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

2010

Department of the Treasury Internal Revenue Service

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

For calendar year 2010, or tax year beginning SEP 1, 2010, and ending AUG 31, 2011

G Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: THE THOMAS A. FILLIPPO FOUNDATION, THOMAS A. FILLIPPO & JOANNE S. FILLIPPO, TTEES. A Employer identification number: 20-0218191. B Telephone number: 610-941-2370. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 815,737. J Accounting method: Cash.

SCANNED AUG 20 2012

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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THE THOMAS A. FILLIPPO FOUNDATION, THOMAS A. FILLIPPO & JOANNE S. FILLIPPO, TTEES

Part II Balance Sheets		Attached schedules and amounts in the description columns 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	28,382.	91,584.	91,584.
	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 STMT 8	27,308.	0.	0.
	b Investments - corporate stock STMT 9	429,154.	395,145.	377,429.
	c Investments - corporate bonds STMT 10	262,988.	325,169.	346,724.
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)	747,832.	811,898.	815,737.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	<8,097.>	<8,049.>	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	755,929.	819,947.		
30 Total net assets or fund balances	747,832.	811,898.		
31 Total liabilities and net assets/fund balances	747,832.	811,898.		

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	747,832.
2 Enter amount from Part I, line 27a	2	64,018.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	48.
4 Add lines 1, 2, and 3	4	811,898.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	811,898.

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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				
b SEE ATTACHED STATEMENT				
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				
b				
c				
d				
e 733,699.		692,774.	40,925.	
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))
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any		
a				
b				
c				
d				
e			40,925.	
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	40,925.	
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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	169,370.	766,125.	.221074
2008	87,052.	706,526.	.123211
2007	65,008.	826,972.	.078610
2006	100,641.	738,446.	.136288
2005	6,602.	424,718.	.015544
2 Total of line 1, column (d)			.574727
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			.114945
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			792,604.
5 Multiply line 4 by line 3			91,106.
6 Enter 1% of net investment income (1% of Part I, line 27b)			555.
7 Add lines 5 and 6			91,661.
8 Enter qualifying distributions from Part XII, line 4			39,021.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,110.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,110.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,110.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	350.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	350.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	6.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	766.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ 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 2010 or the taxable year beginning in 2010 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ THOMAS A. FILLIPPO Telephone no. ▶ 610-644-2536 Located at ▶ 1 DEVAULT LANE, DEVAULT, PA ZIP+4 ▶ 19432			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A. FILLIPPO 1 DEVAULT LANE DEVAULT, PA 19432	TRUSTEE 1.00	0.	0.	0.
JOANNE S. FILLIPPO 1 DEVAULT LANE DEVAULT, PA 19432	TRUSTEE 1.00	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

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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	761,271.
b	Average of monthly cash balances	1b	43,403.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	804,674.
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	804,674.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,070.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	792,604.
6	Minimum investment return. Enter 5% of line 5	6	39,630.

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

1	Minimum investment return from Part X, line 6	1	39,630.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,110.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,110.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,520.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,520.
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	38,520.

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	39,021.
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	Surtability 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	39,021.
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	39,021.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				38,520.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	47,024.			
c From 2007	24,529.			
d From 2008	52,374.			
e From 2009	131,474.			
f Total of lines 3a through e	255,401.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	39,021.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				38,520.
e Remaining amount distributed out of corpus	501.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	255,902.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	255,902.			
10 Analysis of line 9:				
a Excess from 2006	47,024.			
b Excess from 2007	24,529.			
c Excess from 2008	52,374.			
d Excess from 2009	131,474.			
e Excess from 2010	501.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

- 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 ATTACHED LISTING OF GRANTS				23,750.
Total				23,750.
b Approved for future payment				
NONE				
Total				0.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization

**THE THOMAS A. FILLIPPO FOUNDATION, THOMAS
A. FILLIPPO & JOANNE S. FILLIPPO, TTEES**

Employer identification number

20-0218191

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 of \$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 line 2 of its Form 990-PF, 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) (2010)

Name of organization
**THE THOMAS A. FILLIPPO FOUNDATION, THOMAS
 A. FILLIPPO & JOANNE S. FILLIPPO, TTEES**

