



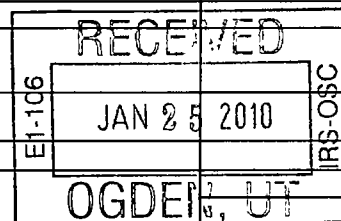
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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note:** The foundation may be able to use a copy of this return to satisfy state reporting requirements**2008****For calendar year 2008, or tax year beginning Jun 1, 2008, and ending May 31, 2009**

| | | | | | | |
|--|---|--|--------------|---|---|-------------|
| G Check all that apply | | Initial return | Final return | Amended return | Address change | Name change |
| Use the IRS label otherwise, print or type. See Specific Instructions. | Name of foundation THE DR. P. PHILLIPS FOUNDATION | | | | A Employer identification number 59-6135403 | |
| | Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. BOX 3753 | | | | B Telephone number (see the instructions) (407) 422-6105 | |
| | City or town State ZIP code ORLANDO FL 32802 | | | | C If exemption application is pending, check here <input type="checkbox"/> | |
| | H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 35,076,243. | | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | | |

| 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 the instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (att sch) | | | | | |
| 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 78,715. | 78,715. | | |
| 4 Dividends and interest from securities | | 829,405. | 829,405. | | |
| 5a Gross rents | | 82,913. | 82,913. | | |
| b Net rental income or (loss) 73,061. | | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | | -3,237,160. | | | |
| b Gross sales price for all assets on line 6a 18,888,774. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit/(loss) (att sch) | | | | | |
| 11 Other income (attach schedule) Stmt 1 | | 193,942. | 193,942. | | |
| 12 Total. Add lines 1 through 11 | | -2,052,185. | 1,184,975. | | |
| 13 Compensation of officers, directors, trustees, etc | | 8,000. | | | 8,000. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees (attach schedule) Stmt 1 | | 1,719. | | | 1,719. |
| b Accounting fees (attach sch) Stmt 1 | | 6,500. | 6,500. | | |
| c Other prof fees (attach sch) Stmt 1 | | 453,329. | 244,038. | | 209,291. |
| 17 Interest | | 367. | 367. | | |
| 18 Taxes (attach schedule) Stmt 1 | | 32,451. | 4,531. | | 17,009. |
| 19 Depreciation (attach sch) and depletion STMT 2 | | 3,321. | 3,321. | | |
| 20 Occupancy | | 0. | | | 0. |
| 21 Travel, conferences, and meetings | | 13,986. | | | 13,986. |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) Stmt 2 | | 88,762. | 14,295. | | 74,467. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 608,435. | 273,052. | | 324,472. |
| 25 Contributions, gifts, grants paid | | 1,211,424. | | | 1,211,424. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 1,819,859. | 273,052. | | 1,535,896. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | -3,872,044. | | | |
| b Net investment income (if negative, enter -0-) | | | 911,923. | | |
| c Adjusted net income (if negative, enter -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

