

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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 Jun 1, 2017, and ending May 31, 2018

Name of foundation THE DR. P. PHILLIPS FOUNDATION		A Employer identification number 59-6135403
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (407) 422-6105
P.O. BOX 692709		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code Orlando FL 32869-2709		D 1. Foreign organizations, 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		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 53,061,956.	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.)		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	3,710.	3,710.		
4	Dividends and interest from securities	814,291.	814,291.		
5a	Gross rents	100.	100.		
b	Net rental income or (loss)	100.			
6a	Net gain or (loss) from sale of assets not on line 10	1,739,289.			
b	Gross sales price for all assets on line 6a	8,059,266.			
7	Capital gain net income (from Part IV, line 2)	773,289.			
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)				
12	Total. Add lines 1 through 11	2,557,390.	2,557,390.		
13	Compensation of officers, directors, trustees, etc.	8,375.			8,375.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) L-16a Stmt	5,162.	4,022.		1,140.
b	Accounting fees (attach schedule) L-16b Stmt	5,700.	2,280.		3,420.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) See Stmt	22,895.	61.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	21,687.			21,687.
22	Printing and publications				
23	Other expenses (attach schedule) See Stmt	55,436.	1,665.		53,771.
24	Total operating and administrative expenses. Add lines 13 through 23	119,255.	8,028.		88,393.
25	Contributions, gifts, grants paid	1,698,208.			1,698,207.
26	Total expenses and disbursements. Add lines 24 and 25	1,817,463.	8,028.		1,786,600.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	739,927.			
b	Net investment income (if negative, enter -0-)		2,549,362.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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	748,693.	702,770.	702,770.
	2 Savings and temporary cash investments	343,198.	335,754.	335,754.
	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) ▶ 2,750,000.	L-7 Stmt		
	Less: allowance for doubtful accounts ▶ 0.	2,750,000.	2,750,000.	2,750,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	37,494.	14,658.	14,658.
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) L-10b Stmt	32,848,145.	33,664,502.	39,976,316.
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment, basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 8,768,940.	L-14 Stmt		
	Less: accumulated depreciation (attach schedule) ▶ 0.	8,768,940.	8,768,940.	9,282,458.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	45,496,470.	46,236,624.	53,061,956.
	17 Accounts payable and accrued expenses	0.	226.	
	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 ▶ L-22 Stmt)	3,000.	3,000.	
	23 Total liabilities (add lines 17 through 22)	3,000.	3,226.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	45,493,470.	46,233,398.	
	30 Total net assets or fund balances (see instructions)	45,493,470.	46,233,398.	
	31 Total liabilities and net assets/fund balances (see instructions)	45,496,470.	46,236,624.	

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	45,493,470.
2 Enter amount from Part I, line 27a	2	739,927.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	46,233,397.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	46,233,397.

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	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a 8,059,266.		6,319,977.	1,739,289.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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 0.	0.	0.	1,739,289.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,739,289.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8			3	0.

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.

(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	778,551.	36,887,859.	0.021106
2015	502,041.	34,760,995.	0.014443
2014	3,323,219.	39,463,708.	0.084210
2013	541,064.	34,248,358.	0.015798
2012	505,169.	30,755,832.	0.016425
2 Total of line 1, column (d)			2 0.151982
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 0.030396
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 40,304,730.
5 Multiply line 4 by line 3			5 1,225,103.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,494.
7 Add lines 5 and 6			7 1,250,597.
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 1,786,600.

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)		N/A	
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	1	-25,494.	
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	25,494.	
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	25,494.	
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	38,862.	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	38,862.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	243.	
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	13,125.	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax 13,125. Refunded	11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			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
1b			
c	Did the foundation file Form 1120-POL for this year?		x
1c			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
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
2			
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
3			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		x
4a			
4b	If "Yes," has it filed a tax return on Form 990-T for this year?		
4b			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		x
5			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	x	
6			
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	
7			
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► FL		
8a			
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	x	
8b			
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
9			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		x
10			