Employer identification number
20-0218191

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHAR LEAD T/U/W - LUCY R DIFILLIPPO M THOMPSON/COZEN, 200 FOUR FALLS CORP W CONSHOHOCKN, PA 19428	\$ 47,522.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**THE THOMAS A. FILLIPPO FOUNDATION, THOMAS
A. FILLIPPO & JOANNE S. FILLIPPO, TTEES**

20-0218191

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

**THE THOMAS A. FILLIPPO FOUNDATION, THOMAS
A. FILLIPPO & JOANNE S. FILLIPPO, TTEES**

20-0218191

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. 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 information once. See instructions.) ▶ \$

(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	

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 2010 LT CAP GN DISTRIB/2400 AC	P	VARIOUS	12/15/10
b 2300 A/C - SEE ATTACHED	P	VARIOUS	VARIOUS
c 2400 A/C - SEE ATTACHED	P	VARIOUS	VARIOUS
d 2011 LT CAP GN DISTRIB/2300 AC	P	VARIOUS	06/13/11
e 2300 A/C - SEE ATTACHED	P	VARIOUS	VARIOUS
f 2400 A/C - SEE ATTACHED	P	VARIOUS	VARIOUS
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 102.			102.
b 109,238.		115,005.	<5,767.>
c 356,040.		340,977.	15,063.
d 84.			84.
e 243,235.		210,684.	32,551.
f 25,000.		26,108.	<1,108.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			102.
b			<5,767.>
c			15,063.
d			84.
e			32,551.
f			<1,108.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	40,925.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DNB TRUST A CHECKING ACCT INTEREST	4.
DNB TRUST B CHECKING ACCT INTEREST	30.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	34.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TR A 2300 A/C BOND INT	5,031.	0.	5,031.
TR A 2300 A/C DIV INCOME	2,624.	0.	2,624.
TR A 2300 A/C MM DIVIDENDS	1.	0.	1.
TR B 2400 A/C BOND INT	7,526.	0.	7,526.
TR B 2400 A/C DIV INCOME	4,374.	0.	4,374.
TR B 2400 A/C MM DIVIDENDS	3.	0.	3.
TR B 2400 A/C US BDS/OBLIG	1,281.	0.	1,281.
TR B 2400 SH TERM GAINS	99.	0.	99.
TOTAL TO FM 990-PF, PART I, LN 4	20,939.	0.	20,939.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COZEN O'CONNOR	13,207.	3,962.		9,245.
TO FM 990-PF, PG 1, LN 16A	13,207.	3,962.		9,245.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DNB ADVISORS/INVEST ADVIS FEES	8,063.	2,419.		5,644.
TO FORM 990-PF, PG 1, LN 16C	8,063.	2,419.		5,644.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX 2300 A/C 2009	112.	0.		112.
2009 EXCISE TAX	205.	0.		205.
TO FORM 990-PF, PG 1, LN 18	317.	0.		317.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DNB FIRST CKG A/C SERVICE CHARGES	65.	0.		65.
TO FORM 990-PF, PG 1, LN 23	65.	0.		65.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
MISCELLANEOUS ADJUSTMENTS FOR BOND BASIS DIFFERENCES	48.
TOTAL TO FORM 990-PF, PART III, LINE 3	48.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	395,145.	377,429.
TOTAL TO FORM 990-PF, PART II, LINE 10B	395,145.	377,429.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	325,169.	346,724.
TOTAL TO FORM 990-PF, PART II, LINE 10C	325,169.	346,724.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS A. FILLIPPO, 1 DEVAULT LANE, DEVAULT, PA 19432

TELEPHONE NUMBER

610-644-2536

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO REQUIRED FORM. ALL INFORMATION THAT THE REQUESTING ORGANIZATION DEEMS APPROPRIATE SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS OTHER THAN THEY BE USED FOR QUALIFIED PURPOSES.



DNB FIRST
 4 Brandywine Avenue
 Downingtown, PA 19335-0904

Tel (484) 691-DNB1
 Fax (484) 359-3077
 www.dnbfirst.com

000 00011 04
 ACCOUNT: 8915795
 PAGE: 1
 08/18/2011

DNBF

DOCUMENTS: 0

Address Service Requested

002143 0.6400 SP 0.440 TR00014

THOMAS A FILLIPPO
 FOUNDATION TRUST A 44
 MARGARET GALLAGHER THOMPSON ES 0
 1900 MARKET ST PHILA PA 19103 0

- - - - C O P Y - - - -

ACCOUNT OWNER: THOMAS A FILLIPPO

To protect your account, we have blocked charges from countries known for generating a high number of fraudulent transactions. When you travel overseas, please contact your local branch to authorize transactions from countries we might otherwise block. Thank you for helping us protect you. FAMILY OFFICE--Too busy to manage all your financial tasks, let DNB First do the work for you...with the Family Office. Professional Investment Management, Local Advisor, Accounting and Taxes are part of the program. Call us at 484-691-DNB1 for more information.