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

| | | | | | |
|------------------------------------|---|---|---|-------------|-------------|
| ASSETS | 1 | Cash — non-interest-bearing | -962,455. | -93,452. | -93,452. |
| | 2 | Savings and temporary cash investments | 2,038,601. | 4,931,766. | 4,931,766. |
| | 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 the instructions) | | | |
| | 7 | Other notes and loans receivable (attach sch) 150,000. | STMT 3 | | |
| | | Less: allowance for doubtful accounts 0. | 300,000. | 150,000. | 150,000. |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | 32,604. | 10,912. | 10,912. |
| | 10a | Investments — U.S. and state government obligations (attach schedule) 0 | | | |
| | b | Investments — corporate stock (attach schedule) Stmt 4 | 33,716,396. | 26,195,002. | 25,212,333. |
| | c | Investments — corporate bonds (attach schedule) 0 | | | |
| | LIABILITIES | 11 | Investments — land, buildings, and equipment basis 143,003. | | |
| | | Less: accumulated depreciation (attach schedule) Stmt 5 117,599. | 28,725. | 25,404. | 825,000. |
| 12 | | Investments — mortgage loans | | | |
| 13 | | Investments — other (attach schedule) | | | |
| 14 | | Land, buildings, and equipment basis 2,233,664. | | | |
| | | Less: accumulated depreciation (attach schedule) Stmt 5 0. | 1,994,483. | 2,233,664. | 4,039,684. |
| 15 | | Other assets (describe) | | | |
| 16 | | Total assets (to be completed by all filers — see instructions. Also, see page 1, item I) | 37,148,354. | 33,453,296. | 35,076,243. |
| 17 | | Accounts payable and accrued expenses | 12,833. | 189,819. | |
| 18 | | Grants payable | | | |
| 19 | Deferred revenue | | | | |
| 20 | Loans from officers, directors, trustees, & other disqualified persons | | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | | |
| 22 | Other liabilities (describe LEASE DEPOSITS) | 17,800. | 17,800. | | |
| 23 | Total liabilities (add lines 17 through 22) | 30,633. | 207,619. | | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 37,117,721. | 33,245,677. | |
| | 30 | Total net assets or fund balances (see the instructions) | 37,117,721. | 33,245,677. | |
| | 31 | Total liabilities and net assets/fund balances (see the instructions) | 37,148,354. | 33,453,296. | |

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 | 37,117,721. |
| 2 | Enter amount from Part I, line 27a | 2 | -3,872,044. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 33,245,677. |
| 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 | 33,245,677. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|--|---|-------------------------------------|
| 1a PUBLICLY TRADED SECURITIES | | P | Various | Various |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 18,888,774. | | 22,125,934. | -3,237,160. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | -3,237,160. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|--|--|--|---|-------------|
| 2 Capital gain net income or (net capital loss) | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | | 2 | -3,237,160. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div> | | 3 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see 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 (column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2007 | 1,933,470. | 37,453,048. | 0.051624 |
| 2006 | 1,573,954. | 36,360,821. | 0.043287 |
| 2005 | 1,387,928. | 34,535,680. | 0.040188 |
| 2004 | 1,508,946. | 32,559,829. | 0.046344 |
| 2003 | 1,013,652. | 31,104,601. | 0.032588 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0.214031 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.042806 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 30,423,021. |
| 5 Multiply line 4 by line 3 | 5 | 1,302,288. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 9,119. |
| 7 Add lines 5 and 6 | 7 | 1,311,407. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,579,232. |

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.

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Form 990-PF (2008)

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

| | | | |
|---|------------|---------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions) | | 1 | 9,119. |
| 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 | | | |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 9,119. |
| 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 | 9,119. |
| 6 Credits/Payments | | | |
| a 2008 estimated tax pmts and 2007 overpayment credited to 2008 | 6a 10,912. | | |
| 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 | 10,912. | |
| 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 | 1,793. | |
| 11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 1,793. Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i> | | 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? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) FL - Florida | | |
| 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? <i>If 'No,' attach explanation</i> | 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | 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)(3)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.drphillips.org</u> | 13 | X | |
| 14 | The books are in care of <u>ROBERT L. MELLEN, III, PRESIDENT</u> Telephone no <u>(407) 422-6105</u> Located at <u>60 W. ROBINSON STREET</u> <u>ORLANDO</u> <u>FL</u> ZIP + 4 <u>32801-1615</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | | | |

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 |
|--|-----|----|
| 1 a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 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 2008? | 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | | |
| 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 the 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | | |
| 3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If 'Yes,' did it have excess business holdings in 2008 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 2008.) | 3b | |
| 4 a 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 2008? | 4b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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

If you answered 'Yes' to 6b, also file Form 8870

X

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|--|---|---|---------------------------------------|
| SEE STATEMENT 6 | | 8,000. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|--|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

