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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning Sep 1 , 2011, and ending Aug 31 , 2012

Name of foundation THE THOMAS A. FILLIPPO FOUNDATION		A Employer identification number 20-0218191
Number and street (or P O box number if mail is not delivered to street address) T. A. NANNI, CPA 24 NORTH NEW STREET		B Telephone number (see the instructions) (610) 692-7269
City or town WEST CHESTER	State ZIP code PA 19380-2905	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 896,480.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>				
1 Contributions, gifts, grants, etc. received (att sch)	47,522.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	16.	16.		
4 Dividends and interest from securities	26,769.	26,769.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	8,591.			
b Gross sales price for all assets on line 6a	941,392.			
7 Capital gain net income (from Part IV, line 2)		8,591.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	82,898.	35,376.		
13 Compensation of officers, directors, trustees, etc	0.	0.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	4,194.	1,258.	JUL 29 2013	2,936.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) L-16c Stmt	8,313.	2,422.		5,651.
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) DNB First Checking Account Charges	146.			146.
24 Total operating and administrative expenses. Add lines 13 through 23	12,653.	3,680.		8,733.
25 Contributions, gifts, grants paid	35,050.			35,050.
26 Total expenses and disbursements. Add lines 24 and 25	47,703.	3,680.		43,783.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	35,195.			
b Net investment income (if negative, enter -0-)		31,696.		
c Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE AND OPERATING EXPENSES

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		91,584.	32,743.	32,743.
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
	b	Investments – corporate stock (attach schedule) L-10b Stmt		395,145.	506,281.	529,750.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		325,169.	311,791.	333,987.
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		811,898.	850,815.	896,480.	
LIABILITIES	17	Accounts payable and accrued expenses		0.	0.	
	18	Grants payable		0.	0.	
	19	Deferred revenue		0.	0.	
	20	Loans from officers, directors, trustees, & other disqualified persons 0		0.	0.	
	21	Mortgages and other notes payable (attach schedule)		0.	0.	
	22	Other liabilities (describe 0)		0.	0.	
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		-8,049.	-8,049.	
	28	Paid-in or capital surplus, or land, building, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		819,947.	858,864.	
	30	Total net assets or fund balances (see instructions)		811,898.	850,815.	
	31	Total liabilities and net assets/fund balances (see instructions)		811,898.	850,815.	

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	811,898.
2	Enter amount from Part I, line 27a	2	35,195.
3	Other increases not included in line 2 (itemize) <u>Miscellaneous adjustments for bond basis differences</u>	3	3,722.
4	Add lines 1, 2, and 3	4	850,815.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	850,815.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
b SEE ATTACHED STATEMENT	P	Various	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			
b 941,392.		932,801.	8,591.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b 0.	0.	0.	8,591.
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	8,591.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	39,021.	792,604.	0.049231
2009	169,370.	766,125.	0.221074
2008	87,052.	706,526.	0.123211
2007	65,008.	826,972.	0.078610
2006	100,641.	738,446.	0.136288
2 Total of line 1, column (d)			0.608414
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			0.121683
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			832,022.
5 Multiply line 4 by line 3			101,243.
6 Enter 1% of net investment income (1% of Part I, line 27b)			317.
7 Add lines 5 and 6			101,560.
8 Enter qualifying distributions from Part XII, line 4			43,783.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	634.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	634.
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	634.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,112.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	750.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,862.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,228.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,228. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>Thomas A. Fillippo</u> Telephone no ▶ <u>(610) 644-2536</u> Located at ▶ <u>1 Devault Lane</u> <u>Devault</u> <u>PA</u> ZIP + 4 ▶ <u>19432-0000</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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16		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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b	X

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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— see instructions). If none, enter 'NONE.'

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

Total number of other employees paid over \$50,000 None

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ None

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 -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See instructions 3 -----	
Total. Add lines 1 through 3 ▶	

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1 a	800,821.
b Average of monthly cash balances	1 b	43,871.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	844,692.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	844,692.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,670.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	832,022.
6 Minimum investment return. Enter 5% of line 5	6	41,601.

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	41,601.
2a Tax on investment income for 2011 from Part VI, line 5	2 a	634.	
b Income tax for 2011 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	634.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	40,967.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	40,967.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	40,967.	

