

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public

► Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

EDWARD J. PHILLIPS FAMILY FOUNDATION

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

100 UNIVERSITY AVE SE

City or town, state or province, country, and ZIP or foreign postal code

MINNEAPOLIS, MN 55414

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)

J Accounting method

 Cash Accrual Other (specify) _____

► \$ 28,008,380. (Part I, column (d) must be on cash basis)

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	250,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to file Form 990-PF. Interest on savings and temporary cash investments				
3		104,619.	104,619.	STATEMENT 1	
4	Dividends and interest from securities	464,573.	464,286.	STATEMENT 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	475,745.			
b	Gross sales price for all assets on line 6a	1,514,492.			
7	Capital gain net income (from Part IV, line 2)		475,745.		
8	Net short-term capital gain			RECEIVED	
9	Income modifications				
10a	Gross sales less returns and allowances			NOV 19 2018	
b	Less Cost of goods sold			OGLEN	
c	Gross profit or (loss)			IT	
11	Other income				
12	Total Add lines 1 through 11	1,294,937.	1,044,650.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	1,077.	539.	538.
b	Accounting fees	STMT 4	15,175.	11,381.	3,794.
c	Other professional fees	STMT 5	137,181.	137,181.	0.
17	Interest				
18	Taxes	STMT 6	21,195.	10,695.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 7	417.	392.	25.
24	Total operating and administrative expenses Add lines 13 through 23		175,045.	160,188.	4,357.
25	Contributions, gifts, grants paid		2,153,333.		2,153,333.
26	Total expenses and disbursements Add lines 24 and 25		2,328,378.	160,188.	2,157,690.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements		-1,033,441.		
b	Net investment income (if negative, enter -0-)			884,462.	
c	Adjusted net income (if negative enter -0-)			N/A	

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	
Assets	1 Cash - non-interest-bearing	1,669,027.	1,020,619.	1,020,619.
	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			
	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			
	b Investments - corporate stock	STMT 8	12,142,014.	12,323,022.
	c Investments - corporate bonds	STMT 9	3,742,850.	3,716,038.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 10	4,749,962.	4,220,996.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ► DIVIDENDS & INT REC)		35,754.	38,980.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		22,339,607.	21,319,655.
				28,008,380.
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 ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted			
Net Assets or Fund Balances	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		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		22,339,607.	21,319,655.
	30 Total net assets or fund balances		22,339,607.	21,319,655.
	31 Total liabilities and net assets/fund balances		22,339,607.	21,319,655.

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 22,339,607.
2 Enter amount from Part I, line 27a	2 -1,033,441.
3 Other increases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT - JPM	3 13,489.
4 Add lines 1, 2, and 3	4 21,319,655.
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 21,319,655.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES			P		
b CAPITAL GAINS DIVIDENDS					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a 1,225,176.			1,038,747.	186,429.	
b 289,316.				289,316.	
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) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any		
a				186,429.	
b				289,316.	
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	475,745.
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 doesn't 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))
2016	1,704,509.	25,030,687.	.068097
2015	1,596,116.	27,264,413.	.058542
2014	2,004,791.	27,872,070.	.071928
2013	1,567,385.	27,460,662.	.057077
2012	1,391,006.	26,643,771.	.052208

2 Total of line 1, column (d)	2	.307852
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.061570
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	26,486,039.
5 Multiply line 4 by line 3	5	1,630,745.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,845.
7 Add lines 5 and 6	7	1,639,590.
8 Enter qualifying distributions from Part XII, line 4	8	2,157,690.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 , Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)	3	1	8 , 845.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		3	8 , 845.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
3	Add lines 1 and 2		5	8 , 845.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	17 , 094.	
b	Exempt foreign organizations - tax withheld at source	6b	0.	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d	Backup withholding erroneously withheld	6d	0.	
7	Total credits and payments. Add lines 6a through 6d	7	17 , 094.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	8 , 249.	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	11	0.	

