

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

OMB No 1545-0047

2019Department of the Treasury
Internal Revenue Service

- or Section 4947(a)(1) Trust Treated as Private Foundation
- ▶ Do not enter social security numbers on this form as it may be made public
- ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation **PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003**

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

10 S DEARBORN IL1-0111

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

CHICAGO, IL 60603

G Check all that apply.

☐ Initial return ☐ Initial return of a former public charity

☐ Final return ☐ Amended return

☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation **00**

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **23,110,144.**

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify) _____ (Part I, column (d), must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	515,534.	514,532.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	820,896.			
b Gross sales price for all assets on line 6a	8,587,071.			
7 Capital gain net income (from Part IV, line 2)		820,896.		
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	1,336,430.	1,335,428.		
13 Compensation of officers, directors, trustees, etc.	144,050.	100,000.		44,050.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	40,375.	9,123.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 3	750.			750.
24 Total operating and administrative expenses. Add lines 13 through 23.	185,175.	109,123.	NONE	44,800.
25 Contributions, gifts, grants paid	1,012,000.			1,012,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,197,175.	109,123.	NONE	1,056,800.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	139,255.			
b Net investment income (if negative, enter -0-)		1,226,305.		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value			
Assets	1	Cash - non-interest-bearing	99,942.	123,691.	123,691.	
	2	Savings and temporary cash investments	335,879.	340,639.	340,639.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations(attach schedule)				
	b	Investments - corporate stock (attach schedule)	STMT 4.	10,563,776.	10,352,238.	13,442,942.
	c	Investments - corporate bonds (attach schedule)	STMT 5.	6,438,897.	7,117,787.	7,301,998.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 6.	2,078,214.	1,723,679.	1,900,874.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		19,516,708.	19,658,034.	23,110,144.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons.				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances		Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
		Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30				
	26	Capital stock, trust principal, or current funds		19,516,708.	19,658,034.	
	27	Paid-in or capital surplus, or land, bldg, and equipment fund				
	28	Retained earnings, accumulated income, endowment, or other funds				
29	Total net assets or fund balances (see instructions)		19,516,708.	19,658,034.		
30	Total liabilities and net assets/fund balances (see instructions)		19,516,708.	19,658,034.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	19,516,708.
2	Enter amount from Part I, line 27a	2	139,255.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	27,833.
4	Add lines 1, 2, and 3	4	19,683,796.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	25,762.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	19,658,034.

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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)
1 a PUBLICLY TRADED SECURITIES					
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 8,587,071.		7,766,175.	820,896.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
a			820,896.		
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	820,896.	
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 doesn't qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	1,065,140.	22,069,123.	0.048264
2017	1,037,858.	21,800,206.	0.047608
2016	1,112,680.	20,824,150.	0.053432
2015	1,199,022.	22,576,512.	0.053109
2014	1,097,435.	23,334,090.	0.047031
2 Total of line 1, column (d)			2 0.249444
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 0.049889
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 21,814,606.
5 Multiply line 4 by line 3.			5 1,088,309.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,263.
7 Add lines 5 and 6.			7 1,100,572.
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 1,056,800.

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)		1	24,526.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	NONE
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		3	24,526.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
3 Add lines 1 and 2		5	24,526.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		6a	18,628.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	NONE
6 Credits/Payments.		6c	NONE
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6d		
b Exempt foreign organizations - tax withheld at source	7	18,628.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9	5,898.	
7 Total credits and payments. Add lines 6a through 6d	10		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	11	NONE Refunded	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2020 estimated tax			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ JP MORGAN CHASE BANK, N.A. Telephone no. ▶ (800) 496-2583 Located at ▶ 10 S DEARBORN ST; MC; IL 1-0111, CHICAGO, IL ZIP+4 ▶ 60603		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		
16 At any time during calendar year 2019, 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?		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?	☐ 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		X
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	☐ Yes ☒ No	
If "Yes," list the years ▶ , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ , , ,		
3a 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

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

- 5a During the year, did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance, check here ☐
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . STMT. 9 ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No
- 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(s) during the year? ☐ Yes ☒ No

	Yes	No
5a		
5b		X
6a		
6b		X
7a		
7b		
8		

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
JP MORGAN CHASE 10 S DEARBORN ST; MC; IL 1-0111, CHICAGO, IL 60603	TRUSTEE 2	144,050.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,964,476.
b	Average of monthly cash balances	1b	182,332.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	22,146,808.
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	NONE
3	Subtract line 2 from line 1d.	3	22,146,808.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	332,202.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,814,606.
6	Minimum investment return. Enter 5% of line 5	6	1,090,730.

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

1	Minimum investment return from Part X, line 6	1	1,090,730.
2a	Tax on investment income for 2019 from Part VI, line 5 2a		24,526.
b	Income tax for 2019 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b.	2c	24,526.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,066,204.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	1,066,204.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,066,204.

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	1,056,800.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,056,800.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,056,800.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,066,204.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			1,010,821.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014		NONE		
b From 2015		NONE		
c From 2016		NONE		
d From 2017		NONE		
e From 2018		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 1,056,800.				
a Applied to 2018, but not more than line 2a			1,010,821.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2019 distributable amount.				45,979.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				1,020,225.
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)	NONE			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2015		NONE		
b Excess from 2016		NONE		
c Excess from 2017		NONE		
d Excess from 2018		NONE		
e Excess from 2019		NONE		

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3)

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.

- 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).)

N/A

- 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

N/A

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 Paid during the year THE ISAAC TUTTLE FUND 1155 PARK AVE NEW YORK NY 10128	NONE	PF	GENERAL	1,012,000.
Total			▶ 3a	1,012,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .					
4 Dividends and interest from securities			14	515,534.	
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	820,896.	
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)				1,336,430.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,336,430.

