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201308

Form 990-PF

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

OMB No 1545-0052

2012

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 2012, or tax year beginning Sep 1, 2012, and ending Aug 31, 2013

Name of foundation: THE THOMAS A. FILLIPPO FOUNDATION
Employer identification number: 20-0218191
Address: T.A. NANNI, CPA 24 NORTH NEW STREET, WEST CHESTER, PA 19380-2905
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 930,614
Accounting method: Cash

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 contributions, interest, dividends, net gain, and total operating expenses.

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TEEA0301 12/06/12

Form 990-PF (2012)

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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	32,743.	43,738.	43,938.
	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	506,281.	500,329.	538,268.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	311,791.	335,165.	348,408.
	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)	850,815.	879,232.	930,614.	
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 Q	0.	0.	
	21	Mortgages and other notes payable (attach schedule) 0	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.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X				
	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	858,864.	887,281.	
	30	Total net assets or fund balances (see instructions)	850,815.	879,232.	
	31	Total liabilities and net assets/fund balances (see instructions)	850,815.	879,232.	

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	850,815.
2	Enter amount from Part I, line 27a	2	33,812.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	884,627.
5	Decreases not included in line 2 (itemize) Miscellaneous adjustments for bond basis differences	5	5,395.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	879,232.

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	See Attached Gain (Loss) statements	P	various	various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 674,568.		649,032.	25,536.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a 0.	0.	0.	25,536.	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		25,536.
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]		25,536.

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.

(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))
2011	43,783.	832,022.	0.052622
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
2	Total of line 1, column (d)		0.524748
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		0.104950
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		899,229.
5	Multiply line 4 by line 3		94,374.
6	Enter 1% of net investment income (1% of Part I, line 27b)		483.
7	Add lines 5 and 6		94,857.
8	Enter qualifying distributions from Part XII, line 4		11,870.

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	967.
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	967.
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	967.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,228.
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	1,228.
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	261.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 261. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 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
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 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)		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990 PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	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 Devault 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)	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 2012?	4 b	X

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

5 a 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)? Yes No

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)

6 a 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

7 a 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

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				

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

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	868,332.
b	Average of monthly cash balances	1 b	44,591.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	912,923.
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	912,923.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,694.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	899,229.
6	Minimum investment return. Enter 5% of line 5	6	44,961.

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	44,961.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	967.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	967.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	43,994.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	43,994.
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	43,994.

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	11,870.
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	11,870.
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	11,870.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				43,994.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__ , 20__ , 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	24,529.			
b From 2008	52,374.			
c From 2009	131,474.			
d From 2010	501.			
e From 2011	2,816.			
f Total of lines 3a through e	211,694.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 11,870.				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus	11,870.			
5 Excess distributions carryover applied to 2012 (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	223,564.			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				43,994.
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 2007 not applied on line 5 or line 7 (see instructions)	24,529.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	199,035.			
10 Analysis of line 9:				
a Excess from 2008	52,374.			
b Excess from 2009	131,474.			
c Excess from 2010	501.			
d Excess from 2011	2,816.			
e Excess from 2012	11,870.			

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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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 or e-mail 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

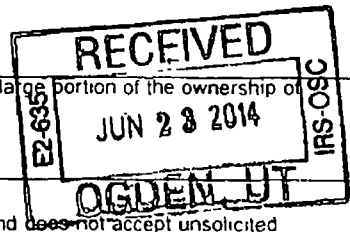
The foundation has no required form. All information that the requesting organization deems appropriate should be submitted.

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>				
Triangle Show Series P.O. Box 34 Cochranville PA 19330 Foundation at Great Valley P.O. Box 74 Malvern PA 19355		Public	General Operating Expenses	1,000.
St. Patricks Church Roberts & Channing Avenues Malvern PA 19355		Public	General Operating Expenses	1,000.
Chester County Food Bank (Admin. Office) 601 Westtown Road West Chester PA 19380-0950		Public	General Operating Expenses	2,000.
East Whiteland Fire Company 170 Planebrook Road Frazer PA 19355		Public	General Operating Expenses	1,000.
Great Valley High School 225 Phoenixville Pike Malvern PA 19355		Public	General Operating Expenses	5,000.
Paoli Hospital 255 West Lancaster Avenue Paoli PA 19301		Public	General Operating Expenses	700.
YMCA Upper Mainline 1416 Berwyn Paoli Road Berwyn PA 19312		Public	Gala	4,500.
Great Valley Nature Center 4251 State Road Devault PA 19432		Public	General Operating Expenses	3,500.
See Line 3a statement				500.
Total				3 a 49,950.
<i>b Approved for future payment</i>				
Total				3 b

