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## Form **990-PF**

#### Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

SCANNED JUN 03-2010

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For ca	end	ar year 2009, or	tax year beginni	ng		, 2009	, and ending			,		
G Ch	eck a	all that apply:	Initial return	- [] Init	tial Return o	f a former p	ublic charity			Fin	al return	
_			Amended ref	turn	[	Address	change [	Nar	ne c	change		
Use t	he	Name of foundation	n						Α	Employer identification nu	mber	
IRS la	oel.	Phillips	Family Fou	<u>ndati</u>	on					75-0590214		
Otherw prin		Number and street	(or PO box number i	f mail is no	ot delivered to st	reet address)	Room/suite		В	Telephone number (see the	instructions)	
or typ	e.	P.O. Box	17149						<u>.                                    </u>	(713) 784-32	04	
See Spe Instruct	cific	]				State	ZIP code		С	If exemption application is	pending, check here	e <b>-</b>
	0115.	Sugar Lan				ΤX	77496-71	49	D	1 Foreign organizations, che	ck here	<b>&gt;</b>
н ö	_	type of organiz	_		1(c)(3) exem				[	2 Foreign organizations mee		heck
			<ol> <li>nonexempt cha</li> </ol>				rivate founda	_	E	here and attach computation if private foundation status		
		arket value of all ass Part II. column (c), III		J Ac	counting me		ash 💹 Acc	rual	-	under section 507(b)(1)(A)	, check here	▶ 🗍
•	i VIII i		•		Other (specify)				F	If the foundation is in a 60	month termination	
Partil	- <b>3</b> /		8,642. Revenue and	(Part I	, column (d) T	must be on	casn basis )			under section 507(b)(1)(B)	, check here	
L of the			ne total of amount	's in		enue and	(b) Net inve		nt	(c) Adjusted net	(d) Disburser	
	С	rolümns (b), (c),	, and (d) may not	neces-	expenses	per books	incon	ne		ıncome	for charita purpose	
	S	arily equal the a see the instructi	amounts in colum	n (a)							(cash basis	
	1		s, grants, etc, received	(att sch)	2.0	00.000.	AND THE	a 496 706	(4. 35	THE CONTRACTOR	<b>金融基理、</b>	9.5 9.8 <u>.</u>
	2		foundn is <b>not</b> req to a					Mr. 18 18				**************************************
	3		vings and tempo		7, 1,7						THE STATE	
		cash investme	ents	-		2,672.		<u>2,67</u>	2.			- 1 L
	4		terest from securities			3,819.	<del></del>	3,81	9.		1. 11. 11. 11. 11. 11. 11. 11. 11. 11.	***
	-	a Gross rents b Net rental income			- 200 CES-01-	10 m ( ) ( )	u-6a°5tin	P. C.	15.3	The Later of the L		33.5 T
D .		or (loss)	om sale of assets not o	n line 10	· · · · · · · · · · · · · · · · · · ·	<u>€₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩₩</u>	W YOU DE		1			
R E V		b Gross sales price		,544.			14.	* A				
Ā	7	assets on line 6a Capital gain net in	ncome (from Part IV, III				****	1	6.			37.
E N	8	Net short-tern	•	<b>-,</b>	11.00	A BA	4 4		- M		AND PARTY OF	3
U E	9	Income modif	ications		<b>全种种类的</b>		数和分配	4				<b>43</b>
Ε,	10	a Gross sales less returns and	1						, ,		THE STATE OF	
		allowances  Less Cost of					Contract of the				7	
		goods sold			<b>"是我们不是</b>	# 20 5 E		, 33	a P	TEN ASSESSMENT NEW YORK TO SEE		S :
		c Gross profit/(loss	s) (aπ scn) : (attach schedule	`	<u> </u>		A	9 (5.85	2 /3			K S. A. E.
	''	Other income	(attach schedule	,	}							
	12	Total. Add line	es 1 through 11	-	2,0	06,507.		6,50	7.			5-19-14-11 14-14-1
	13	Compensation of	officers, directors, trust	ees, etc								
	14	Other employee s	salaries and wages									
	15	•	s, employee bene	fits								
A	16	a Legal fees (attach	•								<u> </u>	
M		<b>b</b> Accounting fees (			<u> </u>							
Ņ		Other prof. fooc (s					<del></del>					
PS	7	IntRECE	INED O				<del></del>					
E R A A T	8	Taxes (attach schedule			ļ				_			- Lat
ŢŢ	8	Depreciation (	162010 9								<b>在《</b> 上》	
N V	207	Occupancy	1OI									
_	21	LTravel, confer		ngs					_			
A E X P	22	POGDE	<b>N</b> pildaligns <del>os (attach scho</del> dl	ulo)	<b></b>				_		· · · · · · · · · · · · · · · · · · ·	
EXPENS			•	k Fee	]	25.		2	5.		1	
N S	24	Total operating	ng and administra									
E S		expenses. Ad	ld lines 13 throug	h 23		25.			5.			
	25		-		1,0	56,350.		4			1,056,	<u>,350.</u>
	26	Total expense	es and disbursen	nents.	1 0	56 375		າ	5.		1,056,	350
	27	Add lines 24 a	and 25 26 from line 12:		1,0	56,375.		2		A.V.	1,000	330.
			enue over expen	ses	279220-704 -01 00000				<u> </u>			
	· ·	and disburse	ments			50,132.			76		70.	
i			come (if negative, ente					6,48	2.			1
		C. Adjusted net inco	me (if negative, enter-	-0-)	199-25-20 EV	<b>第37年</b>		No. of the last	超過			<b>X</b>

