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DLN: 93491223007511

OMB No 1545-0052

2010

Form 990-PF

Department of the Treasury Internal Revenue Service

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

For	cale	ndar year 20	010, or tax [•]	year beginning 01-	01-2010 , an	d end	ding 12-31-	2010	
G C	neck a	ll that apply	Initial retu	_	n of a former public cl		Final ref	turn	
		undation						entification numbe	er
ΙĐ	е мауе	r-Phillips Foundation	1 Inc				06-1331577		
Num	ber and	d street (or P O box	number if mail is	not delivered to street address	s) Room/suite		B Telephone nu	ımber (see page 10 d	of the instructions)
		lation Source 501 Si					(800) 839-1754	Į.	
Citi		a state and ZID see	10				C If everyntion	application is pendin	g check here • C
		n, state, and ZIP coo DE 198091377	ie				'	rganizations, check he	· .
							D 1. Toleigh of	gamzations, check in	F 1
		ype of organizati		n 501(c)(3) exempt priva				rganizations meeting e and attach comput	
		ket value of all a		J Accounting method	Cash Acc			undation status was t	
of	year (f	from Part II, col.		Other (specify)	, cash , Acc	ıuuı		n 507(b)(1)(A), chec	
line	e 16) F	\$ 2,558,995		(Part I , column (d) mus	t be on cash basıs.)			ation is in a 60-montl n 507(b)(1)(B), chec	
Pa	rt I	total of amount	s in columns (b), (al the amounts in c	and Expenses (The c), and (d) may not column (a) (see page 11 of	(a) Revenue and expenses per books	(b) N	let investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts	s, grants, etc , rece	eived (attach schedule)	32,848				
	2	Check 🟲 🦵 ıf the	foundation is not	required to attach Sch B					
	3	Interest on sav	rings and tempo	orary cash investments	116		116		
	4	Dividends and	ınterest from se	ecurities	50,491		50,491		
	5a	Gross rents .							
Revenue	b								
	6a	Net gain or (los	s) from sale of	-28,944					
	b	Gross sales price fo							
	7			Part IV, line 2)			0		
ш	8								
	9								
	10a	Gross sales less re							
	Ь	Less Cost of g							
	1	Other income (schedule)	% 4,741		2,730		
	11	·		•	59,252		53,337		
	12 13	Componention		ctors, trustees, etc	39,232		33,337		
	14	·	ŕ	wages					
φ	15			fits					
e e	16a								
Expenses	ь		•	dule)					
					2,024		2,024		
and Administrative	17								
Str	18	Taxes (attach sche	edule) (see page 1	4 of the instructions)	% 800				
	19	Depreciation (a	ittach schedule) and depletion					
늘	20	Occupancy .							
Q D	21	Travel, confere	nces, and meet	ings					
	22	Printing and pu	blications						
Operating	23	Other expense	s (attach sched	lule)	17,561		3,180		14,381
rati	24	Total operating	and administ ra	ative expenses.					
<u>8</u>		Add lines 13 th	nrough 23		20,385		5,204		14,381
O	25	Contributions,	gıfts, grants pa	ıd	75,000				75,000
	26	Total expenses a	nd disbursemen	ts. Add lines 24 and 25	95,385		5,204		89,381
	27	Subtract line 2							
	а		_	ses and disbursements	-36,133				
	ь		, -	atıve, enter -0-)			48,133		
	С	Adjusted net i	ncome (ıf negatı	ve, enter - 0 -)					

251	rt II	Ralance Sheets Attached schedules and amounts in the description column	Beginning of year	Er	nd of year
4		Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	403,805	48,	276 48,276
	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 page 15 of the			
		ınstructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts 🟲			
2 6 2	8	Inventories for sale or use			
۱۵	9	Prepaid expenses and deferred charges			
٦.	10a	Investments—U S and state government obligations (attach schedule)			
		Investments—corporate stock (attach schedule)	1,145,428	1,486,	513 1,647,673
		Investments—corporate bonds (attach schedule)	650,787	<u> </u>	
	11	Investments—land, buildings, and equipment basis	030,707	<u> </u>	113 003,207
	11	Less accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	12	Investments—other (attach schedule)	268,162	248,	147 177,759
	13	Land, buildings, and equipment basis -	200,102	240,	177,733
	14				
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	Total assets (to be completed by all filers—see the	2.460.402	2.422	2 550 005
		Instructions Also, see page 1, item I)	2,468,182	2,432,	049 2,558,995
	17	Accounts payable and accrued expenses			_
	18	Grants payable			
<u>2</u>	19	Deferred revenue			_
	20	Loans from officers, directors, trustees, and other disqualified persons			_
<u> </u>	21	Mortgages and other notes payable (attach schedule)			_
_	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			0
	23	Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
χĺ	24	Unrestricted			
푈		Temporarily restricted			\dashv
or Fund Balances	25	Permanently restricted			_
<u> </u>	26	Foundations that do not follow SFAS 117, check here			\dashv
Ĭ		and complete lines 27 through 31.			
딘					
	27	Capital stock, trust principal, or current funds			
Assets	28	Paid-in or capital surplus, or land, bldg, and equipment fund	2.460.102	2.422	040
2	29	Retained earnings, accumulated income, endowment, or other funds	2,468,182	2,432,	
	30	Total net assets or fund balances (see page 17 of the	2.460.402	2.422	0.40
ž		instructions)	2,468,182	2,432,	049
	31	Total liabilities and net assets/fund balances (see page 17 of			
		the instructions)	2,468,182	2,432,	049
Pa	rt II	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 sa	uraa	
•			(a), line 30 (must ag		2,468,182
2		Enter amount from Part I, line 27a			-36,133
					-30,133
3 ∕ı		Other increases not included in line 2 (itemize) Add lines 1, 2, and 3			2,432,049
4 5		Decreases not included in line 2 (itemize)		5	2,432,049
5 6		Total net assets or fund balances at end of year (line 4 minus line 5)—F			2,432,049