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 ► <u>WWW.DRPHILLIPS.ORG</u>	13	x
14 The books are in care of ► <u>KENNETH D. ROBINSON, PRESIDENT</u> Telephone no. ► <u>(407) 422-6105</u> Located at ► <u>7400 DR. PHILLIPS BLVD ORLANDO FL</u> ZIP+4 ► <u>32819-5416</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 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?	16	x
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	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 checked="" type="checkbox"/> Yes <input 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	1b	x
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
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 ► 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? <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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	x

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

		Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	5b	
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	
	If "Yes" to 6b, file Form 8870		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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. See instructions.**

(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
JAMES W. FERBER P.O. BOX 692709 ORLANDO FL 32869	CHAIRMAN/DIR 12.00	1,500.	0.	0.
KENNETH D. ROBINSON P.O. BOX 692709 ORLANDO FL 32869	PRESIDENT/CEO/DIR 12.00	1,750.	0.	0.
E.M. TUKDARIAN P.O. BOX 692709 ORLANDO FL 32869	TREAS/ASST SEC 8.00	0.	0.	0.
See Statement	10.00	5,125.	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	(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. See instructions. 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 MAINTAIN AND IMPROVE PROGRAM RELATED INVESTMENT PROPERTY, RECREATIONAL FACILITIES AND LAND IMPROVEMENTS. FACILITIES SERVE THE DR. PHILLIPS COMMUNITY IN ORANGE COUNTY, FLORIDA. THIS AMOUNT IS INCLUDED, ALONG WITH OTHER MISCELLANEOUS EXPENSES IN PART I, LINE 24(d) - \$53,771	15,130.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	

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	39,933,406.
b	Average of monthly cash balances	1b	1,114,413.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	41,047,819.
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	
3	Subtract line 2 from line 1d	3	41,047,819.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) <i>See Statement</i>	4	743,089.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,304,730.
6	Minimum investment return. Enter 5% of line 5	6	2,015,237.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,015,237.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	25,494.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,494.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,989,743.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,989,743.
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	1,989,743.

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	1,786,600.
b	Program-related investments—total from Part IX-B	1b	
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	1,786,600.
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	25,494.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,761,106.

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				1,989,743.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012			0.	
b From 2013			0.	
c From 2014			192,163.	
d From 2015			0.	
e From 2016			0.	
f Total of lines 3a through e	192,163.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,786,600.				
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount				1,786,600.
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).)	192,163.			192,163.
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				10,980.
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 2012 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2014	0.			
c Excess from 2015	0.			
d Excess from 2016	0.			
e Excess from 2017	0.			

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

N/A

- 1a.** 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 ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(i)(3) or ☒ 4942(i)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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)(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 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. See instructions.

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

See Supplementary Information Statement

- 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 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				
THE 4R FOUNDATION, INC. 210 N. PARK AVENUE WINTER PARK FL 32789		PC	FARM AND AGRICULTURE CENTER	20,000.
A GIFT FOR TEACHING, INC. 6501 MAGIC WAY, BLDG 400-C ORLANDO FL 32809		PC	SUPPLIES TO TEACHERS FOR STUDENTS IN NEED	10,000.
ADULT LITERACY LEAGUE, INC. 345 W. MICHIGAN STREET, STE 100 ORLANDO FL 32806		PC	LITERACY PROGRAMMING	106,000.
AMERICAN DIABETES ASSOCIATION - FLORIDA AFFILIATE, INC. 2301 MAITLAND CENTER PARKWAY, STE 126 MAITLAND FL 32751		PC	SUPPORT TO FIND CURE FOR DIABETES	15,000.
AMERICAN HEART ASSOCIATION, INC. 237 EAST MARKS STREET ORLANDO FL 32803		PC	SUPPORT HEART DISEASE RESEARCH	250.
BABY DJ 2500 MAITLAND CENTER PARKWAY, STE 401 MAITLAND FL 32751		PC	CHRISTMAS PROGRAM FOR DISADVANTAGED CHILDREN	2,500.
BERKS COUNTY COMMUNITY FOUNDATION, INC. 237 COURT STREET READING PA 19601		PC	JUNIPER FUND	1,000.
BEST BUDDIES INTERNATIONAL, INC. 100 SOUTHEAST SECOND STREET, SUITE 2200 MIAMI FL 33131		PC	JOBS EXPANSION PROJECT	22,500.
BISHOP GRADY VILLAS, INC. 401 BISHOP GRADY COURT ST. CLOUD FL 34769		PC	BACK-UP GENERATOR PROJECT	50,000.
See Statement				1,470,958.
Total				3a 1,698,208.
b Approved for future payment				
Total				3b