BAA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

TEEA0301 02/02/10

Balance Sheets  Attached schedules and amounts in the column should be for end-of-year amounts.		Attached schedules and amounts in the description	Beginning of year	End End	of year	
Si di	Balance Sheets column should be for end-of-year amounts only (See instructions )		(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	1 Cash – non-interest-bearing		2,250,981.	3,738,642.	<del></del>
	2					
	3					200.37
	ł	Less: allowance for o	doubtful accounts			
	4	Pledges receivable	<b>-</b>	A LOTTE		
	ļ	Less <sup>1</sup> allowance for o	doubtful accounts ►		<u></u>	
	5	Grants receivable				
	6	Receivables due from offic disqualified persons (attac	ers, directors, trustees, and other th schedule) (see the instructions)			
_	7	Other notes and loans rece	eivable (attach sch)			
S	ļ	Less: allowance for o	doubtful accounts 🛌	<u> </u>		
A S E T	8	Inventories for sale of	or use			
Ī	9	Prepaid expenses an	d deferred charges			
S	10 a	Investments – US a obligations (attach so	and state government chedule)			
	Į t	Investments — corporate s	stock (attach schedule)			
	] (	: Investments — corporate t	oonds (attach schedule)			
	11	Investments – land, equipment: basis	buildings, and			
		Less: accumulated depreci (attach schedule) .	ation			
	12	Investments - mortg	age loans			
	13		(attach schedule) L-13 Stmt	536,529.	0.	0.
	14	Land, buildings, and		1000 1000 1000 1000 1000 1000 1000 100	Marie Folder	<b>零羅書。松本</b>
		Less accumulated deprect (attach schedule)	<b>*</b>			
		Total assets (to be o	one <u>Grant to be returned</u> ) ompleted by all filers —		0.	0.
	1-		o, see page 1, item I)	2,788,510.	3,738,642.	3,738,642.
ī	l	Accounts payable an	d accrued expenses			
A B	i	Grants payable	•	<del></del>		
Ī	1	Deferred revenue	ors, trustees, & other disqualified persons	<del> </del>		
L	20	Mortgages and other notes	, , ,			
ţ	ļ	Other liabilities (desc	• •	<u></u>		
Ē		Other habilities (desc			<del></del>	
E S	23	Total liabilities (add				
	<u>.</u>		low SFAS 117, check here 4 through 26 and lines 30 and 31.	]		
N F	24	Unrestricted .				
N F	25	Temporarily restricted		<u></u>	<del></del>	
ם	26	Permanently restricted		ļ	<u> </u>	
A B S A E L		Foundations that do and complete lines 2	not follow SFAS 117, check here X 7 through 31.		i	
ΕL	27	Capital stock, trust pi	rincipal, or current funds .	2,788,510.	3,738,642.	
5 N	28	Paid-in or capital surplus,	or land, building, and equipment fund			
O E	29	Retained earnings, accumu	lated income, endowment, or other funds			
ŔŜ	30		and balances (see the instructions)	2,788,510.	3,738,642.	
	31	(see the instructions)	et assets/fund balances	2,788,510.	3,738,642.	
法回		Analysis of Chan	ges in Net Assets or Fund Balanc	es		
7	Total end-c	net assets or fund bal	lances at beginning of year – Part II, colun on prior year's return) .	nn (a), line 30 (must agr	ee with	2,788,510.
		amount from Part I, I	· · · · · ·		2	950,132.
		ncreases not included in lin			3	
4	Add I	ines 1, 2, and 3			4	3,738,642.
		ses not included in line 2 (i			5	
6	Total	net assets or fund bal	e 30 <b>6</b>	3,738,642.		

(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 acq P - Purch D - Donal					ase (month, day, yea	
1a 536544.27 Federated Treasury Obligation P						07/29/09
	<u>b</u>					
	<u>c</u>					
	d					
	<u>e</u>	, <del></del>				<u> </u>
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		<b>(h)</b> Gain (e) plus (f)	
	a 536,544.	0.	536	,528.		16.
	Ь					
	c					
	d					
	e					
	Complete only for assets showing	ng gain in column (h) and owned by	the foundation on 12/31/69	_	(I) Gains (C	olumn (h)
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (over column (j), if any		gain minus column than -0-) <b>or</b> Losses	(k), but not less
	a					16.
	<b>b</b>					
	c					
	d					
2	, , ,	oss) as defined in sections 1222(5) a	——————————————————————————————————————		2	16.
	If gain, also enter in Part I, line in Part I, line 8	8, column (c) (see the instructions).	if (loss), enter -u-	1	3	
Was	es,' the foundation does not qualif	is part blank.  on 4942 tax on the distributable among y under section 4940(e). Do not con each column for each year; see the	plete this part.		Yes	X No
	Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use asse		<b>(d)</b> Distribution (column (b) divideo	n ratio
	2008	1,325,150.	2,129	732	<del></del>	0.622214
	2007	1,834,454.	1,385			1.323804
	2007	727,100.	1,081			0.672334
	2005	928,900.		,971.	<del></del>	2.150376
_	2004	300,134.		,957.		1.864684
2	Total of line 1, column (d)				2	6.633412
3	Average distribution ratio for the	: 5-year base period – divide the tot has been in existence if less than 5	al on line 2 by 5, or by the years		3	1.326682
4	·	able-use assets for 2009 from Part >			4	2,325,269.
		and and accept for Edge Home are	,,		5	
5	5 Multiply line 4 by line 3					3,084,893.
6	Enter 1% of net investment inco				6	65.
7	7 Add lines 5 and 6					
•	Add lines 5 and 6	me (1% of Part I, line 27b)			7	3,084,958.
8	Enter qualifying distributions from				8	3,084,958. 1,056,350.

