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

# Return of Private Foundation

**or Section 4947(a)(1) Trust Treated as Private Foundation** 1912

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

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

OMB No 1545-0047 | **2019** | Open to Public Inspection

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

Name of foundation: Phillips Family Foundation

A Employer identification number: 75-0590214

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 17149 | Room/suite

B Telephone number (see instructions): (713)659-6100

City or town, state or province, country, and ZIP or foreign postal code: Sugar Land TX 77496-7149

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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 04 ☐ 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) ▶ $ 38,513,410.

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).)

| | Line | Description | (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) | 6,815,212. | | | |
| | 2 | Check ▶ ☐ if the foundation is not required to attach Sch. B | | | | |
| | 3 | Interest on savings and temporary cash investments | 57,554. | 57,554. | | |
| | 4 | Dividends and interest from securities | 942,504. | 942,504. | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 1,342,772. | | | |
| | b | Gross sales price for all assets on line 6a 13,271,644. | | L-6a Stmt | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 1,342,772. | | |
| | 8 | Net short-term capital gain | | | 0. | |
| | 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) See Stmt | -1,179. | | | |
| | 12 | **Total.** Add lines 1 through 11 | 9,156,863. | 2,342,830. | 0. | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc. | | | | |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | 8,588. | | | |
| | c | Other professional fees (attach schedule) L-16c Stmt | 162,753. | 162,753. | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) See Stmt | 127,089. | 2,100. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) See Stmt | 58,258. | 20,186. | | |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 356,688. | 185,039. | | |
| | 25 | Contributions, gifts, grants paid | 3,233,003. | | | 3,233,003. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 3,589,691. | 185,039. | | 3,233,003. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 5,567,172. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 2,157,791. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 0. | |

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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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | 1,146,010. | 1,321,552. | 1,321,552. |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable ▶ 850,940. | | | |
| | | Less: allowance for doubtful accounts ▶ | | 850,940. | 850,940. |
| | 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) | 18,660. | 17,946. | 17,946. |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U.S and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) L-10b Stmt | 5,436,190. | 5,413,275. | 6,815,040. |
| | c | Investments—corporate bonds (attach schedule) | | | |
| | 11 | Investments—land, buildings, and equipment: basis ▶ | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) L-13 Stmt | 24,483,996. | 27,955,110. | 29,507,932. |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ L-15 Stmt ) | 31,623. | 0. | 0. |
| | 16 | **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I) | 31,116,479. | 35,558,823. | 38,513,410. |
| Liabilities | 17 | Accounts payable and accrued expenses | 5,000. | 0. | |
| | 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) | 5,000. | 0. | |
| 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 | 31,111,479. | 35,558,823. | |
| | 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) | 31,111,479. | 35,558,823. | |
| | 30 | **Total liabilities and net assets/fund balances** (see instructions) | 31,116,479. | 35,558,823. | |

**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 | 31,111,479. |
| 2 | Enter amount from Part I, line 27a | 2 | 5,567,172. |
| 3 | Other increases not included in line 2 (itemize) ▶ Other Unrealized Gain/Loss | 3 | 57,895. |
| 4 | Add lines 1, 2, and 3 | 4 | 36,736,546. |
| 5 | Decreases not included in line 2 (itemize) ▶ Value of Grants Received in Excess of Tax Basis | 5 | 1,177,723. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 | 6 | 35,558,823. |

## 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 | Capital Gain Distributions - LPL 3600 | P | 06/30/2018 | 12/31/2019 |
| b | LPL 3600 - See Statement Attached | P | 06/30/2019 | 12/31/2019 |
| c | LPL 3600 - See Statement Attached | P | 06/30/2018 | 12/31/2019 |
| d | Schwab 6454 - See Statement Attached | P | 06/30/2018 | 12/31/2019 |
| e | See Statement | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) ((e) plus (f) minus (g)) |
|---|---|---|---|---|
| a | 1,218. | | 0. | 1,218. |
| b | 877,473. | | 936,138. | -58,665. |
| c | 404,167. | | 413,405. | -9,238. |
| d | 161,106. | | 124,099. | 37,007. |
| e | 11,827,680. | | 10,455,230. | 1,372,450. |

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

| | (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 1,218. |
| b | | | | -58,665. |
| c | | | | -9,238. |
| d | | | | 37,007. |
| e | | | | 1,372,450. |

| | | | |
|---|---|---|---|
| 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 | 1,342,772. |
| 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 | -12,470. |

## 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 | 2,154,862. | 30,288,111. | 0.071145 |
| 2017 | 3,932,431. | 23,222,383. | 0.169338 |
| 2016 | 2,185,125. | 19,570,992. | 0.111651 |
| 2015 | 2,471,227. | 15,762,500. | 0.156779 |
| 2014 | 1,598,836. | 12,058,652. | 0.132588 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.641501 |
| 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 | 0.128300 |
| 4 | Enter the net value of noncharitable-use assets for 2019 from Part X, line 5 | 4 | 33,983,606. |
| 5 | Multiply line 4 by line 3 | 5 | 4,360,097. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 21,578. |
| 7 | Add lines 5 and 6 | 7 | 4,381,675. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 3,233,003. |

