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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

2010

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning Sep 1, 2010, and ending Aug 31, 2011			
B Check if applicable <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DR. PHILLIPS, INC. Doing Business As		D Employer identification number 59-0724702
	Number and street (or P.O. box if mail is not delivered to street addr) Room/suite		E Telephone number (407) 422-6105
	P.O. BOX 692709		
	City, town or country State ZIP code + 4 ORLANDO FL 32869-2709		
	F Name and address of principal officer R. L. MELLEN, III PO BOX 692709 ORLANDO FL 32869		G Gross receipts \$ 106,109,243.
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)	
J Website: ▶ www.drphillips.org		H(c) Group exemption number ▶ N/A	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1997	M State of legal domicile DE

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities DR. PHILLIPS, INC. PROVIDES FINANCIAL SUPPORT TO PUBLIC AND PUBLICLY SUPPORTED CHARITABLE ORGANIZATIONS NAMED IN ITS ARTICLES OF INCORPORATION AND ALSO DIRECTLY CONDUCTS OR SUPERVISES PROGRAMS FOR THEIR BENEFIT. ITS PRINCIPAL BENEFICIARY IS THE CENTRAL FLORIDA YMCA BASED IN ORLANDO, FL.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	7
	4	Number of independent voting members of the governing body (Part VI, line 1b)	3
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	30
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	28,795.
7b	Net unrelated business taxable income from Form 990-T, line 34	-27,294.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,279,123.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,965,594.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,244,717.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,447,042.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	7,301,673.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,718,967.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,900,889.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24b)	176,793.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	895,212.
19	Revenue less expenses Subtract line 18 from line 12	11,342,802.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	136,143,005.
	21	Total liabilities (Part X, line 26)	140,510,170.
	22	Net assets or fund balances Subtract line 21 from line 20	2,436,844.
			133,706,161.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <u>Robert L. Mellen, III</u> Date <u>4-13-12</u>	
	Type or print name and title ROBERT L. MELLEN, III PRESIDENT	
Paid Preparer Use Only	Print/Type preparer's name <u>Anne-Marie L. Barrett</u> Preparer's signature <u>Anne-Marie L. Barrett, CPA</u> Date <u>4/13/12</u>	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶ CROSS, FERNANDEZ & RILEY, LLP	59-3651466
	Firm's address ▶ 201 S. ORANGE AVE., SUITE 800	Firm's EIN ▶
	ORLANDO FL 32801	Phone no (407) 841-6930

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 03/25/11

Form 990 (2010)

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SCANNED MAY 10 2012

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

DR. PHILLIPS, INC. PROVIDES FINANCIAL SUPPORT TO PUBLIC AND PUBLICLY SUPPORTED
 CHARITABLE ORGANIZATIONS NAMED IN ITS ARTICLES OF INCORPORATION AND ALSO DIRECTLY
 See Form 990, Page 2, Part III, Line 1 (continued)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code _____) (Expenses \$ 9,387,736. including grants of \$ 7,301,673.) (Revenue \$ 0.)

SUPPORT ORGANIZATION FOR NAMED EXEMPT ORGANIZATIONS UNDER
 IRC 501(C)(3). SEE LIST OF GRANTS IN SUPPORTING STATEMENTS 1 AND 2.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4d** Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 9,387,736.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	X	
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If 'Yes,' complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

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Form 990 (2010)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	18	
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	30	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? b If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9 Sponsoring organizations maintaining donor advised funds. N/A		
a Did the organization make any taxable distributions under section 4966?		
b Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter. N/A		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter. N/A		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? N/A	12a	
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers. N/A		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O	14b	

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI ☐**Section A. Governing Body and Management**

	Yes	No
1 a Enter the number of voting members of the governing body at the end of the tax year		
1 b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?	X	
7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a Does the organization have local chapters, branches, or affiliates?		X
10 b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11 b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers of key employees of the organization	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)		
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16 b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► Florida

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► ROBERT L. MELLEN, III 7400 DR. PHILLIPS BLVD ORLANDO FL 32819 (407) 422-6105

