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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

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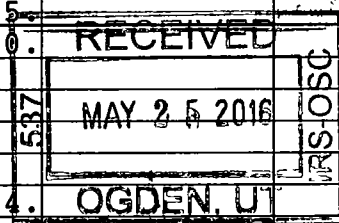
For calendar year 2015 or tax year beginning

, and ending

Name of foundation PHILLIPS FAMILY FOUNDATION		A Employer identification number 25-6716692
Number and street (or P.O. box number if mail is not delivered to street address) C/O BRUCE A ROSENFELD 1600 MARKET ST.		B Telephone number (215) 751-2080
Room/suite 3600		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103-7286		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,892,493.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received	800,000.		N/A		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	27,691.	27,691.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	488,274.				
	b Gross sales price for all assets on line 6a	902,241.				
	7 Capital gain net income (from Part IV, line 2)		488,274.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	1,315,965.	515,965.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees	STMT 2	7,484.	7,484.		0.
	17 Interest					
	18 Taxes	STMT 3	3,129.	0.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 4	11.	11.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		10,624.	7,495.		0.
	25 Contributions, gifts, grants paid		62,713.			62,713.
26 Total expenses and disbursements. Add lines 24 and 25		73,337.	7,495.		62,713.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		1,242,628.				
b Net investment income (if negative, enter -0-)			508,470.			
c Adjusted net income (if negative, enter -0-)				N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	24,961.	76,282.	76,282.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	684,037.	1,385,775.	1,816,211.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	708,998.	1,462,057.	1,892,493.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	708,998.	1,462,057.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	708,998.	1,462,057.		
31 Total liabilities and net assets/fund balances	708,998.	1,462,057.		

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	708,998.
2 Enter amount from Part I, line 27a	2	1,242,628.
3 Other increases not included in line 2 (itemize) ▶ YEAR END ADJUSTMENT & ROUNDING	3	105.
4 Add lines 1, 2, and 3	4	1,951,731.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	489,674.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,462,057.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a HAVERFORD TRUST CO - SEE SCHEDULE	P	VARIOUS	
b HAVERFORD TRUST CO - SEE SCHEDULE	P	VARIOUS	
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 38,986.		38,503.	483.
b 863,255.		375,464.	487,791.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			483.
b			487,791.
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	488,274.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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 (col. (b) divided by col. (c))
2014	47,348.	1,090,432.	.043421
2013	35,976.	957,258.	.037582
2012	46,526.	852,945.	.054547
2011	37,500.	841,819.	.044546
2010	33,000.	786,604.	.041952

2 Total of line 1, column (d)	2	.222048
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	.044410
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,365,958.
5 Multiply line 4 by line 3	5	60,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,085.
7 Add lines 5 and 6	7	65,747.
8 Enter qualifying distributions from Part XII, line 4	8	62,713.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	10,169.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	10,169.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	10,169.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1,840.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6d	
b Exempt foreign organizations - tax withheld at source		7	1,840.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	8,329.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► BRUCE A. ROSENFELD, ESQUIRE Telephone no. ► 215-751-2080 Located at ► 1600 MARKET STREET, #3600, PHILADELPHIA, PA ZIP+4 ► 19103-7286		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VIRGINIA A. PHILLIPS	CO-TRUSTEE			
1600 MARKET ST, STE 3600				
PHILADELPHIA, PA 19103	0.25	0.	0.	0.
PETER H. PHILLIPS	CO-TRUSTEE			
1600 MARKET ST, STE 3600				
PHILADELPHIA, PA 19103	0.25	0.	0.	0.
DAVID S. PHILLIPS	CO-TRUSTEE			
1600 MARKET ST, STE 3600				
PHILADELPHIA, PA 19103	0.25	0.	0.	0.
ELIZABETH A. DAVIES	CO-TRUSTEE			
1600 MARKET ST, STE 3600				
PHILADELPHIA, MA 19103	0.25	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 FOUNDATION IS NOT ENGAGED IN ANY DIRECT CHARITABLE ACTIVITIES. IT PROVIDES GRANTS AND CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,327,579.
b	Average of monthly cash balances	1b	59,180.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,386,759.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,386,759.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,801.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,365,958.
6	Minimum investment return. Enter 5% of line 5	6	68,298.

