Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE JANE AND ARTHUR FLIPPO FOUNDATION		A Employer identification number 54-1479553
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 38	Room/suite	B Telephone number (804) 798-6616
City or town, state or province, country, and ZIP or foreign postal code DOSWELL, VA 23047		C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,503,359.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received	8,234,640.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	85,142.	85,142.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	91,336.			
b Gross sales price for all assets on line 6a 812,330.				
7 Capital gain net income (from Part IV, line 2)		91,336.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	221.	221.		STATEMENT 2
12 **Total** Add lines 1 through 11	8,411,339.	176,699.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	16,335.	5,445.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	4,300.	4,300.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	2,865.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	27,063.	26,931.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	50,563.	36,676.		0.
25 Contributions, gifts, grants paid	6,822,875.			6,822,875.
26 **Total expenses and disbursements.** Add lines 24 and 25	6,873,438.	36,676.		6,822,875.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,537,901.			
b **Net investment income** (if negative, enter -0-)		140,023.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	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	200,387.	202,647.	202,647.
	3 Accounts receivable ▶ 1,421,043.			
	Less allowance for doubtful accounts ▶		1,421,043.	1,421,043.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	1,918,739.	2,136,421.	2,879,669.
	c Investments - corporate bonds STMT 7	103,084.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,222,210.	3,760,111.	4,503,359.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,067,619.	2,067,619.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	154,591.	1,692,492.	
	30 **Total net assets or fund balances**	2,222,210.	3,760,111.	
	31 **Total liabilities and net assets/fund balances**	2,222,210.	3,760,111.	

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	2,222,210.
2	Enter amount from Part I, line 27a	2	1,537,901.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,760,111.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,760,111.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED	P	VARIOUS	VARIOUS
b	SEE ATTACHED	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	175,466.		169,575.	5,891.
b	636,864.		551,419.	85,445.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				5,891.
b				85,445.
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	91,336.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	190,975.	2,529,907.	.075487
2011	235,436.	2,521,864.	.093358
2010	397,164.	2,775,911.	.143075
2009	187,017.	1,936,642.	.096568
2008	117,982.	2,065,757.	.057113

2 Total of line 1, column (d)	2	.465601
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.093120
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,775,938.
5 Multiply line 4 by line 3	5	258,495.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,400.
7 Add lines 5 and 6	7	259,895.
8 Enter qualifying distributions from Part XII, line 4	8	6,822,875.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,400.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,400.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,400.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,560.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,560.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	6.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	154.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	154.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SYLVIA S. ACORS Telephone no ▶ (804) 798-6616

Located at ▶ P. O. BOX 38, DOSWELL, VA ZIP+4 ▶ 23047

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, 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
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
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?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. FRANKLIN JONES P. O. BOX 14 DOSWELL, VA 23047	PRESIDENT 1.00	5,445.	0.	0.
NORMAN L. LONG 33194 MOUNT GIDEON ROAD HANOVER, VA 23069	VICE PRESIDENT 1.00	5,445.	0.	0.
SYLVIA S. ACORS 30492 OLD DAWN ROAD HANOVER, VA 23069	SECRETARY & TREASURER 1.00	5,445.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE JANE AND ARTHUR FLIPPO FOUNDATION MAKES GRANTS TO QUALIFYING PUBLIC CHARITIES AND DOES NOT CARRY ON CHARITABLE ACTIVITIES DIRECTLY.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,581,785.
b	Average of monthly cash balances	1b	236,426.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,818,211.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,818,211.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,273.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,775,938.
6	**Minimum investment return.** Enter 5% of line 5	6	138,797.

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	138,797.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,400.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,400.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	137,397.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	137,397.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	137,397.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	6,822,875.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,822,875.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,400.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,821,475.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				137,397.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010 252,727.				
d From 2011 110,499.				
e From 2012 66,004.				
f Total of lines 3a through e	429,230.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 6,822,875.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				137,397.
e Remaining amount distributed out of corpus	6,685,478.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,114,708.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,114,708.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 252,727.				
c Excess from 2011 110,499.				
d Excess from 2012 66,004.				
e Excess from 2013 6,685,478.				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 address of the person to whom applications should be addressed