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) J.A. HINSON CHAIRMAN/EVP/DIR/MEMBER	32.00			X				340,868.	2,500.	19,712.
(2) R.L. MELLEN, III PRESIDENT/DIRECTOR	50.00			X				419,094.	1,250.	63,037.
(3) H.L. BURNETT A. SEC/A. TREAS/DIR	50.00			X				131,802.	1,500.	39,708.
(4) E.M. TUKDARIAN TREASURER	50.00			X				161,522.	0.	49,757.
(5) A.F. MANLEY SECRETARY	50.00			X				107,762.	0.	36,689.
(6) DON AMMERMAN DIRECTOR	2.00	X						2,375.	1,625.	0.
(7) MARGARET MILLER DIRECTOR	2.00	X						2,875.	2,625.	0.
(8) JAMES W. FERBER DIRECTOR	2.00	X						2,875.	376,325.	0.
(9) KEN ROBINSON DIRECTOR	2.00	X						3,375.	1,125.	0.
(10) JAMES K. HASSON MEMBER	1.00	X						0.	0.	0.
(11) J.C. THATCHER PROPERTY MANAGER	50.00					X		112,800.	0.	31,947.
(12) D.A. JACKSON MAINTENANCE SUPERVISOR	50.00					X		103,443.	0.	30,500.
(13) S.K. DONNELLY CONTROLLER	50.00					X		106,990.	0.	29,705.
(14) E.F. FUREY, III MEMBER	1.00	X						0.	0.	0.
(15) _____										
(16) _____										
(17) _____										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
(26) -----										
(27) -----										
(28) -----										
(29) -----										
1 b Sub-total								1,495,781.	386,950.	301,055.
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,495,781.	386,950.	301,055.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **8**

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		0.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a			
	b Membership dues	1 b			
	c Fundraising events	1 c			
	d Related organizations	1 d			
	e Government grants (contributions)	1 e			
	f All other contributions, gifts, grants, and similar amounts not included above	1 f			
	g Noncash contributions included in lns 1a-1f \$				
h Total. Add lines 1a-1f					
PROGRAM SERVICE REVENUE	Business Code				
	2 a _____				
	b _____				
	c _____				
	d _____				
	e _____				
	f All other program service revenue				
g Total. Add lines 2a-2f					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	3,543,375.	0.	0.	3,543,375.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6 a Gross Rents	(i) Real 9,049,828.	(ii) Personal		
	b Less rental expenses	3,262,862.			
	c Rental income or (loss)	5,786,966.			
	d Net rental income or (loss)	5,786,966.	0.	0.	5,786,966.
	7 a Gross amount from sales of assets other than inventory	(i) Securities 93,486,869.	(ii) Other		
	b Less cost or other basis and sales expenses	87,275,790.			
	c Gain or (loss)	6,211,079.			
	d Net gain or (loss)	6,211,079.	0.	0.	6,211,079.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
	b Less direct expenses	b			
	c Net income or (loss) from fundraising events				
	9 a Gross income from gaming activities See Part IV, line 19	a			
	b Less direct expenses	b			
	c Net income or (loss) from gaming activities				
	10 a Gross sales of inventory, less returns and allowances	a			
	b Less: cost of goods sold	b			
	c Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code			
11 a SALE OF BURIAL RIGHTS	531390	23,600.	0.	23,600.	0.
b CEMETERY TRUST INTEREST	531390	5,195.	0.	5,195.	0.
c MISCELLANEOUS OTHER	900099	376.	376.	0.	0.
d All other revenue					
e Total. Add lines 11a-11d		29,171.			
12 Total revenue. See instructions		15,570,591.	376.	28,795.	15,541,420.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	7,301,673.	7,301,673.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,195,207.	924,538.	270,669.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	922,007.	492,210.	429,797.	0.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	218,509.	146,401.	72,108.	0.
9 Other employee benefits	427,088.	286,149.	140,939.	0.
10 Payroll taxes	138,078.	92,512.	45,566.	0.
11 Fees for services (non-employees)				
a Management				
b Legal	55,697.	40,704.	14,993.	0.
c Accounting	24,000.	0.	24,000.	0.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	20,082.	13,455.	6,627.	0.
g Other				
12 Advertising and promotion	35,335.	16,071.	19,264.	0.
13 Office expenses	160,967.	107,848.	53,119.	0.
14 Information technology	134,091.	89,841.	44,250.	0.
15 Royalties				
16 Occupancy	100.	67.	33.	0.
17 Travel	13,107.	3,433.	9,674.	0.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	2,949.	1,976.	973.	0.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	574,005.	397.	573,608.	0.
23 Insurance	8,686.	5,820.	2,866.	0.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>BAD DEBTS</u>	1,558.	0.	1,558.	0.
b <u>CEMETERY</u>	56,089.	0.	56,089.	0.
c <u>DUES, LICENSES & SUBSCRIPTIONS</u>	31,025.	20,787.	10,238.	0.
d <u>GROVES, TRACTORS & TRAILERS</u>	10,575.	0.	10,575.	0.
e <u>SHARED SERVICES - ALLOCATION</u>	-233,054.	-156,146.	-76,908.	0.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	11,097,774.	9,387,736.	1,710,038.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