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	68,298.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	10,169.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,169.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,129.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	58,129.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	58,129.

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	62,713.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	62,713.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	62,713.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				58,129.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			52,713.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 62,713.			52,713.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				10,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				48,129.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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				
SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	62,713.
Total			▶ 3a	62,713.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	27,691.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	488,274.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		515,965.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	515,965.

(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		


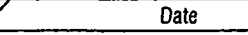
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	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 taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		Date 5-6-14		Title CO-TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name WENDY E SEROTA		Preparer's signature 		Date 5/3/2016	
	Check <input type="checkbox"/> if self-employed		PTIN P01332994			
	Firm's name ▶ SCHNADER HARRISON SEGAL & LEWIS, LLP				Firm's EIN ▶ 23-1383844	
	Firm's address ▶ 1600 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103-7286				Phone no. 215-751-2000	

Form **990-PF** (2015)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

Employer identification number

PHILLIPS FAMILY FOUNDATION

25-6716692

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

PHILLIPS FAMILY FOUNDATION

25-6716692

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PETER H. PHILLIPS 2 SOUTHWATCH LANE MECHANICSBURG, PA 17050	\$ 788,503.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	PETER H. PHILLIPS 2 SOUTHWATCH LANE MECHANICSBURG, PA 17050	\$ 4,794.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	MARY PHILLIPS 2 SOUTHWATCH LANE MECHANICSBURG, PA 17050	\$ 6,703.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

25-6716692

[illegible]

Name of organization

Employer identification number

PHILLIPS FAMILY FOUNDATION

25-6716692

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HAVERFORD TRUST CO	27,691.	0.	27,691.	27,691.	
TO PART I, LINE 4	27,691.	0.	27,691.	27,691.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THE HAVERFORD TRUST CO, MGR FEE	7,484.	7,484.		0.
TO FORM 990-PF, PG 1, LN 16C	7,484.	7,484.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2015 FEDERAL ESTIMATED TAX	1,840.	0.		0.
2014 FEDERAL BALANCE DUE	1,289.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,129.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLASS ACTION PROCESSING FEE	11.	11.		0.
TO FORM 990-PF, PG 1, LN 23	11.	11.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
ADJUSTMENT TO FMV OF DONATED SECURITIES	489,674.
TOTAL TO FORM 990-PF, PART III, LINE 5	489,674.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,385,775.	1,816,211.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,385,775.	1,816,211.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10 STATEMENT 7

NAME OF CONTRIBUTOR	ADDRESS
VIRGINIA PHILLIPS	520 WATERSIDE CIRCLE LEBANON, PA 170429487
PETER H. PHILLIPS	2 SOUTHWATCH LANE MECHANICSBURG, PA 17050
MARY PHILLIPS	2 SOUTHWATCH LANE MECHANICSBURG, PA 17050

