

For calendar year 2018, or tax year beginning 06-01-2018, and ending 05-31-2019

Name of foundation THE WAITE & GENEVIEVE PHILLIPS FDN		A Employer identification number 85-0335071	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 5726		Room/suite	B Telephone number (see instructions) (505) 983-4592
City or town, state or province, country, and ZIP or foreign postal code SANTA FE, NM 875025726		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,751,309	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,558	2,557		
	4 Dividends and interest from securities	351,278	351,278		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10  _____	-167,190			
	b Gross sales price for all assets on line 6a _____ 3,057,755				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0			
	12 Total. Add lines 1 through 11	186,646	353,835		
	13 Compensation of officers, directors, trustees, etc	128,000			128,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0			
	b Accounting fees (attach schedule) 	11,256	5,628		5,628
	c Other professional fees (attach schedule)	0			
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	16,278			9,841
	19 Depreciation (attach schedule) and depletion	9,807	9,807		
	20 Occupancy	23,588			23,588
	21 Travel, conferences, and meetings	23,986			23,986
	22 Printing and publications				
	23 Other expenses (attach schedule) 	66,158			66,158
	24 Total operating and administrative expenses. Add lines 13 through 23	279,073	15,435		257,201
	25 Contributions, gifts, grants paid	286,850			286,850
	26 Total expenses and disbursements. Add lines 24 and 25	565,923	15,435		544,051
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-379,277			
	b Net investment income (if negative, enter -0-)		338,400		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	-58,170	270,342	270,342
	2 Savings and temporary cash investments	562,065	1,889,634	1,889,634
	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)		0	
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		0	
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,287	10,287	10,287
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	4,916,524	3,189,282	4,344,103
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		0	
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,192,987	3,894,670	3,710,406
	14 Land, buildings, and equipment basis ▶ _____ 335,985 Less accumulated depreciation (attach schedule) ▶ _____ 244,931	100,861	91,054	523,426
15 Other assets (describe ▶ _____)	3,111	3,111	3,111	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,727,665	9,348,380	10,751,309	
Liabilities	17 Accounts payable and accrued expenses	0		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons		0	
	21 Mortgages and other notes payable (attach schedule)		0	
	22 Other liabilities (describe ▶ _____)	5	2	
	23 Total liabilities (add lines 17 through 22)	5	2	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.		
24 Unrestricted		9,727,660	9,348,378	
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
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 (see instructions)		9,727,660	9,348,378	
31 Total liabilities and net assets/fund balances (see instructions) .		9,727,665	9,348,380	

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	9,727,660
2 Enter amount from Part I, line 27a	2	-379,277
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	9,348,383
5 Decreases not included in line 2 (itemize) ▶ _____	5	5
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	9,348,378

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a			

(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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	495,404	11,142,392	0 044461
2016	527,944	11,124,520	0 047458
2015	602,555	11,119,223	0 054190
2014	624,067	12,069,626	0 051706
2013	591,488	11,871,630	0 049824

2 Total of line 1, column (d)	2	0 247639
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 049528
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	10,949,851
5 Multiply line 4 by line 3	5	542,324
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,384
7 Add lines 5 and 6	7	545,708
8 Enter qualifying distributions from Part XII, line 4 ,	8	544,051

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	6,768
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	6,768
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	6,768
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	650
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,768
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	7,418
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	227
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	423
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 423 Refunded ▶	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b 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 General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NM		
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 .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ THE WAITE & GENEVIEVE PHILLIPS FDN Telephone no ▶ (505) 982-4676			

Located at **▶** 525 E PALACE SANTA FE NM ZIP+4 **▶** 875012046

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐	15		
16	At any time during calendar year 2018, 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	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ▶ 20____, 20____, 20____, 20____ ☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

5a	During the year did the foundation pay or incur any amount to		Yes	No
(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.		5b	
	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☐ No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(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
JULIE PHILLIPS PUCKETT 2804 S TRAVIS AMARILLO, TX 79109	CHAIRMAN-PRESIDENT 20 00	78,000	0	0
CONNIE J WOOTTON 5476 WHITE FENCE ROAD CANYON, TX 79015	SR VICE-PRES/SEC-TREAS 3 00	20,000	0	0
DOUGLAS CLAY HOLCOMB 619 S TYLER SUITE 101 AMARILLO, TX 79101	VICE-PRESIDENT 3 00	20,000	0	0
LELA PHILLIPS PUCKETT 2804 S TRAVIS AMARILLO, TX 79109	DIRECTOR 3 00	10,000	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	
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	9,869,615
b	Average of monthly cash balances.	1b	701,171
c	Fair market value of all other assets (see instructions).	1c	545,814
d	Total (add lines 1a, b, and c).	1d	11,116,600
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	
3	Subtract line 2 from line 1d.	3	11,116,600
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	166,749
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,949,851
6	Minimum investment return. Enter 5% of line 5.	6	547,493

