071		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ <u>176,215</u>					
	Less accumulated depreciation (attach schedule) ▶ _____	176,215	176,215	176,215			
12	Investments—mortgage loans	1,863,908	1,807,339	1,807,339			
13	Investments—other (attach schedule)	23,605,495	15,212,033	16,340,692			
14	Land, buildings, and equipment basis ▶ <u>523,320</u>						
	Less accumulated depreciation (attach schedule) ▶ <u>14,369</u>	514,702	508,951	508,951			
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	57,676,285	54,750,895	57,358,939			
Liabilities	17	Accounts payable and accrued expenses	2,395	4,303			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	2,395	4,303			
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	57,673,890	54,746,592				
30	Total net assets or fund balances (see instructions)	57,673,890	54,746,592				
31	Total liabilities and net assets/fund balances (see instructions) .	57,676,285	54,750,895				

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	57,673,890
2	Enter amount from Part I, line 27a	2	-4,805,756
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,886,466
4	Add lines 1, 2, and 3	4	54,754,600
5	Decreases not included in line 2 (itemize) ▶ _____	5	8,008
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	54,746,592

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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
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	-447,137
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	

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 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))
2015	3,114,099	58,199,075	0 053508
2014	2,727,587	57,230,106	0 047660
2013	721,187	44,472,423	0 016216
2012	325,000	9,485,282	0 034264
2011	305,070	6,512,059	0 046847
2 Total of line 1, column (d)			2 0 198495
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 039699
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 51,985,623
5 Multiply line 4 by line 3			5 2,063,777
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,087
7 Add lines 5 and 6			7 2,070,864
8 Enter qualifying distributions from Part XII, line 4			8 5,060,909

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	7,087
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	7,087
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	7,087
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,826
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	12,826
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	5,739
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 5,739 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC		
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> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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) 991 .	11	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.PHILLIPSFUNDATIONNC.ORG	13	Yes	
14	The books are in care of LBA HAYNES STRAND PLLC Telephone no (336) 286-3204			

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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		
16	At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? ☐ 1b			
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 2016? ☐ 1c			No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2016 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 2016). ☐ 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> 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 <i>If "Yes" to 6b, file Form 8870</i> 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	5b	6b	No
7b	7b	No	No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CATHERINE BURNETT PO BOX 4034 GREENSBORO, NC 27404	CHIEF OPERATING OFFI 40 00	102,233	0	0

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
MORGAN STANLEY 333 W SAN CARLOS ST STE 1100 SAN JOSE, CA 95110	INVESTMENT MANAGEMENT	177,765
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 FAMILY WELLNESS THE PHILLIPS FOUNDATION SEEKS TO LEVERAGE THE FOUNDATION'S EXISTING GRANT PARTNERSHIPS TO EVOLVE TOWARD UPSTREAM PREVENTION OF SOCIAL ISSUES BY ADDRESSING ROOT PROBLEMS OF FAMILY BREAKDOWN AND DYSFUNCTION THROUGH RESEARCH-BASED TOOLS FOR HEALTHY RELATIONSHIPS AND FAMILY WELLNESS THIS DIRECT CHARITABLE ACTIVITY CARRIES OUT THE EDUCATIONAL AND CHARITABLE PURPOSES OF THE FOUNDATION	0
2 HOMELESSNESS THE PHILLIPS FOUNDATION SEEKS TO IMPROVE ITS APPROACH TO PREVENTING AND ENDING HOMELESSNESS THROUGH LEVERAGING SUCCESSFUL GRANTEE MODELS (SUCH AS HOUSING FIRST AND YV LIFESET), CONVENE WITH PARTNERS TO DEVELOP LARGE SCALE SOLUTIONS, AND FOSTER COLLABORATION AMONG PARTNERS AND PHILLIPS FOUNDATION TO SCALE OUT INITIATIVES MORE BROADLY THE PHILLIPS FOUNDATION ALSO AIMS TO LEARN FROM ITS GRANTEES HOW THE FOUNDATION'S INVESTMENTS IN THEM CAN BE LEVERAGED MORE FULLY THIS DIRECT CHARITABLE ACTIVITY CARRIES OUT THE EDUCATIONAL AND CHARITABLE PURPOSES OF THE FOUNDATION	0
3 IMPACT INVESTING THE PHILLIPS FOUNDATION SEEKS TO CREATE A PLATFORM TO AMPLIFY SOCIAL AND ENVIRONMENTAL VALUE THROUGH FINANCIAL INVESTMENTS, A PRACTICE KNOWN AS IMPACT INVESTING THROUGH A SERIES OF EVENTS, GATHERINGS, AND COLLABORATIONS THAT BRING TOGETHER A VARIETY OF STAKEHOLDERS, THE FOUNDATION WILL MEET THIS MISSION-RELATED GOAL THROUGH ACTIVITIES INCLUDING BUT NOT LIMITED TO PROVIDING EDUCATIONAL PROGRAMS, CONVENING PARTNERS, FOSTERING COLLABORATION, CREATING DEAL-FLOW, AND EXPLORING OPPORTUNITIES THIS DIRECT CHARITABLE ACTIVITY CARRIES OUT THE EDUCATIONAL AND CHARITABLE PURPOSES OF THE FOUNDATION	13,066
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 _____	