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 | 43,156. |
| 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 | 43,156. |
| 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 | 43,156. |
| 6 | Credits/Payments: | | | | |
| a | 2019 estimated tax payments and 2018 overpayment credited to 2019 | 6a | 65,670. | | |
| 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 | 65,670. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | |
| 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 | 22,514. |
| 11 | Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 22,514. **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 | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition | 1b | | X |
| | 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. | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | 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. | 2 | | 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 | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | X | |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | X | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.* | 5 | | 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? | 6 | 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 | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TX | | | |
| 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 | 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 | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

2

## 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? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ Kathy Lopez Telephone no. ▶ (713)659-6100

Located at ▶ 1100 Louisiana, Ste 4900 Houston TX ZIP+4 ▶ 77002

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

| | | | Yes | No |
|---|---|---|---|---|
| 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? | 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? ☐ 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 | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019? | 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 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 ▶ 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? ☒ 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.) | 3b | | X |
| 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 2019? | 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))? ☐ 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? ☐ 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? | 6b | | X |
| | 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? | 7b | | X |
| 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 | | | |

**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 |
|---|---|---|---|---|
| D. Martin Phillips<br>1100 Louisiana, Suite 4900 Houston, TX 77002 | President<br>1.00 | 0. | 0. | 0. |
| Liane M. Phillips<br>1100 Louisiana, Suite 4900 Houston, TX 77002 | Secretary<br>1.00 | 0. | 0. | 0. |
| Connor L. Phillips<br>1100 Louisiana, Suite 4900 Houston, TX 77002 | Director<br>1.00 | 0. | 0. | 0. |
| Callie M. Phillips<br>1100 Louisiana, Suite 4900 Houston TX 77002 | Director<br>1.00 | 0. | 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 ▶ None

**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 | 32,745,384. |
| b | Average of monthly cash balances | 1b | 1,755,739. |
| c | Fair market value of all other assets (see instructions) | 1c | 0. |
| d | **Total** (add lines 1a, b, and c) | 1d | 34,501,123. |
| 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 | 34,501,123. |
| 4 | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) | 4 | 517,517. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 33,983,606. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,699,180. |

**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 | 1,699,180. |
| 2a | Tax on investment income for 2019 from Part VI, line 5 | 2a | 43,156. | | |
| b | Income tax for 2019. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 43,156. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 1,656,024. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 1,656,024. |
| 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 | 1,656,024. |

**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 | 3,233,003. |
| 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 | 3,233,003. |
| 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 | 3,233,003. |

**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 | | | | 1,656,024. |
| 2 | Undistributed income, if any, as of the end of 2019: | | | | |
| a | Enter amount for 2018 only | | | | |
| b | Total for prior years: 20___, 20___, 20___ | | | | |
| 3 | Excess distributions carryover, if any, to 2019: | | | | |
| a | From 2014 . . . 1,032,782. | | | | |
| b | From 2015 . . . 1,125,500. | | | | |
| c | From 2016 . . . 1,276,911. | | | | |
| d | From 2017 . . . 2,781,942. | | | | |
| e | From 2018 . . . 701,979. | | | | |
| f | **Total** of lines 3a through e | 6,919,114. | | | |
| 4 | Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 3,233,003. | | | | |
| a | Applied to 2018, 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 2019 distributable amount | | | | 1,656,024. |
| e | Remaining amount distributed out of corpus | 1,576,979. | | | |
| 5 | Excess distributions carryover applied to 2019 (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 | 8,496,093. | | | |
| 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 2018 Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0. | |
| f | Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020 | | | | 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 2014 not applied on line 5 or line 7 (see instructions) | 1,032,782. | | | |
| 9 | **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a | 7,463,311. | | | |
| 10 | Analysis of line 9: | | | | |
| a | Excess from 2015 . . . 1,125,500. | | | | |
| b | Excess from 2016 . . . 1,276,911. | | | | |
| c | Excess from 2017 . . . 2,781,942. | | | | |
| d | Excess from 2018 . . . 701,979. | | | | |
| e | Excess from 2019 . . . 1,576,979. | | | | |

**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 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) or ☒ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2019 | (b) 2018 | (c) 2017 | (d) 2016 | (e) Total |
| **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).)

D. Martin and Liane M. Phillips

**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<br>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* | | | | |
| See Statement Attached<br>TX | | Public | Unrestricted Use by Recipient Organization | 3,233,003. |
| **Total** ▶ 3a | | | | 3,233,003. |
| **b** *Approved for future payment* | | | | |
| **Total** ▶ 3b | | | | |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income (See instructions) |
|---|---|---|---|---|---|
| 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 | 57,554. | |
| 4 Dividends and interest from securities | | | 14 | 942,504. | |
| 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 | 1,342,772. | |
| 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) | | | | 2,342,830. | |

**13 Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,342,830.

(See worksheet in line 13 instructions to verify calculations)

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

| 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) |
|---|---|
| 1 | N/A |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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? | | | |
| 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.

| (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 |
|---|---|---|
| | | |

**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

Signature of officer or trustee | Date | Title: President

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☒ if self-employed | PTIN |
|---|---|---|---|---|
| Jay F Rea | | 11/12/20 | | P00751116 |

Firm's name ▶ Jay F. Rea, CPA — Firm's EIN ▶ 76-0262208

Firm's address ▶ One Sugar Creek Center Boulevard, Suite 970, Sugar Land TX 77478 — Phone no (281)565-9200



REV 10/27/20 PRO

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

# Schedule of Contributors

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

OMB No 1545-0047

**2019**

| Name of the organization | Employer identification number |
|---|---|
| Phillips Family Foundation | 75-0590214 |

