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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 instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 05-01-2016, and ending 04-30-2017

Name of foundation CHARLES H PHIPPS FOUNDATION		A Employer identification number 75-2750645	
% TERESA COIN BANK OF ARIZONA			
Number and street (or P O box number if mail is not delivered to street address) 29 ROBLEDRO DRIVE	Room/suite	B Telephone number (see instructions) (214) 369-0600	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75230		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,335,611		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	96,515	96,515		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	95,809			
	b Gross sales price for all assets on line 6a 401,250				
	7 Capital gain net income (from Part IV, line 2)		95,809		
	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) (attach schedule)					
11 Other income (attach schedule)	8,972	229			
12 Total. Add lines 1 through 11	201,296	192,553			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,310	3,310	0	0
	c Other professional fees (attach schedule)	21,636	21,636		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	816	816		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	25,762	25,762	0	0
	25 Contributions, gifts, grants paid	203,000			203,000
26 Total expenses and disbursements. Add lines 24 and 25	228,762	25,762	0	203,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-27,466				
b Net investment income (if negative, enter -0-)		166,791			
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	36,975	107,347	107,347
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,068,479	3,232,836	3,232,836
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	902,397	995,428	995,428
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,007,851	4,335,611	4,335,611	
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 (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	4,007,851	4,335,611		
30 Total net assets or fund balances (see instructions)	4,007,851	4,335,611		
31 Total liabilities and net assets/fund balances (see instructions) .	4,007,851	4,335,611		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,007,851
2 Enter amount from Part I, line 27a	2	-27,466
3 Other increases not included in line 2 (itemize) ▶ _____	3	361,665
4 Add lines 1, 2, and 3	4	4,342,050
5 Decreases not included in line 2 (itemize) ▶ _____	5	6,439
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,335,611

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)
1 a BANK OF ARIZONA #15-0744-01-9 (SEE STATEMENT A)		P		
b BANK OF ARIZONA #15-0744-01-9 (SEE STATEMENT A)		P		
c CAPITAL GAIN DIVIDENDS		P		
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 6,308		6,890	-582	
b 387,963		298,551	89,412	
c			91	
d				
e				
(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			-582	
b			89,412	
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	95,809
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				

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	214,732	4,074,016	0 052708
2014	204,400	4,318,675	0 047329
2013	191,616	4,079,840	0 046967
2012	183,933	3,885,390	0 04734
2011	181,553	3,734,960	0 048609
2 Total of line 1, column (d)			2 0 242953
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 048591
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,136,915
5 Multiply line 4 by line 3			5 201,017
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,668
7 Add lines 5 and 6			7 202,685
8 Enter qualifying distributions from Part XII, line 4			8 203,000

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and total tax due. Total tax due is 280, with 280 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Columns for Yes/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). 11 No
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 N/A 13 Yes
14 The books are in care of TERESA COIN BANK OF ARIZONA Telephone no (480) 596-4329
Located at 16767 N PERIMETER DRIVE SUITE 200 SCOTTSDALE AZ ZIP+4 85260
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 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? Yes No
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

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)
(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
Organizations relying on a current notice regarding disaster assistance check here.
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
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

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

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	(e) Expense account, other allowances
CHARLES H PHIPPS 29 ROBLEDO DRIVE DALLAS, TX 75230	TRUSTEE 1 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	4,089,459
b	Average of monthly cash balances.	1b	110,455
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,199,914
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,199,914
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,999
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,136,915
6	Minimum investment return. Enter 5% of line 5.	6	206,846

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	206,846
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,668
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,668
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	205,178
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	205,178
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	205,178

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	203,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	203,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	1,668
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	201,332

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				205,178
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			195,887	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.		0		
c From 2013.		0		
d From 2014.		0		
e From 2015.		0		
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>203,000</u>				
a Applied to 2015, but not more than line 2a			195,887	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				7,113
e Remaining amount distributed out of corpus	0			
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	0			
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.				
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				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				198,065
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.		0		
c Excess from 2014.		0		
d Excess from 2015.		0		
e Excess from 2016.		0		