	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the inst	tructions)
1	a Exempt operating foundations described in section 4940(d)(2), check here	<b>BRANCH</b>
	Date of ruling or determination letter: (attach copy of letter if necessary - see instr.)	STREET STREET, ALL THE STREET, N. P. L.
1	b Domestic foundations that meet the section 4940(e) requirements in Part V,	130.
	check here ▶ 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-)	0.
3	Add lines 1 and 2	130.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	130.
6	Credits/Payments <sup>-</sup>	
á	a 2009 estimated tax pmts and 2008 overpayment credited to 2009 6a 2,576.	
	Exempt foreign organizations – tax withheld at source	
(	Tax paid with application for extension of time to file (Form 8868)  6c 0.	
	d Backup withholding erroneously withheld 6d	
	Total credits and payments Add lines 6a through 6d	2,576.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	2,446.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax	<del> </del>
Par	A Statements Regarding Activities	
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	Yes No
	participate or intervene in any political campaign?	1a X
t	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b X
	If the answer is 'Yes' to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	
6	EDID the foundation file Form 1120-POL for this year?  I Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.  (1) On the foundation  S  Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  S  T  T  T  T  T  T  T  T  T  T  T  T	1c X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?  If 'Yes,' attach a detailed description of the activities	2 X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3 X
<b>4</b> a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a X
E	olf 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	4b
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5 X
	If 'Yes,' attach the statement required by General Instruction T	<b>JHK7</b> 22
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	
	● By language in the governing instrument, or	
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6 X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7 X
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions)	
	TX - Texas	
ь	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9 X
10		10 X
DAA	, <u>, , , , , , , , , , , , , , , , , , </u>	Form 990-PE (2009)

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Form **990-PF** (2009

د ا	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		х
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	13	Х	
14	The books are in care of ► Jay F. Rea Telephone no ► (281)	565	-920	00
	Located at ► P.O. Box 17149 Sugar Land TX ZIP + 4 ► 77496-714			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<b>&gt;</b>	
	and enter the amount of tax-exempt interest received or accrued during the year		.—	
a Kili	By Statements Regarding Activities for Which Form 4720 May Be Required	<b>(5.88)</b>	V 1	
1 -	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.  During the year did the foundation (either directly or indirectly)		Yes	No
1 0	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a		li.	
	disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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 X No			
	(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )  Yes X No			
b	If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> 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)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here			1
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?			
	If 'Yes,' list the years ► 20, 20, 20		7.1	
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer 'No' and attach statement — see the instructions)	2b		
С	: If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here  20, 20, 20, 20			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
Ь	olf 'Yes,' did it have excess business holdings in 2009 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 2009.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ಕ್ಷೇತ್ರ ಚಿತ್ರದ	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 2009?	4b		X
AA	Fo	rm <b>99</b> 0	)-PF (2	2009)

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Statements Regarding Activity		n 4720 May Be Req	uired (continued)			
5a During the year did the foundation pay or incu-	•					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?					
(2) Influence the outcome of any specific publion, directly or indirectly, any voter registra	Yes X	No				
(3) Provide a grant to an individual for travel,	study, or other similar p	ourposes?	∐ Yes X	No		
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section	ian a charitable, etc, org 4940(d)(2)? (see instru	ganization described ctions)	Yes X	No S		
(5) Provide for any purpose other than religious educational purposes, or for the prevention	us, charitable, scientific, n of cruelty to children o	literary, or r animals?	Yes X	No S		
<b>b</b> If any answer is 'Yes' to 5a(1)-(5), did <b>any</b> of t described in Regulations section 53 4945 or in (see instructions)?	he transactions fail to q a current notice regard	ualify under the exception and disaster assistance	ons	5b		
Organizations relying on a current notice regain	ding disaster assistance	e check here	▶ [			
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure respons		mption from the	Yes	] No		
If 'Yes,' attach the statement required by Regu	lations section 53 4945-	5(d)				
6a Did the foundation, during the year, receive an on a personal benefit contract?	y funds, directly or indir	ectly, to pay premiums	Yes X	]No		
<b>b</b> Did the foundation, during the year, pay premi	ums, directly or indirectl	y, on a personal benefit	contract?	6b X		
If 'Yes' to 6b, file Form 8870						
7a At any time during the tax year, was the found	, ,			No 7b X		
b If yes, did the foundation receive any proceeds Patville Information About Officers, D						
and Contractors						
1 List all officers, directors, trustees, foundation			ıctions).	<del>,</del>		
(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances		
D, Martin Phillips	Trustee					
1100 Louisiana, Houston, TX 77002	1.00	0	0.	0.		
Liane M. Phillips	1.00			,		
1100 Louisiana,	Trustee					
Houston, TX 77002	1.00	0.	0.	_0.		
Gary R. Petersen			<del> = = = =</del>			
1100 Louisiana,	Trustee					
Houston, TX 77002	1.00	0.	0.	0.		
2 Compensation of five highest-paid employees	other than those incl	ded on line 1— see ins	tructions). If none, ent	er '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			сотрепации			
0						
0						
0			<del></del>			
0						
				<u></u>		
Total number of other employees paid over \$50,000				None		
BAA	TEEA0306 07	7/06/09		Form <b>990-PF</b> (2009)		

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Piew	Information About Officers, Directors, Trustees, Foundation Manager and Contractors (continued)	s, Highly Paid E	mployees,
3 Fiv	ve highest-paid independent contractors for professional services — (see instructions). If nor	ne,	
	(a) Name and address of each person paid more than \$50,000 (b) Type	of service	(c) Compensation
None			
			· · · · · · · · · · · · · · · · · · ·
Total nu	mber of others receiving over \$50,000 for professional services	<b>•</b>	None
	Summary of Direct Charitable Activities		None
cist the fou organizatio	undation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the ins and other beneficiaries served, conferences convened, research papers produced, etc	number of	Expenses
1 <u>N/</u>	<u>/A</u>		
			0.
2			
3			
4			
	Summary of Program-Related Investments (see instructions)		
	e the two largest program-related investments made by the foundation during the tax year on lii	nes 1 and 2	Amount
1			
2			
_	r program-related investments. See instructions		
3			
Fotal Ad	ld lines 1 through 3		

