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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ 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 ROSENFELD 1600 MARKET ST. | Room/suite 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 <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 858,892. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| (Part I, column (d) must be on cash basis.) | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | 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 | | <34,853.> | | | |
| b Gross sales price for all assets on line 6a | | 254,028. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | | <15,001.> | 19,852. | | |
| 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 | | 4,411. | 4,411. | | 0. |
| 17 Interest | | | | | |
| 18 Taxes | | | | | |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | | | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 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 | | | 15,441. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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| 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 | | |
| Assets | 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"/> | | | | | |
| | 24 Unrestricted | | | | | |
| | 25 Temporarily restricted | | | | | |
| | 26 Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | | |
| | 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 | | | |

| (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 | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| a | | | <34,853.> |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | |
|--|--|
| 2 Capital gain net income or (net capital loss) | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <34,853.> </div> </div> |
| 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 | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 N/A </div> </div> |

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. 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 | | 1 | 309. |
| 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 | 243. | Refunded |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|-----|
| 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | 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? | 6 | X |
| 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 | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA | | |
| 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 | 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 | 9 | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----------------------------|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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? | 13 | X | |
| Website address N/A | | | | |
| 14 | The books are in care of BRUCE A. ROSENFELD, ESQUIRE Telephone no 215-751-2080 | | | |
| | Located at 1600 MARKET STREET, #3600, PHILADELPHIA, PA 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? | 16 | Yes | 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 | | | 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"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A | 1b | |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | If "Yes," list the years | | |
| 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 | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | |
| 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"/> 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 | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | 4b | X |

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

| (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 | | | | |
| | | | | |
| | | | | |
| | | | | |
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| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 | |
| 3 All other program-related investments See instructions | |
| 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

Form 990-PF (2010)

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 | | | | |
| a Enter amount for 2009 only | | | 31,168. | |
| 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. \blacktriangleright \$ 33,000. | | | | |
| a Applied to 2009, but not more than line 2a | | | 31,168. | |
| 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. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| 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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 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 | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities | | | | | |
| Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon. | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| 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) | | | | | | <15,001.> |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

| | | | |
|-------------|--|-----------|---|
| 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) |
| | | | | 254,028.40 | 288,881.08 | (34,852.68) |

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 Wodynski 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

Three Radnor Corporate Center, Suite 450
 Radnor, Pennsylvania 19087-4546
 T 610-995-8700 / 888-995-5995 / F 610-995-8796
 www.haverfordquality.com

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 | | 443.50 | | 443.50 | .05 | | | |
| 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 PRIN | 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

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 Radnor, Pennsylvania 19087-4546
 T 610-995-8700 / 888-995-5995 / F 610-995-8796
 www.haverfordquality.com

Portfolio Assets Detail

STOCKS

| Description | Shares | Total Cost | Current 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 A G 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

Three Radnor Corporate Center, Suite 450
 Radnor, Pennsylvania 19087-4546
 T 610-995-8700 / 888-995-5995 / F 610-995-8796
 www.haverfordquality.com

Portfolio Assets Detail

STOCKS

| Description | Shares | Total Cost | Current Share Price | Current Mkt Value | % of Portfolio | Unrealized Gain/Loss | Est. Ann Income | Est. Ann Yield(%) |
|--|----------|-------------------|------------------------|----------------------|-------------------|-------------------------|--------------------|----------------------|
| NYSE EURONEXT (NYSE) | 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 INDS 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 | | | | |