		he kınd(s) of property sold (e g , re use, or common stock, 200 shs M		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly-traded Securi	ties				
b	Passthrough K1 Capita	al Gaın				
С						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	1 10	t or other basis opense of sale		or (loss)) mınus (g)
а	493	3,751		492,63	6	1,11
ь						-8,05
С						
d						
e						
	mnlete only for assets sh	nowing gain in column (h) and owne	d by the foundation	n on 12/31/69	(I) Gains (Col	(h) gaın mınus
	F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col (1)	col (k), but not	less than -0-) or om col (h))
а						1,11
ь						-8,05
c						·
d					1	
е						
			Tfl	Dank I June 7 1	 	
2	Capital gain net incom		If gain, also enter If (loss), enter -0		2	-6,94
3		gain or (loss) as defined in section			,	
			12 17			
	If (loss), enter -0 - in P	art I, line 8, column (c) (see pages lart I, line 8	13 and 17 of the	instructions)	} 3	
Part	If (loss), enter -0- ın P				<u> </u>	
	If (loss), enter -0 - in P Qualification Ui	nder Section 4940(e) for R	educed Tax or	 n Net Investme	ent Income	
(For opt	If (loss), enter -0- in P V Qualification United to the property of the prope	nder Section 4940(e) for R	educed Tax or	 n Net Investme	ent Income	
For opt	If (loss), enter -0 - in P Qualification Ui	nder Section 4940(e) for R	educed Tax or	 n Net Investme	ent Income	
For opt f section	If (loss), enter -0- in P V Qualification Use by domestic pron 4940(d)(2) applies, le foundation liable for the	nder Section 4940(e) for R	educed Tax or	Net Investment on net investment	ent Income	┌ Yes ┌ No
(For opt (f section (F section) (f section)	If (loss), enter -0- in P V Qualification Use ional use by domestic properties on 4940(d)(2) applies, less foundation liable for the the foundation does not	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa	educed Tax or ection 4940(a) tax able amount of any not complete this	Net Investment on net investment year in the base p	ent Income Income) eriod?	┌ Yes ┌ No
(For opt (f section (F section) (f section)	If (loss), enter -0- in P V Qualification Use ional use by domestic properties, less foundation liable for the strength of the foundation does not the appropriate amounts.	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do nt in each column for each year, se	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	on net investment year in the base p part nstructions before	ent Income Income) eriod? making any entries	
For opt f section Was the if "Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use ional use by domestic property on 4940(d)(2) applies, less foundation liable for the foundation does not the appropriate amount (a) period years Calendar	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do nt in each column for each year, se (b)	educed Tax or ection 4940(a) tax able amount of any not complete this	on net investment year in the base p part nstructions before	ent Income Income) eriod? making any entries (d) Distributio	n ratio
For opt f section Was the if "Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use ional use by domestic property on 4940(d)(2) applies, less foundation liable for the other than the foundation does not the ional user the appropriate amount (a) period years Calendar or tax year beginning in)	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do nt in each column for each year, se (b) Adjusted qualifying distributions	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	on net investment year in the base p part nstructions before	ent Income Income) eriod? making any entries (d)	n ratio by col (c))
fsection fsection fsection Vas the f"Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use ional use by domestic properties, less foundation liable for the rether the appropriate amount (a) period years Calendar ion tax year beginning in) 2009	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do nt in each column for each year, se (b) Adjusted qualifying distributions	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	ntable-use assets	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155
fsection fsection fsection Vas the f"Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use ional use by domestic property of 4940(d)(2) applies, less foundation liable for the foundation does not the foundation does not the appropriate amount (a) period years Calendar or tax year beginning in) 2009 2008	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do nt in each column for each year, se (b) Adjusted qualifying distributions 119,520 142,106	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	on net investment year in the base p part nstructions before 1,128,387 2,600,992	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155 000 054635
fsection fsection fsection Vas the f"Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use ional use by domestic property on 4940(d)(2) applies, less foundation liable for the foundation does not the foundation does not the appropriate amount (a) period years Calendar or tax year beginning in) 2009 2008 2007	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do Int in each column for each year, se (b) Adjusted qualifying distributions 119,520 142,106 149,395	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	nstructions before 2,128,387 2,600,992 3,011,876	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155 000 054635 000 049602
For opt f section Vas the f "Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use properties of the p	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do nt in each column for each year, se (b) Adjusted qualifying distributions 119,520 142,106 149,395 106,709	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	year in the base p part nstructions before 2,128,387 2,600,992 3,011,876 2,581,707	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333
(For opt If section Was the If "Yes, 1 End Base	If (loss), enter -0- in P V Qualification Use ional use by domestic property on 4940(d)(2) applies, less foundation liable for the foundation does not the foundation does not the appropriate amount (a) period years Calendar or tax year beginning in) 2009 2008 2007	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do Int in each column for each year, se (b) Adjusted qualifying distributions 119,520 142,106 149,395	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	nstructions before 2,128,387 2,600,992 3,011,876	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333
For opt f section Was the if "Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use properties of the p	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do nt in each column for each year, se (b) Adjusted qualifying distributions 119,520 142,106 149,395 106,709	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	year in the base p part nstructions before 2,128,387 2,600,992 3,011,876 2,581,707	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333
For opt f section Was the if "Yes, 1 En Base	If (loss), enter -0- in P V Qualification Use properties of the p	nder Section 4940(e) for R Ivate foundations subject to the se ave this part blank section 4942 tax on the distributa qualify under section 4940(e) Do nt in each column for each year, se (b) Adjusted qualifying distributions 119,520 142,106 149,395 106,709	educed Tax or ection 4940(a) tax able amount of any not complete this ee page 18 of the i	year in the base p part nstructions before 2,128,387 2,600,992 3,011,876 2,581,707	ent Income Income) eriod? making any entries (d) Distributio	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622
f section Base year (o	If (loss), enter -0- in P V Qualification Use properties of the properties of the foundation liable for the properties of the foundation does not for the foundation does not foundation does not for the foundation does not for foundation does not foundation does not foundation does not for foundation does not for	rart I, line 8	educed Tax or ection 4940(a) tax able amount of any not complete this see page 18 of the i	year in the base property part in the base part in the base property part in the base part in	ent Income Income Income eriod? making any entries (d) Distributio (col (b) divided	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622
For opt f section Vas the f "Yes, 1 En Base year (o	If (loss), enter -0- in P V Qualification Use properties of the properties of the foundation liable for the properties of the foundation does not for the foundation does not foundation for the foundation does not foundation does	rart I, line 8	educed Tax or ection 4940(a) tax able amount of any not complete this see page 18 of the interest of noncharacteristics.	year in the base property part in the base property	ent Income Income Income) eriod? making any entries (d) Distributio (col (b) divided	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622
For opti f section Was the f "Yes, 1 En Base year (o	If (loss), enter -0- in P V Qualification Use properties of the second	rart I, line 8	educed Tax or ection 4940 (a) tax able amount of any not complete this ee page 18 of the interpretation (c). Net value of nonchard the interpretation of	year in the base part nstructions before 2,128,387 2,600,992 3,011,876 2,581,707 2,231,399 ne 2 by 5, or by	ent Income Income Income eriod? making any entries (d) Distributio (col (b) divided	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622 000 25434
(For opti	If (loss), enter -0- in P V Qualification Use property of the second se	rart I, line 8	educed Tax or ection 4940 (a) tax able amount of any not complete this ee page 18 of the interpretation (c). Net value of nonchard the interpretation of	year in the base part nstructions before 2,128,387 2,600,992 3,011,876 2,581,707 2,231,399 ne 2 by 5, or by	ent Income Income Income) eriod? making any entries (d) Distributio (col (b) divided	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622 000 25434 000 050869
(For opti	If (loss), enter -0- in P V Qualification Use ional use by domestic proportion 4940(d)(2) applies, less foundation liable for the rethe foundation does not iter the appropriate amount (a) period years Calendar protax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column A verage distribution rathe number of years the Enter the net value of Multiply line 4 by line is	rart I, line 8	educed Tax or ection 4940 (a) tax able amount of any not complete this see page 18 of the interpretation of a section 4940 (c). Net value of nonchable the section of the total on line if less than 5 years. Of from Part X, line to the total on the section of th	year in the base property part in the base property	ent Income Income Income) eriod? making any entries (d) Distributio (col (b) divided	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622 000 25434 000 05086 2,400,466
(For opti	Or tax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column A verage distribution rathe number of years the Enter 1% of net investi	rart I, line 8	educed Tax or ection 4940 (a) tax able amount of any not complete this see page 18 of the interpretation of a section 4940 (c). Net value of nonchable the section of the total on line if less than 5 years. Of from Part X, line to the total on the section of th	year in the base property part in the base property	ent Income Income Income) eriod? making any entries (d) Distributio (col (b) divided 2 3 4 5 6	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622 000 050869 2,400,469
For optical fraction of the section	If (loss), enter -0- in P V Qualification Use ional use by domestic proportion 4940(d)(2) applies, less foundation liable for the rethe foundation does not iter the appropriate amount (a) period years Calendar protax year beginning in) 2009 2008 2007 2006 2005 Total of line 1, column A verage distribution rathe number of years the Enter the net value of Multiply line 4 by line is	rart I, line 8	educed Tax or ection 4940 (a) tax able amount of any not complete this see page 18 of the interpretation of a section 4940 (c). Net value of nonchable the section of the total on line if less than 5 years. Of from Part X, line to the total on the section of th	year in the base property part in the base property	ent Income Income Income) eriod? making any entries (d) Distributio (col (b) divided	n ratio by col (c)) 000 056155 000 054635 000 049602 000 041333 000 052622 000 25434 000 050869 2,400,466

