



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning Jun 1, 2011, and ending May 31, 2012

Name of foundation THE DR. P. PHILLIPS FOUNDATION		A Employer identification number 59-6135403
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 692709		B Telephone number (see the instructions) (407) 422-6105
City or town Orlando	State ZIP code FL 32869-2709	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 35,150,120.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)					
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		3,540.	3,540.		
4 Dividends and interest from securities		559,507.	559,507.		
5a Gross rents		84,242.	84,242.		
b Net rental income or (loss) 67,627.					
6a Net gain/(loss) from sale of assets not on line 10		680,380.			
b Gross sales price for all assets on line 6a 3,784,827.					
7 Capital gain net income (from Part IV, line 2)			680,380.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt		209,097.	209,097.		
12 Total. Add lines 1 through 11		1,536,766.	1,536,766.		
13 Compensation of officers, directors, trustees, etc		14,049.			14,049.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		3,299.	3,299.		
b Accounting fees (attach sch)		7,200.	7,200.		
c Other prof fees (attach sch)		1,800.	1,800.		
17 Interest		150.			150.
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt		45,635.	7,834.		19,634.
19 Depreciation (attach sch) and depletion L-19 Stmt		3,321.	3,321.	0.	
20 Occupancy		3,795.			3,795.
21 Travel, conferences, and meetings		5,438.			5,438.
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		87,863.	15,677.		72,186.
24 Total operating and administrative expenses. Add lines 13 through 23		172,550.	39,131.	0.	115,252.
25 Contributions, gifts, grants paid		376,577.			376,577.
26 Total expenses and disbursements. Add lines 24 and 25		549,127.	39,131.	0.	491,829.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		987,639.			
b Net investment income (if negative, enter -0-)			1,497,635.		
c Adjusted net income (if negative, enter -0-)				0.	

25 64

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	1,834,461.	624,146.	624,146.
	2 Savings and temporary cash investments	5,425,595.	1,544,263.	1,544,263.
	3 Accounts receivable			
	Less allowance for doubtful accounts	100.	0.	0.
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts	0.		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,001.	29,894.	29,894.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	18,340,012.	23,608,804.	25,838,159.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis	143,003.		
Less accumulated depreciation (attach schedule) L-11 Stmt	127,561.	15,442.	795,000.	
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis	10,415,919.			
Less accumulated depreciation (attach schedule) L-14 Stmt	0.	9,936,661.	10,415,919.	6,318,658.
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	35,573,593.	36,238,468.	35,150,120.	
LIABILITIES	17 Accounts payable and accrued expenses	796,198.	473,433.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe L-22 Stmt)	17,800.	17,801.	
	23 Total liabilities (add lines 17 through 22)	813,998.	491,234.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	34,759,595.	35,747,234.	
	30 Total net assets or fund balances (see instructions)	34,759,595.	35,747,234.	
	31 Total liabilities and net assets/fund balances (see instructions)	35,573,593.	36,238,468.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year– Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	34,759,595.
2 Enter amount from Part I, line 27a	2	987,639.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	35,747,234.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	35,747,234.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a PUBLICLY TRADED SECURITIES		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,784,827.		3,104,447.	680,380.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	680,380.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	680,380.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	6,722,197.	28,852,971.	0.232981
2009	2,633,060.	30,981,361.	0.084989
2008	1,579,232.	30,423,021.	0.051909
2007	1,933,470.	37,453,048.	0.051624
2006	1,573,954.	36,360,821.	0.043287

2 Total of line 1, column (d)	2	0.464790
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.092958
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,532,547.
5 Multiply line 4 by line 3	5	2,466,413.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,976.
7 Add lines 5 and 6	7	2,481,389.
8 Enter qualifying distributions from Part XII, line 4	8	832,797.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	29,953.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	29,953.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	29,953.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	27,000.	
b Exempt foreign organizations— tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	27,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,953.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return or Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FL - Florida		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.DRPHILLIPS.ORG</u>	13	X	
14	The books are in care of <u>ROBERT L. MELLEN, III, PRESIDENT</u> Telephone no <u>(407) 422-6105</u> Located at <u>7400 DR. PHILLIPS BLVD ORLANDO FL</u> ZIP + 4 <u>32819-5416</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b	X

