



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) Trust Treated as Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

► Do 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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

PHILLIPS FAMILY FOUNDATION

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

C/O BRUCE A ROSENFIELD 1600 MARKET ST.

Room/suite
3600

City or town, state or province, country, and ZIP or foreign postal code

PHILADELPHIA, PA 19103-7286

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **\$ 2,451,100.** (Part I, column (d) must be on cash basis.) J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

		(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	500,941.		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	39,546.	39,546.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	24,315.			
b	Gross sales price for all assets on line 6a	402,946.			
7	Capital gain net income (from Part IV, line 2)		24,315.		
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	564,802.	63,861.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 2	2,575.	1,287.	1,288.
b	Accounting fees				
c	Other professional fees	STMT 3	10,964.	10,964.	0.
17	Interest				
18	Taxes	STMT 4	18,529.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23		32,068.	12,251.	1,288.
25	Contributions, gifts, grants paid		48,189.		48,189.
26	Total expenses and disbursements Add lines 24 and 25		80,257.	12,251.	49,477.
27	Subtract line 26 from line 12:		484,545.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		51,610.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	76,282.	109,955.	109,955.
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 7	1,385,775.	1,408,192.
c	Investments - corporate bonds			2,341,145.
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)	1,462,057.	1,518,147.	2,451,100.
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.	
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds	1,462,057.	1,518,147.	
30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
32	Total net assets or fund balances	1,462,057.	1,518,147.	
33	Total liabilities and net assets/fund balances	1,462,057.	1,518,147.	

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	1,462,057.
2	Enter amount from Part I, line 27a	2	484,545.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,946,602.
5	Decreases not included in line 2 (itemize) ►	5	428,455.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,518,147.

Form 990-PF (2016)

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 207,704.		213,645.		<5,941. >	
b 195,242.		164,986.		30,256.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			
a					<5,941. >
b					30,256.
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		24,315.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3		N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2015	62,713.	1,365,958.	.045911
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

2 Total of line 1, column (d) 2 .226007

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 .045201

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 1,939,040.

5 Multiply line 4 by line 3 5 87,647.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 516.

7 Add lines 5 and 6 7 88,163.

8 Enter qualifying distributions from Part XII, line 4 8 49,477.

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.	(attach copy of letter if necessary-see instructions)	1,032.	
b	Date of ruling or determination letter: _____			
c	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			
d	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.		
3	Add lines 1 and 2	1,032.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.		
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	1,032.		
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	10,200.		
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	10,200.		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9.		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9,168.		
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ► 9,168. Refunded ► 0.			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
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>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>PA</u>		
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>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

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)	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?	13	X
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>BRUCE A. ROSENFIELD, ESQUIRE</u> Telephone no. ► <u>215-751-2080</u> Located at ► <u>1600 MARKET STREET, #3600, PHILADELPHIA, PA</u> ZIP+4 ► <u>19103-7286</u>		
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 2016, 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 ►	16	Yes X No

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2016?	1b	
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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 81600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	CO-TRUSTEE 0.25	0.	0.	0.
PETER H. PHILLIPS 81600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	CO-TRUSTEE 0.25	0.	0.	0.
DAVID S. PHILLIPS 81600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	CO-TRUSTEE 0.25	0.	0.	0.
ELIZABETH A. DAVIES 81600 MARKET ST, STE 3600 PHILADELPHIA, MA 19103	CO-TRUSTEE 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

Form 990-PF (2016)

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.

Form 990-PF (2016)

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	1,847,972.
b	Average of monthly cash balances	1b	120,597.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,968,569.
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	1,968,569.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,939,040.
6	Minimum investment return Enter 5% of line 5	6	96,952.

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	96,952.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,032.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,032.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	95,920.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	95,920.
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	95,920.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	49,477.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	49,477.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	49,477.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				95,920.
2 Undistributed income, if any, as of the end of 2015			48,129.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 49,477.			48,129.	
a Applied to 2015, 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 2016 distributable amount				1,348.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				94,572.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

2 a Enter the lesser of the adjusted net

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

SEE STATEMENT 9

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.