	990-PF (2010)			'age 4
1261 1a	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instance	tructio	ns)	
Id	Date of ruling or determination letter (attach copy of letter if necessary-see			
	instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check			963
	here Fand enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3	Add lines 1 and 2			963
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0			963
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010 6a 1,300			
b	Exempt foreign organizations—tax withheld at source 6b Tax paid with application for extension of time to file (Form 8868) 6c			
C	Tax paid with application for extension of time to file (Form 8868) Backup withholding erroneously withheld			
d 7	Total credits and payments Add lines 6a through 6d			1,300
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8			1,300
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 • 10			337
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 337 Ref unded 11			337
	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did		Yes	No
	ıt participate or intervene in any political campaign?	. 1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of			
	the instructions for definition)?	. 1b		No
	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.			
С	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (If any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation \$ (2) On foundation managers \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
_	on foundation managers 🕨 \$			١
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	. <u> </u>		No
-	If "Yes," attach a detailed description of the activities.			
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	. з		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		110
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
•	If "Yes," attach the statement required by General Instruction T.	 		''
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the			
	instructions) 🟲			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney			
	General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	<u> </u>
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV			N.
10	page 27)? If "Yes," complete Part XIV Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	. 9		No No
10	bia any persons become substantial contributors during the tax years in res, attach a schedule listing their hames and addresses	10	1	140