Enter gross amounts unless otherwise indicated.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. A vertical line runs down the left side, creating a margin. The paper appears to be from a notebook or a standard sheet of stationery. There are no markings, text, or drawings on the page.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash		1a(1)	x
(2) Other assets		1a(2)	x
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization		1b(1)	x
(2) Purchases of assets from a noncharitable exempt organization		1b(2)	x
(3) Rental of facilities, equipment, or other assets		1b(3)	x
(4) Reimbursement arrangements		1b(4)	x
(5) Loans or loan guarantees		1b(5)	x
(6) Performance of services or membership or fundraising solicitations		1b(6)	x
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	x
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Herbert D. [Signature] 4-15-19 PRESIDENT

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See Instructions ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name TARA MILLER		Preparer's <i>Tara Miller</i>	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ BDO USA, LLP				Firm's EIN ▶ 13-5381590	
	Firm's address ▶ 201 S. ORANGE AVE., SUITE 800				Phone no	

BAA ORLANDO FL 32801 Form 990-PF (2017)

Form 990-PF: Return of Private Foundation

Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
SEE ATTACHED STATEMENT P.O. BOX 692709 ORLANDO, FL 32869-2709 407-422-6105	SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a Paid during the year</i>				
BOY SCOUTS OF AMERICA, CENTRAL FLORIDA COUNCIL 1951 S. ORANGE BLOSSOM TRAIL, STE 102 APOPKA, FL 32703		PC	PROGRAM SUPPORT PROGRAM SUPPORT AND STEER PURCHASE	13,359.
CAPITAL RESEARCH CENTER 1513 16TH STREET N.W. WASHINGTON DC, DC 20036-1401		PC	PROMOTE PROMOTE UNDERSTANDING OF PHILANTHROPY	15,000.
CENTRAL CARE MISSION OF ORLANDO, INC. 4027 LENOX BLVD ORLANDO, FL 32811		PC	PHYSICAL PHYSICAL LIFE SKILLS	35,978.
CENTRAL FLORIDA COMMUNITY ARTS, INC. PO BOX 720517 ORLANDO, FL 32872		PC	ARTS PROGRAMMING	15,000.
CENTRAL FLORIDA FAIR, INC. 4603 W. COLONIAL DRIVE ORLANDO, FL 32808		PC	STEER PURCHASE	600.
CENTRAL FLORIDA YOUNG MENS CHRISTIAN ASSOCIATION 433 N. MILLS AVENUE ORLANDO, FL 32803		PC	SUPPORTSUPPORT HEALTH & WELLNESS LIFESTYLE	10,000.
CHRISTIAN SERVICE CENTER FOR CENTRAL FLORIDA, INC. 808 W. CENTRAL BLVD ORLANDO, FL 32805		PC	COMBATCOMBAT HOMELESSNESS & POVERTY	10,000.
COLUMBIA THEOLOGICAL SEMINARY P.O. BOX 520 DECATUR, GA 30031-9954		PC	TRAINING & TRAINING & RESOURCES FOR ECUMENICAL SCHOOL	1,500.
DELANEY STREET BAPTIST CHURCH 1919 DELANEY AVENUE ORLANDO, FL 32806		PC	PAINTING PROJECT	5,000.
DOWNTOWN COLLEGE PARK PARTNERSHIP, INC. PO BOX 54774 ORLANDO, FL 32854		PC	SUPPORT LOCALSUPPORT LOCAL ESTABLISHMENTS	10,000.
DOWNTOWN ORLANDO FOUNDATION, INC. 1615 EDGEWATER DRIVE, STE 250 ORLANDO, FL 32804		PC	SUPPORTSUPPORT LOCAL ESTABLISHMENTS	10,000.
DR. PHILLIPS LITTLE LEAGUE, INC. 7512 DR. PHILLIPS BLVD, PMB 169, STE 50 ORLANDO, FL 32819		PC	NEWNEW FIELD PROJECT	5,000.
EDGEWOOD CHILDREN'S RANCH, INC. 1451 EDGEWOOD RANCH ROAD ORLANDO, FL 32835		PC	SERVICES FORSERVICES FOR YOUTH IN RESIDENTIAL CARE	12,793.
EDGEWOOD RANCH ENDOWMENT, INC. PO BOX 185 WINDERMERE, FL 34786		PC	SUPPORT OFSUPPORT OF EDGEWOOD CHILDREN'S RANCH	5,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 MAITLAND SUMMIT BLVD ORLANDO, FL 32810		PC	SPORTS MINISTRY	5,000.
FELLOWSHIP OF FAITH MINISTRY P.O. BOX 560484 ORLANDO, FL 32856		PC	STEER PURCHASE	2,978.