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

2012

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, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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

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 Expens	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 25,000.
Wonderwork 420 Fifth Avenue, 27th Floor New York NY 10018		Public	General Operating Expens	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
YMCA Upper Mainline 1416 Berwyn Paoli Road Berwyn PA 19312		Public	General Operating Expens	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,000.
Berwyn United Methodist Church 140 Waterloo Avenue Berwyn PA 19312-1733		Public	General Operating Expens	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 Expens	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Adolescent Awareness Foundation C/O CCCF 28 West Market Street West Chester PA 19382		Public	General Operating Expens	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.

Total

30,750.

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	8,122.	2,437.		5,685.
Total		<u>8,122.</u>	<u>2,437.</u>		<u>5,685.</u>

Form 990-PF, Page 1, Part I
 Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DNB Advisor Fees	Document Preparation	239.			
DNB Advisor Fees	Investment Management	8,822.	2,647.		6,175.
Total		<u>9,061.</u>	<u>2,647.</u>		<u>6,175.</u>

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

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
DNB Account A - Domestic Equities	119,905.	136,016.
DNB Account A - Int'l Equities	80,300.	79,425.
DNB Account B - Domestic Equities	188,120.	211,639.
DNB Account B - Int'l Equities	112,004.	111,188.
Total	<u>500,329.</u>	<u>538,268.</u>

Form 990-PF, Page 2, Part II, Line 10c
 L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
DNB Account A - Fixed Income	102,675.	109,285.
DNB Account A - Int'l Fixed Income	4,646.	4,101.
DNB Account B - Fixed Income	184,189.	195,142.
DNB Account B - Int'l Fixed Income	7,281.	6,426.
DNB Account A - Non-taxable Fixed Income	9,086.	8,054.
DNB Account B - Non-taxable Fixed Income	27,288.	25,400.
Total	<u>335,165.</u>	<u>348,408.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
DNB Advisor - Investment distributions	3,507.
DNB Advisor - Dividends	10,824.
DNB Advisor - Interest	13,551.
Total	<u>27,882.</u>

Gross Sale Proceeds from 1/1/2013 through 8/31/2013
FOR ACCOUNT 2300

Total Short-Term Sales Reported on 1099 B \$ 115,368.06 \$ 114,872.70 \$ 495.36

Less the sales after 8/31/2013 as listed below

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
619.62shs BBH Core Select Fund Ret	09/05/13	ST	8,203.77	6,941.92	1,261.85
567.237shs Blackrock PA Municipal Mun: A	09/05/13	ST	5,848.21	6,641.90	(793.69)
6.162 Fidelity New Markets Income Fd	12/04/13	ST	96.31	109.18	(12.87)
318.437shs Huntington Sitrus S/C FS - IA	09/05/13	ST	8,228.41	7,161.87	1,066.54

22,376.70 20,854.87 1,521.83

Adjusted 2013 Short Term Sales for 2300 Account \$ 92,991.36 \$ 94,017.83 \$ (1,026.47)

Gross Sale Proceeds from 1/1/2013 through 8/31/2013
FOR ACCOUNT 2300

Total Long-Term Sales Reported on 1099 B

Less the sales after 8/31/2013 as listed below

Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
\$ 35,906.77	\$ 32,348.38	\$ 3,558.39

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
1356.494shs 88H Core Select Fund - Ret	09/05/13	07/13/12	17,959.98	15,197.50	2,762.48
208 7shs Blackrock PA Municipal Mun A	09/05/13	LT	2,151.70	2,443.71	(292.01)
256 052shs Fidelity New Markets Income Fund	12/04/13	11/01/12	4,002.09	4,536.92	(534.83)
172 00shs JP Morgan Large Cap Growth Fund A	09/27/13	07/13/12	4,988.00	4,094.95	893.05
114 197shs Vanguard Equity Income Fund	09/27/203	5/3/2012	6,805.00	6,075.30	729.70
			35,906.77	32,348.38	3,558.39

Adjusted 2013 Long-Term Sales for 2300 Account

(0.00)