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 page 20 of the instructions)	11		No			
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No			
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes				
	Website address ▶			l			
14	The books are in care of ▶co Foundation Source	1830-	1754				
	Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶1980913						
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year			P			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over						
	a bank, securities, or other financial account in a foreign country?	16		No			
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country						
Pai	rt VIII-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?						
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)						
	a dısqualıfıed person?						
	(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? Yes V 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)?						
	(6) A gree to pay money or property to a government official? (Exception. Check "No"						
	if the foundation agreed to make a grant to or to employ the official for a period						
	after termination of government service, if terminating within 90 days) Yes 🔽 No						
Ь	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 page 20 of the instructions)?	1b					
	Organizations relying on a current notice regarding disaster assistance check here						
С	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 2010?	1c		No			
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))						
а	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d						
	and 6e, Part XIII) for tax year(s) beginning before 2010?						
	If "Yes," list the years > 20, 20, 20						
Ь	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 page 20 of the instructions)	2b					
_	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	<u> </u>					
С							
2-	▶ 20, 20, 20, 20 Did the foundation hold more than a 2% direct or indirect interest in any business						
3a	enterprise at any time during the year?						
ь	If "Yes," did it have excess business holdings in 2010 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 2010.).	3ь					
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No			
ь	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 2010?	4b		No			