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	1 a	43,783.
b Program-related investments – total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	43,783.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,783.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				40,967.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006	47,024.			
b From 2007	24,529.			
c From 2008	52,374.			
d From 2009	131,474.			
e From 2010	501.			
f Total of lines 3a through e	255,902.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 43,783.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				40,967.
e Remaining amount distributed out of corpus	2,816.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	258,718.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	47,024.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	211,694.			
10 Analysis of line 9				
a Excess from 2007	24,529.			
b Excess from 2008	52,374.			
c Excess from 2009	131,474.			
d Excess from 2010	501.			
e Excess from 2011	2,816.			

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 2011, enter the date of the ruling ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed.
 Thomas A. Fillippo
 1 Devault Lane
 Devault PA 19432 (610) 644-2536

b The form in which applications should be submitted and information and materials they should include:
 The foundation has no required form. All information that the requesting organization deems appropriate should be submitted.

c Any submission deadlines:
 None.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 There are no restrictions or limitations on awards other than they be used for qualified purposes.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Bradley Hughes Memorial Golf Classic - Whitford Coun 600 Whitford Hills Road Exton PA 19341		Public	General Operating Expenses	300.
Valor Bowl @ Teamer Field - Conestoga SR. HS 200 Irish Road Berwyn PA 19312		Public	General Operating Expenses	250.
St. Patricks Church Roberts & Channing Avenues Malvern PA 19355		Public	General Operating Expenses	2,000.
Chester County Food Bank (Admin. Office) 601 Westtown Road West Chester PA 19380-0990		Public	General Operating Expenses	1,000.
East Whiteland Fire Company 170 Planebrook Road Frazer PA 19355		Public	General Operating Expenses	1,000.
Chester County Historical Society 225 North High Street West Chester PA 19380		Public	General Operating Expenses	500.
Paoli Hospital - Aux- Polo Event 255 West Lancaster Avenue Paoli PA 19301		Public	General Operating Expenses	500.
Knights of Columbus Supreme Council 110 West Market Street West Chester PA 19382		Public	Sponsorship	500.
Bring Hope Home 940 West Valley Road - Suite 1602 Wayne PA 19087		Public	General Operating Expenses	1,000.
See Line 3a statement				28,000.
Total				35,050.
<i>b Approved for future payment</i>				
Total				3b

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**

OMB No 1545-0047

2011

Name of the organization

THE THOMAS A. FILLIPPO FOUNDATION

Employer identification number

20-0218191

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 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, total 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 total 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 Part I, 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)

BAA 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) (2011)

Name of organization

Employer identification number

THE THOMAS A. FILLIPPO FOUNDATION

20-0218191

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHAR LEAD T/U/W - LUCY R DIFILLIPPO ----- T NANNI, CPA 24 NORTH NEW STREET ----- WEST CHESTER PA 19380-2905 -----	\$ 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 THE THOMAS A. FILLIPPO FOUNDATION
Employer Identification Number 20-0218191

Asset Information:

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
West Chester University Foundation Post Office Box 541 West Chester PA 19381		Public	General Operating Expenses	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 20,000.
Sturzebecker Foundation - West Chester U 700 South High Street West Chester PA 19383		Public	General Operating Expenses	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,500.
CADES 401 Rutgers Avenue Swarthmore PA 19081		Public	General Operating Expenses	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Berwyn United Methodist Church 140 Waterloo Avenue Berwyn PA 19312-1733		Public	General Operating Expenses	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,000.
CVIM (Community Volunteers In Medicine) 300 B Lawrence Drive West Chester PA 19380		Public	General Operating Expenses	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Paoli Hospital Foundation (Dev. Office) 255 West Lancaster Avenue Paoli PA 19301		Public	General Operating Expenses	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,500.

Total

28,000.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cozen	Legal	4,194.	1,258.		2,936.
Total		<u>4,194.</u>	<u>1,258.</u>		<u>2,936.</u>

410 Exton Square Parkway
Exton, PA 19341

For Questions Contact:

Cheryl Burkey
484-359-3575

Statement of Value and Activity

August 1, 2012 - August 31, 2012

Fillippo, Thomas Foundation TR A
Account # 691282300

0800050 03 SP 1 300 NT 1 4 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

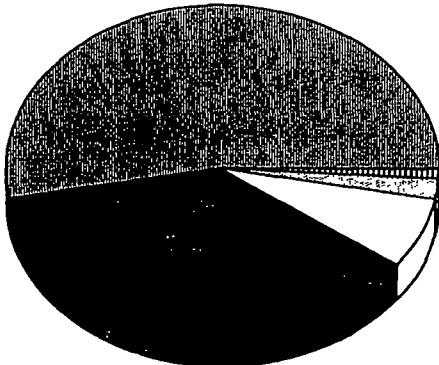
Your Statement of Value and Activity has been designed to keep you up-to-date on the activity in your account. It provides you with an easy-to-read summary of your account balance and history of your transactions during the past time period.