* The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c. Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	48,189.
Total			► 3a	48,189.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) 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	
5 Net rental income or (loss) from real estate:				39,546.	
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	
9 Net income or (loss) from special events				24,315.	
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.	63,861.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	63,861.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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

- (2) Other assets**
- b Other transactions:**
 - (1) Sales of assets to a noncharitable exempt organization**
 - (2) Purchases of assets from a noncharitable exempt organization**
 - (3) Rental of facilities, equipment, or other assets**
 - (4) Reimbursement arrangements**
 - (5) Loans or loan guarantees**
 - (6) Performance of services or membership or fundraising solicitation**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.)?

Signature of officer or trustee

10.877

Date

Title

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	WENDY E SEROTA	<i>Wendy E Serota</i>	<i>5/4/2017</i>		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		

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

2016

Name of the organization

PHILLIPS FAMILY FOUNDATION

Employer identification number

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 foundationCheck 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Name of organization

PHILLIPS FAMILY FOUNDATION

Employer identification number

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	<u>PETER H. & MARY PHILLIPS</u> <u>2 SOUTHWATCH LANE</u> <u>MECHANICSBURG, PA 17050</u>	\$ <u>196,661.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	<u>PETER H. & MARY PHILLIPS</u> <u>2 SOUTHWATCH LANE</u> <u>MECHANICSBURG, PA 17050</u>	\$ <u>146,967.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	<u>PETER H. & MARY PHILLIPS</u> <u>2 SOUTHWATCH LANE</u> <u>MECHANICSBURG, PA 17050</u>	\$ <u>157,313.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

PHILLIPS FAMILY FOUNDATION

25-6716692

Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	<u>BLACKROCK, INC 502 SHS WITH A MEAN VALUE OF \$196,661.01 AND A TAX COST OF \$32.63</u>	\$ <u>196,661.</u>	<u>12/15/16</u>
2	<u>JP MORGAN 1715 SHS WITH A MEAN VALUE OF \$146,966.93 AND A TAX COST OF \$71.41</u>	\$ <u>146,967.</u>	<u>12/15/16</u>
3	<u>UNITED HEALTH GROUP 981 SHS WITH A MEAN VALUE OF \$157,313.16 AND A TAX COST OF \$72,394.27</u>	\$ <u>157,313.</u>	<u>12/15/16</u>

Name of organization

Employer identification number

PHILLIPS FAMILY FOUNDATION**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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
HAVERFORD TRUST CO	39,546.	0.	39,546.	39,546.	
TO PART I, LINE 4	39,546.	0.	39,546.	39,546.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,575.	1,287.		1,288.
TO FM 990-PF, PG 1, LN 16A	2,575.	1,287.		1,288.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	10,964.	10,964.		0.
TO FORM 990-PF, PG 1, LN 16C	10,964.	10,964.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2016 FEDERAL ESTIMATED TAX	10,200.	0.		0.
2015 FEDERAL BALANCE DUE	8,329.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,529.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
-------------	--	-----------	---

DESCRIPTION	AMOUNT
YEAR END ADJUSTMENT & ROUNDING	12.
ADJUSTMENT TO FMV OF DONATED SECURITIES	428,443.
TOTAL TO FORM 990-PF, PART III, LINE 5	428,455.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,836,635.	2,341,145.
ADJUSTMENT TO FMV OF DONATED SECURITIES	<428,443.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,408,192.	2,341,145.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
-------------	---	-----------	---

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

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
-------------	--	-----------	---

NAME OF MANAGER

VIRGINIA A. PHILLIPS
PETER H. PHILLIPS

Date: DECEMBER 1, 2016 - DECEMBER 31, 2016

Portfolio Assets Detail**CASH AND MONEY MARKET**

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	Current % of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
FEDERATED GOVERNMENT OBLIGAT IONS-INCOME	31,889.80	31,889.80	1.00	31,889.80	1.30	.00	28.70	.09
FEDERATED GOVERNMENT OBLIGAT IONS-PRINCIPAL	28,064.72	28,064.72	1.00	28,064.72	1.14	.00	25.26	.09
TOTAL CASH AND MONEY MARKET	59,954.52			59,954.52		.00	53.96	.09

