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

2010

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply

 Initial return
 Amended return Initial return of a former public charity
 Address change Final return
 Name change

Name of foundation

PHILLIPS FAMILY FOUNDATION

A Employer identification number

25-6716692

Number and street (or P O box number if mail is not delivered to street address)

C/O BRUCE A ROSENFIELD 1600 MARKET ST. 3600

B Telephone number

(215) 751-2080

City or town, state, and ZIP code

PHILADELPHIA, PA 19103-7286

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►
2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

► \$ 858,892.

J Accounting method: Cash Accrual Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,852.	19,852.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	<34,853.►			
	6b 254,028.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	<15,001.►	19,852.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 2	4,411.	4,411.	0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	RECEIVED			
	20 Occupancy	101			
	21 Travel, conferences and meetings	31			
	22 Printing and publications	31			
	23 Other expenses	11			
	24 Total operating and administrative expenses. Add lines 13 through 23	800.►	4,411.	4,411.	0.
	25 Contributions, gifts, grants paid		33,000.		33,000.
	26 Total expenses and disbursements. Add lines 24 and 25		37,411.	4,411.	33,000.
	27 Subtract line 26 from line 12		<52,412.►		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		15,441.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			443.	443.
	2 Savings and temporary cash investments		9,411.	18,719.	18,719.
	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				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 3	709,868.	647,705.	839,730.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		719,279.	666,867.	858,892.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		719,279.	666,867.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		719,279.	666,867.	
	31 Total liabilities and net assets/fund balances		719,279.	666,867.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	719,279.
2 Enter amount from Part I, line 27a	2	<52,412.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	666,867.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	666,867.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a HAVERFORD TRUST CO - SEE SCHEDULE			P	VARIOUS	VARIOUS
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 254,028.		288,881.	<34,853.>		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			<34,853.>		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<34,853.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	43,348.	681,325.	.063623
2008	44,864.	825,473.	.054349
2007	45,000.	920,613.	.048880
2006	45,226.	897,512.	.050390
2005	47,623.	913,938.	.052107

2 Total of line 1, column (d)

2 .269349

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .053870

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 786,604.

5 Multiply line 4 by line 3

5 42,374.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 154.

7 Add lines 5 and 6

7 42,528.

8 Enter qualifying distributions from Part XII, line 4

8 33,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	309.
• Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	309.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	309.
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	552.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	552.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	243.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►	11	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
1c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ 0. (2) On foundation managers. ► \$ 0.	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	3	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	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b	
b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	6	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	7	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	8b	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA	9	X
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	10	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ► N/A	13	X	
14	The books are in care of ► BRUCE A. ROSENFIELD, ESQUIRE Located at ► 1600 MARKET STREET, #3600, PHILADELPHIA, PA	Telephone no ► 215-751-2080 ZIP+4 ► 19103-7286		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
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? 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 ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2010?	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 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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2010?	4a	X
		4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	0.	0.

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

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

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

► 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services



0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 FOUNDATION IS NOT ENGAGED IN ANY DIRECT CHARITABLE ACTIVITIES. IT PROVIDES GRANTS AND CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS.

0.

2

3

4

Part IX-B Summary of Program-Related Investments

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

Amount

1 NOT APPLICABLE

0.

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	770,762.
b	Average of monthly cash balances	1b	27,821.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	798,583.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	798,583.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	786,604.
6	Minimum investment return. Enter 5% of line 5	6	39,330.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	39,330.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	309.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	309.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	39,021.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,021.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,021.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	33,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,000.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				39,021.
2 Undistributed income, if any, as of the end of 2010			31,168.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 33,000.			31,168.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,832.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				37,189.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling	► <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
1 b Check box to indicate whether the foundation is a private operating foundation described in section ..				
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007
				(e) Total
2 b 85% of line 2a				
2 c Qualifying distributions from Part XII, line 4 for each year listed				
2 d Amounts included in line 2c not used directly for active conduct of exempt activities				
2 e Qualifying distributions made directly for active conduct of exempt activities				
2 f Subtract line 2d from line 2c				
3 a Complete 3a, b, or c for the alternative test relied upon.				
3 a (1) Value of all assets				
3 a (2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
3 b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
3 c "Support" alternative test - enter:				
3 c (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
3 c (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
3 c (3) Largest amount of support from an exempt organization				
3 c (4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

THOMAS G. PHILLIPS, III

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE SCHEDULE ATTACHED	NONE	PUBLIC	GENERAL	33,000.
Total				► 3a 33,000.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,852.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<34,853.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<15,001.>	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		<15,001.>
(See worksheet in line 13 instructions to verify calculations)					

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

PHILLIPS FAMILY FOUNDATION

25-6716692

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HAVERFORD TRUST CO	19,852.	0.	19,852.
TOTAL TO FM 990-PF, PART I, LN 4	19,852.	0.	19,852.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THE HAVERFORD TRUST CO, MGR FEE	4,411.	4,411.		0.
TO FORM 990-PF, PG 1, LN 16C	4,411.	4,411.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

