

Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **MAY 1, 2017**, and ending **APR 30, 2018**

Name of foundation
BLACK & PHILLIPS FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
780 EAST MAIN STREET

City or town, state or province, country, and ZIP or foreign postal code
SPARTANBURG, SC 29302

A Employer identification number
57-0928657

B Telephone number
864-582-8564

C If exemption application is pending, check here ☐

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

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

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

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 **04**
☐ 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)
\$ 3,119,318.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" 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	61,057.	61,057.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	93,204.			
	b Gross sales price for all assets on line 6a	194,835.			
	7 Capital gain net income (from Part IV, line 2)		93,204.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	154,261.	154,261.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2 1,995.	998.		997.
	c Other professional fees	STMT 3 18,663.	18,663.		0.
	17 Interest				
	18 Taxes	STMT 4 2,665.	2,665.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5 65.	65.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	23,388.	22,391.		997.
	25 Contributions, gifts, grants paid	132,941.			132,941.
26 Total expenses and disbursements. Add lines 24 and 25	156,329.	22,391.		133,938.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,068.				
b Net investment income (if negative, enter -0-)		131,870.			
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	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	109,763.	57,982.	57,982.
	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 6	1,352,953.	1,402,243.	3,056,870.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)	4,298.	4,466.	4,466.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,467,014.	1,464,691.	3,119,318.	
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 ▶ ACCRUED FEDERAL IN)	1,480.	1,225.	
23 Total liabilities (add lines 17 through 22)	1,480.	1,225.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	1,465,534.	1,463,466.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
30 Total net assets or fund balances	1,465,534.	1,463,466.		
31 Total liabilities and net assets/fund balances	1,467,014.	1,464,691.		

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	1,465,534.
2 Enter amount from Part I, line 27a	2	-2,068.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,463,466.
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	1,463,466.

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	02/21/17	12/18/17
b PUBLICLY TRADED SECURITIES	P	VARIOUS	04/30/18
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 19,369.		21,124.	-1,755.
b 175,466.		80,507.	94,959.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-1,755.
b			94,959.
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	93,204.
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			
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,637.
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	2,637.
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	2,637.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,440.	
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	1,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	30.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,227.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

SEE STATEMENT 9

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► MARIANNA HABISTEUTINGER Telephone no. ► 864-582-8564 Located at ► 780 E. MAIN STREET, SPARTANBURG, SC ZIP+4 ► 29302		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here N/A ► <input type="checkbox"/>	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 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

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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

N/A

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?

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

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
MARIANNA HABISREUTINGER	TRUSTEE			
780 E. MAIN STREET				
SPARTANBURG, SC 29302	0.00	0.	0.	0.
PAULA B. BAKER	TRUSTEE			
780 E. MAIN STREET				
SPARTANBURG, SC 29302	0.00	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

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	
	0.
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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	3,062,001.
b	Average of monthly cash balances	1b	48,734.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,110,735.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,110,735.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,661.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,064,074.
6	Minimum investment return. Enter 5% of line 5	6	153,204.

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	153,204.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,637.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,637.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	150,567.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	150,567.
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	150,567.

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	133,938.
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	133,938.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	133,938.