HAVERFORD

QUALITY INVESTING

52 00 6327 0 01 - PHILFF
Gain/Loss
From 01-01-2015 To 12-31-2015

Quantity	Description	CUSIP	Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Gain/Loss
Short Term Gain/Loss							
-15.00	EATON CORPORATION PLC	G29183103	09/15/2015	12/08/2015	\$8,027.21	\$8,368.50	\$341.29
	Total of EATON CORPORATION PLC				\$8,027.21	\$8,368.50	\$341.29
500.00	MEDTRONIC INC COM	585055106	11/21/2014		\$22,534.50	\$21,821.92	\$712.58
	Total of MEDTRONIC INC COM				\$22,534.50	\$21,821.92	\$712.58
-200.00	ORACLE CORP COM	68389X105	08/29/2014	06/19/2015	\$8,423.84	\$8,312.54	\$111.30
	Total of ORACLE CORP COM				\$8,423.84	\$8,312.54	\$111.30
	Total of Short Term Gain/Loss				\$38,985.55	\$38,502.96	\$482.59
Long Term Gain/Loss							
110.00	ACCENTURE PLC	G1151C101	02/09/2012	09/15/2015	\$17,251.20	\$10,064.61	\$7,186.59
-75.00	ACCENTURE PLC	G1151C101	07/22/2010	09/15/2015	\$24,644.57	\$9,944.35	\$14,700.22
-220.00	ACCENTURE PLC	G1151C101	07/22/2010	09/15/2015	\$22,180.11	\$8,949.91	\$13,230.20
100.00	ACCENTURE PLC	G1151C101	07/22/2010	09/15/2015	\$4,928.91	\$1,987.87	\$2,941.04
-400.00	ACCENTURE PLC	G1151C101	10/22/2009	09/15/2015	\$39,431.31	\$15,213.20	\$24,218.11
-1,225.00	ACCENTURE PLC	G1151C101	10/22/2009	09/15/2015	\$130,616.23	\$50,390.42	\$80,225.81
-480.00	ACCENTURE PLC	G1151C101	10/22/2009	09/15/2015	\$47,317.58	\$18,254.64	\$29,062.94
	Total of ACCENTURE PLC				\$288,369.91	\$114,805.00	\$171,564.91
-90.00	CHEMOURS CO USD	163851108	05/11/2009	10/06/2015	\$789.62	\$645.80	\$143.82
	Total of CHEMOURS CO USD				\$789.62	\$645.80	\$143.82
-200.00	CVS HEALTH CORPORATION	126650100	08/02/2011	05/20/2015	\$20,245.62	\$7,343.64	\$12,901.98
-100.00	CVS HEALTH CORPORATION	126650100	08/02/2011	08/24/2015	\$10,069.99	\$3,671.82	\$6,398.17
-1,525.00	CVS HEALTH CORPORATION	126650100	08/02/2011	09/15/2015	\$155,410.80	\$56,041.01	\$99,369.79
-1,725.00	CVS HEALTH CORPORATION	126650100	08/02/2011	09/15/2015	\$175,792.55	\$63,390.65	\$112,401.90
-300.00	CVS HEALTH CORPORATION	126650100	08/02/2011	09/15/2015	\$30,572.62	\$11,015.46	\$19,557.16
-500.00	CVS HEALTH CORPORATION	126650100	10/20/2011	09/15/2015	\$57,578.43	\$19,712.23	\$37,866.20
	Total of CVS HEALTH CORPORATION				\$449,670.01	\$161,174.81	\$288,495.20
-50.00	DISNEY WALT CO COM DISNEY	254687106	06/23/2008	05/20/2015	\$5,504.90	\$1,655.35	\$3,849.55
-150.00	DISNEY WALT CO COM DISNEY	254687106	02/19/2008	05/20/2015	\$16,514.69	\$4,940.50	\$11,574.19
-120.00	DISNEY WALT CO COM DISNEY	254687106	02/19/2008	09/15/2015	\$12,438.74	\$3,952.40	\$8,486.34
	Total of DISNEY WALT CO COM DISNEY				\$34,458.33	\$10,548.25	\$23,910.08
-25.00	DU PONT E I DE NEMOURS & CO COM	263534109	05/11/2009	06/19/2015	\$1,735.96	\$703.46	\$1,032.50
	Total of DU PONT E I DE NEMOURS & CO COM				\$1,735.96	\$703.46	\$1,032.50
-50.00	QUALCOMM INC COM	747525103	11/14/2012	01/29/2015	\$3,156.13	\$3,111.72	\$44.41
-250.00	QUALCOMM INC COM	747525103	04/29/2011	01/29/2015	\$15,780.64	\$14,439.16	\$1,341.48
-50.00	QUALCOMM INC COM	747525103	04/29/2011	08/24/2015	\$2,762.37	\$2,887.83	-\$125.46