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a Paid during the year</i>				
FLORIDA STATE UNIVERSITY FOUNDATION, INC. 2010 LEVY AVENUE, BLDG B, STE 300 TALLHASSEE, FL 32306		PC	GREEK LEADERSHIP GREEK LEADERSHIP ENDOWMENT FUND	5,000.
FOUNDATION FOR FOSTER CHILDREN, INC. 2265 LEE ROAD, STE 201 WINTER PARK, FL 32789		PC	ENHANCE LIVES OF ENHANCE LIVES OF THOSE IN FOSTER CARE	5,000.
FOUNDATION FOR ORANGE COUNTY PUBLIC SCHOOLS, INC. 445 W. AMELIA STREET, STE 901 ORLANDO, FL 32801		PC	LOCAL HIGH LOCAL HIGH SCHOOL STUDENT SUCCESS	3,500.
FRIENDS OF LEU GARDENS, INC. 1920 NORTH FOREST AVENUE ORLANDO, FL 32803		PC	NATURE CONNECTS EXHIBIT	5,000.
GARDEN THEATRE, INC. 160 WEST PLANT STREET WINTER GARDEN, FL 34787		PC	AUDIO EQUIPMENT AUDIO EQUIPMENT AND CULTURAL PROGRAMMING	84,829.
GRACE MEDICAL HOME, INC. 51 PENNSYLVANIA STREET ORLANDO, FL 32806		PC	SUPPORT PROGRAM	4,100.
GUIDESTAR USA, INC. 4801 COURTHOUSE STREET, STE 220 WILLIAMSBURG, VA 23188		PC	SUPPORTSUPPORT GUIDESTAR.ORG INFORMATION AVAILABILITY	250.
HARBOR HOUSE OF CENTRAL FLORIDA, INC. P.O. BOX 680748 ORLANDO, FL 32868		PC	SUPPORTSUPPORT OPERATIONS AND STEER PURCHASE	7,861.
JEWISH FAMILY SERVICES OF GREATER ORLANDO, INC. 2100 LEE ROAD WINTER PARK, FL 32789		PC	SUPPORT OPERATIONS	1,500.
JIMMY CRABTREE CANCER FUND, INC. P.O. BOX 770446 WINTER GARDEN, FL 34777-0046		PC	CANCER FAMILY SUPPORT	1,000.
KATE & JUSTIN ROSE FOUNDATION 10524 MOSS PARK ROAD, STE 204-712 ORLANDO, FL 32832		PC	FOOD AND BOOKSFOOD AND BOOKS FOR LOW- INCOME CHILDREN	52,000.
LAKE NONA INSTITUTE, INC. 9801 LAKE NONA ROAD ORLANDO, FL 32827		PC	FORUM TO CREATEFORUM TO CREATE SUSTAINABLE HEALTH COMMUNITIES	25,000.
LEUKEMIA & LYMPHOMA SOCIETY, INC. 341 N. MAITLAND AVENUE, SUITE 100 MAITLAND, FL 32751		PC	IMPROVE QUALITY OFIMPROVE QUALITY OF LIFE FOR PATIENTS	5,000.
LIFE CONCEPTS, INC. P.O. BOX 531125 ORLANDO, FL 32853		PC	PROGRAMPROGRAM SERVICES QUEST VILLAGE	250,000.
MORNING STAR SCHOOL 954 LEIGH AVENUE ORLANDO, FL 32804		PC	EDUCATION FOREDCATION FOR SPECIAL NEEDS STUDENTS	10,000.