MS. SYLVIA S. ACORS, (804) 798-6616
16415 WASHINGTON HIGHWAY, DOSWELL, VA 23047

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

WRITTEN REQUEST

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient — Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACES 507B CAROLINE STREET ASHLAND, VA 23005	N/A	501(C)(3)	TO HELP SERVING THOSE IN NEED OF FOOD, CLOTHING, ETC.	1,500.
ALS ASSOCIATION - DC/MD/VA CHAPTER 7507 STANDISH PLACE ROCKVILLE, MD 20855	N/A	501(C)(3)	RICHMOND WALK	1,500.
ASK P.O. BOX 17184 RICHMOND, VA 23226	N/A	501(C)(3)	RESEARCH	250.
BON SECOURS RICHMOND HEALTH CARE FOUNDATION 7229 FOREST AVENUE, SUITE 200 RICHMOND, VA 23226	N/A	501(C)(3)	EVELYN D. REINHART GUEST HOUSE	5,000.
CAROLINE COUNTY AGRICULTURAL FAIR P.O. BOX 1207 RUTHER GLEN, VA 22546	N/A	501(C)(3)	BUILDING FUND	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	6,822,875.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	85,142.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	221.	
8 Gain or (loss) from sales of assets other than inventory			18	91,336.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		176,699.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 176,699.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sylvia S. Acors — 8-14-14 — Secy/Treasurer Director

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK W. TUCK, CPA	Mark W. Tuck CPA			P00074594
Firm's name ▶ MITCHELL, WIGGINS & COMPANY LLP			Firm's EIN ▶ 54-0565834	
Firm's address ▶ 1802 BAYBERRY COURT, SUITE 300 RICHMOND, VA 23226			Phone no (804) 282-6000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THE JANE AND ARTHUR FLIPPO FOUNDATION	54-1479553

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	[X] 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

[X] 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE JANE AND ARTHUR FLIPPO FOUNDATION	54-1479553

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ARTHUR P FLIPPO TRUST 07-05; TRUSTEES - SYLVIA ACORS & J FRA P.O. BOX 38 DOSWELL, VA 23047	$ 335,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	ARTHUR P FLIPPO TRUST 07-05; TRUSTEES - SYLVIA ACORS & J FRA P.O. BOX 38 DOSWELL, VA 23047	$ 1,449,640.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
3	ARTHUR P FLIPPO TRUST 07-05; TRUSTEES - SYLVIA ACORS & J FRA P.O. BOX 38 DOSWELL, VA 23047	$ 2,865,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
4	ARTHUR P FLIPPO TRUST 07-05; TRUSTEES - SYLVIA ACORS & J FRA P.O. BOX 38 DOSWELL, VA 23047	$ 3,563,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
5	ARTHUR P FLIPPO TRUST 07-05; TRUSTEES - SYLVIA ACORS & J FRA P.O. BOX 38 DOSWELL, VA 23047	$ 22,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE JANE AND ARTHUR FLIPPO FOUNDATION	54-1479553

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ACCOUNTS AND NOTES RECEIVABLE	$ 1,449,640.	07/22/13
3	50% MEMBERSHIP INTEREST IN FLIPPO LAND & TIMBER COMPANY, LLC (EIN: 54-1465953)	$ 2,865,000.	06/05/13
4	50% MEMBERSHIP INTEREST IN T. FRANK FLIPPO & SONS, LLC (EIN: 54-0448646)	$ 3,563,000.	06/05/13
5	39 SHARES OF OLD DOMINION LUMBER DRYING, INC. (EIN: 54-1748604)	$ 22,000.	06/05/13
		$	
		$	

Name of organization	Employer identification number
THE JANE AND ARTHUR FLIPPO FOUNDATION	54-1479553