PREMIER MMDA ACCOUNT 8915795

AVG AVAILABLE BALANCE	1,133.27	LAST STATEMENT 07/21/11	1,133.27
AVERAGE BALANCE	1,133.27	CREDITS	.00
		1 DEBITS	10.00
		THIS STATEMENT 08/18/11	1,123.27

- - - - OTHER DEBITS - - - -

DESCRIPTION	DATE	AMOUNT
SERVICE CHARGE	08/18	10.00 ✓

- - - - I N T E R E S T - - - -

INTEREST PAID 2011: 1.64 *pld*

- - - ITEMIZATION OF SERVICE CHARGE PAID THIS PERIOD - - -

TOTAL CHARGE FOR: 10.00

*** CONTINUED ***

DNBF-002-002143-001-001-110820 002143 S03



PLEASE SEE REVERSE SIDE FOR IMPORTANT INFORMATION.

048 007



DNB FIRST
 4 Brandywine Avenue
 Downingtown, PA 19335-0904

Tel (484) 691-DNB1
 Fax (484) 359-3077 000 00011 04
 www.dnbfirst.com ACCOUNT:

8915803 08/18/2011
 PAGE: 1

002144

DNBF

DOCUMENTS: 0

Address Service Requested

002144 0.6400 SP 0.440 TR00014



THOMAS A FILLIPPO
 FOUNDATION TRUST B
 JOANNE S FILLIPPO TRUSTEE 44
 M. GALLAGHER THOMPSON ESQ 0
 1900 MARKET ST PHILA PA 19103 0

- - - - C O P Y - - - -

ACCOUNT OWNER: THOMAS A FILLIPPO

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PREMIER MMDA ACCOUNT 8915803

AVG AVAILABLE BALANCE	13,791.75	LAST STATEMENT 07/21/11	13,791.75
AVERAGE BALANCE	13,791.75	1 CREDITS	1.45
		DEBITS	.00
		THIS STATEMENT 08/18/11	13,793.20

- - - - - OTHER CREDITS - - - - -

DESCRIPTION	DATE	AMOUNT
INTEREST	08/18	1.45

- - - - - I N T E R E S T - - - - -

AVERAGE LEDGER BALANCE:	13,791.75	INTEREST EARNED:	1.45
AVERAGE AVAILABLE BALANCE:	13,791.75	DAYS IN PERIOD:	28
INTEREST PAID THIS PERIOD:	1.45	ANNUAL PERCENTAGE YIELD EARNED:	.148
INTEREST PAID 2011:	10.74		

*** CONTINUED ***

DNBF-002-002144-001-001-110820 002144 S03



PLEASE SEE REVERSE SIDE FOR IMPORTANT INFORMATION.

048 007

410 Exton Square Parkway
 Exton, PA 19341

For Questions Contact:
 Cheryl Burkey
 484-359-3575

Statement of Value and Activity

August 1, 2011 - August 31, 2011

Fillippo, Thomas Foundation TR A
 Account # 691282300

0800067 03 SP 1.280 NT 1 5 0951 19428-2958 994 K12

|||||
Margaret Gallagher Thompson, Esq.
 Cozen O'Connor, Suite 400
 200 Four Falls Corp. Center
 West Conshohocken, PA 19428

For Your Information

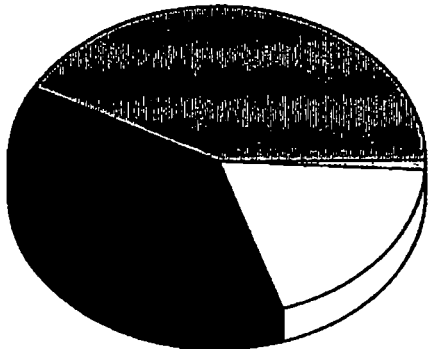
Your Statement of Value and Activity has been designed to keep you up-to-date on the activity in your account. It provides you with an easy-to-read summary of your account balance and history of your transactions during the past time period.