2 _____	

All other program-related investments See instructions	
3 _____	

Total. Add lines 1 through 3 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	29,907,388
b	Average of monthly cash balances.	1b	3,233,516
c	Fair market value of all other assets (see instructions).	1c	19,636,378
d	Total (add lines 1a, b, and c).	1d	52,777,282
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	52,777,282
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	791,659
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	51,985,623
6	Minimum investment return. Enter 5% of line 5.	6	2,599,281

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	2,599,281
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	7,087
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	65,888
c	Add lines 2a and 2b.	2c	72,975
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,526,306
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,526,306
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	2,526,306

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	5,060,909
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	5,060,909
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	7,087
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,053,822

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,526,306
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,096,823	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 5,060,909				
a Applied to 2015, but not more than line 2a			1,096,823	
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 2016 distributable amount.				2,526,306
e Remaining amount distributed out of corpus	1,437,780			
5 Excess distributions carryover applied to 2016 (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	1,437,780			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,437,780			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	1,437,780			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

KEITH PHILLIPS

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	4,646,967
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

11	REAL PROPERTY RENTED TO PUBLIC CHARITY AT A NOMINAL AMOUNT
----	--

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

**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.

Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name DAVID D FRASER	Preparer's Signature	Date 2017-10-19	Check if self-employed ☐	PTIN P00283556
Firm's name ▶ LBA HAYNES STRAND PLLC				Firm's EIN ▶ 20-4759472
Firm's address ▶ 212 W MATTHEWS ST STE 102 MATTHEWS, NC 28105				Phone no (704) 841-1120

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MORGAN STANLEY 017246 SEE ATTACHED		2015-12-02	2016-05-26
MORGAN STANLEY 017246 SEE ATTACHED		2014-10-31	2016-05-26
MORGAN STANLEY 628603 SEE ATTACHED			
MORGAN STANLEY 628603 SEE ATTACHED			
MORGAN STANLEY 628603 SEE ATTACHED			
MORGAN STANLEY 628603 SEE ATTACHED			
MORGAN STANLEY 072735 SEE ATTACHED			
MORGAN STANLEY 072735 SEE ATTACHED			
MORGAN STANLEY 072750 SEE ATTACHED			
MORGAN STANLEY 072750 SEE ATTACHED			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
56,016		65,336	-9,320
1,330,477		1,774,598	-444,121
18,561,639		18,148,344	413,295
1,982,121		2,026,319	-44,198
20,048,572		19,954,325	94,247
1,535,329		2,186,042	-650,713
446,965		427,406	19,559
9,906		9,029	877
2,052		1,931	121
5,558			5,558

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-9,320
			-444,121
			413,295
			-44,198
			94,247
			-650,713
			19,559
			877
			121
			5,558

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MORGAN STANLEY 628604 SEE ATTACHED			
MORGAN STANLEY 628604 SEE ATTACHED			
MORGAN STANLEY 628605 SEE ATTACHED			
MORGAN STANLEY 628605 SEE ATTACHED			
MORGAN STANLEY 628845 SEE ATTACHED			
MORGAN STANLEY 628845 SEE ATTACHED			
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,860		24,854	-994
4,108,852		3,982,011	126,841
147,585		142,323	5,262
1,827,237		1,948,498	-121,261
1,694,115		1,700,344	-6,229
1,702,192		1,578,718	123,474
40,465			40,465

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-994
			126,841
			5,262
			-121,261
			-6,229
			123,474
			40,465