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))
NA

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
NA

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 e-mail address of the person to whom applications should be addressed
CHARLES PHIPPS
C/O HOWARD W KEY 12001 N CENTRAL
DALLAS, TX 75243
(214) 369-0600

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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				203,000
b <i>Approved for future payment</i>				
Total ▶ 3b				


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>				
NOTRE DAME SCHOOL OF DALLAS 2018 ALLEN STREET DALLAS, TX 75204	NONE	PC	PROGRAM SUPPORT	35,000
DOWN SYNDROME GUILD 1702 N COLLINS BLVD 170 RICHARDSON, TX 75080	NONE	PC	PROGRAM SUPPORT	25,000
MEALS ON WHEELS & MORE 3227 EAST 5TH STREET AUSTIN, TX 78702	NONE	PC	PROGRAM SUPPORT	20,000
MOBILE LOAVES AND FISHES 903 S CAPITAL OF TEXAS HIGHWAY AUSTIN, TX 78746	NONE	PC	GENERAL SUPPORT	15,000
ST LOUISE HOUSE 2026 GUADALUPE STREET AUSTIN, TX 78705	NONE	PC	GENERAL SUPPORT	10,000
Total ▶ 3a				203,000

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>				
ALLEY'S HOUSE 4113 JUNIUS STREET DALLAS, TX 75246	NONE	PC	GENERAL SUPPORT	10,000
CENTRAL TEXAS FOOD BANK 6500 METROPOLIS DRIVE AUSTIN, TX 78744	NONE	PC	PUBLIC SUPPORT	15,000
ARC OF DALLAS 12700 HILLCREST ROAD SUITE 200 DALLAS, TX 75230	NONE	PC	GENERAL SUPPORT	13,000
CARITAS OF AUSTIN PO BOX 1947 AUSTIN, TX 787671947	NONE	PC	GENERAL SUPPORT	15,000
MISSIONARIES OF CHARITY 335 EAST 145TH ST BRONX, NY 10451	NONE	PC	GENERAL SUPPORT	10,000
Total 3a				203,000

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>				
ASSOCIATION FOR INDEPENDENT LIVING 2826 STOREY LANE DALLAS, TX 75220	NONE	PC	GENERAL SUPPORT	20,000
JONATHAN'S PLACE PO BOX 140085 DALLAS, TX 75214	NONE	PC	GENERAL SUPPORT	10,000
SOCIAL VENTURE PARTNERS OF DALLAS 12900 PRESTON ROAD SUITE 1220 DALLAS, TX 75230	NONE	PC	GENERAL SUPPORT	5,000
Total 				203,000
3a				

TY 2016 Accounting Fees Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	3,310	3,310		

TY 2016 All Other Program Related Investments Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645**Category****Amount**

NONE

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

TY 2016 Depreciation Schedule

Name: CHARLES H PHIPPS FOUNDATION

EIN: 75-2750645

TY 2016 Investments Corporate Stock Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF ARIZONA #4019 (STMT B)	3,232,836	3,232,836

TY 2016 Investments - Other Schedule

Name: CHARLES H PHIPPS FOUNDATION

EIN: 75-2750645

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BANK OF ARIZONA #4019 (STMT C)	FMV	995,428	995,428

TY 2016 Other Decreases Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645

Description	Amount
OTHER ADJUSTMENTS	6,439

TY 2016 Other Income Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NON-DIVIDEND DISTRIBUTIONS	8,743		
OTHER INCOME	229	229	

TY 2016 Other Increases Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645

Description	Amount
UNREALIZED GAIN	361,665

TY 2016 Other Professional Fees Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN/MGMT FEES	21,636	21,636		