Your Activity Summary

	<i>This Period</i>	<i>Year to Date</i>
Beginning Market Value	\$341,134.75	\$347,602.57
Additions	0.00	492.26
Distributions	0.00	-18,992.26
Income	786.87 ✓	4,224.44 ✓
Fees	0.00	-2,704.90
Change in Market Value	-13,435.10	-2,135.59
Ending Market Value	\$328,486.52	\$328,486.52

Your Portfolio Allocation

Your account is currently allocated among the investments specified on the right. Percentages may not be exact due to rounding.



<i>Investment</i>	<i>Market Value</i>
42% Taxable Fixed Income	\$139,191.65
38% Domestic Equities	\$125,448.30
19% International Equities	\$61,464.68
1% Cash and Equivalents	\$2,381.89
100% Total Portfolio Value	\$328,486.52

Securities
 326,109.63

Value of Your Portfolio Investments

Investment	Federal Tax Cost	Units	Value/Unit	Market Value
Taxable Fixed Income 42%				\$139,191.65
Alabama Power Co 5.500% 10/15/17	25,000.00	25,000.000	118.117	29,529.25
Amer Genl Fin MTN 5.250% 12/15/12	24,873.68	25,000.000	96.999	24,249.75
Anheuser Busch Cos 4.625% 2/01/15	24,164.58	25,000.000	111.104	27,776.00
Eaton Vance Gvt Obligation-A	3,005.35	403.403	7.510	3,029.56
Harbor Real Return Fund-I	4,500.00	414.746	11.280	4,678.33
Oppenheimer Sr Float Rate-A	3,000.00	359.712	7.940	2,856.11
Pitney Bowes Inc 4.750% 5/15/18	23,746.71	25,000.000	104.839	26,209.75
Putnam US Govt Income Tr-A	6,526.26	461.873	14.410	6,655.59
PIMCO GNMA Fund-A	6,029.38	528.893	11.990	6,341.43
PIMCO Real Return Fund D	4,500.00	383.305	12.050	4,618.83
Ridgeworth High Income Fund-I	<u>3,485.45</u>	476.806	6.810	3,247.05
	128,931.41			
Domestic Equities 38%				\$125,448.30
MFS Core Equity Fund-I	27,680.00	1,452.256	17.910	26,009.90
Principal Midcap Blend Fd In	13,840.00	976.711	13.950	13,625.12
Putnam Equity Income Fund A	47,967.46	2,914.183	14.400	41,964.24
Ridgeworth S/C Val Eqty-I	6,920.00	494.639	13.200	6,529.23
Wells Fargo Growth Fd-Adv	<u>38,060.00</u>	1,104.790	33.780	37,319.81
	134,467.46			
International Equities 19%				\$61,464.68
Calamos International Grth-A	10,248.66	650.709	16.890	10,990.48
Fidelity Small Cap Discovery	7,006.33	326.371	19.240	6,279.38
Harbor International Fd INV	11,845.23	223.032	56.580	12,619.15
Manning & Napier Internation	11,210.27	1,380.575	8.510	11,748.69
Oppenheimer Developing Mkt-A	<u>20,760.00</u>	598.099	33.150	19,826.98
	61,070.49			
Cash and Equivalents 1%				\$2,381.89
SEI Treasury Fund	2,381.89	2,381.890	1.000	2,381.89 (i)
Total Portfolio	\$326,751.25			\$328,486.52

Your Portfolio Activity Detail

Date	Activity Description	Units	Value/Unit	Cash Amount
08/01/11	Received Interest Anheuser Busch Cos 4.625% 2/01/15 0.023125/\$1 PV On 25,000.000 Par Value			DWY \$578.13 (i)
08/01/11	Received Dividend Eaton Vance Gvt Obligation-A Dividend from 7/1/11 to 7/31/11			10.07 (i)
08/01/11	Received Dividend Oppenheimer Sr Float Rate-A Dividend from 7/1/11 to 7/31/11			12.25 (i)
08/01/11	Received Dividend PIMCO GNMA Fund-A Dividend from 7/1/11 to 7/31/11			10.89 (i)
08/01/11	Received Dividend PIMCO Real Return Fund D Dividend from 7/1/11 to 7/31/11			17.02 (i)
08/01/11	Received Dividend Ridgeworth High Income Fund-I Dividend from 7/1/11 to 7/31/11			19.09 (i)