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a Paid during the year</i>				
NEGRO SPIRITUAL SCHOLARSHIP FOUNDATION, INC. P.O. BOX 547728 ORLANDO, FL 32854		PC	SUPPORT OPERATIONS	1,500.
NEMOURS FOUNDATION 10140 CENTURION PARKWAY, SOUTH JACKSONVILLE, FL 32256		PC	CHILDREN'S HEALTH	500.
OAKLAND NATURE PRESERVE, INC. 747 MACHETE TRAIL OAKLAND, FL 34760		PC	AFTER-SCHOOL AFTER-SCHOOL SCIENCE CLUB	3,120.
OPERA ORLANDO, INC. P.O. BOX 533974 ORLANDO, FL 32853		PC	OPERA PROGRAMMING	31,450.
ORLANDO BALLET, INC. 3751 MAGUIRE BLVD, STE 11 ORLANDO, FL 32803		PC	BALLET PROGRAMMING	21,000.
ORLANDO CITY SOCCER FOUNDATION, INC. 655 W. CHURCH STREET ORLANDO, FL 32805		PC	PROGRAM SUPPORT	6,500.
ORLANDO HEALTH FOUNDATION, INC. 3160 SOUTHGATE COMMERCE BLVD, STE 50 ORLANDO, FL 32806		PC	PROGRAM SUPPORT	1,000.
ORLANDO HEALTH, INC. 1414 S. KUHL AVENUE ORLANDO, FL 32806		PC	FAMILY AND CHILDREN HEALTH	15,000.
ORLANDO MUSEUM OF ART, INC. 2416 N. MILS AVENUE ORLANDO, FL 32803		PC	SUPPORT HOLIDAY EVENT FOR FAMILIES	6,000.
ORLANDO SHAKESPEARE THEATER, INC. 812 E. ROLLINS STREET, SUITE 100 ORLANDO, FL 32803		PC	SUPPORT OF SUPPORT OF ARTS PROGRAMMING	41,890.
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW, STE 550 SOUTH WASHINGTON DC, DC 20036		PC	SUPPORT WORKSHOP	10,000.
ROTARY CLUB OF COLLEGE PARK FOUNDATION, INC. P.O. BOX 540000 ORLANDO, FL 32854		PC	SUPPORT LOCAL ESTABLISHMENTS	2,500.
ROTARY CLUB OF DR. PHILLIPS FOUNDATION, INC. P.O. BOX 1381 WINDERMERE, FL 34786		PC	SUPPORT LOCAL ESTABLISHMENTS	2,000.
RUSSELL HOME FOR ATYPICAL CHILDREN, INC. 510 HOLDEN AVENUE ORLANDO, FL 32839		PC	PROGRAM SERVICES	5,000.
SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC. 411 MERCY DRIVE ORLANDO, FL 32805		PC	STEER PURCHASE	4,495.
SERVANT'S HEART INTERNATIONAL MINISTRY, INC. 6448 PINECASTLE BLVD, STE 103 ORLANDO, FL 32809		PC	RELIEVE HUNGER RELIEVE HUNGER ISSUES IN COMMUNITY	9,000.
SHEPHERD'S HOPE, INC. 4851 S. APOPKA VINELAND ROAD ORLANDO, FL 32819		PC	CAPITAL EXPENDITURES	255,000.