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

DESCRIPTION	# OF SHS/ PAR VALUE	ENDING COST BASIS	ENDING MARKET VALUE
PART II, LINE 10b - CORPORATE STOCK:			
3M COMPANY	700	64,698 15	98 175 00
AMERICAN AIRLINES GRP INC	800	20,703 92	20 200 00
AMGEN INC	250	18 229 98	28 520 00
APPLE INC	50	22 650 50	28 051 00
AT & T INC	1 957	60 489 61	68 808 12
AT&T INC	800	21,750 59	28 128 00
AUTOMATIC DATA PROCESSING INC	300	11 859 00	24 239 70
AUTOMATIC DATA PROCESSING INC	1 200	63 663 24	96 958 80
BERKSHIRE HATHAWAY INC CLASS B	200	11 776 00	23 712 00
BP PLC	700	26,644 00	34 027 00
CAPITAL ONE FINANCIAL CORP	600	30 941 38	45 966 00
CELGENE CORP	100	12 252 00	16 896 80
CHEVRON CORP	350	31 284 99	43,718 50
CHEVRON CORP	622	65 097 64	77 694 02
CHUBB CORP	900	55 802 19	86 967 00
COCA-COLA COMPANY	800	20 479 24	33,048 00
COCA-COLA COMPANY	2 000	76 758 00	82 620 00
CSX CORP	1 300	27 755 00	37 401 00
DISCOVERY COMMUNICATIONS	350	26 145 75	31,647 00
DOMINION RES INC VA NEW	800	31,430 00	51,752 00
DOW CHEMICAL	2,000	62,237 00	88 800 00
DWS RREEF REAL ESTATE FUND ESCROW	3,300	-	-
EATON CORP PLC	300	21 153 00	22 836 00
EXPRESS SCRIPTS HLDG COMPANY	400	25,240 99	28 096 00
EXXON MOBIL CORP	500	28 256 00	50 600 00
EXXON MOBIL CORP	875	77 870 24	88 550 00
GENERAL ELECTRIC CO	1,500	30,514 85	42 045 00
GENERAL ELECTRIC CO	3 200	59 372 38	89,696 00
HONEYWELL INTL INC	300	24,548 97	27 411 00
HSBC HOLDINGS PLC	1,440	76 515 37	79 387 20
INTEL CORP	3,200	75 682 40	83 056 00
JOHNSON & JOHNSON	938	75,338 18	85 911 42
KINDER MORGAN INC	1 900	63,524 81	68 400 00
MARKEL CORP	50	20,467 00	29,017 50
MASTERCARD INC CLASS A	100	32,872 00	83,546 00
MC CORMICK & COMPANY	400	19,679 96	27,568 00
MCDONALDS CORP	400	25,865 99	38,812 00
MCDONALDS CORP	770	60,048 33	74,713 10
NATIONAL OILWELL VARCO INC	300	21,449 97	23,859 00
NCR CORP NEW	800	25,975 92	27 248 00
NEXTERA ENERGY INC	940	76,479 42	80 482 80
NUCOR CORP	500	22,824 95	26 690 00
PHILIP MORRIS INTERNATIONAL INC	816	54 179 94	71 098 08
PROCTER & GAMBLE COMPANY	300	17 930 26	24 423 00
PROCTER & GAMBLE COMPANY	970	62,230 87	78,967 70
ROYAL DUTCH SHELL PLC	350	24,415 97	26,288 50
SCHWEITZER-MAUDUIT INTL INC	800	29,103 97	41,176 00
TJX COMPANIES INC NEW	700	16,043 44	44 611 00
TORONTO-DOMINION BANK	800	68 503 88	75 392 00
TWENTY FIRST CENTURY FOX INC CL A	500	15 925 00	17,585 00
ULTRA PETROLEUM CORP	1,000	20,639 90	21,650 00
UNITEDHEALTH GROUP INC	1,062	57 824 31	79,968 60
V F CORP	1,800	45,130 88	112,212 00
VERIZON COMMUNICATIONS INC	700	25,858 00	34,398 00
WAL-MART STORES INC	600	32,329 92	47 214 00
WELLS FARGO & CO NEW	900	22,860 00	40,860 00
WILLIAMS COS INC DEL	1,000	17 115 88	38,570 00
		2,136 421 13	2 879 668 84