Pa	rt VII-B	Statements Rega	rdin	g Activities for	· Wh	ich Form 4720	May	Be Required (cont	inue	d)		
5a	During th	e year dıd the foundatıor	рау	or incur any amoun	t to							
	(1) Carry	on propaganda, or other	wise	attempt to influenc	e leg	ıslatıon (section 49	45(e)) [?]	√ No			
	(2) Influe	nce the outcome of any	spec	ıfıc publıc electıon (see	section 4955), or to	carı	ry				
	on, dı	rectly or indirectly, any	voter	registration drive?				\ Yes \	√ No			
	(3) Provi	de a grant to an individu	al for	travel, study, or oth	ners	ımılar purposes?		┌ Yes ┡	√ No			
	(4) Provi	de a grant to an organıza	tion	other than a charıta	ble,	etc , organization de	scrib	oed				
	ın sed	ction 509(a)(1), (2), or (3), or	section 4940(d)(2)? (s	ee page 22 of the in	struc	ctions) Yes	√ No			
	(5) Provi	de for any purpose other	than	religious, charitabl	e, sc	ientific, literary, or						
	educa	ational purposes, or for t	he pr	evention of cruelty	to ch	ıldren or anımals?.		Yes ·	√ No			
ь	If any ans	swer is "Yes" to 5a(1)-(!	5), dı	d any of the transac	tions	fail to qualify under	r the	exceptions described in				
	Regulatio	ns section 53 4945 or i	nac	urrent notice regard	ling c	lisaster assistance	(see	page 22 of the instruction	ns)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here											
С	If the ans	wer is "Yes" to question	5a(4), does the foundat	ion c	laım exemptıon from	the					
	tax becau	use it maintained expend	ıture	responsibility for th	ne gr	ant [?]		T Yes T	- No			
	If "Yes," a	attach the statement requ	red b	y Regulations sectio	n 53.	4945-5(d).						
6a	Did the fo	oundation, during the yea	r, rec	eive any funds, dire	ectly	or indirectly, to pay						
	premiums	on a personal benefit c	ontra	ct?				 Yes	- No			
ь	Did the fo	oundation, during the yea	r, pa	y premiums, directl	yorı	ndırectly, on a perso	nall	benefit contract?		6Ь		No
	If "Yes" to	o 6b, file Form 8870.										
7a	At any tır	ne during the tax year, w	as th	ie foundation a part	y to a	a prohibited tax shel	terti	ransaction? TYes F	√ No			
ь	If yes, die	d the foundation receive	any p	proceeds or have an	y ne	t income attributable	e to t	he transaction?		7b	Yes	
	\/TTT	Information About	Off	icers, Directors	s, Tı	ustees, Founda	tio	n Managers, Highly	Paid	Emp	loye	es,
Ра	rt VIII	and Contractors										
1	List all of f	icers, directors, trustees						page 22 of the instruction	ns).			
	(a) Na	me and address		Title, and average hours per week		c) Compensation If not paid, enter		(d) Contributions to mployee benefit plans	(e) E	xpens	e acc	ount,
	(a) Na	ille alla address		voted to position	``	-0-)		deferred compensation	otl	her all	owanc	es
See	A ddıtıonal	Data Table										
	<u> </u>						<u> </u>					
2		tion of five nignest-paid nter "NONE."	emp	loyees (other than	t nos	e included on line 1–	-see	page 23 of the instruction	ons).			
				(h) Title and alle				(d) Contributions to				
(a)		l address of each employ	ee	(b) Title, and aver hours per week	-	(c) Compensation	n	employee benefit			se acc	
	paid r	more than \$50,000		devoted to positi				plans and deferred compensation	ot	her all	owanc	es
NON	IF.							- compensation				
Tota	I number o	f other employees paid o	ver\$	550,000				🕨				

Part VIII Information About Officers, Directors, Trust and Contractors (continued)	ees, Foundation Managers, Highly	, Paid Employees,
3 Five highest-paid independent contractors for professional services	(see page 23 of the instructions). If none, o	enter "NONE".
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
otal number of others receiving over \$50,000 for professional services. Part IX-A Summary of Direct Charitable Activities		
ist the foundation's four largest direct charitable activities during the tax year. Include re rganizations and other beneficiaries served, conferences convened, research papers prod		Expenses
1		-
2		
3		
4		-
		- -
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during 1	the tax year on lines 1 and 2	A mount
		-
2		
All other program-related investments See page 24 of the instruction 3	s	
		<u> </u>
ntal Add lines 1 through 3	.	

Form	990-PF (2010)		Page 8
Pa	Minimum Investment Return (All domestic foundations must complete this part. For see page 24 of the instructions.)	reign	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc ,		
	purposes		
а	A verage monthly fair market value of securities	1a	2,012,547
b	A verage of monthly cash balances	1b	246,718
c	Fair market value of all other assets (see page 24 of the instructions)	1c	177,758
d	Total (add lines 1a, b, and c)	1d	2,437,023
e	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	A cquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,437,023
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25		
	of the instructions) 📆	4	36,555
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,400,468
6	Minimum investment return. Enter 5% of line 5	6	120,023
Dat	Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(
r a	foundations and certain foreign organizations check here 🕨 🚺 and do not complete t	his pa	art.)
1	Minimum investment return from Part X, line 6	1	120,023
2a	Tax on investment income for 2010 from Part VI, line 5 2a 963		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	963
3	Distributable amount before adjustments Subtract line 2c from line 1	3	119,060
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	119,060
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
	line 1	7	119,060
Par	t XII Qualifying Distributions (see page 25 of the instructions)	•	
1	A mounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 🕮	1a	89,381
b	Program-related investments—total from Part IX-B	1b	
2	A mounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc ,		
	purposes	2	
3	A mounts set aside for specific charitable projects that satisfy the		
а	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	89,381
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	89,381
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the section 4940(e) reduction of tax in those years	her the	· · · · · · · · · · · · · · · · · · ·

<u> </u>	ondistributed income (see page	20 of the mstruct	ions)		
		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				119,060
	Undistributed income, if any, as of the end of 2010				
	Enter amount for 2009 only				
	Total for prior years 20, 20, 20				
	Excess distributions carryover, if any, to 2010				
	From 2005 10,333				
	From 2006				
	From 2007				
	From 2008 16,824				
e	From 2009 13,957				
f	Total of lines 3a through e	49,621			
	Qualifying distributions for 2010 from Part				
	XII, line 4 🕨 \$ 89,381				
а	Applied to 2009, but not more than line 2a				
Ь	Applied to undistributed income of prior years				
	(Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election				
	required—see page 26 of the instructions)				00 201
	Applied to 2010 distributable amount				89,381
	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2010	29,679			29,679
	(If an amount appears in column (d), the				
6	same amount must be shown in column (a).) Enter the net total of each column as				
u	indicated below:				
а	Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,942			
	Prior years' undistributed income Subtract				
	line 4b from line 2b				
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				+
u	amount—see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line				
	4a from line 2a Taxable amount—see page 27				
	of the instructions				
f	Undistributed income for 2010 Subtract				
	lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of				
-	corpus to satisfy requirements imposed by				
	section 170(b)(1)(F) or 4942(g)(3) (see page 27				
	of the instructions)				
8	Excess distributions carryover from 2005 not				
	applied on line 5 or line 7 (see page 27 of the instructions)				
9	Excess distributions carryover to 2011.				<u> </u>
_	Subtract lines 7 and 8 from line 6a	19,942			
10	Analysis of line 9				
а	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008 5,985				
d	Excess from 2009 13,957				
е	Excess from 2010				