	Minimum Investment Return (All domestic foundations must complete this part. For see instructions.)		foundations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
•	Average monthly fair market value of securities	1a	264,264.
1	Average of monthly cash balances	1b	2,096,415.
•	Fair market value of all other assets (see instructions)	1c	0.
(	d Total (add lines 1a, b, and c)	1 d	2,360,679.
•	Reduction claimed for blockage or other factors reported on lines 1a and 1c		
	(attach detailed explanation)	]	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,360,679.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3		
7	(for greater amount, see instructions)	4	35,410.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,325,269.
6	Minimum investment return. Enter 5% of line 5	6	116,263.
23	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private oper	ating	foundations
	and certain foreign organizations check here ► and do not complete this pa	art.)	
1	Minimum investment return from Part X, line 6	1	116,263.
2 8	Tax on investment income for 2009 from Part VI, line 5	211	
Ł	Income tax for 2009 (This does not include the tax from Part VI)		
	: Add lines 2a and 2b .	2c	130.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	116,133.
4	Recoveries of amounts treated as qualifying distributions	4	
	Add lines 3 and 4	5	116,133.
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	116,133.
Par	t XIII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:	機圖	
'a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,056,350.
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 a	Amounts set aside for specific charitable projects that satisfy the: Suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)	3Ь	
	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,056,350.
	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,056,350.
J	registed quantiting distributions, obstract into a non-into		1,000,000

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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#### Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	<b>(c)</b> 2008	<b>(d)</b> 2009
Distributable amount for 2009 from Part XI.				
line 7				116,133
2 Undistributed income, if any, as of the end of 2009.		Tank K		
a Enter amount for 2008 only			0.	
<b>b</b> Total for prior years: 20, 20, 20				
<b>3</b> Excess distributions carryover, if any, to 2009 <b>a</b> From 2004 <b>292,784</b>				
<b>a</b> From 2004 292, 784 <b>b</b> From 2005 922, 367	一一一个。		4	
c From 2006 674, 050	- 在からくれた * 155、「東京 対象」を選集した * 7、神事の * 音楽なる			
d From 2007 1,775,059	一个有关的特别。 1. 10 10 10 10 10 10 10 10 10 10 10 10 10	12 <b>35</b> 93 13.4		
e From 2008 1, 221, 341.				
f Total of lines 3a through e	4,885,601.			
4 Qualifying distributions for 2009 from Part			المعارفين	
XII, line 4 ► \$1,056,350.				
a Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years				
(Election required – see instructions)			4.41.13	
c Treated as distributions out of corpus				
(Election required - see instructions)	BARANSON C BARANSON SAFAT			
d Applied to 2009 distributable amount				116,133
e Remaining amount distributed out of corpus	940,217.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the				Salana Ind.
same amount must be shown in column (a) )				
				作者 推 图示
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,825,818.			
•	3,023,010.	* 10 KUTAG JAK 2 S. 1880 JAK		
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		اً ٥٠		
c Enter the amount of prior years' undistribut-			FIRE CARE	
ed 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	Page A Company			
amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from				
line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines				
4d and 5 from line 1. This amount must be				0
distributed in 2010			4.6	U.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
		44		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	292,784.			
•		F 124	Prince of the second	
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,533,034.			
10 Analysis of line 9				
a Excess from 2005 922, 367.	• 400 mm			
<b>b</b> Excess from 2006 674,050.				
c Excess from 2007 1,775,059.				
<b>d</b> Excess from 2008 1,221,341.				
e Excess from 2009 940, 217.				* * * * * * * * * * * * * * * * * * *

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rm 990-PF (2009) Phillips Family Private Operating Foundat		ctions and Part	VII-A. question 9	75-0590214	1 Pag
la If the foundation has received a ruling or	determination letter				11/11
is effective for 2009, enter the date of the <b>b</b> Check box to indicate whether the founda	-	rating foundation de	escribed in section	4942(j)(3) or	4942(1)(5)
2a Enter the lesser of the adjusted net	Tax year		Prior 3 years	1 1342()(6) 61	1 +3+2()(3)
income from Part I or the minimum investment return from Part X for each year listed	(a) 2009	<b>(b)</b> 2008	(c) 2007	( <b>d)</b> 2006	(e) Total
<b>b</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					
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					
Supplementary Information assets at any time during the	(Complete this	part only if the	organization ha	d \$5,000 or more	e in
Information Regarding Foundation Management			<del></del>	· · · · · · · · · · · · · · · · · · ·	
a List any managers of the foundation who have close of any tax year (but only if they have	nave contributed mo	re than 2% of the to han \$5,000) (See s	otal contributions receivection 507(d)(2).)	eived by the foundation	on before the
D. Martin and Liane M. Ph	illips				
b List any managers of the foundation who of a partnership or other entity) of which the None	own 10% or more of foundation has a 10	the stock of a corpo % or greater interes	oration (or an equally st	/ large portion of the	ownership of
Information Regarding Contribution, Gran	t Gift Loan Schol	archin etc Program			
Check here X if the foundation only requests for funds If the foundation makes	nakes contributions	to preselected char	itable organizations	and does not accept of zations under other of	unsolicited conditions,
complete items 2a, b, c, and d  The name, address, and telephone numbe	r of the porcen to	hom applications of	ould be addressed	, <u>.</u>	
a The name, address, and telephone number	ir of the person to w	потт аррпсацоть ы	iouid be addressed		
<b>b</b> The form in which applications should be s	submitted and inform	nation and materials	s they should include	,	
c Any submission deadlines.					
d Any restrictions or limitations on awards, s	such as by geograph	unal areas charitah	le fields kinds of ins	titutions or other fac	tors:
i Any resultations of inflitations of awards, s	asi, as by geograph	araas, criaritab	is noise, miles of fils		

3 Grants and Contributions Paid During the Ye	ar or Approved for Futu	re 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
	substantial contributor	recipient	3311113411311	
Name and address (home or business)  a Paid during the year  See Statement Attached	substantial contributor	recipient	contribution	1,056,350.
Total	· · · · · · · · · · · · · · · · · · ·	<del></del>	► 3a	1,056,350.
<b>b</b> Approved for future payment				
Total			► 3b	