Short Term Box A from 9/1/2011 through 12/31/2012
FOR ACCOUNT 2300

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
308.29shs Amer Cent Govt Bond Fd - INV	10/16/2012	3/29/2012	3,568.52	3,551.65	16.87
90.99shs Amer Cent Govt Bond Fd - INV	10/16/2012	ST	1,052.86	1,047.88	4.98
520.382shs BHH Core Select Fund - RET	9/10/2012	7/13/2012	6,000.00	5,687.78	312.22
964.136shs BHH Core Select Fund - RET	9/13/2012	7/13/2012	11,309.31	10,538.01	771.30
1338.014shs BHH Core Select Fund -RET	10/16/2012	7/13/2012	15,801.95	14,624.49	1,177.46
598.104shs BHH Core Select Fund - RET	11/13/2012	7/13/2012	6,872.21	6,537.27	334.94
395.968shs Fidelity Gimnie Mae Fund	11/1/2012	10/16/2012	4,684.30	4,680.34	3.96
130.582shs Fidelity Small Cap Discovery	10/16/2012	ST	3,024.28	2,823.03	201.25
14.917shs Homestead Small Co Stock Fund	10/16/2012	9/13/2012	386.35	399.78	(13.43)
32.176shs Invesco Asia Pacific Growth A	9/13/2012	1/27/2012	960.78	907.47	53.31
32.223shs Invesco Asia Pacific Growth A	10/16/2012	1/27/2012	984.41	908.80	75.61
163.132shs JP Morgan Large Cap Growth Fund A	9/10/2012	7/13/2012	4,000.00	3,802.61	197.39
362.505shs JP Morgan Large Cap Growth Fund A	9/13/2012	7/13/2012	9,026.38	8,449.99	576.39
586.408shs JP Morgan Large Cap Growth Fund A	10/16/2012	7/13/2012	14,490.14	13,669.17	820.97
77.562shs JP Morgan Large Cap Growth Fund A	11/13/2012	7/13/2012	1,789.35	1,807.97	(18.62)
77.284shs Managers Real Estate Fund Sc Fd	9/13/2012	1/27/2012	821.53	758.41	63.12
487.474shs Managers Real Estate Fund Sc Fd	10/16/2012	1/27/2012	4,986.86	4,783.71	203.15
237.656shs Managers Real Estate Fund Sc Fd	10/16/2012	ST	2,431.22	2,332.18	99.04
200.759shs PIMCO GNMMA Fund A	10/16/2012	3/29/2012	2,379.00	2,356.54	22.46
110.942shs PIMCO GNMMA Fund A	10/16/2012	ST	1,314.67	1,302.25	12.42
333.219shs Principal Midcap Blend Fd Inc	10/16/2012	ST	5,294.85	4,790.94	503.91
199.00shs Russell 1000 Low Volatility	10/24/2012	3/13/2012	10,677.47	9,540.45	1,137.02
134.719shs Touchstone High Yield Fd - Y	10/16/2012	9/29/2012	1,235.38	1,209.83	25.55
68.648shs Touchstone High Yield Fd - Y	10/16/2012	ST	629.51	616.48	13.03
183.316shs Vanguard Equity Income Fund AD	10/16/2012	ST	9,464.61	9,034.21	430.40
44.364shs Vanguard Equity Income AD	11/14/2012	5/6/2012	2,164.07	2,186.35	(22.28)

Short Term Box A Totals for 2300 Account

125,350.01

118,347.59

7,002.42

Short Term Box B from 9/1/2011 through 12/31/2012
 FOR ACCOUNT 2300

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
4 04shs Fidelity Small Cap Discovery	10/16/2012	12/2/2011	93.57	87.34	6.23
60.608shs Principal Midcap Blend Fd In	10/16/2012	12/19/2011	963.06	871.41	91.65
131.00shs Russell 1000 Low Volatility	10/16/2012	11/22/2011	7,010.96	6,280.40	730.56
359 00shs Russell 1000 Low Volatility	10/24/2012	11/22/2011	19,262.38	17,211.16	2,051.22