BAA

Form 990-PF (2011)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

6b

If 'Yes' to 6b, file Form 8870

X

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

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. A. HINSON P.O. BOX 692709 ORLANDO FL 32869	CHAIRMAN/DIR 12.00	2,545.	0.	0.
R. L. MELLEN, III P.O. BOX 692709 ORLANDO FL 32869	PRES/CEO/DIR 12.00	1,500.	0.	0.
E. M. TUKDARIAN P.O. BOX 692709 ORLANDO FL 32869	TREASURER 8.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		10,004.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<div></div>		
<div></div>		
<div></div>		
<div></div>		
<div></div>		
<div></div>		
<div></div>		
<div></div>		
<div> <div>Total number of others receiving over \$50,000 for professional services</div> <div></div> </div>		

Part IX-A Summary of Direct Charitable Activities

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

1	SEE SUPPORTING STATEMENT	
		238,826.
2	MAINTAIN AND IMPROVE PROGRAM RELATED INVESTMENT PROPERTY, RECREATIONAL FACILITIES AND LAND IMPROVEMENTS. FACILITIES SERVE THE DR. PHILLIPS COMMUNITY IN ORANGE COUNTY, FLORIDA. INCLUDED IN PART I, LINE 24(d) - \$115,252	67,260.
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

		Amount
1	PURCHASE THEATER EQUIPMENT TO ENRICH, ENGAGE AND ENTERTAIN THROUGH CREATIVE EXPERIENCES. LEASED AT DE MINIMIS VALUE FOR 5 YEARS WITH THE OPPORTUNITY FOR OWNERSHIP.	102,142.
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		102,142.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	25,107,852.
b	Average of monthly cash balances	1b	3,076,064.
c	Fair market value of all other assets (see instructions)	1c	820,000.
d	Total (add lines 1a, b, and c)	1d	29,003,916.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,003,916.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,471,369.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,532,547.
6	Minimum investment return. Enter 5% of line 5	6	1,326,627.

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

1	Minimum investment return from Part X, line 6	1	1,326,627.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	29,953.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29,953.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,296,674.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,296,674.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,296,674.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1a	491,829.
b	Program-related investments— total from Part IX-B	1b	102,142.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	238,826.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	832,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	832,797.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,296,674.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	69,915.			
c From 2008	67,200.			
d From 2009	1,099,421.			
e From 2010	5,165,862.			
f Total of lines 3a through e	6,402,398.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 832,797.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				832,797.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	463,877.			463,877.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,938,521.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,938,521.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	772,659.			
d Excess from 2010	5,165,862.			
e Excess from 2011	0.			

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- b** 85% of line 2a

- c Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a 'Assets' alternative test – enter

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b 'Endowment' alternative test** — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test— enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