Part VIIA Statements Regarding Activities

	Yes	No
1a	<input type="checkbox"/>	X
1b	<input type="checkbox"/>	X
1c	<input type="checkbox"/>	X
2	<input type="checkbox"/>	X
3	<input type="checkbox"/>	X
4a	<input type="checkbox"/>	X
4b	<input type="checkbox"/>	
5	<input type="checkbox"/>	X
6	<input type="checkbox"/>	X
7	<input type="checkbox"/>	X
8a	<input type="checkbox"/>	MN
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 <i>General Instruction G</i> ? If "No," attach explanation	
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

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

	Yes	No
11		X
12		X
13	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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A

14 The books are in care of ► DEAN B. PHILLIPS Telephone no ► 612-362-7506
Located at ► 100 UNIVERSITY AVE SE, MINNEAPOLIS, MN ZIP+4 ► 55414

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 2017, 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
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.

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

	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

N/A ►

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 2017?

1c		

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)):

N/A

a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No

2a		

If "Yes," list the years ► _____, _____, _____, _____

N/A

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 ► _____, _____, _____, _____

3a		

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

3b		

b If "Yes," did it have excess business holdings in 2017 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 2017.) Yes No

N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a		

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 2017? Yes No

4b		

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
Organizations relying on a current notice regarding disaster assistance, check here **N/A** Yes No

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? If "Yes" to 6b, file Form 8870. Yes No

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**

	Yes	No
5a		
5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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
DEAN PHILLIPS 100 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	PRESIDENT/ SECRETARY 2.00	0.	0.	0.
TYLER PHILLIPS 100 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	VICE PRESIDENT 2.00	0.	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

Form 990-PF (2017)

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	25 , 891 , 794 .
b	Average of monthly cash balances	1b	997 , 586 .
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	26 , 889 , 380 .
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	26 , 889 , 380 .
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	403 , 341 .
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26 , 486 , 039 .
6	Minimum investment return Enter 5% of line 5	6	1 , 324 , 302 .

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	1 , 324 , 302 .
2a	Tax on investment income for 2017 from Part VI, line 5	2a	8 , 845 .
b	Income tax for 2017. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8 , 845 .
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1 , 315 , 457 .
4	Recoveries of amounts treated as qualifying distributions	4	0 .
5	Add lines 3 and 4	5	1 , 315 , 457 .
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	1 , 315 , 457 .

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	2 , 157 , 690 .
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	2 , 157 , 690 .
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		
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	8 , 845 .
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2 , 148 , 845 .

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,315,457.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,391,006.			
b From 2013	214,606.			
c From 2014	619,987.			
d From 2015	243,798.			
e From 2016	463,781.			
f Total of lines 3a through e	2,933,178.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 2,157,690.			0.	
a Applied to 2016, 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 2017 distributable amount				1,315,457.
e Remaining amount distributed out of corpus	842,233.			
5 Excess distributions carryover applied to 2017 (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:	3,775,411.			
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	1,391,006.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	2,384,405.			
10 Analysis of line 9				
a Excess from 2013	214,606.			
b Excess from 2014	619,987.			
c Excess from 2015	243,798.			
d Excess from 2016	463,781.			
e Excess from 2017	842,233.			

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling				►	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
b	Check box to indicate whether the foundation is a private operating foundation described in section					
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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)(9)), 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 foundation 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).)

NONE

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.