**Organization type** (check one):

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule.**

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

**General Rule**

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

**Special Rules**

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

| Name of organization | Employer identification number |
|---|---|
| Phillips Family Foundation | 75-0590214 |

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | Donald M. and Liane M Phillips<br>1100 Louisiana, Suite 4900<br>Houston TX 77002 | $ 2,767,552. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| 2 | Donald M. and Liane M Phillips<br>1100 Louisiana, Suite 4900<br>Houston TX 77002 | $ 4,047,660. | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

| Name of organization | Employer identification number |
|---|---|
| Phillips Family Foundation | 75-0590214 |

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
|---|---|---|---|
| 2 | 297,841.08 sh Frontier MFG Global Plus Fund | $ 4,047,660. | 11/19/2019 |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |

Name of organization: Phillips Family Foundation

Employer identification number: 75-0590214

**Part III** ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

Phillips Family Foundation 75-0590214

# Form 990-PF: Return of Private Foundation

## Part IV: Capital Gains and Losses for Tax on Investment Income — Continuation Statement

| (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 | (d) Date sold |
|---|---|---|---|
| Schwab 2337 - See Statement Attached | P | 06/30/19 | 12/31/19 |
| Schwab 2337 - See Statement Attached | P | 06/30/18 | 12/31/19 |
| Schwab 3049 - See Statement Attached | P | 06/30/19 | 12/31/19 |
| Schwab 3049 - See Statement Attached | P | 06/30/18 | 12/31/19 |
| Capital Gain Distributions - Schwab 3049 | P | 06/30/18 | 12/31/19 |
| Partnership - Short Term Gain | P | 06/30/19 | 12/31/19 |
| Partnership - Long Term Gain | P | 06/30/18 | 12/31/19 |
| Titan Master International Fund, Ltd. | P | 06/30/18 | 12/31/19 |
| Caymus Energy Fund, LP | P | 06/30/18 | 12/31/19 |

| (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) |
|---|---|---|---|
| 123,139. | | 128,233. | -5,094. |
| 186,078. | | 180,943. | 5,135. |
| 1,315,893. | | 1,373,095. | -57,202. |
| 7,787,465. | | 7,220,287. | 567,178. |
| 274,367. | | 0. | 274,367. |
| 108,491. | | 0. | 108,491. |
| 410,527. | | 0. | 410,527. |
| 890,367. | | 821,319. | 69,048. |
| 731,353. | | 731,353. | 0. |
| 11,827,680. | 0. | 10,455,230. | 1,372,450. |

| 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 | |
| | | | -5,094. |
| | | | 5,135. |
| | | | -57,202. |
| | | | 567,178. |
| | | | 274,367. |
| | | | 108,491. |
| | | | 410,527. |
| | | | 69,048. |
| | | | 0. |
| 0. | 0. | 0. | 1,372,450. |

# Additional information from your Form 990-PF: Return of Private Foundation

## Form 990-PF: Return of Private Foundation

### Other Income

Continuation Statement

| Description | Revenue and Expense per Book | Net Investment Income | Adjusted Net Income |
|---|---|---|---|
| Partnership and Other Income | -2,777. | | |
| Nontaxable Nondividend Distributions | 1,532. | | |
| Tax Exempt Interest Income | 66. | | |
| Total | -1,179. | | |

## 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 |
|---|---|---|---|---|
| Foreign Tax | 2,100. | 2,100. | | |
| Current Year Excise Tax | 64,000. | | | |
| Prior Year Excise Tax | 60,989. | | | |
| Total | 127,089. | 2,100. | | |

## 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 |
|---|---|---|---|---|
| Bank Fees and misc | | | | |
| Partnership Investment Expenses | 20,178. | 20,178. | | |
| Partnership Nondeductible | 8. | 8. | | |
| Partnership Other Deductions | 38,072. | | | |
| Total | 58,258. | 20,186. | | |

# Additional information from your Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets

## Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets

**Net Gain or Loss from Sale of Assets** **Continuation Statement**

| Description of Property | Business Code | Exclusion Code | Date Acquired | How Acquired | Date Sold | Name of Buyer | Buyer a Business | Sales Price | Cost or other basis | Sales Expense | Valuation Method | Total Gain or Loss | Accumulated Depreciation |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Schwab 2337 - See Statement Attached | | 18 | 06/30/19 | Purchased | 12/31/19 | | | 123,139 | 128,233 | | | -5,094 | |
| Schwab 2337 - See Statement Attached | | 18 | 06/30/18 | Purchased | 12/31/19 | | | 186,078. | 180,943 | | | 5,135 | |
| Capital Gain Distribution - Schwab 3049 | | 18 | 06/30/18 | Purchased | 12/31/19 | | | 274,367 | | | | 274,367 | |
| Schwab 3049 - See Statement Attached | | 18 | 06/30/19 | Purchased | 12/31/19 | | | 1,315,893 | 1,373,095 | | | -57,202. | |
| Schwab 3049 - See Statement Attached | | 18 | 06/30/18 | Purchased | 12/31/19 | | | 7,787,465. | 7,220,287. | | | 567,178 | |
| Partnership - Short Term Gain | | 18 | 06/30/19 | Purchased | 12/31/19 | | | 108,491. | 0. | | | 108,491. | |
| Partnership - Long Term Gain | | 18 | 06/30/18 | Purchased | 12/31/19 | | | 410,527 | 0. | | | 410,527. | |
| Titan Masters International Fund, Ltd. | | 18 | 06/30/18 | Purchased | 12/31/19 | | | 890,367 | 821,319 | | | 69,048. | |
| Caymus Energy Fund, LP | | 18 | 06/30/18 | Purchased | 12/31/19 | | | 731,353 | 731,353 | | | 0. | |