Form 990-PF: Return of Private Foundation**Part XV, Line 3a: Grants and Contributions Paid During the Year****Continuation Statement**

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
<i>a Paid during the year</i>				
SPECIAL OLYMPICS FLORIDA, INC. 1915 DON WICKHAM DRIVE CLERMONT, FL 34711		PC	YOUNGYOUNG ATHLETES PROGRAM	21,750.
STUTTERING FOUNDATION OF AMERICA 1805 MORIAH WOODS BLVD, STE 3 MEMPHIS, TN 38117		POF	PROGRAM SUPPORT	2,500.
THE JAMES MADISON INSTITUTE FOR PUBLIC POLICY STUDIES, INC. 2017 DELTA BLVD, STE 102 TALLHASSEE, FL 32303		PC	PRINCIPLES PRINCIPLES OF FREE ENTERPRISE	5,000.
THE ORLANDO PHILHARMONIC ORCHESTRA, INC. 425 N. BUMBY AVENUE ORLANDO, FL 32803		PC	SUPPORTS SUPPORT ARTS PROGRAMMING	76,000.
THE SALVATION ARMY 416 WEST COLONIAL DRIVE ORLANDO, FL 32804		PC	HOLIDAY CAMPAIGN	20,000.
UNITED AGAINST POVERTY, INC. 150 WEST MICHIGAN STREET ORLANDO, FL 32806		PC	CAPITAL EXPENDITURES	47,905.
UNITED CEREBRAL PALSY OF CENTRAL FLORIDA, INC. 3305 SOUTH ORANGE AVENUE, 2ND FLOOR ORLANDO, FL 32806		PC	EMPOWER CHILDREN EMPOWER CHILDREN TO REACH THEIR POTENTIAL	7,500.
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC. 12424 RESEARCH PARKWAY, STE 250 ORLANDO, FL 32826		PC	CAPITAL EXPENDITURES	250,000.
UNIVERSITY OF FLORIDA FOUNDATION, INC. P.O. BOX 14425 GAINESVILLE, FL 32604		PC	PROGRAM SUPPORT	1,500.
URBAN THINK FOUNDATION, INC. P.O. BOX 533709 ORLANDO, FL 32853		PC	PROGRAM SUPPORT	2,000.
WEST ORANGE FOUNDATION, INC. 12184 W. COLONIAL DRIVE WINTER GARDEN, FL 34787		PC	PROGRAM SUPPORT	350.
WINGS OVER MIAMI MUSEUM, INC. 14710 SW 128TH STREET MIAMI, FL 33196		PC	PROGRAM SUPPORT	1,000.
WOMEN'S REFUGE OF VERO BEACH, INC. 1850 LEMON AVENUE VERO BEACH, FL 32960		PC	PROGRAM SUPPORT	250.
YOUNG VOICES 1342 FLORIDA AVENUE NW WASHINGTON DC, DC 20009		PC	PROGRAM SUPPORT	2,000.
				1,470,958.

Form 990-PF: Return of Private Foundation**Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** **Continuation Statement**

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
H. L. BURNETT P.O. BOX 692709 ORLANDO, FL 32869	EVP/SEC/ASST TREAS/DIR 6.00	2,125.	0.	0.
MARGARET G. MILLER P.O. BOX 692709 ORLANDO, FL 32869	DIRECTOR 2.00	1,500.	0.	0.
JOHN W. HILLENMEYER P.O. BOX 692709 ORLANDO, FL 32869	DIRECTOR 2.00	1,500.	0.	0.
		5,125.	0.	0.

Additional information from your Form 990-PF: Return of Private Foundation**Form 990-PF: Return of Private Foundation****Taxes****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
EXCISE TAX	22,834.			
REAL ESTATE TAXES	61.	61.		
Total	22,895.	61.		

Form 990-PF: Return of Private Foundation**Other Expenses****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
INSURANCE	3,190.	1,595.		1,595.
OFFICE EXPENSE	9,053.	70.		8,983.
REPAIRS & MAINTENANCE	15,130.			15,130.
DUES & SUBSCRIPTIONS	2,125.			2,125.
MISCELLANEOUS	25,938.			25,938.
Total	55,436.	1,665.		53,771.