Your Activity Summary

	<i>This Period</i>	<i>Year to Date</i>
Beginning Market Value	\$341,208.96	\$328,877.91
Additions	0.00	5,992.71
Distributions	0.00	-15,992.71
Income	772.85	4,998.59
Fees	0.00	-2,621.45
Change in Market Value	4,041.91	24,768.67
Ending Market Value	\$346,023.72	\$346,023.72

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>
53% Domestic Equities	\$181,994.88
37% Taxable Fixed Income	\$129,090.42
7% International Equities	\$25,421.85
2% Cash and Equivalents	\$7,064.34
1% Non-Taxable Fixed Income	\$2,452.23
100% Total Portfolio Value	\$346,023.72



The Value of Your Portfolio Investments

Investment	Federal Tax Cost	Units	Value/Unit	Market Value
Domestic Equities 53%				\$181,994.88
BBH Core Select Fund-Ret	52,214.03	4,777.130	11.380	54,363.74
Fidelity Small Cap Discovery	8,355.61	386.496	22.150	8,560.89
JPMorgan Large Cap Growth Fund-A	41,221.61	1,768.409	24.190	42,777.81
Managers Real Estate SEC Fd	7,874.30	802.414	10.380	8,329.06
Principal Midcap Blend Fd In	8,241.59	573.218	15.200	8,712.91
Russell 1000 Low Volatility	33,032.01	689.000	52.530	36,193.17
Vanguard Equity Income-Ad	22,567.32	459.675	50.160	23,057.30
	<u>173,506.47</u>			
Taxable Fixed Income 37%				\$129,090.42
Alabama Power Co 5.500% 10/15/17	25,000.00	25,000.000	118.591	29,647.75
Amer Cent Govt Bond Fd-Inv	3,588.31	312.254	11.650	3,637.76
Amer Genl FIN MTN 5.250% 12/15/12	24,873.68	25,000.000	100.881	25,220.25
Anheuser Busch Cos 4.625% 2/01/15	24,164.58	25,000.000	108.726	27,181.50
Delaware Corporate Bd Fd CL I #463	3,637.80	587.690	6.270	3,684.82
Delaware Extn Duration Bd-I	3,035.58	424.557	7.100	3,014.35
Oppenheimer Sr Float Rate-A	2,448.58	296.117	8.230	2,437.04
Pitney Bowes Inc 4.750% 5/15/18	23,746.71	25,000.000	102.824	25,706.00
PIMCO GNMA Fund-A	2,985.61	255.131	11.910	3,038.61
PIMCO Investment Grd Corp-A	4,108.23	384.982	11.170	4,300.25
TouchStone High Yield Fd-Y	1,207.26	135.637	9.010	1,222.09
	<u>118,796.34</u>			
International Equities 7%				\$25,421.85
Invesco Asia Pacific Growth A	8,192.94	290.494	28.990	8,421.42
Oppenheimer Developing Mkt-A	17,013.48	527.145	32.250	17,000.43
	<u>25,206.42</u>			
Cash and Equivalents 2%				\$7,064.34
Cash Balance				8.29 (i)
SEI Treasury Fund	2,916.53	2,916.530	1.000	2,916.53 (i)
SEI Treasury Fund	4,139.52	4,139.520	1.000	4,139.52
	<u>7,056.05</u>			
Non-Taxable Fixed Income 1%				\$2,452.23
Blackrock PA Municipal Mun-A	2,408.68	208.700	11.750	2,452.23
	<u>2,408.68</u>			
Total Portfolio	\$326,973.96			\$346,023.72

Your Portfolio Activity Detail

Date	Activity Description	Units	Value/Unit	Cash Amount
08/01/12	Received Dividend Amer Cent Govt Bond Fd-Inv Dividend from 7/1/12 to 7/31/12			\$6.03 (i)
08/01/12	Received Interest Anheuser Busch Cos 4.625% 2/01/15 0.023125/\$1 PV On 25,000.000 Par Value			578.13 (i)
08/01/12	Received Dividend Blackrock PA Municipal Mun-A Dividend from 7/1/12 to 7/31/12			8.11 (i)
08/01/12	Received Dividend Lord Abbett US Gov SEC A Dividend from 7/1/12 to 7/31/12			6.15 (i)