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				150,567.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			130,305.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 133,938.				
a Applied to 2016, but not more than line 2a			130,305.	
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				3,633.
e Remaining amount distributed out of corpus	0.			
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:				
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				146,934.
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	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2017)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
BALLET SPARTANBURG 200 E. SAINT JOHN ST. SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	1,000.
BAYLOR SCOTT & WHITE CENTRAL TEXAS 3500 GASTON AVE. DALLAS, TX 75246-2017	NONE	501 (C) 3	UNRESTRICTED	1,000.
BOYS & GIRLS CLUB 901 S. PINE STREET SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	2,000.
CANCER ASSOCIATION 295 E. MAIN STREET, STE. 100 SPARTANBURG, SC 29302	NONE	501 (C) 3	RESTRICTED FOR PURCHASE OF TROPHIES FOR THE MIRROR BALL FUNDRAISER	1,125.
CANCER ASSOCIATION 295 E. MAIN STREET, STE. 100 SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	4,500.
Total	SEE CONTINUATION SHEET(S)			132,941.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	61,057.		
5 Net rental income (or) (loss) from real estate:						
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	93,204.		
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.		154,261.		0.
13 Total. Add line 12, columns (b), (d), and (e)						154,261.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHAPMAN CULTURAL CENTER 200 E. SAINT JOHN ST. SPARTANBURG, SC 29306	NONE	501 (C) 3	RESTRICTED FOR THE PEGGY GIGNILLIANT SCHOLARSHIP	2,500.
CHARLES LEA FOUNDATION 195 BURDETTE ST. SPARTANBURG, SC 29307-1003	NONE	501 (C) 3	UNRESTRICTED	4,000.
CHILDREN'S ADVOCACY CENTER 100 WASHINGTON PLACE SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	2,500.
FIRST PRESBYTERIAN CHURCH 393 E. MAIN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	RESTRICTED AS DESIGNATED	10,000.
FIRST PRESBYTERIAN CHURCH 393 E. MAIN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	RESTRICTED FOR CAPITAL CAMPAIGN	5,000.
FIRST PRESBYTERIAN CHURCH 393 E. MAIN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	8,000.
FOUNDATION FOR REFORMED THEOLOGY 4103 MONUMENT AVE. RICHMOND, VA 23230	NONE	501 (C) 3	UNRESTRICTED	1,000.
GROUP OF 100 100 DUNBAR ST, STE. 400 SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	2,000.
HABITAT FOR HUMANITY 2270 S. PINE ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	1,000.
HALTER 1400 CAROLINA COUNTRY CLUB RD. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	4,200.
Total from continuation sheets				123,316.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HATCHER GARDENS 820 JOHN B. WHITE BLVD. SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	2,000.
HEALTHY SMILES 800 BRISACK RD. SPARTANBURG, SC 29303	NONE	501 (C) 3	UNRESTRICTED	1,500.
MIDDLE TYGER COMMUNITY CENTER 84 GROCE RD. LYMAN, SC 29365	NONE	501 (C) 3	UNRESTRICTED	1,000.
MOBILE MEALS 419 E. MAIN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	2,000.
MUSIC FOUNDATION OF SPARTANBURG 200 E. SAINT JOHN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	1,666.
NATIONAL PARK FOUNDATION 1110 VERMONT AVE. NW STE. 200 WASHINGTON DC, DC 20005	NONE	501 (C) 3	UNRESTRICTED	1,000.
OAKWOOD CEMETARY 424 E. KENNEDY ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	1,000.
PALMETTO PROMISE INSTITUTE 1201 LINCOLN ST. COLUMBIA, SC 29201	NONE	501 (C) 3	UNRESTRICTED	1,000.