TY 2016 Taxes Schedule**Name:** CHARLES H PHIPPS FOUNDATION**EIN:** 75-2750645

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	816	816		

STATEMENT A
 CHARLES H PHIPPS FOUNDATION
 EIN: 75-2750645

Date Sold	Security	Quantity	Proceeds per Share	Total Proceeds	Basis	Gain/(Loss)
9/27/2016	REAL ESTATE SELECT SECTOR SPDR ETF	1	33.37	23.99	23.73	0.26
12/22/2016	REAL ESTATE SELECT SECTOR SPDR ETF	208	30.21	6,283.56	6,866.07	(582.51)
SHORT TERM CAPITAL GAINS				6,307.55	6,889.80	(582.25)

Date Sold	Security	Quantity	Proceeds per Share	Total Proceeds	Basis	Gain/(Loss)
3/27/2017	AMERICAN TOWER CORP COM REIT	100	118.83	11,877.74	10,023.00	1,854.74
8/12/2016	AMEX FINANCIAL SELECT SPDR	200	23.77	4,743.90	4,694.00	49.90
8/12/2016	BLACKROCK INC	50	365.00	18,247.10	9,381.50	8,865.60
12/22/2016	BLACKROCK INC	25	387.38	9,683.03	4,690.75	4,992.28
3/27/2017	COCA-COLA CO	200	42.11	8,411.82	6,235.00	2,176.82
12/22/2016	CONOCOPHILLIPS	900	51.61	46,401.10	49,046.08	(2,644.98)
12/30/2016	EXPRESS SCRIPTS HOLDING CO	800	68.57	54,815.28	54,056.51	758.77
12/22/2016	EXXON MOBIL CORP COM	100	90.78	9,072.80	4,290.50	4,782.30
3/27/2017	FEDERATED HI YLD BD-INST #0900	2,525	9.88	24,947.00	25,906.50	(959.50)
3/27/2017	FIDELITY FLT RT HI INC-RET #0814	1,037	9.63	9,986.31	10,307.78	(321.47)
8/12/2016	GILEAD SCIENCES INC	200	79.34	15,857.66	4,804.00	11,053.66
12/22/2016	KELLOGG COMPANY	600	73.63	44,147.10	29,604.00	14,543.10
8/12/2016	LM WESTERN ASSET TOT RET UN-I #1555	943	10.31	9,722.33	9,895.20	(172.87)
42594	MCDONALDS CORP	100	119.57	11,951.74	10,024.00	1,927.74
42726	MICROCHIP TECHNOLOGY INC COM	100	65.25	6,520	4,176	2,344
42821	MONSANTO CO NEW COM	100	113.21	11,316	10,115	1,201
42594	NIKE INC CLASSB	200	56.70	11,330	2,481	8,849
42821	NIKE INC CLASSB	200	55.00	11,118	2,481	8,637
42594	NOVARTIS AG SPONSORED ADR	200	82.29	16,448	15,714	734
42594	ORACLE CORPORATION	1,000	41.15	41,099	22,462	18,637
42821	US BANCORP DEL NEW COM NEW	200	51.39	10,268	8,163	2,105
LONG TERM CAPITAL GAINS				387,962.54	298,550.62	89,411.92

STATEMENT B
CHARLES H. PHIPPS FOUNDATION
EIN: 75-2750645

CORPORATE STOCK				
Description	Quantity	Price	Market Value	
AAPL	700	144	100,555	
APPLE INC COM				
ABBV	714	66	47,081	
ABBVIE INC				
AFL	700	75	52,416	
AFLAC INC				
AMGN	400	163	65,328	
AMGEN INC				
AMT	500	126	62,970	
AMERICAN TOWER CORP COM REIT				
BA	500	185	92,415	
BOEING CO				
BLK	175	385	67,300	
BLACKROCK INC				
CMCSA	1,400	39	54,866	
COMCAST CORP-CL A				
CRM	1,000	86	86,120	
SALESFORCE COM INC				
CVX	708	107	75,544	
CHEVRON CORP				
DIS	500	116	57,800	
THE WALT DISNEY CO				
DODFX	2,780	43	118,727	
DODGE & COX INTL STK #1048				
EEM	1,000	40	40,060	
ISHARES MSCI EMERGING MARKETS ETF				
GD	300	194	58,137	
GENERAL DYNAMICS CORP				
GILD	800	69	54,840	
GILEAD SCIENCES INC				
GOOG	100	925	92,452	
GOOGLE INC-CL C				
GOOGL	100	906	90,596	
GOOGLE INC-CL A				
HAINX	1,734	65	113,486	
HARBOR INTERNATIONAL-INST #2011				
IBM	300	160	48,087	
INTL BUSINESS MACHINES CORP				
INTC	1,500	36	54,225	
INTEL CORP				
IWM	500	139	69,530	
ISHARES RUSSELL 2000 ETF				