Form 990-PF
Part I, Lines 16a - 16c

# Legal and Professional Fees

2019

| Name | Employer Identification No |
|---|---|
| Phillips Family Foundation | 75-0590214 |

## 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 |
|---|---|---|---|---|---|
| Total to Form 990-PF, Part I, Line 16a | | | | | |

## 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 |
|---|---|---|---|---|---|
| Total to Form 990-PF, Part I, Line 16b | | | | | |

## 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 |
|---|---|---|---|---|---|
| RGT Advisors | Investment Fees | 82,007. | 82,007. | | |
| LPL Advisors | Investment Fees | 80,712. | 80,712. | | |
| Other from Partnerships | Investment Fees | 34. | 34. | | |
| Total to Form 990-PF, Part I, Line 16c | | 162,753. | 162,753. | | |

TEEW0701 SCR 09/07/17

Form 990-PF
Part II

# Investments

2019

| Name | Employer Identification No |
|---|---|
| Phillips Family Foundation | 75-0590214 |

| Line 10a - Investments - US and State Government Obligations: | End of Year State and Local Obligations Book Value | End of Year State and Local Obligations FMV | End of Year US Government Obligations Book Value | End of Year US Government Obligations FMV |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Tot to Fm 990-PF, Pt II, Ln 10a | | | | |

| Line 10b - Investments - Corporate Stock: | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| See statement attached | 5,413,275. | 6,815,040. |
| | | |
| | | |
| Totals to Form 990-PF, Part II, Line 10b | 5,413,275. | 6,815,040. |

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

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

| Line 13 - Investments - Other: | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| See Statement Attached | 27,955,110. | 29,507,932. |
| | | |
| | | |
| Totals to Form 990-PF, Part II, Line 13 | 27,955,110. | 29,507,932. |

