

Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2018 or tax year beginning 2018, and ending 20

Name of foundation: THE JAY AND ROSE PHILLIPS FAMILY FOUNDATION OF MINNESOTA. Employer identification number: 27-4196509. Telephone number: (612) 623-1654. City: MINNEAPOLIS MN 55413-3061. Accounting method: Cash.

3 P

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Interest, Dividends, Net rental income, Net gain, Capital gain, Gross sales, Other income, Total operating and administrative expenses, Total expenses and disbursements, and Adjusted net income.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		18,065.	18,065.
	2 Savings and temporary cash investments	3,781,894.	824,904.	824,904.
	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) ▶ 60,263. Less: allowance for doubtful accounts ▶ 0.	L-7 Stmt 0.	60,263.	0.
	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	19,756,152.	21,746,758.	25,556,110.
	c Investments—corporate bonds (attach schedule) L-10c Stmt	9,746,136.	9,475,386.	9,061,330.
	11 Investments—land, buildings, and equipment, basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) L-13 Stmt	19,760,761.	22,186,393.	28,757,525.
	14 Land, buildings, and equipment, basis ▶ 35,782. Less: accumulated depreciation (attach schedule) ▶ L-14 Stmt 29,531.	10,600.	6,251.	6,251.
15 Other assets (describe ▶ L-15 Stmt)	3,242.	3,166.	3,166.	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	53,058,785.	54,321,186.	64,227,351.	
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) L-21 Stmt	0.	60,000.	
	22 Other liabilities (describe ▶ L-22 Stmt)	85,896.	1,292.	
	23 Total liabilities (add lines 17 through 22)	85,896.	61,292.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	52,972,889.	54,259,894.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	52,972,889.	54,259,894.		
31 Total liabilities and net assets/fund balances (see instructions)	53,058,785.	54,321,186.		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	52,972,889.
2	Enter amount from Part I, line 27a	2	1,287,005.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	54,259,894.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	54,259,894.

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	MARATHON-LONDON CAPITAL GAIN	P		
b	SILCHESTER INTL INVESTORS CAPITAL GAIN	P		
c	JP MORGAN SECURITEIS	P		
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	397,429.	0.	397,429.	
b	572,437.	0.	572,437.	
c	9,593,852.	6,840,504.	2,753,348.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				397,429.
b				572,437.
c				2,753,348.
d				
e				
2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	3,723,214.	
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))
2017	3,747,295.	68,691,793.	0.054552
2016	3,213,656.	64,180,413.	0.050072
2015	3,796,272.	67,881,048.	0.055925
2014	3,622,289.	70,088,340.	0.051682
2013	3,641,979.	66,097,675.	0.055100
2	Total of line 1, column (d)	2	0.267331
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	0.053466
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	69,795,541.
5	Multiply line 4 by line 3	5	3,731,688.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53,738.
7	Add lines 5 and 6	7	3,785,426.
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	4,032,396.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	53,738.	
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	53,738.	
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	53,738.	
6	Credits/Payments.			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	71,251.	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	65,000.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	136,251.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	82,513.	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax 82,513. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		x
1b		x
1c		x
2		x
3		x
4a		x
4b		
5		x
6	x	
7	x	
8a		
8b	x	
9		x
10		x

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Part VII-A Statements Regarding Activities (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions 11 X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions 12 X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.PHILLIPSFAMILYMN.ORG 13 X
14. The books are in care of PATRICK TROSKA Telephone no. (612) 623-1654 Located at 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN ZIP+4 55413
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here 15
16. At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 X

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here 1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? 1c 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? Yes No X
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? X Yes No
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) 3b 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 2018? 4b X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
PATRICK TROSKA 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN 55413	PRESIDENT 37.50	155,527.	29,602.	0.
DEAN PHILLIPS 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN 55413	CO-CHAIR/TREAS 2.00	0.	0.	0.
JEANNE PHILLIPS 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN 55413	CO-CHAIR 2.00	0.	0.	0.
See Statement	2.00	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
JOEL LUEDTKE 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN 55413	SR PROG OFFICER 37.50	100,983.	31,548.	0.
TRACY LAMPARTY 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN 55413	GRANTS & OPERATIONS 37.50	71,742.	21,992.	0.
ELIZABETH COCO 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS MN 55413	VIST PROG MANAGER 37.50	58,570.	12,958.	0.

Total number of other employees paid over \$50,000 **0**

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NORTHERN TRUST 230 PARK AVENUE NEW YORK NY 10169	INVESTMENT ADVISORY	171,810.
JP MORGAN 270 PARK AVENUE NEW YORK NY 10017	INVESTMENT ADVISORY	147,638.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 SEE ATTACHMENT 10	62,646.
2 SEE ATTACHMENT 11	26,989.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1. Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	68,500,176.
b Average of monthly cash balances	1b	2,358,241.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	70,858,417.
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	70,858,417.
4 Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	1,062,876.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,795,541.
6 Minimum investment return. Enter 5% of line 5	6	3,489,777.