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	547,493
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	6,768
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,768
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	540,725
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	540,725
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	540,725

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	544,051
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	544,051
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	544,051

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				540,725
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013. 0				
b From 2014. 0				
c From 2015. 29,544				
d From 2016. 0				
e From 2017. 0				
f Total of lines 3a through e.	29,544			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 544,051				
a Applied to 2017, 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).	0			
d Applied to 2018 distributable amount.				540,725
e Remaining amount distributed out of corpus	3,326			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,870			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	32,870			
10 Analysis of line 9				
a Excess from 2014. 0				
b Excess from 2015. 29,544				
c Excess from 2016. 0				
d Excess from 2017. 0				
e Excess from 2018. 3,326				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)) ALL ASSETS RECEIVED DIRECTLY OR IND	
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	
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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE VARIOUS VARIOUS, TX 79101		GOOD	GENERAL USE	286,850
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Enter gross amounts unless otherwise indicated				
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		14	2,558	
4 Dividends and interest from securities.		14	351,278	
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	-167,190	
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).			186,646	
13 Total. Add line 12, columns (b), (d), and (e).				186,646

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

[illegible]

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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.

Sign Here	*****	2019-07-17	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☐ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	J Scott Brosier				P01369673
	Firm's name ▶ BROSIER AND BUCHANAN PARTNERS				Firm's EIN ▶
	Firm's address ▶ PO BOX 9398 AMARILLO, TX 79105				Phone no (806) 376-4279

TY 2018 Accounting Fees Schedule**Name:** THE WAITE & GENEVIEVE PHILLIPS FDN**EIN:** 85-0335071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROSIER & BUCHANAN PTRS ACCOUNTING	11,256			

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

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
MACKENZIE CAPITAL	2016-06	Purchased	2019-03		0	25,000			-25,000	
2500 SHS JD COM INC	2017-10	Purchased	2018-09		65,146	98,932			-33,786	
12000 SHS AMERICAN FINANCE TRUST INC	2013-07	Purchased	2019-04		116,169	231,964			-115,795	
10533 SHS COLONY CREDIT REAL ESTATE I	2014-11	Purchased	2019-04		163,590	268,198			-104,608	
1500 SHS BUMMINS INC	2011-10	Purchased	2019-04		246,064	141,133			104,931	
850 SHS CHEVRON CORP	2009-06	Purchased	2019-05		102,722	60,798			41,924	
7420 881 SHS FIDELITY ADVISOR BIOTECHNOL	2016-05	Purchased	2019-05		197,075	150,000			47,075	
18519 SHS FS KKR CAPITAL CORP	2012-05	Purchased	2019-04		116,227	200,000			-83,773	
16053 SHS GLOBAL NET LEASE INC	2014-05	Purchased	2019-04		304,831	441,182			-136,351	
2300 SHS WISDOMTREE EUROPE HEDGED EQ	2017-10	Purchased	2019-05		148,867	148,932			-65	
800 SHS JOHNSON & JOHNSON	2009-08	Purchased	2019-05		110,715	48,970			61,745	
4000 SHS KELLOGG CO	2013-05	Purchased	2019-05		226,868	254,843			-27,975	
1000 SHS COCA COLA	2007-11	Purchased	2019-05		49,005	31,258			17,747	
2900 SHS MOMO INC ADR	2017-10	Purchased	2019-05		79,375	100,347			-20,972	
2450 SHS MERCK & CO INC	2009-06	Purchased	2019-05		193,012	78,400			114,612	
1500 SHS PFIZER INC	2012-03	Purchased	2019-05		62,396	33,586			28,810	
1000 SHS PROCTER & GAMBLE CO	2009-06	Purchased	2019-05		107,733	54,275			53,458	
17774 161 SHS POWER DIVIDEND INDEX FUND C	2014-05	Purchased	2019-05		151,412	200,360			-48,948	
3850 SHS FIRST TRUST NASDAQ ABA COMM	2017-01	Purchased	2019-05		185,470	199,743			-14,273	
7637 144 SHS BRAGG CAPITAL TRUST	2016-09	Purchased	2019-05		187,034	200,000			-12,966	
3000 SHS TUPPERWARE BRANDS CORP	2017-07	Purchased	2019-04		71,365	189,705			-118,340	
1100 SHS WASTE MANAGEMENT INC	2011-02	Purchased	2019-05		119,576	42,095			77,481	
700 SHS EXXON MOBIL CORP	1996-01	Purchased	2019-05		53,103	25,224			27,879	