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Form 990 (2010)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing	1,237,533.	1	125,355.
	2 Savings and temporary cash investments	5,140,080.	2	19,469,342.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	84,252.	4	56,281.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net	796,418.	7	973,128.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	167,011.	9	167,010.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 32,413,494.		
	b Less accumulated depreciation	10b 20,715,430.	10c 11,698,064.	
	11 Investments — publicly traded securities	116,276,664.	11	107,760,693.
	12 Investments — other securities. See Part IV, line 11		12	
	13 Investments — program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	250,813.	15	260,297.
16 Total assets. Add lines 1 through 15 (must equal line 34)	136,143,005.	16	140,510,170.	
LIABILITIES	17 Accounts payable and accrued expenses	1,204,300.	17	1,202,072.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	1,232,544.	25	1,129,120.
	26 Total liabilities. Add lines 17 through 25	2,436,844.	26	2,331,192.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	133,706,161.	32	138,178,978.
	33 Total net assets or fund balances	133,706,161.	33	138,178,978.
34 Total liabilities and net assets/fund balances	136,143,005.	34	140,510,170.	

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Form 990 (2010)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	15,570,591.
2	Total expenses (must equal Part IX, column (A), line 25)	2	11,097,774.
3	Revenue less expenses Subtract line 2 from line 1	3	4,472,817.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	133,706,161.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	138,178,978.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

BAA

Form 990 (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 ☐ An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I b ☐ Type II c ☐ Type III – Functionally integrated d ☒ Type III – Other
 - e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f ☐ If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) SEE STATEMENT 1									7,301,673.
(B)									
(C)									
(D)									
(E)									
Total									7,301,673.

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

N/A

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%

16a 33-1/3% support test – 2010. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐**b 33-1/3% support test – 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐**17a 10%-facts-and-circumstances test – 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ ☐**b 10%-facts-and-circumstances test – 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ ☐**18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

BAA

Schedule A (Form 990 or 990-EZ) 2010

Part III Support Schedule for Organizations Described in Section 509(a)(2) N/A

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33-1/3% support tests – 2010. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33-1/3% support tests – 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

NOT APPLICABLE

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Financial Statements

- Complete if the organization answered 'Yes,' to Form 990,
Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010**Open to Public
Inspection**

Employer identification number

DR. PHILLIPS, INC.

59-0724702

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e g , recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- ☐ a Public exhibition
☐ b Scholarly research
☐ c Preservation for future generations
☐ d Loan or exchange programs
☐ e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table.

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ _____ %
 c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	2,724,589.	3,180.		2,727,769.
b Buildings	25,016,109.	75,643.	16,674,931.	8,416,821.
c Leasehold improvements	0.	0.	0.	0.
d Equipment	763,754.	1,333,567.	1,692,118.	405,203.
e Other	2,451,249.	45,403.	2,348,381.	148,271.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				11,698,064.

BAA

Schedule D (Form 990) 2010

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.) ▶		

Part VIII Investments—Program Related. (See Form 990, Part X, line 13)

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.) ▶		

Part IX Other Assets. (See Form 990, Part X, line 15)

(a) Description	(b) Book value
(1) DEFERRED LEASE EXPENSE	232,895.
(2) INVESTMENT IN PHILJOHN, INC.	500.
(3) TRADEMARKS, NET	2,437.
(4) TRANSPORTATION IMPACT FEES	24,465.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) ▶	260,297.

Part X Other Liabilities. (See Form 990, Part X, line 25)

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) LEASE DEPOSITS	1,129,120.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.) ▶	1,129,120.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	15,570,591.
2	Total expenses (Form 990, Part IX, column (A), line 25)	11,097,774.
3	Excess or (deficit) for the year Subtract line 2 from line 1	4,472,817.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	
9	Total adjustments (net) Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	4,472,817.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	18,833,453.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	3,262,862.
e	Add lines 2a through 2d	2e	3,262,862.
3	Subtract line 2e from line 1	3	15,570,591.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	15,570,591.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	14,360,636.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	3,262,862.
e	Add lines 2a through 2d	2e	3,262,862.
3	Subtract line 2e from line 1	3	11,097,774.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	11,097,774.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Pt XII Line 2d RENTAL BUILDING EXPENSES INCLUDED ON FORM 990, PT VIII