CERTIFICATES OF DEPOSIT

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	Current % of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
HAVERFORD TRUST CD	50,000.00	50,000.00	100.00	50,000.00	2.04	.00	250.00	.50
TOTAL CERTIFICATES OF DEPOSIT	50,000.00			50,000.00		.00	250.00	.50

STOCKS

Description	Shares	Total Cost	Current Share Price	Current Mkt Value	Current % of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
ACCENTURE PLC (ACN)	565.00	21,487.23	117.13	66,178.45	2.70	44,691.22	1,367.30	2.07
AIR PRODS & CHEMS INC COM (APD)	330.00	43,999.48	143.82	47,460.60	1.94	3,461.12	1,135.20	2.39
ANHEUSER-BUSCH INBEV SPN ADR (BUD)	500.00	55,351.65	105.44	52,720.00	2.15	-2,631.65	1,598.00	3.03
APPLE INC COM (AAPL)	765.00	68,240.37	115.82	88,602.30	3.61	20,361.93	1,744.20	1.97
BAXTER INTL INC COM (BAX)	950.00	35,229.33	44.34	42,123.00	1.72	6,893.67	494.00	1.17
BECTON DICKINSON & CO COM (BDX)	205.00	10,313.97	165.55	33,937.75	1.38	23,623.78	598.60	1.76

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

Date: DECEMBER 1, 2016 - DECEMBER 31, 2016

Portfolio Assets Detail

STOCKS

Description	Shares	Total Cost	Share Price	Current Mkt Value	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
BLACKROCK INC (BLK)	652.00	220,343.33	380.54	248,112.08	10.12	27,768.75	5,972.32	2.41
COCA COLA CO COM (KO)	950.00	28,601.54	41.46	39,387.00	1.61	10,785.46	1,330.00	3.38
COMCAST CORP NEW - CL. A (CMCS A)	1,380.00	78,553.25	69.05	95,289.00	3.89	16,735.75	1,518.00	1.59
CVS HEALTH CORPORATION (CVS)	910.00	31,746.90	78.91	71,808.10	2.93	40,061.20	1,820.00	2.53
DISNEY WALT CO COM DISNEY (DIS)	630.00	19,595.44	104.22	65,658.60	2.68	46,063.16	982.80	1.50
DU PONT E I DE NEMOURS & CO COM (DD)	540.00	15,867.07	73.40	39,636.00	1.62	23,768.93	820.80	2.07
EXXON MOBIL CORP COM (XOM)	650.00	41,341.37	90.26	58,669.00	2.39	17,327.63	1,950.00	3.32
GILEAD SCIENCES INC (GILD)	750.00	64,046.72	71.61	53,707.50	2.19	-10,339.22	1,410.00	2.63
JOHNSON & JOHNSON COM (JNJ)	825.00	60,403.96	115.21	95,048.25	3.88	34,644.29	2,640.00	2.78
JPMORGAN CHASE & CO COM (JPM)	2,715.00	201,943.39	86.29	234,277.35	9.56	32,333.96	5,212.80	2.23
MASTERCARD INC CLASS A (MA)	800.00	65,973.05	103.25	82,600.00	3.37	16,626.95	704.00	.85
MEDTRONIC PLC (MDT)	1,050.00	75,057.16	71.23	74,791.50	3.05	-265.66	1,806.00	2.41
MONDELEZ INTERNATIONAL INC (MDLZ)	950.00	39,439.25	44.33	42,113.50	1.72	2,674.25	722.00	1.71



