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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 09-01-2013, and ending 08-31-2014

Name of foundation THE THOMAS A FILLIPPO FOUNDATION TA FILLIPPO & JS FILLIPPOTTEES		A Employer identification number 20-0218191
Number and street (or P O box number if mail is not delivered to street address) Room/suite 24 NORTH NEW STREET		B Telephone number (see instructions) (610) 692-7269
City or town, state or province, country, and ZIP or foreign postal code WEST CHESTER, PA 193802905		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,025,581	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 (attach schedule)	47,522			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	32	32		
	4 Dividends and interest from securities	24,278	24,121		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	75,519			
	b Gross sales price for all assets on line 6a 1,110,547				
	7 Capital gain net income (from Part IV, line 2)		75,519		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	147,351	99,672			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,343	403		940
	b Accounting fees (attach schedule)	4,200	1,260		2,940
	c Other professional fees (attach schedule)	9,458	2,838		6,620
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	130			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	316			316
	24 Total operating and administrative expenses. Add lines 13 through 23	15,447	4,501		10,816
	25 Contributions, gifts, grants paid	45,200			45,200
26 Total expenses and disbursements. Add lines 24 and 25	60,647	4,501		56,016	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	86,704				
b Net investment income (if negative, enter -0-)		95,171			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	43,738	48,842	48,842		
	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 schedule) ▶ _____ 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)		<input checked="" type="checkbox"/> 27,308	26,994		
	b	Investments—corporate stock (attach schedule)	500,329	<input checked="" type="checkbox"/> 566,820	595,004		
	c	Investments—corporate bonds (attach schedule)	335,165	<input checked="" type="checkbox"/> 339,104	354,741		
	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)	879,232	982,074	1,025,581			
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 (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>		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 <input checked="" type="checkbox"/>		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	-8,049	-8,049			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	887,281	990,123			
30	Total net assets or fund balances (see page 17 of the instructions)	879,232	982,074				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	879,232	982,074				

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	879,232
2	Enter amount from Part I, line 27a	2	86,704
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	16,138
4	Add lines 1, 2, and 3	4	982,074
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	982,074

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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 }	2	75,519
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	21,575

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 page 18 of 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	11,870	899,229	0 013200
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

2 Total of line 1, column (d).	2	0 459338
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	0 091868
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	960,300
5 Multiply line 4 by line 3.	5	88,221
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	952
7 Add lines 5 and 6.	7	89,173
8 Enter qualifying distributions from Part XII, line 4.	8	56,016

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 1,903 and 261. Row 7 total is 261, row 9 tax due is 1,677.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions about political activities, tax returns, and substantial contributors. Includes Yes/No columns.

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of THOMAS A FILLIPPO SR Telephone no (610) 644-2536 Located at 1 DEVAULT LANE 1 DEVAULT LANE DEVAULT PA ZIP +4 194320000			
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.	15		
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A FILLIPPO 1 DEVAULT LANE 1 DEVAULT LANE DEVAULT, PA 19432	TRUSTEE 1 00	0	0	0
JOANNE S FILLIPPO 1 DEVAULT LANE 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.

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

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

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

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

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	929,946
b	Average of monthly cash balances.	1b	44,978
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	974,924
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	974,924
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	14,624
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	960,300
6	Minimum investment return. Enter 5% of line 5.	6	48,015

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	48,015
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,903
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,903
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	46,112
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	46,112
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	46,112

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	56,016
b	Program-related investments—total from Part IX-B.	1b	
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	56,016
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	56,016

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				46,112
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				52,374
b From 2009.				131,474
c From 2010.				501
d From 2011.				2,816
e From 2012.				11,870
f Total of lines 3a through e.	199,035			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>56,016</u>				
a Applied to 2012, 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 2013 distributable amount.				46,112
e Remaining amount distributed out of corpus	9,904			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	208,939			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
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) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	52,374			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	156,565			
10 Analysis of line 9				
a Excess from 2009.				131,474
b Excess from 2010.				501
c Excess from 2011.				2,816
d Excess from 2012.				11,870
e Excess from 2013.				9,904