None

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 |
|--|--------------------------|------------------|
| DR. PHILLIPS, INC. P.O. BOX 3753 ORLANDO, FL 32802 | GRANT ADMIN/COST SHARING | 478,859. |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | None |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|--|----------|
| 1 MAINTAIN AND IMPROVE PROGRAM RELATED INVESTMENT PROPERTY, RECREATIONAL FACILITIES AND LAND IMPROVEMENTS. FACILITIES SERVE THE DR. PHILLIPS COMMUNITY IN ORANGE COUNTY, FLORIDA. | 65,207. |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|---------|
| 1 PURCHASE OF MUSICAL INSTRUMENTS TO BE ON PERMANENT LOAN TO THE ORLANDO PHILHARMONIC ORCHESTRA | 43,336. |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |
| Total. Add lines 1 through 3 | 43,336. |

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Form 990-PF (2008)

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 | 24,058,253. |
| b Average of monthly cash balances | 1b | 6,976,544. |
| c Fair market value of all other assets (see instructions) | 1c | 825,000. |
| d Total (add lines 1a, b, and c) | 1d | 31,859,797. |
| 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 | 31,859,797. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3. See Statement 7 (for greater amount, see instructions) | 4 | 1,436,776. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 30,423,021. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 1,521,151. |

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 | 1,521,151. |
| 2a Tax on investment income for 2008 from Part VI, line 5 | 2a | 9,119. |
| b Income tax for 2008 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 9,119. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,512,032. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 1,512,032. |
| 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 | 1,512,032. |

Part XII Qualifying Distributions (see instructions)

| | | |
|--|----|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 | 1a | 1,535,896. |
| b Program-related investments — total from Part IX-B | 1b | 43,336. |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,579,232. |
| 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 | 9,119. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,570,113. |

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.

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Form 990-PF (2008)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2007 | (c) 2007 | (d) 2008 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 1,512,032. |
| 2 Undistributed income, if any, as of the end of 2007: | | | | |
| a Enter amount for 2007 only | | | 0. | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2008 | | | | |
| a From 2003 | 0. | | | |
| b From 2004 | 0. | | | |
| c From 2005 | 0. | | | |
| d From 2006 | 0. | | | |
| e From 2007 | 69,915. | | | |
| f Total of lines 3a through e | 69,915. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,579,232. | | | | |
| a Applied to 2007, 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 2008 distributable amount | | | | 1,512,032. |
| e Remaining amount distributed out of corpus | 67,200. | | | |
| 5 Excess distributions carryover applied to 2008 (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 | 137,115. | | | |
| 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 2007 Subtract line 4a from line 2a Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 137,115. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2004 | 0. | | | |
| b Excess from 2005 | 0. | | | |
| c Excess from 2006 | 0. | | | |
| d Excess from 2007 | 69,915. | | | |
| e Excess from 2008 | 67,200. | | | |

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

N/A

- | | | | | | | |
|--|----------|---------------|----------|----------|--|-------------------------------------|
| 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling | | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section | | | | | <input type="checkbox"/> 4942(j)(3) or | <input type="checkbox"/> 4942(j)(5) |
| 2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total | |
| | (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | | |
| 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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 8

- b** The form in which applications should be submitted and information and materials they should include

SEE STATEMENT 8

- c Any submission deadlines:

SEE STATEMENT 8

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE STATEMENT 8

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|-------------------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE STATEMENT 9 | | | | 1,211,424. |
| Total | | | 3a | 1,211,424. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (see the instructions) |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 78,715. | |
| 4 Dividends and interest from securities | | | 14 | 829,405. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 73,061. | |
| 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 | -3,237,160. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue | | | | | |
| a MISC | | | 16 | 755. | |
| b PROGRAM RELATED RENTAL INCOME | | | 16 | 193,187. | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | -2,062,037. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | -2,062,037. |