Date: DECEMBER 1, 2016 – DECEMBER 31, 2016

Portfolio Assets Detail

STOCKS

Description	Shares	Total Cost	Current Share Price	Current Mkt Value Portfolio	% of Portfolio	Unrealized Gain/Loss	Est. Ann Income	Est. Ann Yield(%)
NIKE INC (NKE)	750.00	38,691.53	50.83	38,122.50	1.56	-569.03	540.00	1.42
ORACLE CORP COM (ORCL)	1,175.00	44,550.27	38.45	45,178.75	1.84	628.48	705.00	1.56
PEPSICO INC COM (PEP)	505.00	32,317.29	104.63	52,838.15	2.16	20,520.86	1,520.05	2.88
PROCTER AND GAMBLE CO COM (PG)	850.00	50,624.61	84.08	71,468.00	2.92	20,843.39	2,276.30	3.19
SCHLUMBERGER LTD COM (SLB)	750.00	55,718.90	83.95	62,962.50	2.57	7,243.60	1,500.00	2.38
T.J.X COS INC NEW COM (TJX)	895.00	50,422.83	75.13	67,241.35	2.74	16,818.52	930.80	1.38
UNITED TECHNOLOGIES CORP (UTX)	765.00	59,018.68	109.62	83,859.30	3.42	24,840.62	2,019.60	2.41
UNITEDHEALTH GROUP INC COM (UNH)	1,581.00	223,356.59	160.04	253,023.24	10.32	29,666.65	3,952.50	1.56
WELLS FARGO & CO NEW COM (WFC)	1,700.00	64,204.91	55.11	93,687.00	3.82	29,482.09	2,584.00	2.76
W.W GRAINGER INC (GWW)	175.00	40,195.24	232.25	40,643.75	1.66	448.51	854.00	2.10
TOTAL STOCKS		1,836,635.31		2,341,144.52		504,509.21	50,708.27	2.17
TOTAL ASSETS				2,451,099.04		504,509.21	51,012.23	2.08
TOTAL ACCRUED INCOME						2,846.10		

Date: **DECEMBER 1, 2016 – DECEMBER 31, 2016**

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(%)
TOTAL ACCOUNT								

2,453,945.14

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

Phillips Family Foundation

EIN: 25-6716692

List of Contributions for Tax Period 12/31/2016**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	9,248 00
Nantucket School of Music/NCMC PO Box 1352 Nantucket, MA 02554	NONE	PC	MUSIC EDUCATION	4,000 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	2,000 00
PinnacleHealth Foundation PO Box 8700 Harrisburg, PA 17105-8700	NONE	PC	MEDICAL	5,876 00
Rice University The Shepherd School of Music 6100 Main MS-532 Houston, TX 77005-1827	NONE	PC	MUSIC EDUCATION	500 00
Community Foundation Nantucket 9 Bayberry Court Nantucket, MA 02554	NONE	PC	COMMUNITY ACTIVISTS	1,000 00
Nantucket Interfaith Council 2 Madaket Road Nantucket, MA 02554	NONE	PC	SOCIAL WELFARE	500 00
Sustainable Nantucket PO Box 1244 Nantucket, MA 02554	NONE	PC	ENVIRONMENTAL	2,565 00
Catholic Relief Services	NONE	PC	RELIGIOUS	21,000 00
Total Contributions				48,189.00