Pt XIII Line 2d RENTAL BUILDING EXPENSES INCLUDED ON FORM 990, PT VIII

Part XIV Supplemental Information *(continued)*

Area for supplemental information with horizontal dashed lines.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SEE STATEMENT 2							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

28

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA3901 10/29/10

Schedule I (Form 990) 2010

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information****For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

- **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

2010**Open to Public Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part I Questions Regarding Compensation

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment from the organization or a related organization?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If 'Yes' to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If 'Yes' to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No**1 b** X**2** X**4 a** X**4 b** X**4 c** X**5 a** X**5 b** X**6 a** X**6 b** X**7** X**8** X**9****BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 J.A. HINSON	(i) 340,868. (ii) 2,500.	(i) 0. (ii) 0.	(iii) 0. (ii) 0.	0. 0.	19,712. 0.	360,580. 2,500.	
2 R.L. MELLEN, III	(i) 419,094. (ii) 1,250.	(i) 0. (ii) 0.	(iii) 0. (ii) 0.	36,714. 0.	26,323. 0.	482,131. 1,250.	
3 H.L. BURNETT	(i) 131,802. (ii) 1,500.	(i) 0. (ii) 0.	(iii) 0. (ii) 0.	19,842. 0.	19,866. 0.	171,510. 1,500.	
4 E.M. TUKDARIAN	(i) 161,522. (ii) 0.	(i) 0. (ii) 0.	(iii) 0. (ii) 0.	24,345. 0.	25,412. 0.	211,279. 0.	
5	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
6	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
7	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
8	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
9	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
10	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
11	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
12	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
13	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
14	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
15	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	
16	(i) (ii)	(i) (ii)	(iii) (ii)	 	 	 	

BAA

TEEA4102 07/2010

Schedule J (Form 990) 2010

Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

SCHEDULE L
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Transactions With Interested Persons**

► **Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

► **Attach to Form 990 or Form 990-EZ. ► See separate instructions.**

OMB No 1545-0047

2010**Open to Public Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

► \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				► \$						

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2010

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

[illegible]

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part IV, Line 4 THE ORGANIZATION HAS ANSWERED THIS QUESTIONS NEGATIVELY BECAUSE
IT CONSIDERS AMOUNTS SPENT BY IT TO BE EXCEPTED FROM THE DEFINITION
OF "INFLUENCING LEGISLATION" BY INTERNAL REVENUE CODE SECTION 4911(D)(2)(C),
THE SO-CALLED "SELF-DEFENSE" EXCEPTION. THE ORGANIZATION CONTACTED
MEMBERS OF THE STAFFS OF SENATORS AND REPRESENTATIVES WITH RESPECT TO
THE APPLICATION TO IT OF A CERTAIN PROVISION OF THE PENSION PROTECTION
ACT OF 2006. THE BULK OF ITS CONTACT WITH SENATORS, MEMBERS OF
CONGRESS, AND LEGISLATIVE STAFF MEMBERS WERE FOCUSED ON ADMINISTRATIVE
INTERPRETATIONS OF THE PENSION PROTECTION ACT'S PROVISIONS APPLICABLE TO THE
ORGANIZATION AND ON POSSIBLE LEGISLATIVE CORRECTION IN THE EVENT THAT
SATISFACTORY ADMINSTRATIVE INTERPRETATIONS WERE NOT FORTHCOMING.
THESE DISCUSSIONS FOCUSED ON THE EXISTENCE OF THE ORGANIZATION
AND ITS POWERS AND DUTIES UNDER THE 2006 LEGISLATION. THE TOTAL
AMOUNT SPENT WAS NOT SUBSTANTIAL IN RELATION TO THE TOTAL EXPENDITURES
OR ACTIVITIES OF THE ORGANIZATION, IN ANY EVENT.

Part V, Line 8 AS REPORTED IN PART IV OF SCHEDULE R OF THIS FORM 990, THE ORGANIZATION
IS THE SOLE OWNER OF A C CORPORATION KNOWN AS PHILJOHN, INC., WHICH
SERVES AS A REAL ESTATE BROKER TO FACILITATE PURCHASES AND SALES OF RENTAL
REAL PROPERTY HELD BY THE ORGANIZATION AS INVESTMENT OR PROGRAM RELATED
ASSETS. IT IS A FUNCTIONALLY RELATED BUSINESS BECAUSE IT IS NOT
ENGAGED IN AN UNRELATED TRADE OR BUSINESS. MOREOVER, THE ORGANIZATION
HAS A PERIOD OF 20 YEARS FROM JANUARY 1, 2007 TO DISPOSE OF ANY EXCESS
BUSINESS HOLDINGS THAT MAY EXIST.