#### Analysis of Income-Producing Activities

Enter grass amounts unless otherwise indicated.    Uurclated business indicated	Enter area	ss amounts unless otherwise indicated.	Unrelat	ed business income	Evaluded	hy section 512 512 or 514	Τ
Fees and contracts from government agencies    Fees and contracts from government agencies	-		(a) Business	(b)	(c) Exclu- sion	(d)	Related or exempt function income
g Fees and contracts from government agencies  2 Membershy dues and assessments  3 Intracts in aways and exposing state investments  4 2, 672,  4 Dondends and interest from securities  5 Not rental income or (loss) from real estate a Debt financiar of property b Not debt famanced property 6 Met rental income or (loss) from real estate a Debt financiar or (loss) from separal graphty 7 Other investment income 8 San or (liss) from sales of inventory 9 Not income or (loss) from sales of inventory 11 Other revenue.  12 Subtotal Add columns (l), (d), and (e) 13 Total. Add line 12, columns (l), (d), and (e) 14 Subtotal Add columns (l), (d) and (e) 15 Subtotal Add columns (l), (d) and (e) 16 See workfelsed in the instructions for line 13 to ventry calculations 17 V 18 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 x V 18 Subtotal Add incomplishment of the foundation's exempt purposes (Other than by providing funds for such purposes) (See the instructions.)	-				code		(see the instructions)
g Fees and contracts from government agencies  2 Membership dues and assessments 3 Intested is soings and temporary cash investments 4 Dividents and interest from socurties 5 Not rentell income or (loss) from real estate a bebt firence of (loss) from real estate a Debt firence or (loss) from special events 6 Sain or (less) from special events 7 Other investment income 8 Sain or (less) from special events 9 Not income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue.  12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 14 Subtotal Add columns (b), (d), and (e) 15 Subtotal Add columns (b), (d), and (e) 16 Subsidial Add columns (b), (d), and (e) 17 Subsidial Add columns (b), (d), and (e) 18 Total. Add line 12, columns (b), (d), and (e) 19 Subsidial Add columns (b), (d), and (e) 10 Subsidial Add columns (b), (d), and (e) 11 Total. Add line 12, columns (b), (d), and (e) 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 14 Subsidial Add columns (b), (d), and (e) 15 Subsidial Add columns (b), (d), and (e) 16 Subsidial Add columns (b), (d), and (e) 17 Subsidial Add columns (b), (d), and (e) 18 Subsidial Add columns (b), (d), and (e) 19 Subsidial Add columns (b), (d), and (e) 10 Subsidial Add columns (b), (d), and (e) 11 Subsidial Add columns (b), (d), and (e) 12 Subsidial Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 14 Durant (b), (d), and (e) 15 Subsidial Add columns (b), (d), and (e) 16 Subsidial Add columns (b), (d), and (e) 17 Subsidial Add columns (b), (d), and (e) 18 Subsidial Add columns (b), (d), and (e) 19 Subsidial Add columns (b), (d), and (e) 19 Subsidial Add columns (b), (d), and (e) 10 Subsidial Add columns (b), (d), and (e) 11 Subsidial Add columns (b), (d), and (e) 12 Subsidial Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 14 Subsidial Add columns (b), (d), and (e) 15 Subsidial Add columns (b), (d), and (e) 16 S	b						
g Fees and contracts from government agencies 2 Membership dues and assessments 3 Instrets is swings and temporal costs investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate a Debt financed property b Not debt financed property 6 Net resal income or (loss) from special events 7 Other investment income 8 Dan or (loss) from sales of sests after than inventory 10 Gross price or (loss) from special events 11 O'Gross price or (loss) from special events 12 Subtletal Add columns (b), (d), and (e) 2 Subtletal Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e)  See worksheet in the instructions for line 13 to verify calculations)  EXTIMES Relationship of Activities to the Accomplishment of Exempt Purposes  Line No.  Explain below here 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.)  N/A	<del></del>				+-+		
g Fees and contracts from government agencies  2. Membership dues and assessments 3. Intest as swings and temporary cash investments 4. Dividents and midrarest from socruties 5. Not rental income or (loss) from real estate a bebt-financed property 6. Not debt-financed property 7. Other investment income 8. Gain or (loss) from special events 10. Gross profit or (loss) from sales of inventory 11. Other revenue.  2. Subtotal Add columns (b), (d), and (e) 12. Subtotal Add columns (b), (d), and (e) 13. Total Add line 12, columns (b), (d), and (e) 14. Subtotal Add columns (b), (d), and (e) 15. See worksheer in the instructions for line 13 to venify calculations)  2. Subtotal Add columns (b), (d), and (e) 15. Subtotal Add columns (b), (d), and (e) 16. See worksheer in the instructions for line 13 to venify calculations)  2. Subtotal Add columns (b), (d), and (e) 17. Visible Relationship of Activities to the Accomplishment of Exempt Purposes  18. N/A  19. N/A  19. N/A  19. N/A  19. N/A  10. Other revenue.  10. Gross profit or (loss) from sales of inventory 10. Other revenue.  2. Subtotal Add columns (b), (d), and (e) 2. Subtotal Add columns (b), (d), and (e) 2. Subtotal Add columns (b), (d), and (e) 3. Subtotal Add columns (b), (d), and (e) 4. Subtotal Add columns (b), (d), and (e) 5. Subtotal Add columns (b), (d), and (e) 6. Subtotal Add columns (b), (d), and	· · · · · · · · · · · · · · · · · · ·		<del> </del>		<del> +</del>		
2 Membership dues and assessments 3 Interest severy and interest from securities 5 Net rental income or (loss) from real estate a Debt financed property 6 Not debt-financed property 7 Other investment income 8 Gan or (loss) from secual events 10 Gross profit or (loss) from secial events 11 Other revenue.  2 Subbotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 2 Subbotal add columns (b), (d), and (e) 3 Relationship of Activities to the Accomplishment of Exempt Purposes  Line No.  2 Ixplain 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.)  N/A	f				1		<del> </del>