- a The name, address, and telephone number of the person to whom applications should be addressed
- **b** The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- **d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to status of A mount any foundation manager contribution Name and address (home or business) recipient or substantial contributor a Paid during the year See Additional Data Table 75,000 **b** Approved for future payment

<u> </u>	ring Activitie	<u> </u>			Page 1 2
			Excluded by section	(e) Related or exem	
m service revenue	(a) Business code	(b) A mount	(c) Exclusion code	(d) A mount	function income (See page 28 of the instructions
					The motifications
and contracts from government agencies ership dues and assessments					
nds and interest from securities			14	50,491	
-financed property debt-financed property					
Investment Income (loss) from sales of assets other than inventory			18	-28,944	
profit or (loss) from sales of inventory revenue a <u>Federal Tax Refund</u>			01	2,011 2,730	
al Add columns (b), (d), and (e).					
			13	3	26,404
	and contracts from government agencies ership dues and assessments	Analysis of Income-Producing Activities amounts unless otherwise indicated (a) Business code and contracts from government agencies ership dues and assessments	Analysis of Income-Producing Activities Is amounts unless otherwise indicated In service revenue In ser	Analysis of Income-Producing Activities s amounts unless otherwise indicated (a) (b) (c) Excluded by section (a) Business code A mount Exclusion code (b) Exclusion code Exclusion code (c) Exclusion code (d) Exclusion code Exclusion code (e) Exclusion code Exclusion code (f) Exclusion code (g) Exclusion code Exclusion code	Analysis of Income-Producing Activities s amounts unless otherwise indicated (a) (b) (c) (d) Exclusion code Amount (a) (b) (c) (d) Exclusion code Amount (b) (c) (d) Exclusion code Amount (c) (d) (d) Exclusion code Amount (d) (d) (e) (d) (e) (e) (f) (f) (f) (f) (f) (f) (f) (f) (f) (f

	90-PF (2 XVII		egarding 1	Transfers To and Trans	sac	tions and Relations	hins With		Pa	ge 13
	AVII	Noncharitable				tions and Relations	mps with			
1 Did 1	the organi	zation directly or indirectly	y engage in any	of the following with any other org	anıza	ation described in section			Yes	No
501((c) of the	Code (other than section	501(c)(3) orgai	nizations) or in section 527, relating	to p	olitical organizations?				
a Tra	nsfers fr	om the reporting four	ndation to a r	oncharitable exempt organiz	atıo	n of				
(1)	Cash.				•			1a(1)		No
(2)	Othera	ssets						1a(2)		No
b Oth	er trans	actions								
(1)	Sales o	fassets to a noncha	rıtable exem	pt organization	•			1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization								1b(2)		No
(3)	Rental	of facilities, equipme	nt, or other a	ssets				1b(3)		No
(4)	Reımbu	rsement arrangemen	nts					1b(4)		No
(5)	Loans	or loan guarantees.						1b(5)		No
(6)	Perform	ance of services or n	nembership o	r fundraising solicitations.				1b(6)		No
c Sha	ring of fa	acılıtıes, equipment,	maılıng lısts,	other assets, or paid employ	ees			1 c		No
of t	he goods	, other assets, or se	rvices given	mplete the following schedule by the reporting foundation I now in column (d) the value o	[fth	e foundation received les	s than fair marke	et value		
(a) Line	No	(b) Amount involved	(c) Name of	noncharitable exempt organization		(d) Description of transfers, t	ransactions, and sha	ring arra	ngemer	nts
-										
des	cribed in	•	ne Code (otho schedule	ed with, or related to, one or rerthan section 501(c)(3)) or (b) Type of organiza	ın s	ection 527?		.厂Y€ onship	₃s F	No
	the be based	st of my knowledge a on all information of	and belief, it i	at I have examined this return s true, correct, and complete er has any knowledge		claration of preparer (oth	er than taxpaye			
	h	****				2011-08-05	*****			
	F Sig	nature of officer or t	rustee			Date	Title			
Sign Here	س _	Preparer's Jeffre Signature	ey D Haskell			Date 2011-08-05	Check if self- employed ►	PTIN		
Š	Paid Preparer's Use Only	Firm's name 🕨		Foundation Source			Fırm's EIN ►	<u> </u>		
	ကြီးမျို့			55 Walls Drive						
	4⊃	Fırm's address ▶		Fairfield, CT 06824			Phone no (800) 839-	1754	