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part VI-A, Line 6 THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT
OR REMOVE THE DIRECTORS.

Part VI-A, Line 7a THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT
OR REMOVE THE DIRECTORS.

Part VI-A, Line 7b THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT
OR REMOVE THE DIRECTORS. THE MEMBERS ALSO HAVE THE AUTHORITY TO VOTE
ON DECISIONS CONCERNING THE CORPORATION, INCLUDING AMENDMENT OF
THE ARTICLES OF INCORPORATION, BYLAWS AND DISSOLUTION OF THE CORPORATION.

Part VI-B, Line 11a FORM 990 PROVIDED TO DIRECTORS PRIOR TO FILING.

Part VI-B, Line 11b FORM 990 REVIEWED BY TREASURER, PRESIDENT BY COMPARING FINANCIAL RESULTS
TO AUDIT. REVIEWED DRAFT SUBMITTED TO CPA FIRM AND LEGAL COUNSEL
TO ENSURE COMPLIANCE WITH LAW. FORM 990 PROVIDED TO DIRECTORS PRIOR TO FILING.

Part VI-B, Line 12c ANNUAL DISCLOSURE FORM SUBMITTED BY EACH BOARD MEMBER AND OFFICER.
ALL FORMS REVIEWED BY PRESIDENT AND CONFLICT OF INTEREST BOARD
COMMITTEE. IF REQUEST IS SUBMITTED BY ORGANIZATION WHERE CONFLICT
OF INTEREST EXISTS, CONFLICTED BOARD MEMEBER CANNOT INFLUENCE
OR PARTICIPATE IN VOTE.

Part VI-B, Line 15 COMPENSATION STUDY PERFORMED BY THIRD PARTY CONSULTANT. COMPENSATION
APPROVED BY BOARD AND COMPENSATION COMMITTEE.

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part VI-C, Line 19 ARTICLES OF INCORPORATION AND CONFLICT OF INTEREST POLICY ARE

PROVIDED TO THE PUBLIC AT OUR OFFICE UPON REQUEST. THE FORM 990

FINANCIAL STATEMENT IS AVAILABLE TO THE PUBLIC AT GUIDESTAR.

Part VII - A JAMES W. FERBER, A DIRECTOR OF THE DR. PHILLIPS, INC. BOARD, IS ALSO

THE CEO AND PRESIDENT OF THE CENTRAL FLORIDA YMCA, WHICH IS THE

PRIMARY BENEFICIARY OF DR. PHILLIPS, INC. MR. FERBER RECEIVED \$2,875

FROM DR. PHILLIPS, INC. AND \$1,875 FROM THE DR. P. PHILLIPS

FOUNDATION, A RELATED ORGANIZATION, DURING FISCAL 2011 AS COMPENSATION

FOR HIS SERVICES ON THE BOARD OF DIRECTORS. AS COMPENSATION FOR

HIS SERVICES AS CEO AND PRESIDENT OF THE CENTRAL FLORIDA YMCA MR. FERBER

RECEIVED \$374,450 IN COMPENSATION.

Part IX, Line 11f INVESTMENT CONSULTING FEES ARE NETTED AGAINST INVESTMENT

INCOME (PART VIII, LINE 3). THE "INVESTMENT MANAGEMENT FEES" SHOWN ON

PART IX, LINE 11F ARE MADE UP OF 401K PLAN ADMINISTRATION FEES

WHICH ARE THEN ALLOCATED IN THE SAME MANNER AS THE ORGANIZATION'S

SALARIES, OTHER COMPENSATION, EMPLOYEE BENEFITS (PART I, LINE 15).

Part IX, Line 24e THE ORGANIZATION PROVIDES GENERAL, ADMINISTRATIVE AND CERTAIN

OTHER SERVICES TO VARIOUS RELATED ENTITIES.

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Schedule R,

Line 2(A)(2) A PORTION OF THE ORGANIZATION'S SALARIES, OTHER COMPENSATION, EMPLOYEE BENEFITS (PART I, LINE 15) ARE SHARED BY A RELATED ORGANIZATION. THE ORGANIZATION UTILIZES A SURVEY METHOD TO DETERMINE THE PERCENTAGE OF COMPENSATION TO BE ALLOCATED. THE AMOUNT OF THE ALLOCATION AS OF 8/31/2011 WAS \$462,305, WHICH REPRESENTS APPROXIMATELY 16% OF THE ORGANIZATION'S TOTAL COMPENSATION.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

OMB No 1545-0047

2010

Open to Public
Inspection

Related Organizations and Unrelated Partnerships

► Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate instructions.