DNB Wealth **FIRST** Management

410 Exton Square Parkway
Exton, PA 19341

For Questions Contact:

Cheryl Burkey
484-359-3575

Statement of Value and Activity

August 1, 2011 - August 31, 2011

Fillippo, Thomas Foundation TR. B
Account # 691282400

0800067 03 SP 1.280 N T 1 5 0951 19428-2958 994 K 12



Margaret Gallagher Thompson, Esq.
Cozen O'Connor, Suite 400
200 Four Falls Corp. Center
West Conshohocken, PA 19428

For Your Information

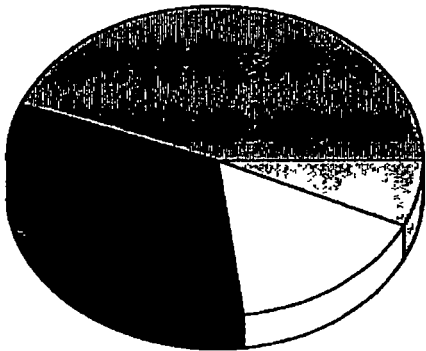
Your Statement of Value and Activity has been designed to keep you up-to-date on the activity in your account. It provides you with an easy-to-read summary of your account balance and history of your transactions during the past time period.

Your Activity Summary

	<i>This Period</i>	<i>Year to Date</i>
Beginning Market Value	\$485,751.43	\$433,435.98
Additions	0.00	48,062.11
Distributions	0.00	-10,539.92
Income	435.61	7,996.01
Fees	0.00	-3,481.55
Change in Market Value	-13,853.17	-3,138.76
Ending Market Value	\$472,333.87	\$472,333.87

Your Portfolio Allocation

Your account is currently allocated among the investments specified on the right. Percentages may not be exact due to rounding.



<i>Investment</i>	<i>Market Value</i>
44% Taxable Fixed Income	\$207,532.63
33% Domestic Equities	\$156,091.79
16% Cash and Equivalents	\$74,285.50
7% International Equities	\$34,423.95
100% Total Portfolio Value	\$472,333.87

Securities 398,048.37
Cash 74,285.50

of Your Portfolio Investments

Investment	Federal Tax Cost	Units	Value/Unit	Market Value
Taxable Fixed Income 44%				\$207,532.63
American Express 7.000% 3/19/18	10,751.20	10,000.000	119.066	11,906.60
AMERITECH Cap Fdg 6.450% 1/15/18	27,478.03	25,000.000	118.181	29,545.25
AT&T Broadband 8.375% 3/15/13	4,457.80	4,000.000	111.075	4,443.00
BellSouth Telecom 7.000% 10/01/25	28,500.00	25,000.000	120.367	30,091.75
Duke Energy Corp 6.300% 2/01/14	10,508.89	10,000.000	111.370	11,137.00
FHLMC 4.875% 11/15/13	26,094.62	25,000.000	109.895	27,473.75
Harbor Real Return Fund-I	4,000.00	368.664	11.280	4,158.53
Hewlett-Packard Co 6.125% 3/01/14	10,928.89	10,000.000	110.299	11,029.90
Oppenheimer Sr Float Rate-A	11,000.00	1,318.945	7.940	10,472.42
PIMCO Real Return Fund D	4,000.00	340.716	12.050	4,105.63
Ridgeworth High Income Fund-I	10,934.03	1,495.764	6.810	10,186.15
Time Warner Cable 6.200% 7/01/13	9,946.72	10,000.000	108.769	10,876.90
U.S. Treasury Bonds 5.125% 5/15/16	27,308.44	25,000.000	119.773	29,943.25
Verizon Comm Inc 6.350% 4/01/19	10,429.10	10,000.000	121.625	12,162.50
	<u>196,337.72</u>			
Domestic Equities 33%				\$156,091.79
Federated Mid-Cap Index Fund #151	12,900.00	569.285	20.890	11,892.36
MFS Core Equity Fund-I	32,362.53	1,700.606	17.910	30,457.85
Principal Midcap Blend Fd In	12,411.06	877.107	13.950	12,235.64
Putnam Equity Income Fund A	51,690.38	3,140.363	14.400	45,221.23
Ridgeworth S/C Val Eqty-I	16,708.10	1,195.999	13.200	15,787.19
Wells Fargo Growth Fd-Adv	<u>41,049.00</u>	1,198.861	33.780	40,497.52
	<u>167,124.07</u>			
Cash and Equivalents 16%				\$74,285.50
SEI Treasury Fund	7,160.98	7,160.980	1.000	7,160.98 (i)
SEI Treasury Fund	<u>67,124.52</u>	67,124.520	1.000	67,124.52
	<u>74,285.50</u>			
International Equities 7%				\$34,423.95
Calamos International Grth-A	15,494.34	983.768	16.890	16,615.84
Manning & Napier Internation	<u>16,991.99</u>	2,092.610	8.510	17,808.11
	<u>32,486.33</u>			
Total Portfolio				\$472,333.87