- c Any submission deadlines

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CAPITAL RESEARCH CENTER 1513 16TH STREET, NW WASHINGTON DC 20036		509(a)(1)	PROMOTE UNDERSTANDING OF PHILANTHROPY	5,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 140 N. WINTER PARK AVE., STE 120 WINTER PARK FL 32789		509(a)(1)	SPORTS MINISTRY	10,000.
COALITION OF PROPERTY RIGHTS, INC. 2878 SOUTH OSCEOLA AVENUE ORLANDO FL 32806		509(a)(1)	ADVOCACY FOR PRIVATE PROPERTY RIGHTS	10,000.
COLUMBIA THEOLOGICAL SEMINARY 720 S. COLUMBIA DRIVE DECATUR GA 30030		509(a)(1)	OPERATING COSTS	1,500.
EDGEWOOD CHILDREN'S RANCH, INC. 1451 EDGEWOOD RANCH ROAD ORLANDO FL 32835		509(a)(1)	FOOD FOR RESIDENTIAL PROGRAM	3,809.
FELLOWSHIP OF FAITH MINISTRY, INC. DBA HOUSE OF HOPE 2036 36TH STREET ORLANDO FL 32839		509(a)(1)	FOOD FOR RESIDENTIAL PROGRAM	3,349.
FIRST PRESBYTERIAN CHURCH OF ORLANDO 106 EAST CHURCH STREET ORLANDO FL 32801		509(a)(1)	YOUTH PROGRAMMING IN LOW-INCOME NEIGHBORHOOD	5,000.
FLORIDA UNITED METHODIST CHILDREN'S HOME 51 CHILDRENS WAY DELTONA FL 32725		509(a)(1)	FOSTER PARENT RECRUITMENT AND FAMILY STABILIZATION	165,500.
HARBOR HOUSE OF CENTRAL FLORIDA, INC. PO BOX 680748 ORLANDO FL 32868		509(a)(1)	FOOD FOR SPOUSE ABUSE SHELTER	3,900.
See Line 3a statement				168,519.
Total			3a	376,577.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,540.	
4 Dividends and interest from securities			14	559,507.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	67,627.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	680,380.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a COMMISSIONS - SALES & USE TAX			16	136.	
b PROGRAM RELATED RENTAL INCOME			16	208,961.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				1,520,151.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,520,151.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Additional Information For Tax Return

THE DR. P. PHILLIPS FOUNDATION

59-6135403

Form 990-PF, p1: Line 24(a)

THERE IS A MATERIAL DECREASE IN OPERATING AND ADMINISTRATIVE EXPENSES FOR THE 5/31/12 TAX YEAR DUE TO THE ELIMINATION OF ANY EXPENSE ALLOCATION BETWEEN THE DR. P. PHILLIPS FOUNDATION AND A RELATED PARTY.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
PROGRAM RELATED RENTAL INCOME	208,961.	208,961.	
COMMISSIONS - SALES & USE TAX	136.	136.	
Total	209,097.	209,097.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCISE TAX	18,167.			
REAL ESTATE TAXES	27,468.	7,834.		19,634.
Total	45,635.	7,834.		19,634.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INSURANCE	9,990.	3,866.		6,124.
OFFICE EXPENSE	14,614.	11,079.		3,535.
REPAIRS & MAINTENANCE	32,687.	732.		31,955.
DUES & SUBSCRIPTIONS	8,762.			8,762.
MISCELLANEOUS	15,750.			15,750.
PROPERTY ASSESSMENT	6,060.			6,060.
Total	87,863.	15,677.		72,186.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> H.L. BURNETT P.O. BOX 692709 ORLANDO FL 32869	ASST SEC/TREAS/DI 6.00	1,500.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> A.F. MANLEY P.O. BOX 692709 ORLANDO FL 32869	EXEC DIR/SECRETAR 20.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> DON AMMERMAN P.O. BOX 692709 ORLANDO FL 32869	DIRECTOR 2.00	2,584.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> MARGARET G. MILLER P.O. BOX 692709 ORLANDO FL 32869	DIRECTOR 2.00	2,127.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>JAMES W. FERBER</u> <u>P.O. BOX 692709</u> <u>ORLANDO FL 32869</u>	DIRECTOR 2.00	2,043.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>KEN ROBINSON</u> <u>P.O. BOX 692709</u> <u>ORLANDO FL 32869</u>	DIRECTOR 2.00	1,750.	0.	0.