410 Exton Square Parkway
 Exton, PA 19341

Statement of Value and Activity

August 1, 2012 - August 31, 2012

Fillippo, Thomas Foundation TR. B
 Account # 691282400

0800050 03 SP 1.300 NT 1 4 0951 19428-2958 994 K12



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

For Questions Contact:

Cheryl Burkey
 484-359-3575

For Your Information

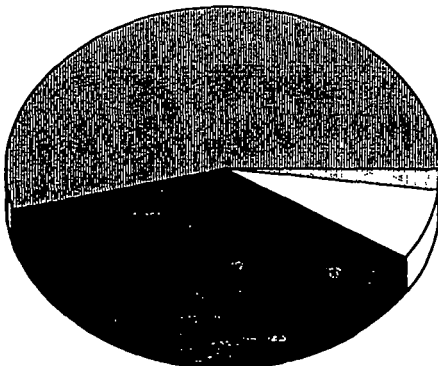
Your Statement of Value and Activity has been designed to keep you up-to-date on the activity in your account. It provides you with an easy-to-read summary of your account balance and history of your transactions during the past time period.

Your Activity Summary

	<i>This Period</i>	<i>Year to Date</i>
Beginning Market Value	\$532,578.89	\$479,051.24
Additions	0.00	55,502.20
Distributions	0.00	-32,980.01
Income	380.19	8,002.20
Fees	0.00	-3,806.30
Change in Market Value	4,421.26	31,611.01
Ending Market Value	\$537,380.34	\$537,380.34

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>
54% Domestic Equities	\$282,169.42
37% Taxable Fixed Income	\$199,941.91
7% International Equities	\$40,164.05
2% Cash and Equivalents	\$12,601.75
0% Non-Taxable Fixed Income	\$2,503.21
100% Total Portfolio Value	\$537,380.34

The Value of Your Portfolio Investments

Investment	Federal Tax Cost	Units	Value/ Unit	Market Value
Domestic Equities 54%				\$282,169.42
BBH Core Select Fund-Ret	82,482.25	7,546.409	11.380	85,878.13
Fidelity Small Cap Discovery	12,326.13	609.670	22.150	13,504.19
JPMorgan Large Cap Growth Fund-A	65,117.57	2,793.547	24.190	67,575.90
Managers Real Estate SEC Fd	12,506.94	1,265.836	10.380	13,139.38
Principal Midcap Blend Fd In	13,046.16	907.773	15.200	13,798.15
Russell 1000 Low Volatility	47,656.78	988.000	52.530	51,899.64
Vanguard Equity Income-Ad	35,701.77	725.160	50.160	36,374.03
	<u>268,837.60</u>			
Taxable Fixed Income 37%				\$199,941.91
Amer Cent Govt Bond Fd-Inv	3,714.98	319.615	11.650	3,723.51
American Express 7.000% 3/19/18	10,751.20	10,000.000	126.884	12,688.40
AMERITECH Cap Fdg 6.450% 1/15/18	27,478.03	25,000.000	115.477	28,869.25
AT&T Broadband 8.375% 3/15/13	4,457.80	4,000.000	104.190	4,167.60
BellSouth Telecom 7.000% 10/01/25	28,500.00	25,000.000	127.798	31,949.50
Delaware Corporate Bd Fd CL I #463	3,726.08	601.952	6.270	3,774.24
Delaware Extnd Duration Bd-I	3,109.24	434.859	7.100	3,087.50
Duke Energy Corp 6.300% 2/01/14	10,508.89	10,000.000	107.615	10,761.50
FHLMC 4.875% 11/15/13	26,094.62	25,000.000	105.629	26,407.25
Hewlett-Packard Co 6.125% 3/01/14	10,928.89	10,000.000	107.005	10,700.50
Oppenheimer Sr Float Rate-A	2,490.15	303.302	8.230	2,496.18
PIMCO GNMA Fund-A	3,100.25	261.183	11.910	3,110.69
PIMCO Investment Grd Corp-A	4,319.12	393.585	11.170	4,396.34
Time Warner Cable 6.200% 7/01/13	9,946.72	10,000.000	104.588	10,458.80
TouchStone High Yield Fd-Y	1,241.81	138.929	9.010	1,251.75
U.S. Treasury Bonds 5.125% 5/15/16	27,308.44	25,000.000	117.344	29,336.00
Verizon Comm Inc 6.350% 4/01/19	10,429.10	10,000.000	127.629	12,762.90
	<u>188,105.32</u>			
International Equities 7%				\$40,164.05
Invesco Asia Pacific Growth A	13,024.02	458.920	28.990	13,304.09
Oppenheimer Developing Mkt-A	25,706.65	832.867	32.250	26,859.96
	<u>38,730.67</u>			
Cash and Equivalents 2%				\$12,601.75
Cash Balance				8.49 (i)
SEI Treasury Fund	6,231.59	6,231.590	1.000	6,231.59 (i)
SEI Treasury Fund	6,361.67	6,361.670	1.000	6,361.67
	<u>12,593.26</u>			
Non-Taxable Fixed Income 0%				\$2,503.21
Blackrock PA Municipal Mun-A	2,480.69	213.039	11.750	2,503.21
	<u>2,480.69</u>			
Total Portfolio	\$510,747.54			\$537,380.34