Short Term Box B Totals for 2300 Account

27,329.97 24,450.31 2,879.66

Gross Sale Proceeds form 9/1/2012 through 12/31/2012
 FOR ACCOUNT 2300

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
25000.00 Americ General Fin Mtn 5.25%	12/15/12	06/01/04	25,000.00	24,873.68	126.32
251.874shs Fidelity Small Cap Discovery	10/16/12	LT	5,833.41	5,445.24	388.17
68.685shs Oppenhiemer Developing market A	09/13/12	03/02/11	2,315.38	2,216.79	98.59
57.847shs Oppenhiemer Developing Market A	10/16/12	03/02/11	1,997.46	1,867.00	130.46
82.66shs Principal Midcap Blend Fund Inc	09/13/12	3/2/2011	1,299.41	1,188.47	110.94
96.731shs Principal Midcap Blend Fund Inc	10/16/12	03/02/11	1,537.06	1,390.77	146.29

Long-Term Sales Box B for 2300 Account

37,982.72 36,981.95 1,000.77

Short Term from 9/1/2012 through 12/31/2012
FOR ACCOUNT 2400

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	st	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	st	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	st	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	st	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	st	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	st	12,775 13	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	st	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	st	2,160 52	2,130 79	29 73
323 046 Vanguard Equity Income -AD	10/16/12	st	16,678 86	15,988 68	690 18
69 468 Vanguard Equity Income AD	11/14/12	05/03/12	3,386.67	3,438 21	(49 54)

Short Term Box A Sales for 2400 Account

217,853.94 204,705.57 13,148.37

Short Term Box B from 9/1/2012 through 12/31/2012
 FOR ACCOUNT 2400

Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
336.671shs Fidelity Small Cap Discovery	10/16/12	ST	7,797.30	6,806.71	990.59
81.584shs Oppenheimer Developing Markets A	09/13/12	11/22/11	2,750.21	2,518.11	232.10
60.298shs Oppenheimer Developing Markets A	10/16/12	11/22/11	2,082.09	1,861.11	220.98
22.99shs Principal Midcap Blend Fd In	09/13/12	12/19/11	361.40	330.40	31.00
113.00shs Russell 1000 Low Volatility	10/16/12	11/22/11	6,047.62	5,450.62	597.00
392.00shs Russell 1000 Low Volatility	10/24/12	11/22/11	21,033.01	18,908.36	2,124.65

Short Term Box B Sales for 2400 Account

40,071.63 35,875.31 4,196.32

Gross Sale Proceeds from 1/1/2013 through 8/31/2013
FOR ACCOUNT 2400

Total Short-Term Sales Reported on 1099 B

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

Gross Sale Proceeds	\$ 277,043.95	Cost Basis Value	\$ 271,632.12	Gain or (Loss)	\$ 5,411.83
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Asset Description	Date of Sale	Date of Acquisition	Gross Sale Proceeds	Cost Basis Value	Gain or (Loss)
1311 975shs BBH Core Select Fund RET	09/05/13	ST	17,370.55	15,066.91	2,303.64
385 802shs BHH Core Select Fund RET	09/05/13	06/27/13	5,108.02	4,430.60	677.42
670.52shs Blackrock PA Municipal Mun A	09/05/13	ST	6,397.56	6,919.74	(522.18)
1826 484shs Blackrock PA Municipal Mun A	09/05/13	06/27/13	18,831.05	20,368.06	(1,537.01)
1052 221shs Calamos Market Neu Inc Fd I	12/31/13	09/27/13	13,500.00	13,488.23	11.77
9 653shs Fidelity New Markets Income Fd	12/04/13	ST	150.88	171.04	(20.16)
498 936shs Huntington Situs S/C Fd IA	09/05/13	ST	12,892.51	11,221.41	1,671.10
604.108shs JP Morgan Large Cap Growth Fund A	11/15/13	01/11/13	18,322.60	14,519.62	3,802.98
2315.609shs Delaware Corporate Bd Fd CI #463	12/31/13	ST	13,500.00	13,811.21	(311.21)
			106,073.17	99,996.82	6,076.35

Adjusted 2013 Short Term Sales for 2400 Account

Gross Sale Proceeds	\$ 170,970.78	Cost Basis Value	\$ 171,635.30	Gain or (Loss)	\$ (664.52)
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62

Gross Sale Proceeds from 1/1/2013 through 8/31/2013
FOR ACCOUNT 2400

Total Long-Term Sales Reported on 1099 B Box E

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)
25 0000FHLMC 4 875% 11/15/2013	11/15/13	04/28/08	25,000.00	26,094.62	(1,094.62)
			25,000.00	26,094.62	(1,094.62)
Adjusted 2013 Long Term Sales Box E for 2400 Account			14,000.00	14,404.52	(404.52)