Identification of Disregarded Entities (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Identification of Related Tax-Exempt Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501 (c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) THE DR. P. PHILLIPS FOUNDATION 59-6135403 P.O. BOX 692709, ORLANDO FL 32869	PRIVATE FOUNDATION	FL	501 (C) (3)	PRIVATE FOUNDATION	N/A		X
(2) CENTRAL FLORIDA YMCA 59-0624430 433 N MILLS AVENUE, ORLANDO FL 32803	CHARITABLE COMMUNITY SERVICE ORGANIZATION	FL	501 (C) (3)	SUPPORTED ORG	N/A		X
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part IV Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ----- ----- -----												
(2) ----- ----- -----												
(3) ----- ----- -----												

Part V Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) PHILJOHN, INC. 59-2496544 7400 DR. PHILLIPS BLVD ORLANDO, FL 32819	REAL ESTATE BROKER	FL	DR. PHILLIPS, INC		3,347.	693,839.	100.00
(2) ----- ----- -----							
(3) ----- ----- -----							


Part IV Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) CENTRAL FLORIDA YMCA		B	2,434,000.	1/3 OF TOTAL
(2)				CONTRIBUTIONS
(3) THE DR. P. PHILLIPS FOUNDATION		M, N, P	462,305.	REPORTED HOURS
(4)				WORKED BASED
(5)				UPON SURVEY
(6)				

Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Dispropor- tionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1) ----- ----- ----- -----										
(2) ----- ----- ----- -----										
(3) ----- ----- ----- -----										
(4) ----- ----- ----- -----										
(5) ----- ----- ----- -----										
(6) ----- ----- ----- -----										
(7) ----- ----- ----- -----										
(8) ----- ----- ----- -----										

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Area with horizontal dashed lines for supplemental information.

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

2010Attachment
Sequence No **67**

Name(s) shown on return

DR. PHILLIPS, INC.

Identifying number

59-0724702

Business or activity to which this form relates

Form 990 / Form 990EZ

Part I Election To Expense Certain Property Under Section 179**Note:** If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	500,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	558,311.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B — Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		16,166.	3.00	MA 200		10,445.
b 5-year property		224,527.	5.00	MA 200		149,569.
c 7-year property		402,495.	7.00	MA 200		387,442.
d 10-year property		67,500.	10.00	SL		4,851.
e 15-year property		29,382.	15.00	SL		399.
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
	Various	261,348.	40 yrs	MM	S/L	765.

Section C — Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	18,950.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	1,130,732.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)**

24a Do you have evidence to support the business/investment use claimed?					<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	24b If 'Yes,' is the evidence written?					<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost					
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25					
26 Property used more than 50% in a qualified business use:													
07 LEXUS	07/31/07	100.00	35,500.	35,500.	5.00	ADS	7,100.						
07 INFINITI	08/10/07	100.00	41,500.	41,500.	5.00	ADS	8,300.						
SEE ADD'L STMT							3,550.						
27 Property used 50% or less in a qualified business use													
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	18,950.					
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29					

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their EmployeesAnswer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year	
42 Amortization of costs that begins during your 2010 tax year (see instructions)						
43 Amortization of costs that began before your 2010 tax year					43	101,474.
44 Total. Add amounts in column (f). See the instructions for where to report					44	101,474.

Schedule O (Form 990), Supplemental Information to Form 990

Form 990, Page 2, Part III, Line 1 (continued)

Briefly describe the organization's mission.

CONDUCTS OR SUPERVISES PROGRAMS FOR THEIR BENEFIT. ITS PRINCIPAL BENEFICIARY IS THE
CENTRAL FLORIDA YMCA BASED IN ORLANDO, FL.