HAVERFORD

QUALITY INVESTING

Quantity	Description	CUSIP	Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Gain/Loss
4,330	QUALCOMM INC COM	747525103	10/20/2011	08/24/2015	\$13,811.86	\$13,254.35	\$557.51
	Total of QUALCOMM INC COM				\$35,511.00	\$33,693.06	\$1,817.94
3,330	TWENTY FIRST CENTURY FOX - B	90130A200	06/09/2014	06/19/2015	\$8,242.69	\$8,857.13	-\$614.44
	Total of TWENTY FIRST CENTURY FOX - B				\$8,242.69	\$8,857.13	-\$614.44
1,000	WELLS FARGO & CO NEW COM	949746101	04/29/2011	06/19/2015	\$17,177.10	\$8,752.35	\$8,424.75
	Total of WELLS FARGO & CO NEW COM				\$17,177.10	\$8,752.35	\$8,424.75
1,000	WW GRAINGER INC	384802104	10/29/2014	12/08/2015	\$19,533.27	\$24,343.78	-\$4,810.51
1,000	WW GRAINGER INC	384802104	02/13/2014	12/08/2015	\$9,766.64	\$11,940.14	-\$2,173.50
	Total of WW GRAINGER INC				\$29,299.91	\$36,283.92	-\$6,984.01
Total of Long Term Gain/Loss					\$893,254.53	\$375,463.78	\$487,790.75

Phillips Family Foundation**EIN: 25-6716692****List of Contributions for Tax Period 12/31/2013****Form 990-PF, Part XV****3. Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address	Any relation to foundation manager or substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Rotary International Paul Harris-Fellow Attn Clarence Asbury 415 Fallowfield Road Camp Hill, PA 17011	NONE	PC	MILITARY	1,000 00
York Health Foundation Attn Dee Baker 45 Monument Road Suite 200 York, PA 17403	NONE	PC	MEDICAL	9,252 00
Nantucket School of Music/NCMC PO Box 1352 Nantucket, MA 02554	NONE	PC	MUSIC EDUCATION	2,500 00
Artist Association Nantucket PO Box 1104 Nantucket, MA 02554	NONE	PC	ARTISTIC EDUCATION	500 00
Harrisburg Area YMCA Annual Support Campaign c/o Yvette Lynch 123 Forester St Harrisburg, PA 17102	NONE	PC	EDUCATIONAL	2,890 00
PinnacleHealth Foundation PO Box 8700 Harrisburg, PA 17105-8700	NONE	PC	MEDICAL	22,000 00
University of California, Berkeley Berkeley, CA	NONE	PC	EDUCATIONAL	500 00
Rice University The Shepherd School of Music 6100 Main MS-532 Houston, TX 77005-1827	NONE	PC	MUSIC EDUCATION	500 00
Nantucket Safe Harbor for Animals 21 Crooked Lane Nantucket, MA 02554	NONE	PC	ANIMAL RIGHTS	1,000.00
Community Foundation Nantucket 9 Bayberry Court Nantucket, MA 02554	NONE	PC	COMMUNITY ACTIVISTS	2,000.00
Nantucket Interfaith Council 2 Madaket Road Nantucket, MA 02554	NONE	PC	SOCIAL WELFARE	1,000 00

Phillips Family Foundation

EIN: 25-6716692

List of Contributions for Tax Period 12/31/2013

Form 990-PF, Part XV

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

Recipient Name and address	Any relation to foundation manager or substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Nantucket Land Council 6 Ash Lane Nantucket, MA 02554	NONE	PC	ENVIRONMENTAL	1,000 00
WGBH One Guest Street Boston, MA 02135	NONE	PC	COMMUNICATION	1,000 00
Mercury One, Inc Nazarene Fund PO Box 140489 Irving, TX 75014	NONE	PC	SOCIAL WELFARE	10,000 00
Boston Youth Symphony 855 Commonwealth Avenue Boston, MA 02215	NONE	PC	PERFORMING ARTS	1,000 00
Swim Across America 11600 North Community House Drive, Ste 100 Charlotte, NC 28277	NONE	PC	MEDICAL RESEARCH	1,000 00
Sustainable Nantucket PO Box 1244 Nantucket, MA 02554	NONE	PC	ENVIRONMENTAL	5,571 00
Total Contributions				<hr/> 62,713.00

Gift Valuation

Date of Death. 09/02/2015
Valuation Date 09/02/2015
Processing Date. 04/08/2016

Estate of: Phillips Family Foundation
Account HTC 52 00 6327 0 01
Report Type: Date of Death
Number of Securities: 10