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	3,489,777.
2a Tax on investment income for 2018 from Part VI, line 5	2a	53,738.
b Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	53,738.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,436,039.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,436,039.
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	3,436,039.

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	4,032,396.
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	4,032,396.
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	53,738.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,978,658.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,436,039.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018:				
a From 2013	398,158.			
b From 2014	197,119.			
c From 2015	465,665.			
d From 2016	49,345.			
e From 2017	373,663.			
f Total of lines 3a through e	1,483,950.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ <u>4,032,396.</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				3,436,039.
e Remaining amount distributed out of corpus	596,357.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,080,307.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	398,158.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,682,149.			
10 Analysis of line 9:				
a Excess from 2014	197,119.			
b Excess from 2015	465,665.			
c Excess from 2016	49,345.			
d Excess from 2017	373,663.			
e Excess from 2018	596,357.			

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 2018, 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				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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).)
- 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.
- 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
<p>a <i>Paid during the year</i> SEE ATTACHMENT</p>		PC		3,191,557.
Total				3a 3,191,557.
<p>b <i>Approved for future payment</i> SEE ATTACHMENT</p>		PC		3,510,656.
Total				3b 3,510,656.

Form 990-PF: Return of Private Foundation

Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors **Continuation Statement**

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
WALTER HARRIS 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS, MN 55413	DIRECTOR 1.00	0.	0.	0.
TYLER PHILLIPS 615 1ST AVENUE NE, SUITE 400 MINNEAPOLIS, MN 55413	DIRECTOR 1.00	0.	0.	0.
		0.	0.	0.

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

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
PAYROLL TAXES	22,874.			22,874.
EXCISE TAXES	50,000.			
FOREIGN TAXES	4,222.	4,222.		
Total	77,096.	4,222.		22,874.

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
TELEPHONE	8,617.			8,617.
STAFF EXPENSES	14,080.			14,080.
SERVICE CONTRACTS	8,667.			8,667.
COMPUTER EXPENSE	12,134.			12,134.
EQUIPMENT LEASE	4,657.			4,657.
OFFICE SUPPLIES	2,900.			2,900.
OFFICE EXPENSES	2,100.			2,100.
POSTAGE	306.			306.
MEMBERSHIPS	135.			135.
INSURANCE	2,770.			2,770.
UTILITIES	121.			121.
MISCELLANEOUS	4,938.			4,938.
CONSULTANTS:				
NORTH MINNEAPOLIS SCHOOL PROJECTS	102,695.			102,695.
NORTH MINNEAPOLIS REVITALIZATION PROJECT	26,989.			26,989.
75TH ANNIVERSARY HISTORY PROJECT	9,152.			9,152.
OTHER	19,937.			19,937.
VISTA EXPENSES				
LIVING ALLOWANCE	238,940.			238,940.
SALARIES	50,107.			50,107.
PAYROLL TAXES	3,620.			3,620.
EMPLOYEE BENEFITS	9,431.			9,431.
TRAINING	18,152.			18,152.
MISCELLANEOUS	21,103.			21,103.
LESS: VISTA REIMBURSEMENT	-278,707.			-278,707.

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
Total	282,844.			282,844.

Name THE JAY AND ROSE PHILLIPS FAMILY FOUNDATION OF MINNESOTA	Employer Identification No 27-4196509
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Asset Information:

Description of Property SECURITIES
Business Code _____ Exclusion Code . . . 18
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business . . .
Sales Price. . . 10,563,718. Cost or other basis (do not reduce by depreciation) . . . 6,840,504.
Sales Expense _____ Valuation Method _____
Total Gain (Loss) . . . 3,723,214. Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business . . .
Sales Price. _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business . . .
Sales Price. _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business . . .
Sales Price. _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code _____
Date Acquired _____ How Acquired _____
Date Sold _____ Name of Buyer _____
Check Box, if Buyer is a Business . . .
Sales Price. _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Totals:

Total Gain (Loss) of all assets 3,723,214.
Gross Sales Price of all assets 10,563,718.
Unrelated Business Income _____ Business Code _____
Excluded by section 512, 513, 514 . . . 3,723,214. Exclusion Code . . . 18
Related/Exempt Function Income _____

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Name THE JAY AND ROSE PHILLIPS FAMILY FOUNDATION OF MINNESOTA	Employer Identification No 27-4196509
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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
Nilan Johnson Lewis	LEGAL	4,017.			4,017.
Total to Form 990-PF, Part I, Line 16a		4,017.			4,017.

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
SMR	Accounting	14,223.	6,985.		7,238.
Total to Form 990-PF, Part I, Line 16b		14,223.	6,985.		7,238.

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
JPMORGAN	INVESTMENT ADVISOR	147,638.	147,638.		
NORTHERN TRUST	INVESTMENT ADVISOR	171,810.	171,810.		
Total to Form 990-PF, Part I, Line 16c		319,448.	319,448.		