Gross Sale Proceeds from 1/1/2012 through 8/31/2012
FOR ACCOUNT 2300

Total Long-Term Sales Reported on 1099 B - Box B Checked

Less the sales after 8/31/2012 as listed below:

Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
\$ 92,697.57	\$ 89,723.54	\$ 2,974.03

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
25000.00 Amer Genl Fin Mtn S.25%	12/15/12	06/01/04	25,000.00	24,873.68	126.32
251.874 Fidelity Small Cap Discovery	10/16/12		5,833.41	5,445.24	388.17
68.685 Oppenheimer Developing Market-A	09/13/12	03/02/11	2,315.38	2,216.79	98.59
57.847 Oppenheimer Developing Market-A	10/16/12	03/02/11	1,997.46	1,867.00	130.46
82.66 Principal Midcap Blend Fd In	09/13/12	03/02/11	1,299.41	1,188.47	110.94
96.731 Principal Midcap Blend Fd In	10/16/12	03/02/11	1,537.06	1,390.77	146.29
			37,982.72	36,981.95	1,000.77

Adjusted 2012 Long Term Sales for 2300 Account Box B

54,714.85	52,741.59	1,973.26
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**Gross Sale Proceeds from 1/1/2012 through 8/31/2012
FOR ACCOUNT 2300**

Total Short-Term Sales Reported on 1099 B - Box A Checked

Less the sales after 8/31/2012 as listed below:

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
308.429 Amer Cent Govt Bond Fd-INV	10/16/12	03/29/12	3,568.52	3,551.65	16.87
90.999 Amer Cent Govt Bond Fd- INV	10/16/12		1,052.86	1,047.88	4.98
520.382 BHH Core Select Fund-RET	09/10/12	07/13/12	6,000.00	5,687.78	312.22
964.136 BHH Core Select Fund-RET	09/13/12	07/13/12	11,309.31	10,538.01	771.30
1338.014 BHH Core Select Fund-RET	10/16/12	07/13/12	15,801.95	14,624.49	1,177.46
598.104 BHH Core Select Fund-RET	11/13/12	07/13/12	6,872.21	6,537.27	334.94
395.968 Fidelity Ginmie Mae Fund	11/01/12	10/16/12	4,684.30	4,680.34	3.96
130.582 Fidelity Small Cap Discovery	10/16/12		3,024.28	2,823.03	201.25
14.917 Homestead Small Co Stock Fund	10/16/12	09/13/12	386.35	399.78	(13.43)
32.176 Invesco Asia Pacific Growth A	09/13/12	01/27/12	960.78	907.47	53.31
32.223 Invesco Asia Pacific Growth A	10/16/12	01/27/12	984.41	908.80	75.61
163.132 JPMorgan Large Cap Growth Fund A	09/10/12	07/13/12	4,000.00	3,802.61	197.39
362.505 JPMorgan Large Cap Growth Fund A	09/13/12	07/13/12	9,026.38	8,449.99	576.39
586.408 JPMorgan Large Cap Growth Fund A	10/16/12	07/13/12	14,490.14	13,669.17	820.97
77.562 JPMorgan Large Cap Growth Fund A	11/13/12	07/13/12	1,789.35	1,807.97	(18.62)
77.284 Managers Real Estate Sec Fd	09/13/12	01/27/12	821.53	758.41	63.12
487.474 Managers Real Estate Sec Fd	10/16/12	01/27/12	4,986.86	4,783.71	203.15
237.656 Managers Real Estate Sec Fd	10/16/12		2,431.22	2,332.18	99.04
200.759 PIMCO GNMA Fund A	10/16/12	03/29/12	2,379.00	2,356.54	22.46
110.942 PIMCO GNMA Fund A	10/16/12		1,314.67	1,302.25	12.42
333.219 Principal Midcap Blend Fd In	10/16/12		5,294.85	4,790.94	503.91
199.00 Russell 1000 Low Volatility	10/24/12	03/13/12	10,677.47	9,540.45	1,137.02
134.719 Touchstone High Yield Fd-Y	10/16/12	03/29/12	1,235.38	1,209.83	25.55
68.648 Touchstone High Yield Fd-Y	10/16/12		629.51	616.48	13.03
183.316 Vanguard Equity Income AD	10/16/12		9,464.61	9,034.21	430.40
44.364 Vanguard Equity Income AD	11/14/12	05/03/12	2,164.07	2,186.35	(22.28)
			125,350.01	118,347.59	7,002.42