3

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	647,705.	839,730.
TOTAL TO FORM 990-PF, PART II, LINE 10B	647,705.	839,730.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 4

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS G. PHILLIPS, III 520 WATERSIDE CIRCLE LEBANON, PA 17042	CO-TRUSTEE 0.25	0.	0.	0.
VIRGINIA A. PHILLIPS 520 WATERSIDE CIRCLE LEBANON, PA 17042	CO-TRUSTEE 0.25	0.	0.	0.
PETER H. PHILLIPS 2 SOUTHWATCH LANE MECHANICSBURG, PA 170558212	CO-TRUSTEE 0.25	0.	0.	0.
DAVID S. PHILLIPS 276 OLD STONE HOUSE ROAD S MECHANICSBURG, PA 170559729	CO-TRUSTEE 0.25	0.	0.	0.
ELIZABETH A. DAVIES 10 MOUNT VERNON STREET NANTUCKET, MA 02554	CO-TRUSTEE 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Phillips Family Foundation
 EIN 25-6716692
 Gain/Loss Schedule
 Haverford Trust Co 52 00 6327 0 01

Securities	shares	Date Acq	Date Sold	Proceeds	Cost	Gain/Loss
Lowes Co Inc	700	Various	1/7/2010	16,373.07	23,030.71	(6,657.64)
Nokia Corp Spons ADR	900	7/16/2009	1/7/2010	11,897.15	12,312.79	(415.64)
Target Corp	700	Various	1/7/2010	35,070.29	32,107.21	2,963.08
AT&T Inc	900	Various	2/24/2010	22,331.51	32,438.70	(10,107.19)
United Technologies Corp	300	Various	3/11/2010	21,409.10	23,151.00	(1,741.90)
Goldman Sachs Group	100	3/11/2010	4/20/2010	16,588.88	17,253.47	(664.59)
Aflac Inc	500	Various	5/7/2010	22,222.42	23,273.68	(1,051.26)
Johnson & Johnson	50	Various	7/22/2010	2,841.82	2,636.14	205.68
Becton Dickinson & Co	150	Various	7/22/2010	10,116.36	11,050.71	(934.35)
Lockheed Martin Corp	150	4/23/2009	7/22/2010	11,167.98	11,666.97	(498.99)
Medtronic Inc	400	Various	9/7/2010	13,007.30	21,139.07	(8,131.77)
Automatic Data Processing Inc	350	Various	10/8/2010	14,747.60	16,100.40	(1,352.80)
Bank of New York Mellon	800	Various	10/8/2010	21,154.20	24,742.15	(3,587.95)
Microsoft Corp	800	Various	12/9/2010	21,696.59	21,526.88	169.71
Best Buy Inc	400	10/5/2010	12/27/2010	13,404.13	16,451.20	(3,047.07)
				<u>254,028.40</u>	<u>288,881.08</u>	<u>(34,852.68)</u>

Phillips Family Foundation
 EIN: 25-6716692
 List of Contributions for Tax Period 12/31/10

Organization	Address	Amount
Rotary International Paul Harris-Fellow	Attn: Clarence Asbury 415 Fallowfield Road Camp Hill, PA 17011	1,000 00
Cystic Fibrosis Foundation Brewers Fest Central PA Chapter	Attn: Melinda LaBuda Raback 55 South Progress Ave Harrisburg, PA 17109	1,000.00
York Health Foundation	Attn: Dee Baker 45 Monument Road Suite 200 York, PA 17403	1,000.00
Walnut Hill School	12 Highland Street Natick, MA 01760-2199	1,000 00
Nantucket School of Music/NCMC	PO Box 1352 Nantucket, MA 02554	2,500.00
Boston Youth Symphony Orchestra Annual Fund	Attn: Martha Robinson 855 Commonwealth Ave Boston, MA 02215	2,500.00
Harrisburg Area YMCA Annual Support Campaign	c/o Yvette Lynch 123 Forester St Harrisburg, PA 17102	5,000.00
Nantucket Historical Association Restoration of Greater Light	c/o Judith Wodynki PO Box 1016 Nantucket, MA 02554	1,000 00
Sustainable Nantucket Annual Appeal	PO Box 1244 Nantucket, MA 02554	4,000.00
Harrisburg Area Community College Foundation	c/o Nancy Rockey VP College & Community Development The HACC Foundation One HACC Drive, M260 Harrisburg, PA 17110-2999	11,000 00
Shippensburg University Union & Student Activities	Office of Student Affairs 1871 Old Main Drive Shippensburg, PA 17257	3,000.00
Total Contributions		33,000.00