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
KATHERINE PHILLIPS	TRUSTEE 1 00	0	0	0
PO BOX 4034 GREENSBORO, NC 27404				
KEITH PHILLIPS	TRUSTEE 1 00	0	0	0
PO BOX 4034 GREENSBORO, NC 27404				
KERT PHILLIPS	TRUSTEE 1 00	0	0	0
PO BOX 4034 GREENSBORO, NC 27404				
KEVIN PHILLIPS	TRUSTEE 1 00	0	0	0
PO BOX 4034 GREENSBORO, NC 27404				
PETER GILCHRIST	PROTECTOR 1 00	0	0	0
PO BOX 4034 GREENSBORO, NC 27404				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ACTION GREENSBORO 203 S CHURCH ST GREENSBORO, NC 27401		PC	DOWNTOWN GREENWAY, OPERATIONS AND PROGRAMS SUPPORT	400,000
THE SALVATION ARMY 1311 S EUGENE ST PO BOX 5310 GREENSBORO, NC 27435		PC	SALVATION ARMY OF GREENSBORO BOYS & GIRLS CLUB	200,000
TEACH FOR AMERICA INC 100 N ELM STREET SUITE 302 GREENSBORO, NC 27401		PC	TEACH FOR AMERICA - NC PIEDMONT TRIAD REGION	853,226
UNION SQUARE CAMPUS INC 2901 E LEE ST STE 2500 GREENSBORO, NC 27401		PC	UNION SQUARE CAMPUS	200,000
YOUNG MENS CHRISTIAN ASSOCIATION OF GREENSBORO INC 620 GREEN VALLEY RD STE 210 GREENSBORO, NC 27408		PC	HAYES-TAYLOR YMCA	150,000
Total 				4,646,967
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNITED WAY OF GREATER GREENSBORO INC 1500 YANCEYVILLE ST GREENSBORO, NC 27405		PC	FAMILY SUCCESS CENTER PILOT	375,000
UNITED WAY OF GREATER GREENSBORO INC 1500 YANCEYVILLE ST GREENSBORO, NC 27405		PC	PARTNERS ENDING HOMELESSNESS	480,000
GREENSBORO CHILDREN'S MUSEUM INC 220 NORTH CHURCH STREET GREENSBORO, NC 27401		PC	ESTABLISH ENDOWMENT TO SUPPORT MAINTENANCE AND ENHANCED PROGRAMMING	100,000
THE COMMUNITY FOUNDATION OF GREATER GREENSBORO INC 330 SOUTH GREENE STREET SUITE 100 GREENSBORO, NC 27401		PC	SAY YES TO EDUCATION IN GUILFORD COUNTY	500,000
YOUTH VILLAGES FOUNDATION INC 8430 UNIVERSITY EXECUTIVE PARK DR SUITE 655 CHARLOTTE, NC 28262		PC	YOUTH VILLAGES LIFESET IN GUILFORD COUNTY	288,741
Total 3a				4,646,967

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNC-G EXCELLENCE FOUNDATION OFFICE OF THE CHANCELLOR UNCG 303 MOSSMAN BLDG GREENSBORO, NC 27402		PC	HEALTHY RELATIONSHIPS INITIATIVE	100,000
THE COMMUNITY FOUNDATION OF GREATER GREENSBORO INC 330 SOUTH GREENE STREET SUITE 100 GREENSBORO, NC 27401		PC	TANGER PERFORMING ARTS CENTER	1,000,000
Total ▶ 3a				4,646,967

TY 2016 Accounting Fees Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	50,258	0		50,258

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST

AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2014 EQUIPMENT	2014-12-31	11,707	3,510	SL	5 0000000000000	2,341	0		
2014 FURN & FIXT	2014-12-31	22,330	4,778	SL	7 0000000000000	3,190	0		
2014 IMPROVE	2014-12-31	2,200	330	SL	10 0000000000000	220	0		

TY 2016 Investments Corporate Stock Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED SECURITIES - SEE ATTACHED STATEMENT	34,191,126	35,693,071

TY 2016 Investments Government Obligations Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

**US Government Securities - End
of Year Book Value:**

898,478

**US Government Securities - End
of Year Fair Market Value:**

875,918

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 Investments - Other Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PRIVATELY HELD INVESTMENTS - SEE ATTACHED STATEMENT	AT COST	12,631,894	13,760,553
UNREALIZED APPRECIATION	AT COST	2,579,131	2,579,131
SELF HELP CREDIT UNION	AT COST	1,008	1,008

**TY 2016 Land, Etc.
Schedule**

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
2014 EQUIPMENT	11,707	5,851	5,856	
2014 FURN & FIXT	22,330	7,968	14,362	
2014 IMPROVE	2,200	550	1,650	

TY 2016 Legal Fees Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	27,745	0		27,745

TY 2016 Other Decreases Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Description	Amount
BOOK TAX DIFFERENCES	8,008

TY 2016 Other Expenses Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING PROMOTION AND MARKETING	11,347	0		11,347
BANK CHARGES	1,172	1,172		0
BOARD MEETING EXPENSES	571	0		571
DUES SUBSCRIPTIONS & MEMBERSHIPS	9,261	0		9,261
INSURANCE	750	0		750
OFFICE EXPENSES	25,707	0		25,707
SPONSORED EVENTS	10,878	0		10,878
TEMPORARY SERVICES	8,756	0		8,756
SCHEDULE K-1 EXPENSES - SEE ATTACHMENT	12,715	12,715		0

TY 2016 Other Income Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	7,334	7,334	7,334

TY 2016 Other Increases Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Description	Amount
UNREALIZED APPRECIATION	1,886,466

TY 2016 Other Professional Fees Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING & OUTSIDE SERVICES	20,892	0		20,892
PAYROLL SERVICE FEES	1,097	0		1,097
OTHER PROFESSIONAL FEES	500	0		500
INVESTMENT ADVISORY FEES	177,765	177,765		0

TY 2016 Taxes Schedule

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	15,508	0		15,508
STATE TAXES	614	0		0

TY 2016 TransfersFrmControlledEntities

Name: KERMIT G PHILLIPS II CHARITABLE TRUST
AKA PHILLIPS FOUNDATION

EIN: 04-6977585

Name	US / Foreign Address	EIN	Description	Amount
GENERAL GREENE INVESTMENT CO INC	1400 BATTLEGROUND AVE STE 201 GREENSBORO, NC 27408	56-6029430	CASH DISTRIBUTION FROM GENERAL GREENE INVESTMENT CO INC	0
Total				1,143,396