Phillips Family Foundation
2019 Form 990-PF

| Quantity | Stock Name | Beginning of Year Book Value | End of year Book Value | End of year Fair Market Value |
|---|---|---|---|---|
| **Form 990-PF, Page 2, Part II, Line 10, b** | | | | |
| 504 40 | Accenture PLC Ireland Class A | 79,610 48 | 80,739 77 | 106,210 45 |
| 111 00 | Alphabet Inc Shs Cl A | 34,118 98 | 120,839 66 | 148,672 29 |
| 67 00 | Amazon Com Inc | 92,749 27 | 102,967 65 | 123,805 28 |
| 1,341 40 | American Electric Power Company | 98,731 02 | 98,507 99 | 126,776 09 |
| 967 46 | American Express Company | 87,175 81 | 91,612 00 | 120,439 21 |
| 1,099 50 | American Tower Corp | 169,481 36 | 168,895 22 | 252,687 77 |
| 398 00 | Amgen Inc | 79,537 82 | | |
| 350 00 | Analog Devices Inc | 71,643 40 | 31,622 61 | 41,594 00 |
| 611 27 | Apple Inc | 94,975 26 | 101,220 65 | 179,498 84 |
| 179 00 | Aptiv PLC | 18,946 67 | 13,620 24 | 16,999 63 |
| 1,738 00 | Archer Daniels Midland Company | 79,850 68 | | |
| 435 00 | Armstrong World Inds | 35,809 63 | 31,618 87 | 40,876 95 |
| 840 95 | Assurant Inc | 85,007 78 | 87,025 64 | 110,231 20 |
| 701 00 | Baxter International | 28,695 75 | 48,558 21 | 58,617 62 |
| 326 16 | Becton Dickinson & Co | 78,764 10 | 79,767 64 | 88,706 00 |
| 171 00 | Berkshire Hathaway | 20,459 79 | 25,899 69 | 38,731 50 |
| 239 23 | Boeing Co | 84,744 41 | | |
| 1,687 06 | Brown-Forman Corp CL B | 89,477 30 | 90,589 36 | 114,045 39 |
| 243 00 | Brunswick Corp | - | 12,555 90 | 14,575 14 |
| 2,808 000 | Centurylink Inc | 24,336 66 | 40,031 11 | 37,093 68 |
| 700 000 | Chubb Ltd | - | 103,925 36 | 108,962 00 |
| 2,534 341 | Cisco Systems Inc | 124,776 58 | 99,206 66 | 121,546 99 |
| 371 000 | Citigroup Inc | - | 19,370 07 | 29,639 19 |
| 4,398 793 | CME Group Inc Cl A | 68,104 70 | 70,162 35 | 88,275 25 |
| 1,630 710 | CMS Energy Corp | 71,831 23 | 74,286 96 | 102,473 81 |
| 905 000 | Coca Cola Company | 78,232 07 | 39,281 18 | 50,091 75 |
| 482 53 | Costco Wholesale Corp | 102,425 09 | 110,092 06 | 141,826 39 |
| 1,206 00 | Danone | 21,215 49 | 15,418 04 | 19,886 94 |
| 1,810 07 | Dowdupont Inc | 105,648 93 | | |
| 678 00 | Ebay Inc | 22,259 24 | | |
| 510 96 | Ecolab Inc | 70,858 86 | 71,793 32 | 98,610 94 |
| 899 00 | Elanco Animal Health Inc | - | 27,993 95 | 26,475 55 |
| 199 00 | Electronic Arts Inc | 28,171 42 | 18,069 48 | 21,394 49 |
| 1,507 40 | Exxon Mobil Corp | 104,993 61 | 118,756 05 | 105,186 02 |
| 79 00 | Fairfax Financial HL | 34,426 98 | 38,499 79 | 37,107 66 |
| 448 00 | Fedex Corp | 101,003 70 | | |
| 242 00 | Fiserv Inc | | 18,108 84 | 27,982 46 |
| 776 000 | General Motors Co | 26,655 57 | 26,655 57 | 28,401 60 |
| 580 78 | Henry Jack & Assoc Inc | 74,159 96 | | |
| 1,026 92 | Home Depot Inc | 178,432 80 | 178,137 53 | 224,259 66 |
| 692 76 | Honeywell International Inc | 104,648 34 | 102,085 12 | 122,618 16 |
| 384 00 | Intercontinental Exchange Inc | | 29,581 87 | 35,539 20 |
| 5 23 | Intl Business Machines Corp | 632 35 | | |
| 221 00 | Johnson & Johnson | 23,604 55 | 23,604 55 | 32,237 27 |
| 1,914 33 | JPMorgan Chase & Co | 172,301 89 | 179,620 64 | 266,857.18 |
| 409 00 | Kennametal Inc CAP | 18,021 72 | | |
| 1,697.00 | Liberty Global Inc | 48,817 21 | 48,817 21 | 36,986 12 |
| 33 00 | Liberty Latin America | 1,056 67 | 1,056 67 | 642 18 |
| 171 986 | Lockheed Martin Corp | 91,869 89 | 62,514 33 | 66,967 90 |
| 267 000 | Lowes Companies Inc | 22,436 07 | 24,712 96 | 31,975 92 |
| 427 000 | Magna International Inc | 18,959 10 | 18,959 10 | 23,416 68 |
| 546 97 | McCormick & Company Inc Non Voting | 61,021 40 | 62,257 25 | 92,837 38 |
| 170 00 | McDonalds Corp | | 32,699 48 | 33,593 70 |
| 929 00 | Medtronic PLC | 52,676 97 | 76,149 66 | 105,395 05 |
| 638 14 | Merck & Company Inc | | 53,200 82 | 58,038 56 |
| 1,914 99 | Micorsoft Corp | 165,199 43 | 163,412 60 | 301,994 39 |
| 275 00 | Molson Coors Brewing | 26,845 79 | | |
| 164 00 | Motorola Solutions | 24,376 36 | 14,754 95 | 26,426 96 |
| 1,040 98 | Nextera Energy Inc | 164,243 33 | 166,362 19 | 252,083 23 |
| 620 00 | Novartis AG Spon ADR | | 55,599 66 | 58,707 80 |
| 1,289 57 | PepsiCo Inc | 100,725 97 | 156,771 67 | 176,245 12 |
| 2,736 35 | Pfizer Inc | 84,269 68 | 101,464 34 | 107,210 07 |
| 1,478 01 | PNC Financial Services Group Inc | 193,056 05 | 207,379 64 | 235,935 05 |
| 1,052 00 | Power Corp Canada | | 19,608 44 | 27,108 39 |
| 462 81 | Raytheon Co Delaware New | 94,101 49 | | |

| Quantity | Stock Name | Beginning of Year Book Value | End of year Book Value | End of year Fair Market Value |
|---|---|---|---|---|
| 1,630 00 | Resolute Forest Prod | 12,760 57 | 12,760 57 | 6,846 00 |
| 1,927 47 | Royal Dutch Shell PLC | 107,677 19 | 123,536 86 | 115,590 49 |
| 135 00 | S&P Global Inc | 25,231 13 | 25,231 13 | 36,861 75 |
| 632 00 | Sabre Corp | | 14,133 06 | 14,182 08 |
| 673 99 | Simon Property Group Inc New | 102,210 75 | 119,262.31 | 100,397 40 |
| 441 00 | Skyworks Solutions | 33,529 53 | 34,395 62 | 53,308 08 |
| 385 00 | SPX Corp | 3,656 94 | | |
| 392 00 | SPX Flow Incorpora | 19,085 46 | 11,718 50 | 19,157 04 |
| 752 69 | Sysco Corp | - | 55,639 32 | 64,385 18 |
| 844 32 | Texas Instruments Inc | 88,756 31 | 91,419 69 | 108,317 42 |
| 1,592 83 | TJX Companies Inc New | | 82,963 40 | 97,258 01 |
| 548 17 | Union Pacific Corp | 80,262 55 | 82,263 72 | 99,103 47 |
| 389 48 | United Health Group Inc | 77,488 01 | 84,751 01 | 114,498 74 |
| 873 92 | United Technologies Corp | 106,605.70 | 109,460 29 | 130,878 40 |
| 2,653 02 | Verizon Communications Inc | 96,603 23 | 149,607 86 | 162,895 18 |
| 1,044 81 | V F Corp | 83,373 38 | 80,200 63 | 104,125 76 |
| 721 21 | Visa Inc Class A | 87,110 60 | 85,643 78 | 135,515 92 |
| 2,568 00 | Vodafone Group | 57,510 21 | 64,768 40 | 49,639 44 |
| 311 00 | Vulcan Materials Com | 41,837 08 | 36,908 12 | 44,780 89 |
| 204 00 | Wabtec | 15,528 21 | | |
| 1,322 40 | Wal-Mart Stores Inc | 90,866 51 | 118,180 74 | 157,153 65 |
| 887 59 | Walt Disney Co | 98,377 94 | | |
| 1,180 38 | WEC Energy Group Inc | 73,670 24 | 76,409 61 | 108,866 05 |
| 1,109 04 | Zoetis Inc Class A | 97,871 96 | 97,577 80 | 146,781 17 |
| | **Total Line 10, b** | **5,436,190.16** | **5,413,274.99** | **6,815,040.17** |