Total

10,004. 0. 0.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>THE JOBS PARTNERSHIP OF FLORIDA, INC.</u> <u>4900 MILLENIA BLVD, STE. B</u> <u>ORLANDO FL 32839</u>	----- ----- -----	----- 509 (a) (1)	<u>EMPLOYMENT SKILLS</u> <u>TRAINING</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 46,972.
<u>LEGAL AID SOCIETY OF THE ORANGE COUNTY B</u> <u>100 EAST ROBINSON STREET</u> <u>ORLANDO FL 32801</u>	----- ----- -----	----- 509 (a) (1)	<u>SPECAIL NEEDS</u> <u>KIDS IN</u> <u>FOSTER CARE</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 84,958.
<u>LUTHERAN COUNSELING SERVICES</u> <u>1505 ORCHID AVENUE</u> <u>WINTER PARK FL 32789</u>	----- ----- -----	----- 509 (a) (2)	<u>COMPUTER</u> <u>HARDWARE AND</u> <u>SOFTWARE</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,182.
<u>THE ORLANDO PHILHARMONIC ORCHESTRA, INC.</u> <u>812 E. ROLLINS STREET, STE. 300</u> <u>ORLANDO FL 32803</u>	----- ----- -----	----- 509 (a) (2)	<u>SYMPHONIC</u> <u>MUSIC</u> <u>PROMOTION</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
<u>OSCEOLA COUNTY COUNCIL ON AGING, INC.</u> <u>700 GENERATION POINT</u> <u>KISSIMMEE FL 34744</u>	----- ----- -----	----- 509 (a) (1)	<u>FOOD FOR</u> <u>SENIORS</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,131.
<u>THE PHILANTHROPY ROUNDTABLE</u> <u>1730 M STREET NW, STE. 601</u> <u>WASHINGTON DC 20036</u>	----- ----- -----	----- 509 (a) (1)	<u>ALLIANCE FOR</u> <u>CHARITABLE</u> <u>REFORM</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
STUDENT LEADERSHIP UNIVERSITY, INC. 7380 W. SAND LAKE ROAD, STE. 100 ORLANDO FL 32819		509 (a) (1)	SCHOLARSHIP FUNDING	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION 12424 RESEARCH PARKWAY, STE. 250 ORLANDO FL 32826		509 (a) (1)	PLANNING RETREAT FOR NONPROFIT ADVISORY BOARD	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 276.
UNIVERSITY OF GEORGIA FOUNDATION BUTTS/MEHRE HERITAGE HALL, 1 SELIG CIRCLE ATHENS GA 30602		509 (a) (1)	GOLF PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.

Total

168,519.

Explanation Statement

Form/Line: Form 990-PF, Page 8, Part X

Line 4

Explanation of Minimum Investment Return - Cash Deemed Held for Charity

ACTUAL ADMINISTRATIVE AND OTHER NORMAL AND CURRENT DISBURSEMENTS DIRECTLY
CONNECTED WITH THE FOUNDATION'S CHARITABLE ACTIVITY EXCEED THE 1 1/2%
OF THE FAIR MARKET VALUE OF ALL ASSETS.

YEAR ENDED 5/31/12	\$ 832,797
YEAR ENDED 5/31/11	6,740,353
YEAR ENDED 5/31/10	2,633,060
YEAR ENDED 5/31/09	1,579,232
YEAR ENDED 5/31/08	1,944,381
	\$ 13,729,823
AVERAGE	\$ 2,745,965
CASH DEEMED HELD FOR CHARITABLE ACTIVITIES (90% OF AVG)	\$ 2,471,369

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
BUILDINGS	Various	112387	98589	SL		3321	3321	0
LAND IMPROVEMENTS	Various	10058	10058	SL		0	0	0

Form 990-PF, Line 19

Continued

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
EQUIPMENT	Various	15594	15594	SL		0	0	0
Total						<u>3321</u>	<u>0</u>	