DR. PHILLIPS INC.
59-0724702

FORM 990
YEAR ENDED AUGUST 31, 2011

SCHEDULE A, PART I, LINE H

(i) Name(s) of supported organization(s)	(ii) EIN	(iii) Line number from above	(iv) Is the supported organization listed in the supporting organizations governing documents?		(v) Did you notify the organization of your support?	(vi) Is the organization organized in the U S	(vii) Amount of support
			Yes	No			
Adult Literacy League, Inc	23-7076600	7	X		X	X	41,763
BETA Center, Inc.	23-7446558	7	X		X	X	2,000
Boy Scouts of America, Central Florida Council	59-0624376	7	X		X	X	25,000
Boys & Girls Club of Central Florida, Inc	59-0951887	7	X		X	X	7,700
Central Florida Young Mens Christian Association	59-0624430	9	X		X	X	2,434,000
Delaney Street Baptist Church	59-1346459	1	X		X	X	3,075
Diocese of Orlando	59-1215378	1	X		X	X	5,000
Edgewood Childrens Ranch, Inc	59-1150182	2	X		X	X	32,850
Florida Citrus Sports Events Inc	59-3021238	9	X		X	X	2,000
Harbor House of Central Florida, Inc.	59-1712936	7	X		X	X	121,900
Historical Society of Central Florida, Inc	59-1860444	7	X		X	X	5,000
Junior Achievement of Central Florida, Inc.	59-0972112	7	X		X	X	82,000
MicheLee Puppets, Inc	59-2616456	7	X		X	X	1,500
National Multiple Sclerosis Society, Mid Florida Chapter	59-0972204	7	X		X	X	1,000
National Right to Work Legal Defense and Education Foundation, Inc	59-1588825	7	X		X	X	25,000
Orlando Day Nursery Association	59-0651096	9	X		X	X	5,000
Orlando Performing Arts Center Corporation	20-0695917	7	X		X	X	3,000,000
Orlando Health, Inc.	59-1726273	3	X		X	X	520,000
Osceola County Council on Aging, Inc.	59-1595398	7	X		X	X	45,385
Pacific Legal Foundation	94-2197343	7	X		X	X	30,000
Salvation Army (The)	58-0660607	1	X		X	X	25,000
Second Harvest Food Bank of Central Florida, Inc.	59-2142315	7	X		X	X	250,000
Seniors First, Inc.	59-2759603	7	X		X	X	375,000
Sunsystem Development Corp dba Florida Hospital Foundation	59-2219301	7	X		X	X	100,000
United Arts of Central Florida, Inc.	59-1166446	7	X		X	X	15,000
United Cerebral Palsy of Central Florida, Inc.	59-0799925	9	X		X	X	3,000
University of Central Florida Foundation, Inc.	59-6211832	5	X		X	X	3,500
University of Florida Foundation, Inc	59-0974739	7	X		X	X	140,000

DR PHILLIPS INC.
59-0724702

FORM 990
YEAR ENDED AUGUST 31, 2011

SCHEDULE I, PART II

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash asset	(h) Purpose of grant or assistance
Adult Literacy League, Inc. 345 West Michigan Street, Suite 100 Orlando, FL 32806	23-7076600	170(B)(1)(A)(VI)	41,763	-	N/A	N/A	Volunteer Coordinator position
BETA Center, Inc 4680 Lake Underhill Road Orlando, FL 32807	23-7446558	170(B)(1)(A)(VI)	2,000	-	N/A	N/A	support, prevention & education for pregnant youth
Boy Scouts of America, Central Florida Council 1951 South Orange Avenue, Suite 102 Apopka, FL 32703-7747	59-0624376	170(B)(1)(A)(VI)	25,000	-	N/A	N/A	Eagle Scout program
Boys & Girls Club of Central Florida, Inc 801 North Magnolia Avenue, Suite 305 Orlando, FL 32803	59-0951887	170(B)(1)(A)(VI)	7,700	-	N/A	N/A	after-school programming in low-income neighborhoods
Central Florida Young Mens Christian Association 433 N Mills Avenue Orlando, FL 32803	59-0624430	509(A)(2)	2,434,000	-	N/A	N/A	facility improvement to serve more children and families
Delaney Street Baptist Church 1919 Delaney Avenue Orlando, FL 32806	59-1346459	170(B)(1)(A)(I)	3,075	-	N/A	N/A	Student Leadership University youth scholarships
Diocese of Orlando PO Box 1800 Orlando, FL 32802	59-1215378	170(B)(1)(A)(I)	5,000	-	N/A	N/A	Morning Star School for mentally retarded
Edgewood Childrens Ranch, Inc. 1451 Edgewood Ranch Road Orlando, FL 32835	59-1150182	170(B)(1)(A)(II)	32,850	-	N/A	N/A	rehabilitation of at-risk youth
Florida Citrus Sports Events Inc. 1 Citrus Bowl Place Orlando, FL 32805	59-3021238	509(A)(2)	2,000	-	N/A	N/A	economic development
Harbor House of Central Florida, Inc. PO Box 680748 Orlando, FL 32868	59-1712936	170(B)(1)(A)(VI)	121,900	-	N/A	N/A	construct storage facility
Historical Society of Central Florida, Inc. 65 East Central Boulevard Orlando, FL 32801	59-1860444	170(B)(1)(A)(VI)	5,000	-	N/A	N/A	preservation of cultural heritage
Junior Achievement of Central Florida, Inc 2121 Camden Road Orlando, FL 32803	59-0972112	170(B)(1)(A)(VI)	82,000	-	N/A	N/A	teach financial literacy
MichelLee Puppets, Inc. 4420 Parkway Commerce Boulevard, Suite A Orlando, FL 32808	59-2616456	170(B)(1)(A)(VI)	1,500	-	N/A	N/A	empowerment of youth through puppetry
National Multiple Sclerosis Society, Mid Florida Chapter 2701 Maitland Center Parkway, Suite 100 Maitland, FL 32751	59-0972204	170(B)(1)(A)(VI)	1,000	-	N/A	N/A	support for individuals affected by Multiple Sclerosis
National Right to Work Legal Defense and Education Foundation, Inc 8001 Braddock Road Springfield, VA 22160	59-1588825	170(B)(1)(A)(VI)	25,000	-	N/A	N/A	protect rights of employees to work
Orlando Day Nursery Association 626 Lake Dot Circle Orlando, FL 32801	59-0651096	509(A)(2)	5,000	-	N/A	N/A	childcare for low-income