Name THE JAY AND ROSE PHILLIPS FAMILY FOUNDATION OF MINNESOTA	Employer Identification No 27-4196509
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Lender Information:

Loan Receivable Type 4
 Borrowers Name 927 BUILDING LLC
 Borrower's Title NA
 Check Box, if Borrower is a Business .
 Relationship of Borrower (Other loans only) RELATED ENTITY
 Repayment Terms DUE ON DEMAND
 Borrower's Security NONE
 Purpose of Loan CHARITABLE
 Description of Consideration NONE
 Original Amount 60,263.
 Beginning Year Balance 0. Year End Balance 60,263.
 FMV at Year End 0. FMV of Consideration 0.
 Allowance for Doubtful Accounts(other loans only) 0.
 Date of Note 08/20/18 Maturity Date 09/30/19 Interest Rate 5.00

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

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

Name THE JAY AND ROSE PHILLIPS FAMILY FOUNDATION OF MINNESOTA	Employer Identification No 27-4196509
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
JP MORGAN - EQUITIES- ATTACHMENT 1	9,731,332.	10,511,337.
JP MORGAN - EQUITIES- ATTACHMENT 2	2,074,885.	2,040,482.
JP MORGAN - EQUITIES- ATTACHMENT 3	4,359,618.	5,356,472.
See L-10b Stmt	5,580,923.	7,647,819.
Totals to Form 990-PF, Part II, Line 10b	21,746,758.	25,556,110.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
JP MORGAN - FIXED INCOME - ATTACHMENT 1	1,976,398.	1,878,218.
JP MORGAN - FIXED INCOME - ATTACHMENT 6	5,756,564.	5,536,528.
JP MORGAN - FIXED INCOME - ATTACHMENT 7	1,742,424.	1,646,584.
Totals to Form 990-PF, Part II, Line 10c	9,475,386.	9,061,330.

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

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
JP MORGAN - HEDGE FUNDS - ATTACHMENT 1	3,485,893.	4,647,537.
JP MORGAN - HEDGE FUNDS - ATTACHMENT 8	1,040,907.	1,011,027.
JP MORGAN - PRIVATE INVESTMENTS - ATTACHMENT 9	7,111,103.	7,727,489.
See L-13 Stmt	10,548,490.	15,371,472.
Totals to Form 990-PF, Part II, Line 13	22,186,393.	28,757,525.

Name THE JAY AND ROSE PHILLIPS FAMILY FOUNDATION OF MINNESOTA	Employer Identification No 27-4196509
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Lender Information:

Loan Payable Type 3
Lender Name JP MORGAN CHASE
Lenders Title _____
Check Box, if Lender is a Business
Relationship of Lender NONE
Borrower's Security INVESTMENTS
Purchase Terms _____
Repayment Terms _____
Purpose of Loan CHARITABLE
Description of Consideration _____
Original Amount 60,000.
Beginning Year Balance 0. Year End Balance 60,000.
FMV of Consideration _____ Date of Note 08/06/18
Maturity Date 09/03/19 Interest Rate 5.00

Loan Payable Type _____
Lender Name _____
Lenders Title _____
Check Box, if Lender is a Business
Relationship of Lender _____
Borrower's Security _____
Purchase Terms _____
Repayment Terms _____
Purpose of Loan _____
Description of Consideration _____
Original Amount _____
Beginning Year Balance _____ Year End Balance _____
FMV of Consideration _____ Date of Note _____
Maturity Date _____ Interest Rate _____

Loan Payable Type _____
Lender Name _____
Lenders Title _____
Check Box, if Lender is a Business
Relationship of Lender _____
Borrower's Security _____
Purchase Terms _____
Repayment Terms _____
Purpose of Loan _____
Description of Consideration _____
Original Amount _____
Beginning Year Balance _____ Year End Balance _____
FMV of Consideration _____ Date of Note _____
Maturity Date _____ Interest Rate _____

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Additional information from your 2018 Federal Exempt Tax Return**Form 990-PF Part II Line 10, 12 and 13 Investments****L-10b Stmt****Continuation Statement**

Line 10b Description	Line 10b Book	Line 10b FMV
JP MORGAN - EQUITIES- ATTACHMENT 4	4,317,028.	6,227,603.
JP MORGAN - EQUITIES- ATTACHMENT 5	1,263,895.	1,420,216.
Total	5,580,923.	7,647,819.

Form 990-PF Part II Line 10, 12 and 13 Investments**L-13 Stmt****Continuation Statement**

Line 13 Description	Line 13 Book	Line 13 FMV
MARATHON-LONDON INTL EQUITY TRUST	682,052.	4,750,444.
SILCHESTER INTL EQUITY TRUST	9,866,438.	10,621,028.
Total	10,548,490.	15,371,472.