NONE

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., 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 Paid during the year				
BILL & BONNIE DANIELS FIREFIGHTERS HALL & MUSEUM 664 22ND AVE NE MINNEAPOLIS, MN 55418	N/A	POF	GENERAL SUPPORT	5,000.
BLAKE SCHOOL PO BOX 86 MINNEAPOLIS, MN 55486-2577	N/A	PC	GENERAL SUPPORT	275,000.
CHURCH OF THE ASCENSION 1723 BRYANT AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	PC	GENERAL SUPPORT	50,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	104,619.	
5 Net rental income or (loss) from real estate			14	464,573.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	475,745.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.	0.	1,044,937.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	1,044,937.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MAYO FOUNDATION 200 FIRST STREET SW ROCHESTER, MN 55905	N/A	PC	GENERAL SUPPORT	100,000.
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NOWALK, CT 06851	N/A	PC	GENERAL SUPPORT	215,000.
NORTHSIDE ACHIEVEMENT ZONE 2123 WEST BROADWAY AVENUE, STE 100 MINNEAPOLIS, MN 55411	N/A	PC	GENERAL SUPPORT	200,000.
PAB'S PACKS 811 GLENWOOD AVENUE, STE 370 MINNEAPOLIS, MN 55405	N/A	PC	GENERAL SUPPORT	25,000.
PAGE EDUCATION FOUNDATION PO BOX 581254 MINNEAPOLIS, MN 55458-1254	N/A	PC	GENERAL SUPPORT	30,000.
PHILLIPS EYE INSTITUTE FOUNDATION 2215 PARK AVE S. STE 202 MINNEAPOLIS, MN 55404	N/A	PC	GENERAL SUPPORT	83,333.
SCHOOL FOR ETHICS AND GLOBAL LEADERSHIP 1528 18TH STREET NW WASHINGTON, DC 20036	N/A	PC	GENERAL SUPPORT	125,000.
TEMPLE ISRAEL 2324 EMERSON AVENUE SOUTH MINNEAPOLIS, MN 55405	N/A	PC	GENERAL SUPPORT	205,000.
WALKER ART CENTER 725 VINELAND PLACE MINNEAPOLIS, MN 55403	N/A	PC	GENERAL SUPPORT	15,000.
WORLDWIDE ORPHANS FOUNDATION 515 VALLEY STREET, SUITE 201 MAPLEWOOD, NJ 07040	N/A	PC	GENERAL SUPPORT	200,000.
Total from continuation sheets				1,223,333.

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

Employer identification number

EDWARD J. PHILLIPS FAMILY FOUNDATION

20-2041201

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990 EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990 EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990 EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990 EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990 PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990 PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

EDWARD J. PHILLIPS FAMILY FOUNDATION

Employer identification number

20-2041201

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD J PHILLIPS CHARITABLE LEAD ANNUITY TRUST 150 SOUTH FIFTH STREET, SUITE 2300 MINNEAPOLIS, MN 55402	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

EDWARD J. PHILLIPS FAMILY FOUNDATION

Employer identification number

20-2041201

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BENEFIT STREET PARTNERS IV			
PRIVATE INVESTORS OFFSHORE LP	2,017.	2,017.	
CIP VI PRIVATE INVESTORS			
OFFSHORE	717.	717.	
HPS MEZZANINE PRIVATE			
INVESTORS OFFSHORE	2,159.	2,159.	
HPS MEZZANINE PRIVATE			
INVESTORS OFFSHORE II	30,422.	30,422.	
JP MORGAN #0000	360.	360.	
JP MORGAN #3001	375.	375.	
JP MORGAN #3005	207.	207.	
JP MORGAN #4000	15,468.	15,468.	
JP MORGAN #5004	2,979.	2,979.	
JP MORGAN #6008	47,729.	47,729.	
K-1: GRE II PRIVATE INVESTORS, LLC	64.	64.	
K-1: JP MORGAN INDIA PROPERTY FUND, LLC	1.	1.	
RS GLOBAL ENERGY & POWER			
PRIVATE INVESTORS OFFSHORE VI	2,121.	2,121.	
TOTAL TO PART I, LINE 3	104,619.	104,619.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE	5,211.	5,162.	49.	49.	
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE II	5,573.	4,119.	1,454.	1,454.	
JP MORGAN #0000	10,895.	0.	10,895.	10,895.	
JP MORGAN #0000	122.	0.	122.	0.	
JP MORGAN #3001	51,774.	8,866.	42,908.	42,908.	
JP MORGAN #3005	3,806.	0.	3,806.	3,806.	
JP MORGAN #5004	44,438.	0.	44,438.	44,438.	
JP MORGAN #5004	581,306.	242,995.	338,311.	338,311.	
JP MORGAN #6008	165.	0.	165.	0.	
K-1: GRE II PRIVATE INVESTORS, LLC	39,585.	28,267.	11,318.	11,318.	
K-1: JP MORGAN INDIA PROPERTY FUND, LLC	11,107.	0.	11,107.	11,107.	
PEG CHINA PRIVATE INVESTORS OFFSHORE VI	-93.	-93.	0.	0.	
TO PART I, LINE 4	753,889.	289,316.	464,573.	464,286.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,077.	539.		538.
TO FM 990-PF, PG 1, LN 16A	1,077.	539.		538.