**Form 990-PF, Page 2, Part II, Line 13 - Mutual Funds**

| Quantity | Stock Name | Beginning of Year Book Value | End of year Book Value | End of year Fair Market Value |
|---|---|---|---|---|
| 15,492 96 | Artisan Intl Sm Mid Fd | | 231,010 00 | 238,126 76 |
| 17,952 57 | Brown Cap Mgmt Intl Sm | | 310,088 29 | 323,505 26 |
| 5,459.72 | Brown Cap Mgmt Intl Sm | | 592,965 18 | 552,523 36 |
| 48,915 33 | Blackstone ALT MultiStrategy | 509,122 07 | 527,589 47 | 522,415 68 |
| 88,497 34 | Calamos Market Neutral Income Fund Cl I | - | 1,175,629 82 | 1,177,899 65 |
| 112,068 41 | Causeway International V | - | 1,677,478 66 | 1,750,508 52 |
| 24,918 69 | Cohen & Steers Inst | 694,774 40 | 1,052,211 24 | 1,168,437 33 |
| 78,075 88 | Dodge & Cox Global Stk | 951,111 18 | | |
| 244,023 72 | Dodge & Cox Income Fund | 2,889,836 00 | 3,340,644 85 | 3,423,652 83 |
| 327,692 43 | Doubleline Total Return | 3,678,827 94 | 3,478,444 14 | 3,483,370 48 |
| 127,536 67 | Eagle MLP Strategy Fund | 935,647 91 | | |
| 52,898 88 | Elements Emerging Mkts | 515,414 08 | 547,770 36 | 546,445 39 |
| 38,826 09 | Elements International Port | 403,143 26 | | |
| 41,346 18 | Elements International Small Cap Port | 452,329 51 | | |
| 49,030 42 | Elements US Small Cap | 333,603 67 | 509,728 43 | 564,340 09 |
| 1,417 95 | First Trust Emerging Markets Local Currency Bond | 50,713 66 | 52,167 43 | 55,399 18 |
| 15,903 88 | First Trust Low Duration Opportunities ETF | 794,647 36 | 811,016 62 | 823,821 03 |
| 7,812.76 | First Trust IV Enhanced Short Maturity ETF New | 407,329 37 | 468,831 52 | 469,468 68 |
| 4,087 77 | First Trust TCW Opportunistic Fixed Income | 152,909 01 | 206,914 74 | 211,828 02 |
| 2,257 17 | First Trust IV Tactical High Yield ETF | 102,295 36 | 105,324 65 | 110,127 37 |
| 5,631 15 | First Trust Senior Loan Fund ETF | 514,830 91 | 267,382 09 | 269,844 60 |
| 135,415 85 | Frontier MFG GLBL Plus | 1,247,048 72 | 1,284,727 46 | 1,871,447 09 |
| 52,479 27 | Goldman Sachs Multi Mgr Alternative Instl CL | 535,934 97 | 541,730 58 | 556,280 28 |
| 1,475 64 | Ishares MBS ETF | - | 158,826 88 | 159,457 22 |
| 24,441 12 | JPMorgan Value Advantage | | 836,077 97 | 912,142.67 |
| 23,336 21 | Longleaf Partners Small | 548,880 31 | 591,902 16 | 566,369 82 |
| 31,115 81 | Oakmark Intl Fd Inst | 534,194 83 | | |
| 13,615 86 | Oakmark Select Fund | 518,669 03 | | |
| 40,527 00 | Primecap Odyssey Growth | 822,123 15 | 1,203,015 67 | 1,659,175 34 |
| 131,222 37 | Stone Ridge Alt Lending | 1,315,189 31 | 1,345,199 31 | 1,331,907 01 |
| 28,976 51 | Stone Ridge Reinsurance | 354,035 00 | 293,410 59 | 225,727 03 |
| 144,683 22 | Templeton Global Bond | 1,634,088 74 | 1,739,503 51 | 1,543,769 97 |
| 62,475 95 | Tortoise MLP & Pipeline | - | 746,458 54 | 779,075 13 |
| 6,680 98 | Vanguard Energy Fund | 660,734 15 | | |
| 93,895 37 | WCM Focused Intl Growth Fd | | 1,638,925 97 | 1,775,561 52 |
| | **Total Line 13 - Mutual Funds** | **21,557,433.90** | **25,734,976.13** | **27,072,627.31** |