(See worksheet in the instructions for line 13 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 the instructions) |
|---------------|--|
| 17 | |
| 18 | |
| 19 | |
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| 50 | |

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| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes |
|---|---|---------------------------------|-------------------------------|--|
| <u>PART I LINE 11 - OTHER INCOME</u> | | | | |
| Program Related Rental Income | \$ 193,187 | \$ 193,187 | \$ - | \$ - |
| Commissions - Sales & Use Tax | 135 | 135 | - | - |
| Other Income | 620 | 620 | - | - |
| Total Other Income | <u>\$ 193,942</u> | <u>\$ 193,942</u> | <u>\$ -</u> | <u>\$ -</u> |
| <u>PART I LINE 16a - LEGAL FEES</u> | | | | |
| Portion attributable to legal advice concerning charitable activities | \$ 1,719 | \$ - | \$ - | \$ 1,719 |
| Portion attributable to legal advice concerning investment activities | - | - | - | - |
| Total Legal Fees | <u>\$ 1,719</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 1,719</u> |
| <u>PART I LINE 16b - ACCOUNTING FEES</u> | | | | |
| Portion attributable to review of Audit & Tax Return for charitable activities | \$ - | \$ - | \$ - | \$ - |
| Portion attributable to review of Audit & Tax Return for investment income | 6,500 | 6,500 | - | - |
| Total Accounting Fees | <u>\$ 6,500</u> | <u>\$ 6,500</u> | <u>\$ -</u> | <u>\$ -</u> |
| <u>PART I LINE 16c - OTHER PROF FEES</u> | | | | |
| Management Fees | \$ 244,038 | \$ 244,038 | \$ - | \$ - |
| Grant Administration | 209,291 | - | - | 209,291 |
| Total Other Prof Fees | <u>\$ 453,329</u> | <u>\$ 244,038</u> | <u>\$ -</u> | <u>\$ 209,291</u> |
| <u>PART I LINE 18 - TAXES</u> | | | | |
| Real Estate Taxes | \$ 21,540 | \$ 4,531 | \$ - | \$ 17,009 |
| Excise Tax | 10,911 | - | - | - |
| Total Taxes | <u>\$ 32,451</u> | <u>\$ 4,531</u> | <u>\$ -</u> | <u>\$ 17,009</u> |

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PART I LINE 19 - DEPRECIATION

| (a) Description | (b) Date Acquired | (c) Cost Basis | (d) Depreciation Allowed in Prior Years | (e) Method | (f) Life | (g) Depreciation |
|---|-------------------------|-------------------|--|---------------|-------------|---------------------|
| Investment Assets: | | | | | | |
| Buildings | Various | \$ 112,387 | \$ 85,305 | SL | Various | \$ 3,321 |
| Land Improvements | Various | 10,058 | 10,058 | SL | Various | - |
| Equipment | Various | 15,594 | 15,594 | SL | Various | - |
| Total Depreciation on Investment Assets | | | | | | <u>\$ 3,321</u> |
| Exempt Assets | | | | | | <u>\$ -</u> |

| (a) Revenue and expenses | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes |
|-----------------------------------|------------------------------------|-------------------------------|--|
|-----------------------------------|------------------------------------|-------------------------------|--|

PART 1 LINE 23 - OTHER

| | | | | |
|----------------------------|------------------|------------------|-------------|------------------|
| Repairs & Maintenance | \$ 32,350 | \$ - | \$ - | \$ 32,350 |
| Miscellaneous | 1,447 | - | - | 1,447 |
| Office | 25,673 | 12,234 | - | 13,439 |
| Property Owners Assessment | 5,050 | - | - | 5,050 |
| Insurance | 10,018 | 2,061 | - | 7,957 |
| Dues & Subscriptions | 9,839 | - | - | 9,839 |
| Utilities | 4,385 | - | - | 4,385 |
| Total Other | <u>\$ 88,762</u> | <u>\$ 14,295</u> | <u>\$ -</u> | <u>\$ 74,467</u> |