Adjusted 2012 Short Term Sales for 2300 Account Box B

\$ 162,522.91

\$ 161,856.01

\$ 666.90

Gross Sale Proceeds from 1/1/2012 through 8/31/2012
FOR ACCOUNT 2300

Total Short-Term Sales Reported on 1099 B - Box B Checked

Less the sales after 8/31/2012 as listed below:

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
4 04 Fidelity Small Cap Discovery	10/16/12	12/02/11	93.57	87.34	6.23
60 608 Principal Midcap Blend Fd In	10/16/12	12/19/11	963.06	871.41	91.65
131.00 Russell 1000 Low Volatility	10/16/12	11/22/11	7,010.96	6,280.40	730.56
359 00 Russell 1000 Low Volatility	10/24/12	11/22/11	19,262.38	17,211.16	2,051.22
			27,329.97	24,450.31	2,879.66

Adjusted 2012 Short Term Sales for 2300 Account Box B

135,956.76

133,600.04

2,356.72

Gross Sale Proceeds \$ 163,286.73

Cost Basis Value \$ 158,050.35

Gain or (Loss) \$ 5,236.38

Gross Sale Proceeds from 9/1/2011 through 12/31/2011

Account 2400

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
569.285 Federated Midcap Index Fund	11/04/11	03/01/11	12,222.55	12,900.00	(677.45)
308.6640 Harbor Real Return Fund	11/04/11	05/02/11	4,247.01	4,000.00	247.01
377.3580 Oppenheimer SR Float Rate A	09/29/11	06/24/11	3,000.00	3,147.17	(147.17)
340.7160 Pimco Real Return Fund D	11/04/11	05/02/11	4,197.62	4,000.00	197.62
460.8290 Ridgeworth High Income Fund I	09/29/11	03/02/11	3,000.00	3,368.66	(368.66)
1195.9990 Ridgeworth S/C Val Equity I	11/04/11	03/01/11	16,038.35	16,708.10	(669.75)
			<u>42,705.53</u>	<u>44,123.93</u>	<u>(1,418.40)</u>

Account 2300

133.6900 Eaton Vance GVT Obligation A	09/29/11	03/02/11	1,000.00	995.99	4.01
1778.4120 Harbor Real Return Fund I	09/29/11	05/02/11	2,000.00	1,935.77	64.23
236.3340 Harbor Real Return Fund I	11/04/11	05/02/11	2,722.57	2,564.23	158.34
374.2860 MFS Core Equity Fund I	11/21/11	03/02/11	6,550.00	7,133.89	(583.89)
383.3050 Pimco Real Return Fund D	11/04/11	05/02/11	4,722.32	4,500.00	222.32
803.6340 Putnam Equity Income Fund A	11/21/11	05/04/11	11,500.00	12,840.21	(1,340.21)
140.4490 Putnam US Govt Income Tr A	09/29/11	03/02/11	2,000.00	1,984.54	15.46
153.6100 Ridgeworth High Income Fund I	09/29/11	03/02/11	1,000.00	1,122.89	(122.89)
494.6390 Ridgeworth S/C Val Equity I	11/04/11	03/02/11	6,633.11	6,707.69	(74.58)
148.3920 Ridgeworth S/C Val Equity I	11/04/11	09/29/11	1,989.94	2,012.31	(22.37)
55.47 Wells Fargo Growth Fd ADV	09/29/11	03/02/11	1,800.00	1,910.94	(110.94)
206.558 Wells Fargo Growth Fd ADV	11/22/11	03/02/11	7,022.97	7,115.92	(92.95)
11.0890 Wells Fargo Growth Fd ADV	11/22/2011	3/2/2011	377.03	382.02	(4.99)
			<u>49,317.94</u>	<u>51,206.40</u>	<u>(1,888.46)</u>