File ID: Phillips Family FDN - 2015 Contribution II

Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
1)	1145 ACCENTURE PLC IRELAND (G1151C101, ACN) SHS CLASS A New York Stock Exchange 09/02/2015	94 45000	92.32000 H/L	93.385000	106,925 83
2)	250 ACCENTURE PLC IRELAND (G1151C101, ACN) SHS CLASS A New York Stock Exchange 09/02/2015	94 45000	92.32000 H/L	93.385000	23,346.25
3)	1525 CVS HEALTH CORP (126650100; CVS) COM New York Stock Exchange 09/02/2015	102 06000	99 86000 H/L	100.960000	153,964 00
4)	700 CVS HEALTH CORP (126650100; CVS) COM New York Stock Exchange 09/02/2015	102 06000	99.86000 H/L	100.960000	70,672 00
5)	400 DISNEY WALT CO (254687106; DIS) COM DISNEY New York Stock Exchange 09/02/2015	101.94000	99 55000 H/L	100.745000	40,298 00
6)	1325 ACCENTURE PLC IRELAND (G1151C101; ACN) SHS CLASS A New York Stock Exchange 09/02/2015	94 45000	92.32000 H/L	93.385000	123,735.13
7)	225 ACCENTURE PLC IRELAND (G1151C101, ACN) SHS CLASS A New York Stock Exchange 09/02/2015	94 45000	92.32000 H/L	93.385000	21,011.63
8)	175 ACCENTURE PLC IRELAND (G1151C101; ACN) SHS CLASS A New York Stock Exchange 09/02/2015	94.45000	92.32000 H/L	93.385000	16,342.38
9)	1725 CVS HEALTH CORP (126650100; CVS) COM New York Stock Exchange 09/02/2015	102.06000	99.86000 H/L	100.960000	174,156.00
10)	575 CVS HEALTH CORP (126650100; CVS) COM New York Stock Exchange 09/02/2015	102.06000	99.86000 H/L	100.960000	58,052.00

Total Value:
Total Accrual:
Total: \$788,503.22

\$788,503.22
\$0.00

Account Number: 52 00 6327 0 01

Date: DECEMBER 1, 2015 - DECEMBER 31, 2015

HAVERFORD

QUALITY INVESTING

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

Portfolio Assets Detail

CASH AND MONEY MARKET

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
FEDERATED MONEY MARKET MANAG EMENT INC	21,371.86	21,371.86	1.00	21,371.86	1.13	.00	11.75	.05
FEDERATED MONEY MARKET MANAG EMENT PRN	54,909.89	54,909.89	1.00	54,909.89	2.90	.00	30.20	.05
TOTAL CASH AND MONEY MARKET		76,281.75		76,281.75		.00	41.95	.05

STOCKS

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
ACCENTURE PLC (ACN)	665.00	25,290.28	104.50	69,492.50	3.67	44,202.22	1,463.00	2.11
AMERICAN EXPRESS CO COM (AXP)	960.00	75,876.86	69.55	66,768.00	3.53	-9,108.86	1,113.60	1.67
AMERISOURCEBERGEN CORP COM (ABC)	400.00	40,040.16	103.71	41,484.00	2.19	1,443.84	544.00	1.31
ANHEUSER-BUSCH INBEV SPN ADR (BUD)	500.00	55,351.65	125.00	62,500.00	3.30	7,148.35	1,612.00	2.58
APPLE INC COM (AAPL)	465.00	38,208.38	105.26	48,945.90	2.59	10,737.52	967.20	1.98
BECTON DICKINSON & CO COM (BDX)	405.00	26,366.72	154.09	62,406.45	3.30	36,039.73	1,069.20	1.71
BLACKROCK INC (BLK)	200.00	39,118.83	340.52	68,104.00	3.60	28,985.17	1,744.00	2.56
CHEVRON CORPORATION (CVX)	550.00	39,126.56	89.96	49,478.00	2.61	10,351.44	2,354.00	4.76
COCA COLA CO COM (KO)	950.00	28,601.54	42.96	40,812.00	2.16	12,210.46	1,254.00	3.07