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PART II LINE7 - OTHER NOTES AND LOANS RECEIVABLE

| | |
|----------------------|---|
| Borrower's Name | Catholic Charities of Central Florida, Inc. |
| Balance at 6/1/08 | \$300,000 |
| Balance at 5/31/09 | \$150,000 |
| Borrower's Security | Property located at 589 Bablonica Ave., Orlando, FL |
| Date of Note | 4/26/2007 |
| Maturity Date | 3/31/2010 |
| Repayment Terms | Interest payable annually beginning 3/31/08 and continuing annually until paid in full. Principal is payable on or before 3/31/10. The remaining \$150,000 balance of the note will be forgiven upon the successful renovation of the real property improvements collateralizing the note and opening of such improvements for their approved use |
| Interest Rate | 3% |
| Original Loan Amount | \$300,000 |

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PART II LINE 10b - INVESTMENTS - CORPORATE STOCK

| | | | End of Year | |
|---|----------------------|--------------------|-----------------------------|-----------------------------|
| | Investment Type | Type of Account | Book Value | Fair Market Value |
| <u>Corporate Stock Funds:</u> | | | | |
| Kalmar Investments, Inc. (Various CUSIPs) | Small Cap Growth | Individual Manager | 1,108,102 | 959,126 |
| Vanguard Institutional Index Fund (CUSIP 922040100) | S & P 500 Index | Mutual Fund | 2,259,433 | 1,971,898 |
| Boston Partners (Various CUSIPs) | Large Cap Value | Individual Manager | 2,023,744 | 1,987,194 |
| Columbus Circle (Various CUSIPs) | Large Cap Growth | Individual Manager | 1,923,293 | 1,945,060 |
| Dodge & Cox International Stock Fund (CUSIP 256206103) | International Value | Mutual Fund | 1,671,313 | 1,454,565 |
| American Funds Europacific Growth Fund (CUSIP 298706102) | International Growth | Mutual Fund | 1,594,177 | 1,425,276 |
| Franklin Value Invs TR (CUSIP 355148503) | Small Cap Value | Mutual Fund | 1,059,927 | 975,056 |
| Total Corporate Stock Funds | | | <u>\$ 11,639,989</u> | <u>\$ 10,718,175</u> |
| <u>Fixed Income Funds:</u> | | | | |
| Dodge & Cox Income Fund (CUSIP 256210105) | Fixed Income | Mutual Fund | 7,259,151 | 7,182,697 |
| Vanguard Total Bond Market Index Fund (CUSIP 921937504) | Fixed Income | Mutual Fund | 7,295,862 | 7,311,461 |
| Total Fixed Income Funds | | | <u>\$ 14,555,013</u> | <u>\$ 14,494,158</u> |
| TOTAL LINE 10b | | | <u><u>\$ 26,195,002</u></u> | <u><u>\$ 25,212,333</u></u> |

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| | Cost | Accumulated Depreciation | Book Value | Fair Market Value |
|--|-------------------|-----------------------------|------------------|----------------------|
| <u>PART II LINE 11 - INVESTMENTS - LAND, BUILDINGS AND EQUIPMENT</u> | | | | |
| Buildings | \$ 112,387 | \$ 91,947 | \$ 20,440 | |
| Land Improvements | 10,058 | 10,058 | - | |
| Equipment | 15,594 | 15,594 | - | |
| Land | 4,964 | - | 4,964 | |
| Total Investment | <u>\$ 143,003</u> | <u>\$ 117,599</u> | <u>\$ 25,404</u> | <u>\$ 825,000</u> |