(See worksheet in line 13 instructions to verify calculations)

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

16

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	46,542.	46,542.
FOREIGN DIVIDENDS	91,631.	91,631.
NONDIVIDEND DISTRIBUTIONS	1,002.	
DOMESTIC DIVIDENDS	174,151.	174,151.
NONQUALIFIED FOREIGN DIVIDENDS	81,789.	81,789.
NONQUALIFIED DOMESTIC DIVIDENDS	114,354.	114,354.
SECTION 199A DIVIDENDS	927.	927.
CORPORATE INTEREST	5,138.	5,138.
	-----	-----
TOTAL	515,534.	514,532.
	=====	=====

PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	25,300.	
FEDERAL ESTIMATES - INCOME	5,952.	
FOREIGN TAXES ON QUALIFIED FOR	8,244.	8,244.
FOREIGN TAXES ON NONQUALIFIED	879.	879.
	-----	-----
TOTALS	40,375.	9,123.
	=====	=====

PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
----------------------	--

CHARITABLE PURPOSES .-----

ATTORNEY GENERAL FEE

750.

750.

TOTALS

750.

750.

PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
256206103 DODGE & COX INTL STO	985,555.	1,166,177.
09253F879 ISHARES-MSCI EAFE IN	418,308.	475,756.
46434G822 ISHARES MSCI JAPAN E	853,525.	1,214,641.
64122Q309 NEUBERGER BER MU/C O	2,174,297.	3,422,659.
78462F103 SPDR S&P 500 ETF TRU	309,791.	470,894.
04314H857 ARTISAN INTL VAL-INS		
46636U876 JPMORGAN EQUITY INCO	44,207.	83,897.
48121L841 JPM LARGE CAP GROW F	525,668.	703,099.
48129C207 JPM GL RES ENH IDX F	220,546.	411,679.
48129C603 JPM US L/C CORE PL F	1,938,000.	2,385,557.
315911750 FIDELITY 500 INDEX F	438,539.	472,732.
46641Q696 JPMORGAN BETABUILDER	1,186,350.	1,322,559.
83002G306 SIX CIRCLES U.S. UNC	708,072.	731,657.
83002G405 SIX CIRCLES INTERNAT	549,380.	581,635.
46641Q720 JPMORGAN BETABUILDER		
TOTALS		
	10,352,238.	13,442,942.
	=====	=====

PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
258620103 DOUBLELINE TTL RTRN	513,601.	513,727.
48121L320 JPM UNCONSTRAINED DE		
552746364 MFS EMERGING MKTS DE		
592905764 METROPOLITAN WEST T/		
808524870 SCHWAB U.S. TIPS ETF	231,861.	237,846.
92203J308 VANGUARD TOTAL INTL	2,358,776.	2,397,045.
94987W794 WELLS FARGO CORE BON		
722005816 PIMCO INVESTMENT GRA	432,548.	464,624.
921937827 VANGUARD SHORT-TERM		
09260B614 BLACKROCK HIGH YIELD		
83002G108 SIX CIRCLES ULTRA SH	538,000.	537,025.
464287432 ISHARES 20+ YEAR TRE	457,271.	437,871.
464287440 ISHARES 7-10 YEAR TR	430,818.	454,327.
921937603 VANGUARD TOTAL BOND	2,154,912.	2,259,533.
	-----	-----
TOTALS	7,117,787.	7,301,998.
	=====	=====

PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING	
		BOOK VALUE -----	FMV ----
976491910 THE WINTON FUND LIMI	C	209,038.	269,597.
986903920 SCULPTOR OF II PRIVA	C	144,045.	209,327.
HFJQPALL4 JANA OFFSHORE PARTNE	C		
HFBMCBBR1 BLUEMOUNTAIN CREDIT	C	220,596.	191,005.
HFNWMAJY4 EMERGING MARKET CURR	C	300,000.	329,124.
HFLCPBNF1 LAKEWOOD CAPITAL OFF	C	250,000.	275,989.
HFNCAASU9 NEWBROOK CAPITAL OFF	C		
63N58C917 THIRD POINT OFFSHORE	C	350,000.	365,507.
651912933 NEWBROOK CAPITAL OFF	C	250,000.	260,325.
TOTALS		1,723,679.	1,900,874.
		=====	=====



PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

2019 TRANSACTION POSTED IN 2018
ROUNDING

27,831.

2.

TOTAL

27,833.

=====

PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

RETURN OF CAPITAL ADJUSTMENT
2020 TRANSACTION POSTED IN 2019
SALES ADJUSTMENTS

94.
25,430.
238.

TOTAL

25,762.
=====



PHELPS TRUST F/B/O TUTTLE FUND XXXXX8003

13-6026698

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

THE ISAAC H. TUTTLE FUND

ADDRESS:

1155 PARK AVENUE

NEW YORK, NY 10128-1209

GRANT DATE: 12/24/2019

GRANT AMOUNT 1,012,000.

GRANT PURPOSE:

GENERAL SUPPORT

ANY DIVERSION BY GRANTEE:

TO THE KNOWLEDGE OF THE FOUNDATION AND BASED ON THE REPORT FURNISHED
BY THE GRANTEE, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED USE.

DATES OF REPORTS BY GRANTEE:

03/12/2020

RESULTS OF VERIFICATION:

PER REG. SEC 53.4945-5(c), THE GRANTOR UNDERTOOK NO VERIFICATION OF
THE GRANT REPORT ABSENT REASON TO DOUBT ITS ACCURACY OR RELIABILITY.