3 interest as swaps and temporary ach investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate a Debt-financed property 5 Not debt-financed property 6 Net rental income or (loss) from parsmal projectly 7 Other investment income 8 Gan or (loss) from sales of assets other than investory 9 Net income or (loss) from sales of inventory 11 Other revenue.  2 Subtotal Add columns (b). (d), and (e) 12 Subtotal Add columns (b). (d), and (e) 13 Total Add line 12, columns (b). (d), and (e) 14 Total Add line 12, columns (b). (d), and (e) 15 Total Add line 12, columns (b). (d), and (e) 16 Total Add line 12, columns (b). (d), and (e) 17 Subtotal Add columns (b). (d), and (e) 18 Total Add line 12, columns (b). (d), and (e) 19 Total Add line 12, columns (b). (d), and (e) 19 Total Add line 12, columns (b). (d), and (e) 10 Total Add line 12, columns (b). (d), and (e) 11 Total Add line 12, columns (b). (d), and (e) 12 Subtotal Add columns (b). (d), and (e) 13 Total Add line 12, columns (b). (d), and (e) 14 Total Add line 12, columns (b). (d), and (e) 15 Total Add line 12, columns (b). (d), and (e) 16 Total Add line 12, columns (b). (d), and (e) 17 Subtotal Add columns (b). (d), and (e) 18 Total Add line 12, columns (b). (d), and (e) 19 Total Add line 12, columns (b). (d), and (e) 19 Total Add line 12, columns (b). (d), and (e) 10 Total Add line 12, columns (b). (d), and (e) 11 Total Add line 12, columns (b). (d), and (e) 12 Subtotal Add columns (b). (d), and (e) 13 Total Add line 12, columns (b). (d), and (e) 14 Total Add line 12, columns (b). (d), and (e) 15 Total Add line 12, columns (b). (d), and (e) 16 Total Add line 12, columns (b). (d), and (e) 17 Total Add line 12, columns (b). (d), and (e) 18 Total Add line 12, columns (b). (d), and (e) 19 Total Add line 12, columns (b). (d), and (e) 19 Total Add line 12, columns (b). (d), and (e) 10 Total Add line 12, columns (b). (d), and (e) 10 Total Add line 12, columns (b). (d), and (e) 11 Total Add line 12, columns (b). (d), and (e) 12 Total	g Fees	s and contracts from government agencies					
4 Dividends and interest from securities 5 Net retail income or (foss) from real estate a Debt-financed property b Not debt-financed property 7 Other investment income 8 Gan or (foss) from special events 18 Gans or (foss) from special events 19 Net rendiment or (foss) from special events 10 Gross priof to (foss) from sales of inventory 11 Other evenue.  2 Subtotal Add columns (b), (d), and (e) 4 Cost priof (foss) from special events 5 Cost priof (foss) from special events 6 Jan or (foss) from special events 6 Jan or (foss) from special events 6 Jan or (foss) from special events 11 Other evenue.  2 Subtotal Add columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 13 Total Add line 12, columns (b), (d), and (e) 14 Gaptin below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of line foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)  N/A		•	ļ		<del>                                     </del>		
5 Not tental income or (loss) from real estate a Debt-financed property  5 Not debt-financed property  6 Not rental income or (loss) from pursonal property  7 Other investment income  8 Gain or (loss) from seleci assets other than inventory  9 Net income or (loss) from seleci alevents  10 Gross profit or (loss) from seles of inventory  11 Other revenue.  2 Subtotal Add columns (b), (d), and (e)  13 Total, Add line 12, columns (b), (d), and (e)  See worksheet in the instructions for fine 13 to verify calculations)  2 Fraction  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.)  N/A			<u> </u>				
a Debt-financed property  6 Not retail income or (loss) from personal property  7 Other investment income  8 Gan or (loss) from special events  10 Gross profit or (loss) from special events  11 Other reverue.  2 Subtotal Add columns (b), (d), and (e)  2 Subtotal Add columns (b), (d), and (e)  3 Total, Add line I2, columns (b), (d), and (e)  2 Subtotal Add columns (b), (d), and (e)  3 Total, Add line I2, columns (b), (d), and (e)  2 Fix VIES 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 scomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)  N/A					14	3,819.	
6 Net retail income of (loss) from personal property 7 Other investment income 8 Gain of (loss) from sales of assets other than inventory 9 Net income or (loss) from special events 10 Gross profit or (fors) from sales of inventory 11 Other revenue.  8 b					2		13 2 3 2
7 Other investment income 8 dan or (loss) from sales of assets other than inventory 9 Net income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue.  8 day 12 Subtotal Add columns (b), (d), and (e) 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 14 Subtotal Add columns (b), (d), and (e) 15 See worksheet in the instructions for fine 13 to verify calculations  16 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 N/A	<b>b</b> Not	debt-financed property					
8 Gain or (less) from sales of assets other than inventory 9 Net income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue.  8 b 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) 15 See worksheet in the instructions for line 13 to verify calculations)  16 Explain below how each activities to the Accomplishment of Exempt Purposes  17 Line No. 9 N/A  18 16. 19 16. 10 16 17 18 18 16. 10 18 18 18 18 18 18 18 18 18 18 18 18 18			ļ		<del>                                     </del>		 
9 Net income or (loss) from special events 10 Gross profit or (loss) from sales of inventory 11 Other revenue.  a b c d 12 Subtotal Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See workshed in the instructions for line is 3 to verify calculations)  EXXVISIS 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.)  N/A			<b> </b>		10	1.5	<del> </del>
10 Gross profit or (loss) from sales of inventory 11 Other revenue.  **  **  **  **  **  **  **  **  **			<del></del>		18	16.	
11 Other revenue.		, ,	<del></del>		<del>                                     </del>		
b c d e e e e e e e e e e e e e e e e e e		• • •	<b>第二数1</b> 数	到1000年代 1000年	4.0	<b>第21等点型 公試基份</b>	<b>2007 1478</b> 2000
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.)  N/A  **Total Add columns (b), (d), and (e)  13	a						
Line No.    N/A   N/A			<del></del>		<del>                                     </del>		
See worksheet in the instructions for line 13 to verify calculations )  Extracting 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.)  N/A				<del></del>	<del>  -</del>		
12 Subtotal Add columns (b), (d), and (e)  13 Total. Add line 12, columns (b), (d), and (e)  (See worksheet in the instructions for line 13 to verify calculations)  PAYMER  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.)  N/A  N/A			<del> </del>		<del>                                     </del>		
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in the instructions for line 13 to verify calculations)  EXECUTED 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.)  N/A  N/A  13 6,507.  6,507.	·	total Add columns (b), (d), and (e)	<b>第三代的</b>			6,507.	<del></del>
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.)  N/A  N/A	13 Tota	II. Add line 12, columns (b), (d), and (e)				13	6,507.
Line No. The provided in the foundation of the f	(See works	sheet in the instructions for line 13 to verify ca	alculations)			<del>,                                      </del>	
N/A	Part XV	Ba Relationship of Activities to th	e Accompl	ishment of Exemp	t Purpos	es	
N/A	Line No.	Explain below how each activity for which is	ncome is repo	rted in column (e) of Pa	art XVI-A c	ontributed importantly	to the
		accomplishment of the foundation's exempt	purposes (oth	ner than by providing fu	nds for suc	ch purposes) (See the	instructions.)
RAA TELAGRAD AVIGERA E. Farm 900 DE (2000)		N/A					
RAA TELAGO OTAGO Extra 900 DE (2000)							- <del></del>
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CERTIFIC DATES FARMED	BAA	<del></del>	TC	0502 07/05/00			Form <b>900 DE</b> (2000)

# Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

desc relat a Tran (1) (2) b Othe (1) (3) (4) (4) (5) (4) (6) (6) (6) (7) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	cribed in section 501 (cing to political organizalisters from the reporting Cash Other assets or transactions Sales of assets to a new Purchases of assets from the reporting Reinbursement arrange Loans or loan guarantering of facilities, equipping of facilities, equippin	of the Code (otrations?  Ing foundation to a concharitable exention a noncharitable in the common a noncharitable exention and common and commo	le exempt organization	3) organization of organization orga	ons) or in section 5 of mn <b>(b)</b> should alwa	ays show the fair mass than fair market	value in
(a) Line no	(b) Amount involved		noncharitable exempt organi			insfers, transactions, and	
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descr	e foundation directly or ribed in section 501(c) s,' complete the follow	of the Code (oth	ed with, or related to, o er than section 501(c)(3	ne or more ta 3)) or in section	ix-exempt organiza on 527?	itions	Yes X No
	(a) Name of organiza	ation	<b>(b)</b> Type of orga	nızatıon		c) Description of rel	ationship
							<del></del>
					_		
s -	aities of perjury, I declare the Declaration of preparer (other lands) atture of officer or trustee	at I have examined this or than taxable or fugure	return including accompanyir clarifis based on all information		statements, and to the brer has any knowledge  5 - 2 (- (0) Date	est of my knowledge and  Title	belief, it is true, correct, and
G Sign	Later of officer of frustee	/	<i>g</i>	<del></del> -	Date	Pred	arer's Identifying number
H Paid	Preparer's signature	hir	<b></b>	}	Elister.	Check if (See	Signature in the instrs)
Pre- parer's	<u> </u>	- MIL	<u> </u>		3/14/10		0751116 <b>26 22CE</b>
Use	Firm's name (or Jay yours it self		ek Center Boule	evard S	uite 970	EIN - 16-C	LOLLUG
Only	address and	ar Land	on ochical boule		77478	Phone no ► (28	1) 565-9200
BAA	<u>,</u>					·\\\	Form <b>990-PF</b> (2009)

#### Schedule B (Form 950, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

#### **Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF

OMB No 1545-0047

2009

Name of the organization		Employer identification number
Phillips Family Foundation		75-0590214
Organization type (check one)		
Filers of:	Section:	
Form 990 or 990-EZ	501(c)() (enter number) organization	
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a p	rivate foundation
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a privar	te foundation
	501(c)(3) taxable private foundation	
Check if your organization is covered by the <b>Ger Note:</b> Only a section 501(c)(7), (8), or (10) orga	neral Rule or a Special Rule nization can check boxes for both the General Rule and a Spe	ecial Rule. See instructions
General Rule –		
	or 990-PF that received, during the year, \$5,000 or more (in	money or property) from any one
contributor. (Complete Parts I and II)	<b>3 3 7 1 1 1 1 1 1 1 1 1 1</b>	· · · · · · · · · · · · · · · · · · ·
Special Rules -		
509(a)(1)/170(b)(1)(A)(vi) and received from	rm 990 or 990-EZ, that met the 33-1/3% support test of the re any one contributor, during the year, a contribution of the gre (ii) Form 990-EZ, line 1 Complete Parts I and II	egulations under sections eater of (1) \$5,000 or (2) 2% of the
For a section 501(c)(7), (8), or (10) organiza	ition filing Form 990 or 990-EZ, that received from any one co	intributor, during the year,
aggregate contributions of more than \$1,000 prevention of cruelty to children or animals	for use exclusively for religious, charitable, scientific, literary	, or educational purposes, or the
	tion filing Form 990 or 990-EZ, that received from any one co	intributor, during the year
contributions for use exclusively for religious	, charitable, etc. purposes, but these contributions did not ago	gregate to more than \$1,000 If
this box is checked, enter here the total continuous. Do not complete any of the parts up	ributions that were received during the year for an <i>exclusively</i> nless the <b>General Rule</b> applies to this organization because it	religious, charitable, etc, received nonexclusively
religious, charitable, etc. contributions of \$5,	, ,	► \$
_		
990-PF) but it must answer 'No' on Part IV, line	the General Rule and/or the Special Rules does not file Sched 2 of their Form 990, or check the box on line H of its Form 99 requirements of Schedule B (Form 990, 990-EZ, or 990-PF)	0-EZ, or on line 2 of its Form
BAA For Privacy Act and Paperwork Reduction	n Act Notice, see the Instructions Schedule B (	Form 990, 990-EZ, or 990-PF) (2009)
for Form 990, 990EZ, or 990-PF.		