PART II LINE 14 - LAND, BUILDINGS AND EQUIPMENT

| | | | | |
|-------------------------|---------------------|-------------|---------------------|---------------------|
| Land | \$ 428,379 | \$ - | \$ 428,379 | |
| Buildings | 902,966 | - | 902,966 | |
| Machinery and Equipment | 48,457 | - | 48,457 | |
| Musical Instruments | 53,803 | - | 53,803 | |
| Land Improvements | 613,797 | - | 613,797 | |
| Construction in Process | 186,262 | - | 186,262 | |
| | <u>\$ 2,233,664</u> | <u>\$ -</u> | <u>\$ 2,233,664</u> | <u>\$ 4,039,684</u> |

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PART VIII, LINE 1 - LIST ALL OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS AND THEIR COMPENSATION

| (a) Name and address | (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 |
|---|---|---------------------|--|--|
| J A. Hinson ¹ P.O. Box 3753 Orlando, FL 32802 | Chairman/EVP Director 12 Hours | 2,875 | - | - |
| R L. Mellen, III ¹ P.O. Box 3753 Orlando, FL 32802 | President Director 12 Hours | 1,000 | - | - |
| E.M. Tukdarian ¹ P.O. Box 3753 Orlando, FL 32802 | Treasurer 8 Hours | - | - | - |
| H. L. Burnett ¹ P.O. Box 3753 Orlando, FL 32802 | Asst Sec/Treas Director 6 Hours | 1,750 | - | - |
| A F. Manley ¹ P.O. Box 3753 Orlando, FL 32802 | Secretary 20 Hours | - | - | - |
| Don Ammerman P.O. Box 3753 Orlando, FL 32802 | Director 2 Hours | - | - | - |
| Margaret G. Miller P.O. Box 3753 Orlando, FL 32802 | Director 2 Hours | - | - | - |
| James W. Ferber P.O. Box 3753 Orlando, FL 32802 | Director 2 Hours | - | - | - |
| E. F. Furey P.O. Box 3753 Orlando, FL 32802 | Director < 1 Hour | 1,625 | - | - |
| Dr. David F. Scott, Jr. P.O. Box 3753 Orlando, FL 32802 | Director < 1 Hour | 750 | - | - |
| | | 8,000 | - | - |

¹ In addition to the positions listed above these Officers are also employees of Dr. Phillips, Inc, a related exempt organization. The Foundation has a cost-sharing arrangement with Dr. Phillips, Inc, reported on line 3 of Part VIII included within the costs divided between the Foundation and Dr. Phillips are the following amounts of compensation paid by Dr. Phillips, Inc (as disclosed in its 2008 Form 990) to the persons who are also directors and officers of the Foundation

| Name | Title | Compensation | Contributions To Employee Benefit Plans | Expense Accounts & Other Allow. | Total |
|------------------|-----------------------------|--------------|---|---------------------------------|---------|
| J A. Hinson | Chairman / President | 308,625 | 51,912 | - | 360,537 |
| R L. Mellen, III | President | 258,750 | 13,800 | - | 272,550 |
| E M. Tukdarian | Treasurer | 130,579 | 37,686 | - | 168,265 |
| H L. Burnett | Asst. Secretary / Treasurer | 122,059 | 39,818 | - | 161,877 |
| A. F. Manley | Secretary | 101,912 | 31,463 | - | 133,375 |

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PART X LINE 4 - CASH DEEMED HELD FOR CHARITABLE ACTIVITIES

Actual administrative and other normal and current disbursements directly connected with the Foundation's charitable activity exceed 1 1/2% of the fair market value of all assets.

| | |
|---|----------------------------|
| Year Ended 5/31/09 | \$ 1,579,232 |
| Year Ended 5/31/08 | 1,944,381 |
| Year Ended 5/31/07 | 1,570,702 |
| Year Ended 5/31/06 | 1,388,128 |
| Year Ended 5/31/05 | 1,499,646 |
| | \$ 7,982,089 |
| | <u>5</u> |
| Average | <u>\$ 1,596,418</u> |
| Cash deemed held for charitable activities (90% of avg) | <u><u>\$ 1,436,776</u></u> |

The Dr. P. Phillips Foundation
59-6135403
Form 990-PF
Year ended May 31, 2009

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

Grant Program:

- a. The Dr. P. Phillips Foundation
P.O. Box 3753
Orlando, FL 32802
(407) 422-6105
Attn: R.L. Mellen, President
- b. Requests for grants should be on a grant application form that may be obtained by request to the address in item 2(a). Required attachments to the application include: (1) a copy of most recent 501(c)(3) certification from the IRS, (2) a signed statement that the 501(c)(3) certification from the IRS for your organization has not been revoked, (3) a signed statement that you are aware that any grant dollars received from this foundation cannot be used to lobby government officials or attempt to influence legislation or public policy, (4) a signed statement that your organization is not currently involved in any lawsuit either filed against it or filed on it's behalf, (5) an independent audit for the most recently completed fiscal year, (6) a management letter from your auditor, (7) if request is for equipment purchase, provide documentation that at least three bids have been obtained and justify selection of vendor, (8) if request is for facility construction or renovation, provide copy of project budget, plans, and documentation that at least three bids have been obtained and justify selection of vendor, (9) a copy of IRS Form 990 for the most recently completed fiscal year, and (10) directions to the location where you would like to hold a site visit for our board members to review and discuss the grant request with representatives from your organization. The application must be completed and mailed or delivered to the Foundation. It must be signed by the chief paid staff member and the Chairman or Vice-Chairman of the Board who is not a paid staff member, signifying board approval of the request.
- c. Proposals are generally accepted three times a year and will be considered at subsequent Board Meetings generally scheduled in January, May and September after it is verified that all of the required information has been provided. Proposals should be received by the specific due dates which are generally at least 45 days prior to the scheduled meetings.
- d. Principally to respond to the needs of Orange and Osceola County, Florida organizations tax-exempt under Section 501(c)(3) of the Internal Revenue Code. The Foundation does NOT make grants:
 - to individuals or private foundations
 - to social, religious, fraternal or veterans groups that primarily benefit their own members or adherents
 - to retire accumulated debt
 - for legislative lobbying or other political purposes