Account Number: 52 00 6327 0 01

Date: DECEMBER 1, 2015 - DECEMBER 31, 2015

Portfolio Assets Detail

HAVERFORD

QUALITY INVESTING

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STOCKS

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
COMCAST CORP NEW - CL. A (CMCS A)	880.00	47,986.55	56.43	49,658.40	2.62	1,671.85	880.00	1.77
CVS HEALTH CORPORATION (CVS)	910.00	31,746.90	97.77	88,970.70	4.70	57,223.80	1,547.00	1.74
DISNEY WALT CO COM DISNEY (DIS)	630.00	19,595.44	105.08	66,200.40	3.50	46,604.96	894.60	1.35
DU PONT E I DE NEMOURS & CO COM (DD)	740.00	25,550.62	66.60	49,284.00	2.60	23,733.38	1,124.80	2.28
EATON CORPORATION PLC (ETN)	665.00	35,076.82	52.04	34,606.60	1.83	-470.22	1,463.00	4.23
EXXON MOBIL CORP COM (XOM)	650.00	41,341.37	77.95	50,667.50	2.68	9,326.13	1,898.00	3.75
JOHNSON & JOHNSON COM (JNJ)	825.00	60,403.96	102.72	84,744.00	4.48	24,340.04	2,475.00	2.92
JPMORGAN CHASE & CO COM (JPM)	1,000.00	54,985.04	66.03	66,030.00	3.49	11,044.96	1,760.00	2.67
MASTERCARD INC CLASS A (MA)	500.00	39,561.61	97.36	48,680.00	2.57	9,118.39	380.00	.78
MEDTRONIC PLC (MDT)	1,050.00	75,057.16	76.92	80,766.00	4.27	5,708.84	1,596.00	1.98
ORACLE CORP COM (ORCL)	1,675.00	63,610.27	36.53	61,187.75	3.23	-2,422.52	1,005.00	1.64
PEPSICO INC COM (PEP)	705.00	50,788.85	99.92	70,443.60	3.72	19,654.75	1,981.05	2.81
PROCTER & GAMBLE CO COM (PG)	650.00	34,399.23	79.41	51,616.50	2.73	17,217.27	1,723.80	3.34

For the Account of: **THE PHILLIPS FAMILY FOUNDATION**

Account Number: 52 00 6327 0 01

Date: **DECEMBER 1, 2015 - DECEMBER 31, 2015**

Portfolio Assets Detail

STOCKS

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
SCHLUMBERGER LTD COM (SLB)	750.00	55,718.90	69.75	52,312.50	2.76	-3,406.40	1,500.00	2.87
TJX COS INC NEW COM (TJX)	895.00	50,422.83	70.91	63,464.45	3.35	13,041.62	751.80	1.18
TWENTY FIRST CENTURY FOX - B (FOX)	2,050.00	59,879.17	27.23	55,821.50	2.95	-4,057.67	615.00	1.10
UNION PACIFIC CORP COM (UNP)	765.00	42,206.60	78.20	59,823.00	3.16	17,616.40	1,683.00	2.81
UNITED TECHNOLOGIES CORP (UTX)	765.00	59,018.68	96.07	73,493.55	3.88	14,474.87	1,958.40	2.66
UNITEDHEALTH GROUP INC COM (UNH)	600.00	66,043.43	117.64	70,584.00	3.73	4,540.57	1,200.00	1.70
WELLS FARGO & CO NEW COM (WFC)	1,700.00	64,204.91	54.36	92,412.00	4.88	28,207.09	2,550.00	2.76
WW GRAINGER INC (GWW)	175.00	40,195.24	202.59	35,453.25	1.89	-4,741.99	819.00	2.31
TOTAL STOCKS		1,385,774.56		1,816,210.55		430,435.99	41,926.45	2.31
TOTAL ASSETS				1,892,492.30		430,435.99	41,968.40	2.22
TOTAL ACCRUED INCOME				2,164.81				
TOTAL ACCOUNT				1,894,657.11				

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