Total for accounts 2300 & 2400 for period 9/1/2011 through 12/31/2011

\$ 92,023.47	\$ 95,330.33	\$ (3,306.86)
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**Gross Sale Proceeds from 1/1/2012 through 8/31/2012
FOR ACCOUNT 2400**

Total Short-Term Sales Reported on 1099 B - Box A Checked

Less the sales after 8/31/2012 as listed below:

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
62.89 Amer Cent Govt Bond Fd-INV	10/16/12	03/29/12	727.64	730.34	(2.70)
509.197 Amer Cent Govt Bond Fd-INV	10/16/12		5,891.41	5,913.31	(21.90)
2138.803 BBH Core Select Fund-RET	09/13/12	07/13/12	25,088.16	23,377.12	1,711.04
2345.0930 BBH Core Select Fund-RET	10/16/12	07/13/12	27,695.56	25,631.86	2,063.70
936.9170 BBH Core Select Fund-RET	11/13/12	07/13/12	10,765.18	10,240.50	524.68
620.1100 Fidelity Ginnie Mae Fund	11/01/12	10/16/12	7,335.90	7,329.70	6.20
272.9990 Fidelity Small Cap Discovery	10/16/12	10/16/12	6,322.66	5,519.42	803.24
44.0280 Homestead Small Co Stock Fund	10/16/12	09/13/12	1,140.33	1,179.95	(39.62)
35.585 Invesco Asia Pacific Growth A	09/13/12		1,062.58	1,009.89	52.69
69.0840 Invesco Asia Pacific Growth A	10/16/12	01/27/12	2,110.52	1,960.58	149.94
753.0590 JPMorgan Large Cap Growth Fund A	09/13/12	07/13/12	18,751.18	17,553.80	1,197.38
1012.081 JPMorgan Large Cap Growth Fund A	10/16/12	07/13/12	25,008.52	23,591.61	1,416.91
121.437 JPMorgan Large Cap Growth Fund A	11/13/12	07/13/12	2,801.55	2,830.70	(29.15)
77.482 Managers Real Estate Sec Fund	09/13/12	01/27/12	823.63	765.55	58.08
708.633 Managers Real Estate Sec Fund	10/16/12	01/27/12	7,249.31	7,001.56	247.75
479.721 Managers Real Estate Sec Fund	10/16/12	01/27/12	4,907.54	4,739.83	167.71
63.295 Oppenheimer SR Floate Rate A	10/16/12	05/03/12	2,185.58	1,953.62	231.96
40.907 PIMCO GNMA Fund A	10/16/12	03/29/12	484.75	486.08	(1.33)
405.443 PIMCO GNMA Fund A	10/16/12	10/16/12	4,804.50	4,817.66	(13.16)
80.81 Principal Midcap Blend Fd In	09/13/12	05/03/12	1,270.33	1,161.37	108.96
803.973 Principal Midcap Blend Fd In	10/16/12	12/775.13	11,554.39	11,554.39	1,220.74
93.00 Russell 1000 Low Volatility	10/24/12	03/13/12	4,989.98	4,485.91	504.07
390.00 Russell 1000 Low Volatility	10/24/12		20,925.70	18,811.89	2,113.81
55.425 Touchstone High Yield Fd-Y	10/16/12	03/29/12	508.25	501.25	7.00
235.608 Touchstone High Yield Fd-Y	10/16/12		2,160.52	2,130.79	29.73
323.046 Vanguard Equity Income -AD	10/16/12		16,678.86	15,988.68	690.18
69.468 Vanguard Equity Income AD	11/14/12	05/03/12	3,388.67	3,438.21	(49.54)
			217,853.94	204,705.57	13,148.37

Adjusted 2012 Short Term Sales for 2400 Account

262,125.88

261,853.96

271.92