THE JANE AND ARTHUR FLIPPO FOUNDATION						54-1479553
SUPPLEMENTAL SCHEDULE TO FORM 990-PF, PART IV						
12-31-13						
DESCRIPTION	# OF SHS/ PAR VALUE	DATE PURCHASED	DATE SOLD	SALES PROCEEDS	COST BASIS	GAIN (LOSS)
AGL RESOURCES INC	250 00	12/26/2012	8/28/2013	11,039 07	10,012 13	1,026 94
CORRECTIONS CRP AMER NEW	650 00	4/17/2013	8/7/2013	21,222 13	21,673 25	(451 12)
DU PONT E I DE NEMOUR & CO	200 00	6/1/2012	1/22/2013	9,554 12	9,450 00	104 12
JOHNSON & JOHNSON	110 00	12/26/2012	3/22/2013	8,760 37	7,729 54	1,030 83
NOBLE CORP PLC	500 00	11/15/2013	12/20/2013	18,349 83	20,149 50	(1,799 67)
NORTHEAST UTILITIES	150 00	12/26/2012	8/28/2013	6,184 64	5,831 78	352 86
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHARES	150 00	12/26/2012	3/22/2013	10,108 28	10,655 99	(547 71)
UNITEDHEALTH GROUP INC	1,241 00	VARIOUS	3/26/2013	68,678 11	67,738 41	939 70
UNITEDHEALTH GROUP INC	300 00	3/22/2013	8/28/2013	21,569 98	16,334 55	5,235 43
				175,466.53	169,575 15	5,891 38
AGL RESOURCES INC	1,400 00	VARIOUS	8/28/2013	61,818 79	54,768 35	7,050 44
ALCOA INC 6.0	20,000 00	7/22/2009	6/28/2013	20,051 91	19,997 36	54.55
BALL CORP	600 00	VARIOUS	4/26/2013	26,429 43	20,146 00	6,283 43
DU PONT E.I. DE NEMOUR & CO	400.00	1/12/2012	1/22/2013	19,108.24	19,044.00	64 24
EMC CORP MASS	1,000.00	10/21/2011	11/6/2013	23,776 69	23,949 50	(172.81)
HENRICO CNTY VA ECONOMIC DEV BON SECOURS HLTH SYS REV 2008 B-2	40,000.00	1/26/2011	3/26/2013	43,660 00	38,508.80	5,151 20
INTL BUSINESS MACH CORP	350 00	VARIOUS	8/28/2013	63,842 94	57,815 44	6,027 50
INTL BUSINESS MACHS CORP	100 00	3/25/2010	7/11/2013	19,282 67	13,045 00	6,237 67
INTL BUSINESS MACHS CORP	200.00	VARIOUS	8/22/2013	36,859 38	25,035 91	11,823 47
JOHNSON & JOHNSON	839 00	4/14/2011	3/22/2013	66,817 71	50,222 47	16,595.24
NORFOLK SOUTHERN CORP	300.00	VARIOUS	8/7/2013	22,064 62	22,311.98	(247 36)
NORTHEAST UTILITIES	1,574 00	VARIOUS	8/28/2013	64,897 53	52,831 90	12,065 63
PIEDMONT NATURAL GAS	600 00	12/27/2005	10/25/2013	20,501 64	14,286 00	6,215 64
ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHARES	800 00	VARIOUS	3/22/2013	53,910 85	57,789 70	(3,878 85)
SCHOLASTIC 5.0	20,000 00	5/14/2001	4/15/2013	20,000 00	20,000 00	-
SPDR GOLD TRUST GOLD ETF	50 00	9/1/2009	2/21/2013	7,640 33	4,619 63	3,020 70
SPDR GOLD TRUST GOLD ETF	100 00	9/1/2009	2/26/2013	15,417.65	9,239 24	6,178 41
SPDR GOLD TRUST GOLD ETF		VARIOUS	2013	16 02	-	16 02
UNIVERSAL CORP 5 2	25,000 00	10/6/2003	10/15/2013	25,000 00	25,000 00	-
VODAFONE GRP PLC NEW ADR	800 00	VARIOUS	9/4/2013	25,767 63	22,808 00	2,959 63
				636,864 03	551,419.28	85,444.75
				812,330 56	720,994 43	91,336 13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	85,142.	0.	85,142.	85,142.	
TO PART I, LINE 4	85,142.	0.	85,142.	85,142.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BASIS ADJUSTMENTS	112.	112.	
OTHER INCOME	109.	109.	
TOTAL TO FORM 990-PF, PART I, LINE 11	221.	221.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,300.	4,300.		0.
TO FORM 990-PF, PG 1, LN 16B	4,300.	4,300.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	381.	0.		0.
INCOME TAXES	2,484.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,865.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION FEE	25.	0.		0.
INVESTMENT FEES	26,931.	26,931.		0.
MISCELLANEOUS	107.	0.		0.
TO FORM 990-PF, PG 1, LN 23	27,063.	26,931.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,136,421.	2,879,669.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,136,421.	2,879,669.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DOSWELL COMMUNITY CENTER P.O. BOX 39 DOSWELL, VA 23047	N/A	501(C)(3)	SUPPORT HANDICAP VAN; BUILDING FUND	12,000.
DUNCAN MEMORIAL UNITED METHODIST CHURCH 201 HENRY STREET ASHLAND, VA 23005	N/A	501(C)(3)	BUILDING FUND	20,000.
ELK HILL FARM 1975 ELK HILL ROAD GOOCHLAND, VA 23063	N/A	501(C)(3)	SUMMER PROGRAM	375.
FANCONI ANEMIA RESEARCH FUND 1801 WILLIAMETTE STREET EUGENE, OR 97401	N/A	501(C)(3)	RESEARCH	1,000.
HANOVER ACADEMY 115 FRANCES ROAD ASHLAND, VA 23005	N/A	501(C)(3)	OUTDOOR CLASSROOM	1,000.
HANOVER ARTS & ACTIVITIES CENTER 500 S CENTER ST ASHLAND, VA 23005	N/A	501(C)(3)	REPAIRS TO HISTORIC BUILDING	30,000.
HANOVER CHRISTMAS MOTHER P.O. BOX 39 DOSWELL, VA 23047	N/A	501(C)(3)	PROVIDING FUNDS FOR FOOD, CLOTHING & TOYS	4,000.
HANOVER COMMUNITY SERVICES 12300 WASHINGTON HIGHWAY ASHLAND, VA 23005	N/A	501(C)(3)	RAFT HOUSE - SUPPORT MENTAL ILLNESS/SUBSTANCE USE DISORDER	6,000.
HANOVER HABITAT FOR HUMANITY 8177 MECHANICSVILLE TURNPIKE MECHANICSVILLE, VA 23111	N/A	501(C)(3)	SUPPORT OF AFFORDABLE HOME OWNERSHIP THROUGH CREATION AND SALE OF HOMES WITH NO-PROFIT MORTGAGES	7,500.
HANOVER HUMANE SOCIETY P.O. BOX 1011 ASHLAND, VA 23005	N/A	501(C)(3)	HELP DEFRAY COST OF MAINTAINING ANIMALS	1,000.
Total from continuation sheets				6,813,125.