STATEMENT B
CHARLES H. PHIPPS FOUNDATION
EIN: 75-2750645

CORPORATE STOCK			
Description	Quantity	Price	Market Value
JDVTX JOHN HANCOCK DISCIPLINED VALUE M/C-I #3633	1,154	22	25,704
JPM JPMORGAN CHASE & CO	800	87	69,600
KLAC KLA-TENCOR CORPORATION	600	98	58,932
KO COCA-COLA CO/THE	1,000	43	43,150
MCD MCDONALD'S CORP	400	140	55,972
MCHP MICROCHIP TECHNOLOGY INC	900	76	68,022
MEFZX MASSMUTUAL SELECT M/C GROWTH EQUITY II-I #1788	1,353	20	27,354
MON MONSANTO CO	300	117	34,983
MSFT MICROSOFT CORP	900	68	61,614
NKE NIKE INC -CL B	1,200	55	66,492
NSC NORFOLK SOUTHERN CORP	600	117	70,494
NVS NOVARTIS AG-ADR	500	77	38,515
OAKIX OAKMARK INTERNATIONAL-INST #2886	1,103	26	28,631
ODVIX OPPHENHEIMER DEVELOPING MARKETS-I #0799	718	37	26,207
PEP PEPSICO INC	600	113	67,968
PFE PFIZER INC	2,200	34	74,624
PG PROCTER & GAMBLE CO	500	87	43,665
PM PHILIP MORRIS INTERNATIONAL	500	111	55,420
QCOM QUALCOMM INC	700	54	37,618
SBUX STARBUCKS CORP	1,000	60	60,060
SLB SCHLUMBERGER LTD	500	73	36,295

STATEMENT C
 CHARLES H. PHIPPS FOUNDATION
 EIN: 75-2750645

Description	Quantity	Price	Market Value
CMNIX	5,883	13 09	77,008
CALAMOS MKT NEUTRAL INC-I #0629			
DHLSX	5,087	26 18	133,178
DIAMOND HILL LONG/SHORT-I #0011			
DODIX	3,612	13 73	49,593
DODGE & COX INC #0147			
FFRHX	5,248	9 65	50,643
FIDELITY FLT RT HI INC-RET #0814			
FIHBX	8,554	10 05	85,964
FEDERATED HI YLD BD-INST #0900			
GSZIX	2,420	9 60	23,232
GOLDMAN SACHS STRAT INC-INST #3716			
GTEYX	2,427	31 88	77,373
NATIXIS GATEWAY-Y #1986			
MWTIX	4,608	10 63	48,983
MET WEST TOT RET BD-I #0512			
PCRIX	2,073	6 88	14,262
PIMCO COMM REAL REAT STRAT-INST #0045			
PIMIX	6,211	12 27	76,203
PIMCO INCOME-INST #1821			
TGBAX	8,391	12 32	103,374
TEMPLETON GLOBL BD-ADV #0616			
TOLIX	2,450	14 52	35,574
DEUTSCHE GLOBL INFRSTRCTRE-INST #1456			
VAIPX	3,717	25 92	96,340
VANGUARD INFL PROT SECS-ADM #5119			
VGSLX	293	117 32	34,375
VANGUARD REIT INDX-ADM #5123			
WAARX	8,491	10 52	89,325
LM WESTERN ASSET TOT RET UN-I #1555			
TOTAL OTHER INVESTMENTS			995,428