FORM 990PF
YEAR ENDED MAY 31, 2009

PART XV LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| Name | Location | Foundation Status of Recipient | Purpose | Amount |
|---|-------------------|-----------------------------------|-------------------------|-----------|
| Best Buddies International, Inc | Orlando, FL | 509(a)(2) | Youth Development | 15,000 |
| Birmingham Southern College | Birmingham, AL | 509(a)(1) | College/University | 1,000 |
| Bishop Grady Villas, Inc | St Cloud, FL | 509(a)(1) | General Social Services | 75,000 |
| Bok Tower Gardens Foundation, Inc (The) | Lake Wales, FL | 4940(d)(2) | Cultural | 3,000 |
| Boys & Girls Clubs of Central Florida, Inc | Orlando, FL | 509(a)(1) | Youth Development | 5,000 |
| Campus Crusade For Chnst, Inc | Orlando, FL | 509(a)(1) | Religious | 2,500 |
| Central Florida Fellowship of Chnstian Athletes | Winter Park, FL | 509(a)(1) | Youth/Recreation | 5,000 |
| Central Florida Young Men's Chnstian Association | Orlando, FL | 509(a)(2) | Youth Development | 3,000 |
| Church of God Ministries | Anderson, IN | 509(a)(1) | Religious | 1,000 |
| Coalition for the Homeless of Central Florida, Inc | Orlando, FL | 509(a)(1) | General Social Services | 24,826 |
| Community Concepts Services | Orlando, FL | 509(a)(1) | Youth Development | 21,110 |
| Edgewood Children's Ranch, Inc | Orlando, FL | 509(a)(1) | Youth Development | 15,316 |
| Edgewood Ranch Endowment, Inc | Windermere, FL | 509(a)(1) | Youth Development | 25,000 |
| Embry-Riddle Aeronautical University Inc | Daytona Beach, FL | 509(a)(1) | College/University | 1,000 |
| First Alliance Church of Orlando of the Chnstian and Missionary Alliance, Inc (The) | Orlando, FL | 509(a)(1) | Religious | 5,000 |
| First Presbyterian Church of Maitland, Inc | Maitland, FL | 509(a)(1) | Religious | 2,500 |
| Flonda Senior Programs, Inc | Orlando, FL | 509(a)(1) | General Social Services | 40,023 |
| Flonda United Methodist Children's Home, Inc | Enterprise, FL | 509(a)(1) | General Social Services | 5,000 |
| Girl Scouts of Citrus Council, Inc | Orlando, FL | 509(a)(1) | Youth Development | 7,500 |
| Heart of Florida United Way | Orlando, FL | 509(a)(1) | General Social Services | 196,200 |
| Indiana State University | Terre Haute, IN | 509(a)(1) | College/University | 1,000 |
| Indiana State University Foundation, Inc | Bloomington, IN | 509(a)(1) | College/University | 6,000 |
| Junior Achievement of Central Florida, Inc | Orlando, FL | 509(a)(1) | Youth Development | 78,200 |
| Lake Highland Preparatory School, Inc | Orlando, FL | 509(a)(1) | Education | 1,000 |
| Life Concepts, Inc DBA Quest, Inc | Orlando, FL | 509(a)(1) | Handicap Services | 17,598 |
| Little League Baseball, Inc | St Petersburg, FL | 509(a)(1) | Youth Development | 5,000 |
| Messiah Choral Society, Inc | Orlando, FL | 509(a)(1) | Cultural | 1,000 |
| Oriando After-School All-Stars | Orlando, FL | 509(a)(1) | Youth Development | 6,000 |
| Orlando Health Foundation, Inc | Orlando, FL | 509(a)(1) | Health | 5,000 |
| Orlando Museum of Art, Inc | Orlando, FL | 509(a)(2) | Cultural | 1,800 |
| Orlando Opera Company, Inc | Orlando, FL | 509(a)(2) | Cultural | 2,500 |
| Orlando Philharmonic Orchestra, Inc (The) | Orlando, FL | 509(a)(2) | Cultural | 1,500 |
| Orlando Regional Healthcare Foundation, Inc | Orlando, FL | 509(a)(1) | Health | 500,000 |
| Osceola County Council on Aging, Inc | Kissimmee, FL | 509(a)(1) | General Social Services | 4,286 |
| Russell Home for Atypical Children, Inc | Orlando, FL | 509(a)(2) | General Social Services | 4,563 |
| Saint Andrew's Chapel, Inc | Sanford, FL | 509(a)(1) | Religious | 2,500 |
| Saint Andrews Presbyterian Church | Apopka, FL | 509(a)(1) | Religious | 2,000 |
| Shepherd's Hope, Inc | Orlando, FL | 509(a)(1) | Health | 75,000 |
| Special Olympics Florida, Inc | Clermont, FL | 509(a)(1) | Youth Development | 2,000 |
| Spouse Abuse, Inc dba Harbor House | Orlando, FL | 509(a)(1) | General Social Services | 4,052 |
| St Luke's United Methodist Church | Orlando, FL | 509(a)(1) | Religious | 5,000 |
| Student Leadership University | Orlando, FL | 509(a)(1) | Education | 11,650 |
| University of Georgia Foundation | Athens, GA | 509(a)(1) | College/University | 10,000 |
| University of South Florida Foundation, Inc | Tampa, FL | 509(a)(1) | College/University | 5,000 |
| Washington Shores Presbyterian Church | Orlando, FL | 509(a)(1) | Religious | 3,000 |
| West Orange Habitat for Humanity | Oakland, FL | 509(a)(1) | General Social Services | 2,500 |
| Winter Park Library Association | Winter Park, FL | 509(a)(1) | Education | (700) |
| TOTAL | | | | 1,211,424 |