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HANOVER INTERFAITH FREE CLINICS P.O. BOX 117 ASHLAND, VA 23005	N/A	501(C)(3)	CLINIC FOR HANOVER COUNTY CITIZENS IN NEED OF MEDICAL & DENTAL SERVICES	2,000.
MT. HOPE UNITED METHODIST CHURCH 11325 MOUNT HOPE CHURCH ROAD DOSWELL, VA 23047	N/A	501(C)(3)	HELP DEFRAY COST OF MAINTAINING CHURCH	1,000.
NATIONAL ASSOCIATION OF STATE FORESTERS FOUNDATION 444 N CAPITAL ST NW, SUITE 540 WASHINGTON, DC 20001	N/A	501(C)(3)	2013 NASF CONFERENCE	3,000.
NORTHERN VA 4-H EDUCATIONAL & CONFERENCE 600 4-H CENTER DRIVE FRONT ROYAL, VA 22630	N/A	501(C)(3)	RENOVATION OF JAMES E. SWART ANIMAL CENTER	1,000.
PATRICK HENRY YMCA 217 ASHCAKE ROAD ASHLAND, VA 23005	N/A	501(C)(3)	BUILDING FUND	105,000.
RANDOLPH-MACON COLLEGE P.O. BOX 5005 ASHLAND, VA 23005	N/A	501(C)(3)	SCHOLARSHIP	1,500.
RIVERSIDE SCHOOL 2110 MCRAE ROAD RICHMOND, VA 23235	N/A	501(C)(3)	SCHOLARSHIP	750.
THE JANE AND ARTHUR FLIPPO ENDOWMENT FOUNDATION 7501 BOULDERS VIEW DR, SUITE 110 RICHMOND, VA 23225	N/A	501(C)(3)	ESTABLISHMENT OF SUPPORTING ORGANIZATION FOR THE RICHMOND COMMUNITY FOUNDATION	6,600,000.
THE MONTPELIER CENTER FOR ARTS AND EDUCATION 17205 MOUNTAIN ROAD MONTPELIER, VA 23192	N/A	501(C)(3)	LANDSCAPE PROJECT	1,000.
THE ROCKVILLE CENTER 16238 POUNCEY TRACT ROAD ROCKVILLE, VA 23146	N/A	501(C)(3)	REPAIRS TO GYM	5,000.
Total from continuation sheets				

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05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229	N/A	501(C)(3)	ENDOWMENT FUND - ONGOING SUPPORT FOR THEIR MISSION	5,000.
VIRGINIA FORESTRY EDUCATIONAL FOUNDATION 3808 AUGUSTA AVENUE RICHMOND, VA 23230	N/A	501(C)(3)	EDUCATIONAL PROGRAMS	5,000.
Total from continuation sheets				

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990 T and requesting an automatic 6 month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions THE JANE AND ARTHUR FLIPPO FOUNDATION	Employer identification number (EIN) or 54-1479553
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O MARK W. TUCK, CPA; 1802 BAYBERRY CT., STE 300	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. RICHMOND, VA 23226	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041 A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990 T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990 T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ SYLVIA S. ACORS P. O. BOX 38 - DOSWELL, VA 23047
  Telephone No ▶ (804) 798-6616 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______________ , and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 1,560.
b	If this application is for Forms 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 1,560.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453 EO and Form 8879 EO for payment instructions