SALVATION ARMY 1529 JOHN B. WHITE SR. BLVD. SPARTANBURG, SC 29301	NONE	501 (C) 3	UNRESTRICTED	3,000.
SC SCHOOL FOR THE DEAF & BLIND 355 CEDAR SPRINGS RD. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPACE 154 MAGNOLIA ST. SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	3,000.
SPARTANBURG COMMUNITY COLLEGE 107 COMMUNITY COLLEGE DR. SPARTANBURG, SC 29303	NONE	501 (C) 3	UNRESTRICTED	1,000.
SPARTANBURG COUNTY FOUNDATION 424 E. KENNEDY ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	RESTRICTED FOR HEALTHY SMILES - JACK KEITH SOCIETY	1,000.
SPARTANBURG COUNTY FOUNDATION 424 E. KENNEDY ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	2,750.
SPARTANBURG COUNTY FOUNDATION 424 E. KENNEDY ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	RESTRICTED FOR OAKWOOD CEMETARY	1,000.
SPARTANBURG COUNTY HISTORICAL SOCIETY 200 E. SAINT JOHN ST. SPARTANBURG, SC 29306	NONE	501 (C) 3	RESTRICTED FOR PURCHASING SHADOW BOXES FOR AW SMITH HOUSE	1,000.
SPARTANBURG COUNTY PUBLIC LIBRARY 151 S. CHURCH ST. SPARTANBURG, SC 29304	NONE	501 (C) 3	RESTRICTED FOR PEACH MONUMENT	1,000.
SPARTANBURG DAY SCHOOL 1701 SKYLYN DR. SPARTANBURG, SC 29307	NONE	501 (C) 3	UNRESTRICTED	2,500.
SPARTANBURG HUMANE SOCIETY 150 DEXTER RD. SPARTANBURG, SC 29303	NONE	501 (C) 3	UNRESTRICTED	1,000.
SPARTANBURG METHODIST COLLEGE 1000 POWELL MILL RD. SPARTANBURG, SC 29301	NONE	501 (C) 3	RESTRICTED FOR PURCHASE OF 2 DEBFIBULATORS	3,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPARTANBURG METHODIST COLLEGE 1000 POWELL MILL RD. SPARTANBURG, SC 29301	NONE	501 (C) 3	RESTRICTED FOR THE PAUL BLACK MEMORIAL SCHOLARSHIP	2,500.
SPARTANBURG METHODIST COLLEGE 1000 POWELL MILL RD. SPARTANBURG, SC 29301	NONE	501 (C) 3	UNRESTRICTED	1,000.
SPARTANBURG SOUP KITCHEN 136 S. FOREST ST. SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	1,000.
SPIHN 899 S. PINE ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	500.
ST. LUKE'S FREE MEDICAL CLINIC 162 N. DEAN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	RESTRICTED FOR PURCHASE OF A WALK-IN FREEZER	1,750.
ST. LUKE'S FREE MEDICAL CLINIC 162 N. DEAN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	4,250.
STORM EYE INSTITUTE 167 ASHLEY AVE. CHARLESTON, SC 29425	NONE	501 (C) 3	UNRESTRICTED	1,500.
THE WALKER FOUNDATION 355 CEDAR SPRINGS RD. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	1,000.
THORNWELL HOME FOR CHILDREN 112 WILLARD RD. CLINTON, SC 29325	NONE	501 (C) 3	UNRESTRICTED	1,000.
TOTAL MINISTRIES 420 UNION ST. SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TREE COALITION PO BOX 6835 SPARTANBURG, SC 29304	NONE	501 (C) 3	UNRESTRICTED	500.
TYGER RIVER CHAPEL 721 E. MAIN ST. SPARTANBURG, SC 29302	NONE	501 (C) 3	UNRESTRICTED	500.
TYGER RIVER FOUNDATION 850 NAZARETH CHURCH RD. SPARTANBURG, SC 29301	NONE	501 (C) 3	UNRESTRICTED	2,000.
UNITED WAY 203 E. MAIN ST. SPARTANBURG, SC 29319	NONE	501 (C) 3	RESTRICTED FOR CHILDREN'S ADVOCACY CENTER, ST. LUKES MEDICAL CENTER, SPARTANBURG CO.	1,500.
UPSTATE FOREVER 201 E. BROAD ST., STE. 1C SPARTANBURG, SC 29306	NONE	501 (C) 3	UNRESTRICTED	2,500.
UPSTATE WARRIOR SOLUTION 3 CALEDON CT., STE. A-2 GREENVILLE, SC 29615	NONE	501 (C) 3	UNRESTRICTED	8,000.
USC UPSTATE FOUNDATION 800 UNIVERSITY WAY SPARTANBURG, SC 29303	NONE	501 (C) 3	RESTRICTED TO THE DR. JOHN EDMUNDS DISTINGUISHED LECTURE SERIES	500.
USC UPSTATE FOUNDATION 800 UNIVERSITY WAY SPARTANBURG, SC 29303	NONE	501 (C) 3	UNRESTRICTED	1,500.
WOFFORD COLLEGE 429 N. CHURCH ST. SPARTANBURG, SC 29303-3663	NONE	501 (C) 3	UNRESTRICTED	7,500.
WOFFORD COLLEGE 429 N. CHURCH ST. SPARTANBURG, SC 29303-3663	NONE	501 (C) 3	RESTRICTED FOR THE GREAT OAKS SOCIETY	2,500.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part XV Supplementary Information