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

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

THOMAS A FILLIPPO
1 DEVAULT LANE
DEVAULT, PA 19432
(610) 644-2536
TOMF@DEVAULTFOODS.COM

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

THERE ARE NO SUBMISSION DEADLINES

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 AWARD 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
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 45,200
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
324 516 AMG MGRS INT DUR GVT	P	2014-04-15	2014-07-15
124 944 FIDLT Y NEW MILLENNIUM FD	P	2014-01-15	2014-07-15
12 668 VANGUARD EQTY INC AD	P	2013-12-17	2014-04-15
170 0 POWERSHARES S&P 500 LW VOL	P	2012-10-25	2014-04-15
3 701 FEDRTED INST HI YLD BD FD	P	2013-12-04	2014-04-15
2082 097 MFS BD FD INSTITUT	P	2013-12-01	2014-06-09
143 695 OPPENHEIMER DEV MKT A	P	2013-01-11	2014-04-15
619 62 BBH CORE SEL FD RET	P	2013-01-02	2013-09-05
227 ASTON FAIR MID CAP I	P	2013-09-17	2014-01-15
254 052 FIDLT Y NEW MILLENNIUM FD	P	2014-01-15	2014-08-19
449 432 FEDERATED INST HI YLD BD FD	P	2012-12-01	2014-01-15
181 0 POWERSHARES S&P 500 LW VOL	P	2013-01-05	2014-07-15
14 93 FIDELITY ADV REAL ESTATE I	P	2013-08-02	2014-07-15
760 831 MFS BD FD INSTITUT	P	2013-12-01	2014-06-09
3 575 OPPENHEIMER DV MKT A	P	2013-01-11	2014-04-25
567 237 BLACKROCK PA MUNI A	P	2013-01-02	2013-09-05
57 795 ASTON FAIR MID CAP I	P	2013-09-17	2014-04-15
157 06 HARBOR INTL FD INV	P	2013-01-30	2014-01-15
209 048 FIDELITY ADV REAL EST I	P	2012-10-16	2014-04-15
229 852 VANGUARD EQTY INC AD	P	2012-12-01	2014-01-16
834 532 FIDELITY ADV REAL ESTATE I	P	2013-08-02	2014-07-15
2105 263 NATIXIS LOOM SSY INV GR Y	P	2014-04-15	2014-06-09
1211 0 PWERSHARES S&P 500 LOW VOL	P	2012-10-25	2014-01-07
6 162 FIDELITY NEW MAKTS INC FD	P	2013-01-02	2013-12-03
283 708 BLACKROCK HI YIELD DB	P	2014-04-15	2014-07-15
26 981 HOMESTEAD SM CO STK FD	P	2014-01-05	2014-04-22
389 391 FIDELITY ADV REAL EST I	P	2013-06-02	2014-07-15
59 144 VANGUARD EQTY INC AD	P	2013-01-11	2014-04-15
277 914 FIDELITY GIN MAE FD	P	2014-04-21	2014-07-15
237 12 OAKMARK SEL FD CL I	P	2014-01-15	2013-04-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
197 0 PWERSHARES S&P 500 LOW VOL	P	2012-10-25	2014-01-16
318 437 HUNTINGTON SITUS SC FS IA	P	2013-01-02	2013-09-05
19 904 CALAMOS MK NEU INC FD	P	2013-09-17	2014-01-15
34 582 INVCO ASIA PAC GRWTH A	P	2013-12-13	2014-01-15
65 933 HOMESTEAD SM CO STK FD	P	2012-09-13	2014-04-15
37 635 OPPENHEIMER DEV MKTS A	P	2011-03-02	2014-01-15