TY 2018 Investments Corporate Stock Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6600 SHS AT&T	177,044	201,828
1700 SHS APPLE INC COM	136,018	297,619
1700 SHS CHEVRON CORPORATION	131,116	193,545
4000 SHS COCA COLA	115,166	196,520
1000 SHS BERKSHIRE HATHAWAY INC	202,814	197,420
1400 SHS JOHNSON & JOHNSON	85,698	183,610
2550 SHS MERCK & CO	84,190	201,986
4900 SHS PFIZER INC COM	109,715	203,448
2650 SHS PHILLIPS 66 COM	65,459	214,120
1900 SHS PROCTOR & GAMBLE	102,670	195,529
2500 SHS EXXON MOBIL	183,437	176,925
1900 SHS WASTE MANAGEMENT	72,710	207,765
5000 SHS ASSURED GTY MUN HLDGS	125,654	130,600
1125 SHS ALIBABA GROUP HLDG LTD	89,460	167,918
200 SHS ALPHABET INC	143,943	221,300
25000 SHS UNITED DEVELOPMENT FUNDING IV	386,581	102,250
200 SHS AMAZON.COM INC	210,531	355,014
375 SHS BAIDU INC ADR	100,136	41,250
2200 SHS FACEBOOK INC A	366,597	390,434
3400 SHS PAYPAL HOLDINGS INC	199,994	373,150
2200 SHS TENCENT HOLDINGS LTD ADR	100,349	91,872

TY 2018 Investments - Other Schedule**Name:** THE WAITE & GENEVIEVE PHILLIPS FDN**EIN:** 85-0335071**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
30000 UNITS CARTER VALIDUS MISSION CRITICAL REIT		66,211	132,738
30000 UNITS KBS REIT III		237,597	300,240
30000 UNITS PHILLIPS EDISON GROCERY CENTER REIT I INC		265,152	275,658
29282.595 UNITS FS INVESTMENT CORP II		302,000	191,806
30000 UNITS SIERRA INCOME CORP FUND		300,000	171,420
12000 UNITS HEALTHCARE TRUST INC		221,768	173,784
30000 UNITS LODGING OPPORTUNITY FUND		300,000	248,694
3000 UNITS FIRST TRUST WATER ETF		103,907	149,910
1600 UNITS SPDR SERIES TRUST SSGA GNDER ETF		113,455	111,168
12500 UNITS SSGA ACTIVE ETF TRUST BLACKSTONE GSO SR LOAN		584,380	577,000
8751.685 UNITS AMG YACKTMAN FUND I		200,000	177,134
21951.262 UNITS GW&K TRILOGY EMRG MKTS EQ I		200,000	200,854
500000 UNITS BROADMARK REAL ESTATE LENDING FUND II		500,100	500,000
500000 UNITS PYATT BROADMARK REAL ESTATE LENIND FD I LLC		500,100	500,000

**TY 2018 Land, Etc.
Schedule****Name:** THE WAITE & GENEVIEVE PHILLIPS FDN**EIN:** 85-0335071

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE BUILDING SITE	55,370	0	55,370	
OFFICE BUILDING	265,944	230,260	35,684	
OFFICE FURNITURE & EQUIPMENT	14,671	14,671	0	

TY 2018 Other Assets Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
STATE PAYROLL TAX BOND	3,111	3,111	3,111

TY 2018 Other Decreases Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Amount
ROUNDING	5

TY 2018 Other Expenses Schedule**Name:** THE WAITE & GENEVIEVE PHILLIPS FDN**EIN:** 85-0335071**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEBSITE DESIGN FEES	2,610			2,610
DIRECTORS AND OFFICERS LIAB INS	1,575			1,575
OFFICE SUPPLIES	498			498
WORKERS COMP PREMIUM	677			677
POSTAGE & BOX RENT	386			386
BANK CHARGES	181			181
BROKERS FEES	59,825			59,825
DUES & SUBSCRIPTIONS	285			285
SAFE DEPOSIT BOX FEE				
MISCELLANEOUS EXPENSES	121			121

TY 2018 Taxes Schedule**Name:** THE WAITE & GENEVIEVE PHILLIPS FDN**EIN:** 85-0335071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX FOR THE YEAR ENDED MAY 31, 2019	6,278			
PAYROLL EXPENSES	10,000			9,841
FOREIGN TAX				