Form 990-PF: Return of Private Foundation**Part X, Line 4, Cash Deemed Held For Charitable Activities****Explanation Statement**

Cash Deemed Charitable	
ACTUAL ADMINISTRATIVE AND OTHER NORMAL AND CURRENT DISBURSEMENTS DIRECTLY CONNECTED WITH THE FOUNDATION'S CHARITABLE ACTIVITY EXCEED THE 1 1/2% OF THE FAIR MARKET VALUE OF ALL ASSETS.	
FYE 5/31/2014	\$ (1,028,444)
FYE 5/31/2015	\$3,339,525
FYE 5/31/2016	\$ (747,959)
FYE 5/31/2017	\$778,551
FYE 5/31/2018	\$1,786,600
AVERAGE	\$825,655
CASH DEEMED HELD FOR CHARITABLE ACTIVITIES	
90 OF AVERAGE	\$743,089

Name THE DR. P. PHILLIPS FOUNDATION	Employer Identification No 59-6135403
--	--

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUTHERLAND	LEGAL RESEARCH	5,162.	4,022.		1,140.
Total to Form 990-PF, Part I, Line 16a		5,162.	4,022.		1,140.

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BDO	AUDIT SERVICES	4,700.	1,880.		2,820.
BDO	TAX RETURN SER	1,000.	400.		600.
Total to Form 990-PF, Part I, Line 16b		5,700.	2,280.		3,420.

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16c					

Name
THE DR. P. PHILLIPS FOUNDATION

Employer Identification No
59-6135403

Lender Information:

Loan Receivable Type 3
Borrowers Name LIFT ORLANDO, INC.
Borrower's Title NOT-FOR-PROFIT
Check Box, if Borrower is a Business . ☒
Relationship of Borrower (Other loans only) MORTGAGE RECEIVABLE
Repayment Terms OVER 3 YEAR PERIOD AS PROJECT A
Borrower's Security LAND
Purpose of Loan NEIGHBORHOOD TRANSFORMATION
Description of Consideration LAND
Original Amount 3,100,000.
Beginning Year Balance 2,750,000. Year End Balance 2,750,000.
FMV at Year End 2,750,000. FMV of Consideration 2,750,000.
Allowance for Doubtful Accounts(other loans only) 0.
Date of Note 05/01/15 Maturity Date 05/01/18 Interest Rate 1.00

Loan Receivable Type _____
Borrowers Name _____
Borrower's Title _____
Check Box, if Borrower is a Business . ☐
Relationship of Borrower (Other loans only) _____
Repayment Terms _____
Borrower's Security _____
Purpose of Loan _____
Description of Consideration _____
Original Amount _____
Beginning Year Balance _____ Year End Balance _____
FMV at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts(other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Loan Receivable Type _____
Borrowers Name _____
Borrower's Title _____
Check Box, if Borrower is a Business . ☐
Relationship of Borrower (Other loans only) _____
Repayment Terms _____
Borrower's Security _____
Purpose of Loan _____
Description of Consideration _____
Original Amount _____
Beginning Year Balance _____ Year End Balance _____
FMV at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts(other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Name THE DR. P. PHILLIPS FOUNDATION	Employer Identification No 59-6135403
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
INTERNATIONAL GROWTH	2,411,813.	3,225,053.
LARGE CAP VALUE	1,505,342.	1,883,743.
MID-CAP INDEX	634,622.	1,320,446.
See L-10b Stmt	29,112,725.	33,547,074.
Totals to Form 990-PF, Part II, Line 10b	33,664,502.	39,976,316.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 13		

Name THE DR. P. PHILLIPS FOUNDATION		Employer Identification No 59-6135403	
Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value

Land, Buildings, and Equipment

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND	177,414.	0.	177,414.
MACHINERY & EQUIPMENT	176,949.	0.	176,949.
LAND IMPROVEMENTS	190,325.	0.	190,325.
HEADQUARTERS BUILDING	8,224,252.	0.	8,224,252.
Totals to Form 990-PF, Part II, Line 14	8,768,940.	0.	8,768,940.

Name THE DR. P. PHILLIPS FOUNDATION	Employer Identification No. 59-6135403		
Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
Totals to Form 990-PF, Part II, line 15			

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
LEASE DEPOSITS	3,000.	3,000.
Totals to Form 990-PF, Part II, line 22	3,000.	3,000.