Schedule	<b>B</b> (Form 990, 990-EZ, or 990-PF) (2009)	Page 1	of 1 of Part
Name of orga	anization	Employe	r identification number
Philli	ps Family Foundation	75-09	590214
Parti	Contributors (see instructions )		
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate	(d) Type of contribution
	ranii, adaress, and all 17	- Aggregate	i ype oi contribution

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	D. Martin and Liane Phillips  1100 Louisiana,  Houston  TX 77002	\$2,000,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash  (Complete Part II if there is a noncash contribution)

Page 11, Form 990-PF, Page 11, Part XV, Line 3a

Recipient	If recipient is	Foundation	Purpose of	Person or
	an individual,	status	grant or contribution	Business
Name and Address	show any	of		Checkbox
	relationship to	recipient		1
	any foundation	1		Amount
	manager or	1 1		1
	substantial	1 1		l
Boys and Girls Clubs of Gtr. Houston, Inc.	contributor			Person or
1520-A Airline Dr		1 1	Unrestricted use by	Business
Houston, TX 77009	N/A	Public	Boys and Girls Clubs of Gtr Houston, Inc.	10,000
Bridges to Life			<del> </del>	Person or
P O Box 19039		1	Unrestricted use by	Business
Houston, TX 77224-9039	N/A	Public	Bndges to Life	10,000
Campus Crusade for Christ				Person or
100 Lake Hart Drive		- }	Unrestricted use by	Business
Orlando, FL 32832	N/A	Public	Campus Crusade for Christ	2,000
Covenant House	· · · · · · · · · · · · · · · · · · ·			Person or
1111 Lovett Blvd			Unrestricted use by	Business
Houston, TX 77006-3898	N/A	Public	Covenant House	17,500
Cystic Fibrosis Foundation				Person or
50 Briar Hollow Lane, Suite 310W		1	Unrestricted use by	Business
Houston, Texas 77027	N/A	Public	Cystic Fibrosis Foundation	50,000
Dallas Theological Seminary		1		Person or
3909 Swiss Ave			Unrestricted use by	Business
Dallas, Texas 75204	N/A	Public	Dallas Theological Seminary	20,000
mpact Church of Christ		}		Person or
1704 Weber			Unrestricted use by	Business
Houston, Texas 77007	N/A	Public	Impact Church of Christ	55,000
Impact Youth Development Center				Person or
1704 Weber			Unrestricted use by	Business
Houston, Texas 77007	N/A	Public	Impact Youth Development Center	10,000
Living Water International		1		Person or
P O Box 2257		1 1	Unrestricted use by	Business
Sugar Land, TX 77487-2257	N/A	Public	Living Water International	1,000
LSU Dean's Excellence Fund		1		Person or
3139 Patrick F. Taylor Hall	***	1 1	Unrestricted use by	Business
Baton Rouge, LA 70803	N/A	Public	LSU Dean's Excellence Fund	2,500
Marine Corps Scholarship Inc.				Person or
P O Box 3008	NI/A	D. N.	Unrestricted use by	Business
Princeton, NJ 08543	N/A	Public	Manne Corps Scholarship Inc	5,000
Memorial Drive Presbyterian Church		1	Managed as E.	Person or
11612 Memorial Drive Houston, Texas 77024	N/A	Public	Unrestricted use by	Business 700,000
Memorial High School Booster Club	IN/A	Public	Memonal Drive Presbytenan Church	Person or
<del>-</del>		-	Uprostanted upo by	Business
935 Echo Lane Houston, TX 77024	N/A	Public	Unrestricted use by	3,000
Memorial High School	IW/A	FUDIC	Memorial High School Booster Club	Person or
935 Echo Lane			i investment was but	Business
Houston, TX 77024	N/A	Public	Unrestricted use by	550
National Multiple Sclerosis Society	19/7	- T-UDIIC	Memoпal High School	Person or
O Box 4527		1 1	Unrestricted use by	Business
Vew York, NY 10163	N/A	Public	National Multiple Sclerosis Society	20,000
Presbyterian Children's Homes	14/7	FUDIIC	National Multiple Scienosis Society	Person or
1407 Bee Cave Road, Suite 520		1	Unrestricted use by	Business
Austin, Texas 78746-6496	N/A	Public	•	100.100
Presbytery of New Covenant	IN/A	- rubile	Presbytenan Children's Homes	Person or
110 Lovett Blvd		1	Harpotantad uso hi	Business
1	N/A	Public	Unrestricted use by	5,000
Houston, Texas 77006 Sam Houston Area Council Boy Scouts		Fubile	Presbytery of New Covenant	Person or
2225 North Loop West		-	Unrestricted use by	Business
louston, Texas 77008	N/A	Public	Sam Houston Area Council Boy Scouts	3,000

Page 11, Form 990-PF, Page 11, Part XV, Line 3a

Recipient	If recipient is	Foundation	Purpose of	Person or
	an individual,	status	grant or contribution	Business
Name and Address	show any	of		Checkbox
	relationship to	recipient		}
	any foundation	1		Amount
	manager or	1 1		
	substantial	} }		
<del></del>	contributor			
Small Steps Nurtuiring Center	1			Person or
1709 DePelchin	]	1 1	Unrestricted use by	Business
Houston, Texas 77007	N/A	Public	Small Steps Nurtuining Center	37,500
Special Olympics Texas				Person or
7715 Chevy Chase Drive, Suite 120	1	1 1	Unrestricted use by	Business
Austin, Texas 78752	N/A	Public	Special Olympics Texas	1,500
Spring Branch Education Foundation				Person or
955 Campbell Road	ſ	1	Unrestricted use by	Business
Houston, TX 77024	N/A	Public	Spring Branch Education Foundation	100
Tiger Athletic Foundation				Person or
P.O. Box 711	1		Unrestricted use by	Business
Baton Rouge, LA 70821	N/A	Public	Tiger Athletic Foundation	2,500
West Houston Young Life				Person or
P O Box 520	}	1 1	Unrestricted use by	Business
Colorado Springs, CO 80901-0520	N/A	Public	West Houston Young Life	100