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

NAME OF RECIPIENT - UNITED WAY

RESTRICTED FOR CHILDREN'S ADVOCACY CENTER, ST. LUKES MEDICAL CENTER,

SPARTANBURG CO. HISTORICAL SOCIETY

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	61,057.	0.	61,057.	61,057.	
TO PART I, LINE 4	61,057.	0.	61,057.	61,057.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	1,995.	998.		997.	
TO FORM 990-PF, PG 1, LN 16B	1,995.	998.		997.	

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	18,663.	18,663.		0.	
TO FORM 990-PF, PG 1, LN 16C	18,663.	18,663.		0.	

FORM 990-PF	TAXES				STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES - CURRENT YEAR	2,665.	2,665.		0.	
TO FORM 990-PF, PG 1, LN 18	2,665.	2,665.		0.	

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	35.	35.		0.
OFFICE EXPENSE	30.	30.		0.
TO FORM 990-PF, PG 1, LN 23	65.	65.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES	5,952.	14,533.
AIR PRODUCTS & CHEM	20,200.	81,145.
ALPHABET, INC (FKA GOOGLE)	8,936.	20,347.
ALPHABET, INC (FKA GOOGLE)	8,990.	20,372.
AMAZON COM INC.	19,562.	39,153.
APPLE INC	22,198.	173,523.
BB&T CORP	10,282.	15,840.
CISCO SYS INC	12,140.	44,290.
COCA COLA CO	26,524.	43,210.
COLGATE PALMOLIVE CO	20,896.	52,184.
COMCAST CORP	19,010.	15,695.
CONAGRA FOODS, INC.	17,382.	18,535.
COSTCO WHOLESALE CORP.	10,944.	19,716.
DEERE & CO.	18,283.	47,366.
DIAGEO PLC SPON ADR NEW	32,266.	70,980.
DUKE ENERGY CORP.	36,333.	53,387.
EAST WEST BANCORP	16,354.	23,317.
EXPEDIA INC	23,927.	23,028.
EXXON MOBIL CORP	32,500.	38,875.
FLOWERVE CORP	8,541.	16,654.
GENERAL MILLS INC	16,713.	17,496.
ISHARES MSCI EMERGING MKTS ETF	52,740.	58,650.
ISHARES RUSSELL 2000 ETF	60,992.	131,242.
ISHARES S&P MIDCAP 400 INDEX	116,632.	283,431.
JOHNSON & JOHNSON	29,920.	63,245.
JPMORGAN CHASE & CO	22,046.	65,268.
KIMBERLY CLARK CORP	24,054.	51,770.
MICROSOFT CORP	6,628.	140,280.
NIKE INC	25,230.	82,068.
NORFOLK SOUTHERN CORP	21,720.	50,215.
ORACLE CORP	13,531.	22,835.
PEPSICO	27,766.	75,705.
PNC FINL SVCS GP	15,373.	36,403.
PROCTER & GAMBLE	34,572.	54,255.
QUEST DIAGNOSTICS INC.	52,218.	75,900.
SCHLUMBERGER LTD	17,009.	51,420.
SMUCKER JM CO COM NEW	29,839.	57,040.
STRYKER CORP	18,397.	50,826.
UNION PACIFIC	11,421.	53,452.
UNITED TECHNOLOGIES CORP.	29,256.	60,075.
UNITEDHEALTH GP INC.	18,628.	59,100.
VANGUARD INTL EQUITY INDEX FD	43,608.	54,680.
VERIZON COMMUNICATIONS	21,194.	37,013.
VISA INC CL A	18,561.	126,880.
WALGREEN CO	14,135.	33,225.
WALMART STORES INC.	21,164.	35,384.
WALT DISNEY CO HLDG CO	21,669.	100,330.
WASTE MANAGEMENT INC.	15,607.	28,452.
WEYERHAEUSER CO	27,091.	44,136.
WHIRLPOOL CORP	21,099.	23,243.
YUM BRANDS INC.	4,286.	25,656.
BECTON DICKINSON & CO	27,004.	29,216.

BLACK & PHILLIPS FOUNDATION, INC.

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CATERPILLAR INC.	24,533.	21,654.
FEDEX CORP	26,426.	24,720.
FORTUNE BRANDS HOME & SEC INC.	25,052.	19,142.
HOME DEPOT	25,350.	23,100.
PACKAGING CORP AMER	27,095.	28,923.
S&P GLOBAL INC.	22,464.	28,290.

TOTAL TO FORM 990-PF, PART II, LINE 10B	1,402,243.	3,056,870.
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FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS	4,298.	3,746.	3,746.
IRS REFUND RECEIVABLE	0.	720.	720.
TO FORM 990-PF, PART II, LINE 15	4,298.	4,466.	4,466.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
ACCRUED FEDERAL INCOME TAX	1,480.	1,225.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,480.	1,225.	

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT 9
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EXPLANATION

BLACK & PHILLIPS FOUNDATION, INC. DOES NOT SOLICIT CONTRIBUTIONS FROM THE PUBLIC AND IS EXEMPT FROM FILING A COPY OF FORM 990-PF TO THE SECRETARY OF STATE.