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF: Return of Private Foundation

Line 13(a)

Itemization Statement

Description	Amount
COMPENSATION OF DIRECTORS	8,375.
RELATED PARTY	
THE DR P PHILLIPS FOUNDATION ("TDPPF")	
LEASES OFFICE SPACE TO DR PHILLIPS, INC ("DPI")	
A 501(c)(3) NON-FUNCTIONALLY INTEGRATED TYPE III	
SUPPORTING ORGANIZATION UNDER SECTION 509(a)(3)	
FOR NOMINAL RENT TDPPF AND DPI ARE RELATED	
TAX-EXEMPT ORGANIZATIONS WHOSE OFFICERS AND	
DIRECTORS ARE SUBSTANTIALLY THE SAME AS PART	
OF THE CONSIDERATION FOR SUCH LEASE, DPI	
FURNISHES MANAGEMENT AND ADMINISTRATIVE PERSONNEL	
FOR ACCOUNTING, LEGAL AND GRANT-MAKING FUNCTIONS	
OF TDPPF THE VALUE OF THE PERSONNEL IS	
ROUGHLY EQUIVALENT TO THE MARKET RENT THAT	
WOULD BE RECEIVED FROM A THIRD-PARTY IN AN	
ARMS-LENGTH TRANSACTION	
Total	8,375.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
LARGE CAP GROWTH	1,323,492.	2,688,029.
INTERNATIONAL EQUITY VALUE	2,372,614.	2,920,729.
INTERNATIONAL EQUITY	1,369,159.	1,581,151.
INTERNATIONAL EQUITY - EM LOW VOLATILITY	356,362.	385,801.
INTERNATIONAL EQUITY - LOW VOLATILITY	1,072,944.	1,274,343.
LARGE CAP CORE	4,939,808.	6,660,418.
SMALL CAP VALUE	979,507.	1,363,020.
SMALL CAP GROWTH	992,060.	1,247,450.
FIXED INCOME - DODGE & COX	7,757,172.	7,748,894.
FIXED INCOME - VOYA	3,604,653.	3,560,777.
FIXED INCOME - LEGG MASON	4,344,954.	4,116,462.
Total	29,112,725.	33,547,074.

The Dr. P. Phillips Foundation
59-6135403
Form 990-PF
Year ended May 31, 2018

PART XV LINE 2(a), (b), (c), (d) - INFORMATION REGARDING CONTRIBUTION, GRANT,
GIFT LOAN, SCHOLARSHIP, ETC., PROGRAMS:

Grant Program

- a. The Dr. P. Phillips Foundation
P.O. Box 692709
Orlando, FL 32869-2709
(407) 422-6105
Attn: Kenneth D. Robinson, President
- b. Requests for grants should be on a grant application form that may be obtained by request to the address in item 2(a). Required attachments to the application include: (1) a copy of most recent 501(c)(3) certification from the IRS, (2) a signed statement that the 501(c)(3) certification from the IRS for your organization has not been revoked, (3) a signed statement that you are aware that any grant dollars received from this foundation cannot be used to lobby government officials or attempt to influence legislation or public policy, (4) a signed statement that your organization is not currently involved in any lawsuit either filed against it or filed on its behalf, (5) an independent audit for the most recently completed fiscal year, (6) a management letter from your auditor, (7) if request is for equipment purchase, provide documentation that at least three bids have been obtained and justify selection of vendor, (8) if request is for facility construction or renovation, provide copy of project budget, plans, and documentation that at least three bids have been obtained and justify selection of vendor, (9) a copy of IRS Form 990 for the most recently completed fiscal year, and (10) directions to the location where you would like to hold a site visit for our board members to review and discuss the grant request with representatives from your organization. The application must be completed and mailed or delivered to the Foundation. It must be signed by the chief paid staff member and the Chairman or Vice-Chairman of the Board who is not a paid staff member, signifying board approval of the request.
- c. Proposals are generally accepted three times a year and will be considered at subsequent Board Meetings generally scheduled in January, May and September after it is verified that all of the required information has been provided. Proposals should be received by the specific due dates which are generally at least 45 days prior to the scheduled meetings.
- d. Principally to respond to the needs of Orange and Osceola County, Florida organizations tax-exempt under Section 501(c)(3) of the Internal Revenue Code. The Foundation does NOT make grants:
 - to individuals or private foundations
 - to social, religious, fraternal or veterans groups that primarily benefit their own members or adherents
 - to retire accumulated debt
 - for legislative lobbying or other political purposes