Phillips Family Foundation
2019 Form 990-PF

| Quantity | Stock Name | Beginning of Year Book Value | End of year Book Value | End of year Fair Market Value |
|---|---|---|---|---|
| | **Form 990-PF, Page 2, Part II, Line 13 - Private Partnerships** | | | |
| | Caymus Energy Fund | 615,627 00 | - | - |
| | Elliott International Limited | 98,299 32 | 982,721 92 | 1,017,612 69 |
| | Mockingbird Corporate Loan Opp Fund | 515,265 00 | 533,640 00 | 548,446 03 |
| 1,036 00 | PMF TEI Fund, LP | 89,257 63 | 74,337.76 | 73,026 00 |
| 383 07 | RGT Growth Capital Real Estate LP | 310,021 59 | 225,828 59 | 219,813 00 |
| 486 09 | RGT Growth Private Equity LP | 476,773 00 | 403,605 81 | 576,407 00 |
| 6,246 350 | Titan Masters International Fund, Ltd K1-10 | 821,318 76 | - | - |
| | **Total Line 13 - Private Partnerships** | **2,926,562.30** | **2,220,134.08** | **2,435,304.72** |
| | **Grand Total Line 13** | **24,483,996.20** | **27,955,110.21** | **29,507,932.03** |
| | **GRAND TOTAL ALL INVESTMENTS** | **29,920,186.36** | **33,368,385.20** | **36,322,972.20** |

**Form 990-PF Part II** | **Other Assets and Liabilities** | **2019**

| Name | Employer Identification No |
|---|---|
| Phillips Family Foundation | 75-0590214 |

| Line 15 - Other Assets: | Beginning Year Book Value | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|---|
| Funds in transit | 31,623. | 0. | 0. |
| Totals to Form 990-PF, Part II, line 15 | 31,623. | 0. | 0. |

| Line 22 - Other Liabilities: | Beginning Year Book Value | Ending Year Book Value |
|---|---|---|
| Totals to Form 990-PF, Part II, line 22 | | |

| Recipient Name and Address | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Person or Business Checkbox Amount |
|---|---|---|---|---|
| **Amazing Place**<br>3735 Drexel<br>Houston, Texas 77027 | N/A | Public | Unrestricted use by Amazing Place | Person or Business [X]<br>500 00 |
| **Bridges to Life**<br>P O Box 570895<br>Houston, Texas 77257-0895 | N/A | Public | Unrestricted use by Bridges to Life | Person or Business [X]<br>10,000 00 |
| **Camp Allen**<br>18800 FM 362<br>Navasota, Texas 77868 | N/A | Public | Unrestricted use by Camp Allen | Person or Business [X]<br>10,000 00 |
| **Catholic Charities**<br>2900 Louisiana Street<br>Houston, Texas 77006 | N/A | Public | Unrestricted use by Catholic Charities | Person or Business [X]<br>10,000 00 |
| **Community Renewal**<br>P O Box 4678<br>Shreveport, Louisiana 71134-0678 | N/A | Public | Unrestricted use by Community Renewal | Person or Business [X]<br>10,000 00 |
| **Covenant House Texas**<br>1111 Lovett Boulevard<br>Houston, Texas 77006 | N/A | Public | Unrestricted use by Covenant House Texas | Person or Business [X]<br>12,500 00 |
| **Cystic Fibrosis Foundation**<br>4550 Montgomery Ave , Suite 1100N<br>Bethesda, MD 20814 | N/A | Public | Unrestricted use by Cystic Fibrosis Foundation | Person or Business [X]<br>24,236 00 |
| **Dallas Theological Seminary**<br>3909 Swiss Avenue<br>Dallas, Texas 75204 | N/A | Public | Unrestricted use by Dallas Theological Seminary | Person or Business [X]<br>25,000 00 |
| **Genesys Works**<br>1800 S Dairy Ashford Rd , Suite 300<br>Houston, Texas 77079 | N/A | Public | Unrestricted use by Genesys Works | Person or Business [X]<br>10,000 00 |
| **Houston Livestock Show and Rodeo**<br>3 NRG Park<br>Houston, Texas 77054 | N/A | Public | Unrestricted use by Houston Livestock Show and Rodeo | Person or Business [X]<br>5,000 00 |
| **HCC Employee Scholarship Fund**<br>3100 Main, Suite 12B12, MC 1148<br>Houston, Texas 77002 | N/A | Public | Unrestricted use by HCC Employee Scholarship Fund | Person or Business [X]<br>200 00 |
| **Impact Houston Church of Christ**<br>1704 Weber Dr<br>Houston, Texas 77007 | N/A | Public | Unrestricted use by Impact Houston Church of Christ | Person or Business [X]<br>15,000 00 |
| **Junior Achievement of Southeast Texas**<br>215 E Governors Circle<br>Houston, Texas 77092 | N/A | Public | Unrestricted use by Junior Achievement of Southeast Texas | Person or Business [X]<br>4,150 00 |
| **Kingdom Giving Fund (Christian Community Fdtn)**<br>10807 New Allegiance Drive No 240<br>Colorado Springs, CO 80921 | N/A | Public | Unrestricted use by Kingdom Giving Fund (Christian Community Fdtn) | Person or Business [X]<br>45,000 00 |
| **Loving Houston**<br>2916 W TC Jester, No 200<br>Houston, Texas 77018 | N/A | Public | Unrestricted use by Loving Houston | Person or Business [X]<br>30,000 00 |
| **LSU Foundation**<br>3796 Nicholson Drive<br>Baton Rouge, LA 70802 | N/A | Public | Unrestricted use by LSU Foundation | Person or Business [X]<br>20,250 00 |
| **Marine Corps Scholarships**<br>909 N Washington St Suite 400<br>Alexandria, VA 22314 | N/A | Public | Unrestricted use by Marine Corps Scholarships | Person or Business [X]<br>300,000 00 |
| **Memorial Assistance Ministries**<br>1625 Blalock Road<br>Houston, TX 77080 | N/A | Public | Unrestricted use by Memorial Assistance Ministries | Person or Business [X]<br>25,000 00 |
| **Memorial Drive Presbyterian Church**<br>11612 Memorial Drive<br>Houston, Texas 77024 | N/A | Public | Unrestricted use by Memorial Drive Presbyterian Church | Person or Business [X]<br>1,200,000 00 |
| **NC State Engineering Foundation**<br>NCSU Box 7207<br>Raleigh,NC 27695-7207 | N/A | Public | Unrestricted use by NC State Engineering Foundation | Person or Business [X]<br>200 00 |
| **One Goal**<br>180 N Wabash Ave No 800<br>Chicago, Illinois 60601 | N/A | Public | Unrestricted use by One Goal | Person or Business [X]<br>400,000 00 |
| **Presbyterian Children's Home**<br>5920 W William Cannon Drive, Bldg 3 - Suite 100<br>Austin, Texas 78749 | N/A | Public | Unrestricted use by Presbyterian Children's Home | Person or Business [X]<br>200,000 00 |
| **Reality Ministries** | | | | Person or |