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
KALMAR INVESTMENTS, INC.	1,175,156.	1,612,793.
VANGUARD INSTITUTIONAL INDEX FUND	1,353,971.	1,615,597.
BOSTON PARTNERS	2,818,567.	3,186,480.
LARGE CAP GROWTH	1,418,325.	1,657,771.
DODGE & COX INTERNATIONAL STOCK FUND	1,434,724.	1,414,724.
AMERICAN FUNDS EUROPACIFIC GROWTH FUND	1,525,731.	1,506,721.
FRANKLIN VALUE INVS TR	1,090,580.	1,466,233.
HIGH DIVIDEND YIELD VIGIX	1,479,136.	1,710,811.
EMERGING MARKETS VWO	505,299.	428,356.
MID-CAP INDEX FUND VMCIX	1,304,102.	1,546,527.
DODGE & COX INCOME FUND	5,378,281.	5,734,766.
PIMCO FIXED	4,124,932.	3,957,380.
Total	<u>23,608,804.</u>	<u>25,838,159.</u>

Form 990-PF, Page 2, Part II, Line 11

L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
BUILDINGS	112,387.	101,909.	10,478.
LAND IMPROVEMENTS	10,058.	10,058.	0.
EQUIPMENT	15,594.	15,594.	0.
LAND	4,964.	0.	4,964.
Total	<u>143,003.</u>	<u>127,561.</u>	<u>15,442.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND	428,379.	0.	428,379.
BUILDINGS	902,966.	0.	902,966.
MACHINERY & EQUIPMENT	186,747.	0.	186,747.

Form 990-PF, Page 2, Part II, Line 14

Continued

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
MUSICAL INSTRUMENTS	53,803.	0.	53,803.
LAND IMPROVEMENTS	613,797.	0.	613,797.
HEADQUARTERS BUILDING	8,128,085.	0.	8,128,085.
THEATER EQUIPMENT	102,142.	0.	102,142.
Total	<u>10,415,919.</u>	<u>0.</u>	<u>10,415,919.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
LEASE DEPOSITS	17,800.	17,801.
Total	<u>17,800.</u>	<u>17,801.</u>

Supporting Statement of:

Form 990-PF, p7/Part IX-A, Expenses

Description	Amount
DURING THE YEAR ENDED MAY 31, 2012, THE FOUNDATION DEVOTED EXTENSIVE TIME AND RESOURCES TO THE CONSTRUCTION OF AN OFFICE FACILITY THAT WILL SERVE THE FOUNDATION, A RELATED SECTION 501(C)(3) ORGANIZATION, AND OTHER SECTION 501(C)(3) ORGANIZATIONS OPERATING IN THE ORLANDO AREA. APPROXIMATELY 83% OF THE USABLE SPACE WILL BE DEVOTED TO OFFICES AND ADMINISTRATIVE FACILITIES AND APPROXIMATELY 17% OF THE USABLE SPACE WILL BE AVAILABLE PURSUANT TO GUIDELINES ESTABLISHED BY THE FOUNDATION FOR MEETINGS, CONFERENCES AND OTHER SIMILAR USES BY ORGANIZATIONS THAT ARE BENEFICIARIES OF THE FOUNDATION AND ITS RELATED ORGANIZATION, AS WELL AS BY THE FOUNDATION AND ITS RELATED ORGANIZATION.	238,826.
Total	238,826.

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

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

OMB No 1545-0172

2011Attachment
Sequence No **179**

Name(s) shown on return

THE DR. P. PHILLIPS FOUNDATION

Identifying number

59-6135403

Business or activity to which this form relates

Form 990-PF page 1

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	
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	
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 2010 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 2012 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 2011	17	3,321.
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 2011 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						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
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	
				MM	S/L	

Section C — Assets Placed in Service During 2011 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	
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	3,321.
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?					Yes <input type="checkbox"/> No <input type="checkbox"/>		24b If 'Yes,' is the evidence written?			Yes <input type="checkbox"/> No <input type="checkbox"/>	
(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											
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			
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	
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												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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 Employees

Answer 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).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44