Your Portfolio Activity Detail

Date	Activity Description	Units	Value/Unit	Cash Amount
08/01/11	Received Interest Duke Energy Corp 6.300% 2/01/14 0.0315/\$1 PV On 10,000.000 Par Value			\$315.00 (i)
08/01/11	Received Dividend Oppenheimer Sr Float Rate-A Dividend from 7/1/11 to 7/31/11			44.91 (i)
08/01/11	Received Dividend PIMCO Real Return Fund D Dividend from 7/1/11 to 7/31/11			15.13 (i)
08/01/11	Received Dividend Ridgeworth High Income Fund-I Dividend from 7/1/11 to 7/31/11			59.87 (i)
08/01/11	Received Dividend SEI Treasury Fund Dividend from 7/1/11 to 7/31/11			0.64 (i)

THE THOMAS A. FILLIPPO FOUNDATION
 THOMAS A. FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES
 EMPLOYER IDENTIFICATION NUMBER: 20-0218191
 SALES FOR TAX YEAR 9/1/2010 THROUGH 8/31/2011

Asset	CUSIP Number	Date of Purchase	Date of Sale	Sale Proceeds	Book Value	Gain or (Loss)
Account 691282400						
Sales Totals for 2011 per Form 1099						
Short Term, non-covered				398,745.91	385,101.19	13,644.72
Less sales that occurred after 8/31/11						
569.285 Federate Mid-Cap Index Fund #151	#31420E205	3/1/11	11/4/11	12,222.55	12,900.00	(677.45) S
368.6640 Harbor Real Return Fund-I	4115111520	5/2/11	11/4/11	4,247.01	4,000.00	247.01 S
377.358 Oppenheimer St Float Rate A	68381K101	6/24/11	9/29/11	3,000.00	3,147.17	(147.17) S
340.716 Pimco Real Return Fund D	693391682	5/2/11	11/4/11	4,197.62	4,000.00	197.62 S
460.829 Ridgworth High Income Fund-I	76628T405	3/2/11	9/29/11	3,000.00	3,368.66	(368.66) S
1,195.999 Ridgworth S/C Val Eqty-I	76628R474	3/1/11	11/4/11	16,038.35	16,708.10	(669.75) S
2011 Sales deducted here & to be listed on Fdn return as of 8/31/12						
				42,705.53	44,123.93	(1,418.40)
Adjusted 2011 Short Term Sales for 2400 Account						
				356,040.38	340,977.26	15,063.12 proofed

Short Term Sales for 2010 per Form 1099 (all were reported on 8/31/10 return)
 Total Short Term Sales for 2400 Account for this Return

0.00
 356,040.38 340,977.26 15,063.12

Long Term Sales for 2400 Account for 2011 per Form 1099
 no adjustments applicable; all 2011 sales
 are to be reported on this tax return
 2010 Long Term Sales; all sales were reported on prior Fdn return
 Total Long Term Sales for 2400 Account for this Return

25,000.00 26,107.63 (1,107.63)
 0.00 0.00 0.00
 25,000.00 26,107.63 (1,107.63)

there were no sales for 2010 that occurred after 8/31/2010 for the 2400 account; all sales for 2010 were reported on the Foundation return as of 8/31/10
 there was \$102.08 in long term capital gain distributions in 2010 per the tax information report; it was listed separately on the sales schedule