Schedule B	Schedule of Contributors		OMB No 1545-0047					
Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	990-PF) Attach to Form 990, 990-EZ, or 990-PF.		2010					
Name of organization The Mayer-Phillips Foundation	n Inc	Employer ide	entification number					
		06-133157	7					
Organization type (che	(CK One)							
Filers of:	Section:							
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization							
	4947(a)(1) nonexempt charitable trust not treated as a private found	ation						
	☐ 527 political organization							
Form 990-PF	501(c)(3) exempt private foundation							
	4947(a)(1) nonexempt charitable trust treated as a private foundation							
	501(c)(3) taxable private foundation							
	ion filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or n ny one contributor Complete Parts I and II	nore (in money or						
under sections 5 greater of (1) \$5	1(c)(3) organization filing Form 990 or 990-EZ, that met the 33 ¹ /3% support test of 09(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the 1,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-E 1(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from a	e year, a contributi Z, line 1 Complete	Parts I and II					
during the year, aggregate contributions of more than \$1,000 for use <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III								
For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year								
990-EZ, or 990-PF), but i	on that is not covered by the General Rule and/or the Special Rules does not file at must answer "No" on Part IV, line 2 of its Form 990, or check the box on lin Her 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Sch	of its						

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93491223007511

Name of organization
The Mayer-Phillips Foundation Inc

Employer identification number

06-1331577

Part I	Contributors (see Instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
0001	Expansion Capital Partners co Finance Department 2 Summer Stre Natick, MA 01760	\$ <u>10,000</u>	Person
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
0002	7 Upland Drive Greenwich, CT 06831	- \$ <u>22,848</u> -	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(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) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_		\$	Person
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash Payroll Payroll
(a) No.	(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)

Name of organization The Mayer-Phillips Foundation Inc Employer identification number

06-1331577

Part II	Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
0002	FIFTH THIRD BANCORP State Zip Code Foreign State or Province	\$ 7,235	2010-04-29	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
0002	TD AMERITRADE HOLDING CORP	\$15,613	2010-04-29	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		

Name of organization
The Mayer-Phillips Foundation Inc

Employer identification number

06-1331577

Part III	aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry) For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$				
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
Part I					
	Transferee's name, address, a	(e) Transfer of gift nd ZIP + 4 R	elationship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
	Transferee's name, address, a	(e) Transfer of gift nd ZIP + 4 R	elationship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
	Transferee's name, address, a	(e) Transfer of gift nd ZIP + 4 R	elationship of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
	Transferee's name, address, a	(e) Transfer of gift nd ZIP + 4 R	elationship of transferor to transferee		

Additional Data

Software ID: 10000149

Software Version: 2010.2.15

EIN: 06-1331577

Name: The Mayer-Phillips Foundation Inc

Part VI Line 7 - Tax Paid Original Return: 1300

Form 990PF 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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Alessandra Mayer	Vice President /	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809	Director 001 00			
Barbara P Mayer	President / Director 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				
Christa A Mayer	Director 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				
John A Mayer	Director / Secretary	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809	001 00			
Timothy P Mayer	Director / Treasurer	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809	001 00			

Form 990PF Part XV Line 1a - 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).

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John A Mayer

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

				•
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	A mount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
FAMILY INDEPENDENCE INITIATIVE - NA 1999 HARRISON ST STE 1550 OAKLAND,CA 94612	N/A	509(a)(1)	General Unrestricted	25,000
FAMILY INDEPENDENCE INITIATIVE - NA 1999 HARRISON ST STE 1550 OAKLAND, CA 94612	N/A	509(a)(1)	Scholarship Fund	20,000
GLOBAL EDUCATION FUND 1105 SPRUCE ST BOULDER, CO 80302	N/A	509(a)(1)	General Unrestricted	500
GROWTH PHILANTHROPY NETWORK INC 122 E 42ND ST C/O PUBLIC PRIVATE VE NEW YORK,NY 10168	N/A	509(a)(1)	General Unrestricted	25,000
INVEST IN KIDS 1775 SHERMAN ST STE 2075 DENVER,CO 80203	N/A	509(a)(1)	General Unrestricted	2,000
MENLO PARK-ATHERTON EDUCATION FDN PO BOX 584 MENLO PARK, CA 94026	N/A	509(a)(1)	General Unrestricted	2,500
Total				75,000

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TY 2010 General Explanation Attachment

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

ldentifier	Return Reference	Explanation
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efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491223007511

TY 2010 Investments Corporate Bonds Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