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	15,175.	11,381.		3,794.
TO FORM 990-PF, PG 1, LN 16B	15,175.	11,381.		3,794.

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
JP MORGAN #5004 INVESTMENT FEES	32,409.	32,409.		0.
JP MORGAN #3005 INVESTMENT FEES	5,951.	5,951.		0.
JP MORGAN #3001 INVESTMENT FEES	1,952.	1,952.		0.
JP MORGAN #6008 INVESTMENT FEES	11,347.	11,347.		0.
MANAGEMENT FEES	27,754.	27,754.		0.
K-1: JP MORGAN INDIA PROPERTY FUND, LLC INVESTMENT EXPENSES	116.	116.		0.
K-1: GRE II PRIVATE INVESTORS, LLC INVESTMENT EXPENSES	8,827.	8,827.		0.
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE INVESTMENT EXPENSES	4,937.	4,937.		0.
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE II INVESTMENT EXPENSES	8,804.	8,804.		0.
RS GLOBAL ENERGY & POWER PRIVATE INVESTORS INVESTMENT EXPENSES	19,845.	19,845.		0.
CIP IV PRIVATE INVESTORS OFFSHORE LP INVESTMENT EXPENSES	654.	654.		0.
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE VI INVESTMENT EXPENSES	8,364.	8,364.		0.
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE III INVESTMENT EXPENSES	4,500.	4,500.		0.
BENEFIT STREET PARTNERS IV PRIVATE INVESTORS OFFSHORE LP	1,721.	1,721.		0.
TO FORM 990-PF, PG 1, LN 16C	137,181.	137,181.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	10,695.	10,695.		0.
TAX ESTIMATES PAID	10,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,195.	10,695.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN ANNUAL FEE	25.	0.		25.
MISCELLANEOUS EXPENSE	392.	392.		0.
TO FORM 990-PF, PG 1, LN 23	417.	392.		25.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #4000 - SEE ATTACHED	516,197.	526,250.
JP MORGAN #5004 - SEE ATTACHED	10,924,073.	16,738,879.
JP MORGAN #3001 - SEE ATTACHED	269,873.	302,414.
JP MORGAN #3005 - SEE ATTACHED	612,879.	878,460.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,323,022.	18,446,003.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #6008 - SEE ATTACHED	1,009,185.	1,057,932.
FIXED INCOME JP MORGAN #3001 - SEE ATTACHED	797,319.	790,387.
FIXED INCOME JP MORGAN #4000 - SEE ATTACHED	500,000.	537,525.
FIXED INCOME JP MORGAN #5004 - SEE ATTACHED	1,409,534.	1,398,235.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,716,038.	3,784,079.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INV - JP MORGAN #4000 - SEE ATTACHED	COST	2,125,287.	2,284,079.
ALTERNATIVE INV - JP MORGAN #5004 - SEE ATTACHED	COST	1,977,302.	2,317,060.
ALTERNATIVE INV - JP MORGAN #3001 - SEE ATTACHED	COST	118,407.	117,560.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,220,996.	4,718,699.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS & INT RECEIVABLE	35,754.	38,980.	38,980.
TO FORM 990-PF, PART II, LINE 15	35,754.	38,980.	38,980.