Gain/Loss
From 01-01-2016 To 12-31-2016

Quantity	Description	CUSIP	Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Gain/Loss
Short Term Gain/Loss							
-400.00	AMERICAN EXPRESS CO COM	025816109	09/15/2015	02/01/2016	\$21,352.57	\$30,875.44	-\$9,322.87
	Total of AMERICAN EXPRESS CO COM				\$21,352.57	\$30,875.44	-\$9,322.87
-400.00	AMERISOURCEBERGEN CORP COM	03073E105	12/08/2015	09/22/2016	\$33,437.99	\$40,040.18	-\$6,602.17
	Total of AMERISOURCEBERGEN CORP COM				\$33,437.99	\$40,040.18	-\$6,602.17
-55.00	BECTON DICKINSON & CO COM	075887109	09/15/2015	07/18/2016	\$9,575.37	\$7,589.54	\$1,985.83
	Total of BECTON DICKINSON & CO COM				\$9,575.37	\$7,589.54	\$1,985.83
-50.00	BLACKROCK INC	09247X101	09/15/2015	04/22/2016	\$18,221.80	\$15,434.00	\$2,787.60
	Total of BLACKROCK INC				\$18,221.80	\$15,434.00	\$2,787.60
-300.00	CHEVRON CORPORATION	166764100	09/15/2015	03/22/2016	\$28,672.29	\$23,220.88	\$5,451.41
	Total of CHEVRON CORPORATION				\$28,672.29	\$23,220.88	\$5,451.41
-200.00	DU PONT E I DE NEMOURS & CO COM	263534109	09/15/2015	04/22/2016	\$13,153.71	\$9,683.55	\$3,470.16
	Total of DU PONT E I DE NEMOURS & CO COM				\$13,153.71	\$9,683.55	\$3,470.16
-240.00	EATON CORPORATION PLC	G29183103	09/15/2015	02/01/2016	\$11,902.27	\$13,389.60	-\$1,487.33
	Total of EATON CORPORATION PLC				\$11,902.27	\$13,389.60	-\$1,487.33
-500.00	ORACLE CORP COM	68389X105	09/15/2015	07/18/2016	\$20,835.30	\$19,060.00	\$1,775.30
	Total of ORACLE CORP COM				\$20,835.30	\$19,060.00	\$1,775.30
-200.00	PEPSICO INC COM	713448108	09/15/2015	04/22/2016	\$20,326.17	\$18,471.56	\$1,854.61
	Total of PEPSICO INC COM				\$20,326.17	\$18,471.56	\$1,854.61
-365.00	UNION PACIFIC CORP COM	907818108	09/15/2015	02/01/2016	\$25,980.66	\$32,160.66	-\$6,180.00
	Total of UNION PACIFIC CORP COM				\$25,980.66	\$32,160.66	-\$6,180.00
-165.00	VERSUM MATERIALS, INC	92532W103	03/29/2016	12/07/2016	\$4,245.76	\$3,919.33	\$326.43
	Total of VERSUM MATERIALS, INC				\$4,245.76	\$3,919.33	\$326.43
Total of Short Term Gain/Loss						(\$237,703.69)	\$21,842.72
Long Term Gain/Loss							
-100.00	ACCENTURE PLC	G1151C101	10/22/2009	04/22/2016	\$11,387.75	\$3,803.05	\$7,584.70
	Total of ACCENTURE PLC				\$11,387.75	\$3,803.05	\$7,584.70
-110.00	AMERICAN EXPRESS CO COM	025816109	08/29/2014	02/01/2016	\$5,871.98	\$9,837.80	-\$3,965.84
-200.00	AMERICAN EXPRESS CO COM	025816109	01/29/2015	02/01/2016	\$10,676.28	\$16,352.32	-\$5,676.04
-250.00	AMERICAN EXPRESS CO COM	025816109	09/25/2013	02/01/2016	\$13,345.35	\$19,011.30	-\$5,665.95
	Total of AMERICAN EXPRESS CO COM				\$29,893.59	\$45,201.42	-\$15,307.83
-50.00	BECTON DICKINSON & CO COM	075887109	11/17/2009	07/18/2016	\$8,704.89	\$3,683.57	\$5,021.32
-95.00	BECTON DICKINSON & CO COM	075887109	04/08/2004	07/18/2016	\$16,539.28	\$4,778.64	\$11,759.64
	Total of BECTON DICKINSON & CO COM				\$25,244.17	\$8,463.21	\$16,780.96
-250.00	CHEVRON CORPORATION	166764100	03/17/2009	03/22/2016	\$23,893.58	\$15,905.68	\$7,987.90

HAVERFORD

QUALITY INVESTING

Quantity	Description	CUSIP	Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Gain/Loss
	Total of CHEVRON CORPORATION				\$23,893.58	\$15,905.88	\$7,987.90
-425.00	EATON CORPORATION PLC	G29183103	12/04/2012	02/01/2016	\$21,076.93	\$21,687.22	-\$610.29
	Total of EATON CORPORATION PLC				\$21,076.93	\$21,687.22	-\$610.29
-550.00	TWENTY FIRST CENTURY FOX - B	90130A200	06/09/2014	11/04/2016	\$14,829.55	\$19,485.67	-\$4,656.12
-1,500.00	TWENTY FIRST CENTURY FOX - B	90130A200	09/15/2015	11/04/2016	\$40,444.21	\$40,393.50	\$50.71
	Total of TWENTY FIRST CENTURY FOX - B				\$55,273.76	\$59,879.17	-\$4,605.41
-400.00	UNION PACIFIC CORP COM	907818108	05/11/2009	02/01/2016	\$28,471.96	\$10,045.94	\$18,426.02
	Total of UNION PACIFIC CORP COM				\$28,471.96	\$10,045.94	\$18,426.02
	Total of Long Term Gain/Loss				\$135,240.74	\$124,985.69	\$30,255.05