Account Number: 52 00 6327 0 01
Date: DECEMBER 1, 2010 - DECEMBER 31, 2010

Portfolio Assets Detail

CASH AND MONEY MARKET

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
INCOME CASH								
FEDERATED PRIME MANAGEMENT OBLIG FD INC	5,315.17	5,315.17	1.00	5,315.17	.63	.00	.53	.01
FEDERATED PRIME MANAGEMENT OBLIG FD FRIN	13,404.13	13,404.13	1.00	13,404.13	1.60	.00	1.34	.01
TOTAL CASH AND MONEY MARKET		19,162.80		19,162.80		.00	1.87	.01
STOCKS								
Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
ABBOTT LABS COM (ABT)	650.00	30,390.77	47.91	31,141.50	3.71	750.73	1,144.00	3.67
ACCENTURE PLC (ACN)	650.00	25,152.55	48.49	31,518.50	3.76	6,365.95	585.00	1.86
AIR PRODS & CHEMS INC COM (APD)	300.00	16,511.65	90.95	27,285.00	3.25	10,773.35	588.00	2.16
BECTON DICKINSON & CO COM (BDX)	350.00	18,777.18	84.52	29,582.00	3.53	10,804.82	574.00	1.94
CATERPILLAR INC DEL COM (CAT)	400.00	13,476.21	93.66	37,464.00	4.47	23,987.79	704.00	1.88
CHEVRON CORPORATION (CVX)	350.00	23,532.51	91.25	31,937.50	3.81	8,404.99	1,008.00	3.16
COCA COLA CO COM (KO)	300.00	15,081.04	65.77	19,731.00	2.35	4,649.96	528.00	2.68
CONOCOPHILLIPS (COP)	650.00	40,092.02	68.10	44,265.00	5.28	4,172.98	1,430.00	3.23

Account Number: 52 00 6327 0 01
Date: DECEMBER 1, 2010 – DECEMBER 31, 2010

Portfolio Assets Detail

STOCKS

Description	Shares	Total Cost	Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
DISNEY WALT CO COM DISNEY (DIS)	600.00	19,779.04	37.51	22,506.00	2.68	2,726.96	240.00	1.07
DU PONT E I DE NEMOURS & CO COM (DD)	650.00	18,289.93	49.88	32,422.00	3.86	14,132.07	1,066.00	3.29
EATON CORP COM (ETN)	400.00	28,027.54	101.51	40,604.00	4.84	12,576.46	928.00	2.29
EXXON MOBIL CORP COM (XOM)	500.00	31,958.57	73.12	36,560.00	4.36	4,601.43	880.00	2.41
HEWLETT PACKARD CO COM (HPQ)	750.00	31,770.98	42.10	31,575.00	3.76	-195.98	240.00	76
INT'L BUSINESS MACHINES (IBM)	250.00	32,075.82	146.76	36,690.00	4.37	4,614.18	650.00	1.77
INTEL CORP COM (INTC)	1,000.00	22,481.55	21.03	21,030.00	2.51	-1,451.55	630.00	3.00
JOHNSON & JOHNSON COM (JNJ)	400.00	20,161.30	61.85	24,740.00	2.95	4,578.70	864.00	3.49
JOHNSON CONTROLS (JCI)	500.00	15,926.90	38.20	19,100.00	2.28	3,173.10	320.00	1.68
JPMORGAN CHASE & CO COM (JPM)	400.00	16,645.04	42.42	16,968.00	2.02	322.96	80.00	.47
MCDONALDS CORP COM (MCD)	350.00	21,775.51	76.76	26,866.00	3.20	5,090.49	854.00	3.18
MICROSOFT CORP COM (MSFT)	1,000.00	22,743.27	27.91	27,910.00	3.33	5,166.73	640.00	2.29
NOVARTIS AG SPONSORED ADR (NVS)	350.00	19,720.99	58.95	20,632.50	2.46	911.51	578.55	2.80

Account Number: 52 00 6327 0 01
 Date: DECEMBER 1, 2010 – DECEMBER 31, 2010

Portfolio Assets Detail

STOCKS

Description	Shares	Total Cost	Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
NYSE EURONEXT (NYX)	1,000.00	20,555.38	29.98	29,980.00	3.57	9,424.62	1,200.00	4.00
PEPSICO INC COM (PEP)	450.00	27,237.61	65.33	29,398.50	3.50	2,160.89	864.00	2.94
PROCTER & GAMBLE CO COM (PG)	350.00	13,479.32	64.33	22,515.50	2.68	9,036.18	674.45	3.00
TEVA PHARMACEUTICAL IND'S ADR (TEVA)	400.00	21,558.96	52.13	20,852.00	2.49	-706.96	266.80	1.28
UNION PAC CORP COM (UNP)	350.00	17,580.39	92.66	32,431.00	3.87	14,850.61	532.00	1.64
UNITED TECHNOLOGIES CORP (UTX)	400.00	25,087.00	78.72	31,488.00	3.75	6,401.00	680.00	2.16
WELLS FARGO & CO NEW COM (WFC)	800.00	20,717.01	30.99	24,792.00	2.96	4,074.99	160.00	.65
WHIRLPOOL CORP (WHR)	200.00	17,118.54	88.83	17,766.00	2.12	647.46	344.00	1.94
TOTAL STOCKS	647,704.58		819,751.00		172,046.42	19,252.80	2.35	
TOTAL ASSETS		838,913.80		172,046.42	19,254.67	2.30		
TOTAL ACCRUED INCOME				816.00				
TOTAL ACCOUNT				839,729.80				