 

| Recipient Name and Address | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Person or Business Checkbox | Amount |
|---|---|---|---|---|---|
| PO Box 242<br>Durham, NC 27702 | N/A | Public | Unrestricted use by Reality Ministries | Business X | 25,000 00 |
| **Salvation Army**<br>1500 Austin Street<br>Houston, Texas 77002 | N/A | Public | Unrestricted use by Salvation Army | Person or Business X | 5,000 00 |
| **Sam Houston Area Council Boy Scouts**<br>2225 N Loop West<br>Houston, Texas 77008 | N/A | Public | Unrestricted use by Sam Houston Area Council Boy Scouts | Person or Business X | 8,333 00 |
| **Small Steps Nurturing Center**<br>1709 DePelchin<br>Houston, Texas 77007 | N/A | Public | Unrestricted use by Small Steps Nurturing Center | Person or Business X | 225,000 00 |
| **Sports Authority Foundation**<br>701 Avenida De Las American Suite 450<br>Houston, Texas 77010 | N/A | Public | Unrestricted use by Sports Authority Foundation | Person or Business X | 5,000 00 |
| **Spring Spirit**<br>P O Box 550549<br>Houston, Texas 77255 | N/A | Public | Unrestricted use by Spring Spirit | Person or Business X | 13,334 00 |
| **Star of Hope Mission**<br>4848 Loop Central Suite 500<br>Houston, Texas 77081-2356 | N/A | Public | Unrestricted use by Star of Hope Mission | Person or Business X | 200,000 00 |
| **Stoney Creek Ranch**<br>510 Bering Drive, Suite 100<br>Houston, Texas 77057 | N/A | Public | Unrestricted use by Stoney Creek Ranch | Person or Business X | 5,000 00 |
| **The Antioch Partners**<br>11612 Memorial Drive<br>Houston, Texas 77024 | N/A | Public | Unrestricted use by The Antioch Partners | Person or Business X | 10,000 00 |
| **The Astros Foundation**<br>P O Box 288<br>Houston, TX 77001-0288 | N/A | Public | Unrestricted use by The Astros Foundation | Person or Business X | 8,800 00 |
| **The Broach Foundation for Brain Cancer Research**<br>2776 Bissonnet Street<br>Houston, TX 77005 | N/A | Public | Unrestricted use by The Broach Foundation for Brain Cancer Research | Person or Business X | 12,500 00 |
| **The Kincaid School**<br>201 Kincaid School Drive<br>Houston, Texas 77024 | N/A | Public | Unrestricted use by The Kincaid School | Person or Business X | 500 00 |
| **Trees of Hope**<br>3330 Audley Street, Suite 104<br>Houston, Texas 77098 | N/A | Public | Unrestricted use by Trees of Hope | Person or Business X | 12,500 00 |
| **University of Penn Orphan Disease Cntr (Verti)**<br>211 N 13th Street No 303<br>Philadelphia, PA 19107 | N/A | Public | Unrestricted use by University of Penn Orphan Disease Cntr (Verti) | Person or Business X | 5,000 00 |
| **WorkFaith Connection**<br>10120 Northwest Freeway Suite 200<br>Houston, Texas 77092 | N/A | Public | Unrestricted use by WorkFaith Connection | Person or Business X | 300,000 00 |
| **YES Prep Public Schools**<br>6201 Bonhomme Suite 168N<br>Houston, Texas 77036 | N/A | Public | Unrestricted use by YES Prep Public Schools | Person or Business X | 20,000 00 |
| **YoungLife**<br>P O Box 520<br>Colorado Springs, CO 80901 | N/A | Public | Unrestricted use by YoungLife | Person or Business X | 20,000 00 |
| **Total** | | | 3a | | 3,233,003 |

**Miscellaneous Statement** **2019**

| Name | Identification Number |
|---|---|
| Phillips Family Foundation | 75-0590214 |

| | | |
|---|---|---|
| Amount Due From Director | 17946 | |
| The Foundation made grants to several charities during 2019 that were determined during the preparation of the 2019 Form 990-PF to have had quid-pro-quos that benefited one or more of the directors. The total amount of the quid-pro-quo has been reported as a receivable as of December 31, 2019 and collected from the directors during 2020. | | |
| Total . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | |

cpcv0801 SCR 04/23/19