Software Version: 2010.2.15				
Name of Bond	End of Year Book Value	End of Year Fair Market Value		
BARCLAYS BK-0.00-09/19/2011 06740PNE2 3000000.00%	30,000	33,102		
BBT CORPORATION SR NT 3.10000 07/28/2011 05531FAD5 10000000.00%	101,142	101,183		
COUNTRYWIDE HOME LOANS MTN - 4.000 - 03/22/2011 22237LPA4 10000000.00%	98,420	100,729		
DEUTSCHE BANK AG LONDON MTN 0.00 06/24/2011 2515A0K85 2800000.00%	28,000	29,159		
DEUTSCHE BK AG GLBL-0.00-01/06/2012 2515A12G5 2000000.00%	20,000	20,000		
DEUTSCHE BK MX BANCA MULTIPLE-0.00-11/23/2011 2515A1AZ4 2500000.00%	25,000	26,483		
GOLDMAN SACHS-0.00-11/16/2011 38143UPA3 2000000.00%	20,000	19,726		
HSBC USA INC MEDIUM TERM NTS B 0.0 08/30/2011 4042K0R23 3000000.00%	30,000	33,765		
HSBC USA INC MTN 00.00000 01/27/2011 4042K0K95 3000000.00%	30,000	30,348		
HSBC USA INC-0.00-09/12/2011 4042K04X0 1500000.00%	15,000	16,158		
JPMORGAN CHASE CO - 3.125 - 12/01/2011 481247AA2 2000000.00%	199,876	204,954		
JPMORGAN CHASE VAR PEEP 46625HHA1 6500000.00%	51,675	69,680		

DLN: 93491223007511

TY 2010 Investments Corporate Stock Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577 **Software ID:** 10000149

Soπware Version: 2010.2.15		
Name of Stock	End of Year Book Value	End of Year Fair Market Value
539 shares of DODGE COX FUNDS INTERNATIONAL STOCK FUND DODFX	25,527	19,239
1684 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN DDBIX	25,000	24,343
5132 shares of EATON VANCE FLOATING RATE FUND INSTI SHARE EIBLX	38,113	45,986
4752 shares of EDGEWOOD GROWTH FUND INSTI EGFIX	42,300	53,511
600 shares of ISHARES MSCI EMERGING MARKETS INDEX FD EEM	24,126	28,584
900 shares of ISHARES RUSSELL MIDCAP G IN FD IWP	50,931	50,949
1766 shares of JP MORGAN MID CAP VALUE SEL JMVSX	37,945	41,141
24825 shares of JP MORGAN SHORT DURATION BOND SELECT FUND HLLVX	272,315	272,331
2425 shares of JP MORGAN SMALL CAP EQUITY INSTL SELECT VSEIX	77,543	89,085
2725 shares of JP MORGAN STRATEGIC INCOME OPPORTUNIEIS FD SELECT JSOSX	31,325	32,235
2225 shares of JP MORGAN US LARGE CAP CORE PLUS FUND JLPSX	50,000	45,995
2575 shares of JPMORGAN CHASE CAP XXVIII 7.200 12/22/2039 48124Y204	64,375	69,499
6640 shares of JPMORGAN EQUITY INCOME FUND SELECT HLIEX	50,000	59,230
11177 shares of JPMORGAN HIGH YIELD BOND FUND SELECT OHYFX	79,194	91,090
1362 shares of JPMORGAN INTREPID GROWTH FD SELECT JPGSX	33,604	30,798
1659 shares of JPMORGAN TR I ASIA EQT SEL JPASX	42,476	62,851
1 shares of JPMORGAN US IG CAYMAN REIT INC AST968310	1,000	1,000
1 shares of JPMORGAN US IG DOMESTIC REIT INC AST968294	1,000	1,000
4207 shares of LEGG MASON PARTNERS APPRECIATION FUND CLASS I SAPYX	43,975	57,340
1995 shares of MANNING NAPIER FD, INC. EQUITY SRS EXEYX	29,135	38,445
9184 shares of MANNING NAPIER FD, INC.WORLD OPPORTUNITIES SRS C EXWAX	59,011	79,072
4241 shares of MATTHEWS PACIFIC TIGER FUND MAPTX	80,000	99,407
4897 shares of PAYDEN HIGH INCOME FUND CLASS R PYHRX	31,371	35,456
719 shares of SPDR SP 500 ETF TRUST SPY	82,793	90,414
3038 shares of T. ROWE PRICE NEW ASIA FUND PRASX	50,000	58,262
1736 shares of THE HARTFORD CAPITAL APPRECIATION FUND CLASS I ITHIX	42,300	60,123
2125 shares of THORNBURG VALUE FUND CLASS I SHARES TVIFX	87,017	73,211
770 shares of VANGUARD EMERGING MARKETS STOCK INDEX VIPERS VWO	34,137	37,076

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TY 2010 Investments - Other Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JPM US RE IG DOMESTIC LP JPRXP		248,147	177,759

TY 2010 Other Expenses Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	14,381			14,381
K1 passthrough JPM US RE IG DOMESTIC LP	3,180	3,180		

TY 2010 Other Income Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Tax Refund	2,011		
JPM US RE IG DOMESTIC LP K-1 Pass-Through Share of Partnership Income/Loss	2,730	2,730	

TY 2010 Other Professional Fees Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	2,024	2,024		

TY 2010 Taxes Schedule

Name: The Mayer-Phillips Foundation Inc

EIN: 06-1331577

Software ID: 10000149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2010	800	0	0	0