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash asset	(h) Purpose of grant or assistance
Orlando Performing Arts Center Corporation 455 South Orange Avenue, Suite 410 Orlando, FL 32801	20-0695917	170(B)(1)(A)(VI)	3,000,000	-	N/A	N/A	construct new facility
Orlando Health, Inc 1414 Kuhl Avenue Orlando, FL 32806	59-1726273	170(B)(1)(A)(III)	520,000	-	N/A	N/A	capital needs of hospital
Osceola County Council on Aging, Inc. 700 Generation Point Kissimmee, FL 34744	59-1595398	170(B)(1)(A)(VI)	45,385	-	N/A	N/A	two food delivery vehicles
Pacific Legal Foundation 3900 Lennane Drive, Suite 200 Sacramento, CA 95834	94-2197343	170(B)(1)(A)(VI)	30,000	-	N/A	N/A	preservation of private property rights
Salvation Army (The) 416 West Colonial Drive Orlando, FL 32804	58-0660607	170(B)(1)(A)(I)	25,000	-	N/A	N/A	services to the homeless
Second Harvest Food Bank of Central Florida, Inc. 2008 Brengle Avenue Orlando, FL 32808	59-2142315	170(B)(1)(A)(VI)	250,000	-	N/A	N/A	new headquarters for food bank
Seniors First, Inc. 5395 L B McLeod Road Orlando, FL 32811	59-2759603	170(B)(1)(A)(VI)	375,000	-	N/A	N/A	building renovation
Sunsystem Development Corp dba Florida Hospital Foundation 2809 North Orange Avenue Orlando, FL 32804	59-2219301	170(B)(1)(A)(VI)	100,000	-	N/A	N/A	Center for Child Development program expansion
United Arts of Central Florida, Inc 2450 Maitland Center Parkway, Suite 201 Maitland, FL 32751-4140	59-1166446	170(B)(1)(A)(VI)	15,000	-	N/A	N/A	arts programming
United Cerebral Palsy of Central Florida, Inc 1221 W Colonial Drive, 3rd Floor Orlando, FL 32804	59-0799925	509(A)(2)	3,000	-	N/A	N/A	support for children with disabilities
University of Central Florida Foundation, Inc 12424 Research Parkway, Suite 250 Orlando, FL 32826-3208	59-6211832	170(B)(1)(A)(IV)	3,500	-	N/A	N/A	opera education and nonprofit management training
University of Florida Foundation, Inc PO Box 14425 Gainesville, FL 32604	59-0974739	170(B)(1)(A)(VI)	140,000	-	N/A	N/A	architectural design laboratory

DR. PHILLIPS INC.
59-0724702

FORM 990
YEAR ENDED AUGUST 31, 2011

FORM 4562, PART V LISTED PROPERTYLINE 26 PROPERTY USED MORE THAN 50% IN A QUALIFIED BUSINESS USE

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/invest ment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Conven tion	(h) Depreciation deduction	(i) Elected section 179 cost
03 Lincoln	10/18/2002	100 00	55,930	55,930	5 00	ADS	1,775	-
03 Lincoln	10/18/2002	100 00	58,418	58,418	5 00	ADS	1,775	-
00 Ford Explorer	2/29/2000	100 00	24,292	24,292	5 00	ADS	-	-

3,550