386 747 FIDELITY NEW MILLEN FD	P	2013-11-15	2014-04-15
264 274 OAKMARK SEL FD CL I	P	2014-01-15	2014-07-15
244 0 PWERSHARES S&P 500 LOW VOL	P	2012-10-25	2014-04-15
1311 975 BBH CORE SEL FD RET	P	2013-01-02	2013-09-05
389 017 CALAMOS MK NEU INC FD	P	2013-09-17	2014-04-15
106 47 INVCO FLTNG RATE FD Y	P	2014-01-15	2014-04-15
202 62 HOMESTEAD SM CO STK FD	P	2013-01-05	2014-04-22
479 391 AMG MGRS INTMD DUR GVT	P	2014-04-15	2014-07-15
104 133 FIDELITY NEW MILLEN FD	P	2013-11-15	2014-07-15
2986 858 OPPENHEIMER SR FLT RATE A	P	2013-09-27	2014-01-15
333 0 PWERSHARES S&P 500 LOW VOL	P	2012-12-01	2014-07-15
385 802 BHH CORE SEL FD RET	P	2013-06-27	2013-09-05
259 681 CAMBIAR INTL EQUITY FD	P	2014-01-15	2014-04-15
438 518 INVCO FLTIN RATE FD Y	P	2014-01-15	2014-07-15
608 831 INVESCO ASIA PAC GRTH A	P	2012-12-01	2014-01-15
79 214 ASTON FAIRPOINT MID CAP I	P	2014-01-15	2014-04-15
412 841 FIDELITY NEW MILLEN FD	P	2013-11-15	2014-08-19
17 091 VANGUARD EQTY INCOME AD	P	2013-12-17	2014-04-15
270 076 VANGUARD EQUITY INC AD	P	2012-05-03	2014-01-16
620 52 BLACKROCK PA MUNI A	P	2013-01-02	2013-09-05
3684 173 DE CORP BD FD CL I	P	2014-04-15	2014-01-15
1705 757 MFS BOND FD INST	P	2014-01-05	2014-06-09
688 719 JPMORGAN LG CAP GRTH A	P	2012-12-01	2014-01-15
381 44 BLACKROCK HIGH YLD BD INST	P	2014-04-15	2014-07-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
307 03 HARBOR INTL FD INV	P	2013-12-01	2014-01-15
644 122 DE CORP BD FD CL I	P	2013-04-03	2014-04-14
343 146 VANGUARD EQUITY INC AD	P	2012-12-01	2014-04-15
18266 484 BLACKROCK PA MUNI A	P	2013-06-27	2013-09-05
544 746 FEDERATED INST HI YLD BD	P	2013-09-17	2014-04-15
1781 377 NATIXIS LOOMIS SAY GR Y	P	2014-04-15	2014-06-09
692 932 OPPENHEIMER DEV MKT A	P	2012-12-01	2014-01-15
551 188 CALAMOS MKT NEU INC FD	P	2013-09-27	2014-04-15
290 065 HARBOR INTL FD INV	P	2013-09-27	2014-01-15
704 181 FED INST HI YLD BD FD	P	2012-12-01	2014-01-15
10000 0 DUKE ENERGY CORP 6 3%	P	2009-04-17	2014-02-01
1052 221 CALAMOS MK NEW INC FD	P	2013-09-27	2013-12-31
450 279 FEDERATED INST HI YLD BOND	P	2013-09-17	2014-05-15
166 538 OAKMARK SEL FD CL I	P	2014-01-15	2014-04-15
100 791 OPPENHEIMER DEV MKT A	P	2013-01-30	2014-04-15
364 028 CAMBIAR INTL EQUY FD INV	P	2014-01-15	2014-04-15
170 336 HOMESTEAD SM CO STK FD	P	2013-12-01	2014-04-22
298 011 FIDELITY ADV REAL ESTATE I	P	2012-10-16	2014-04-15
10000 0 HP CO 6 125%	P	2009-04-13	2014-03-01
9 653 FIDELIT NEW MKTS INC FD	P	2013-01-02	2013-12-04
3 133 FEDERATED INST HI YLD BOND	P	2013-12-04	2014-04-15
114 248 OAKMARK SEL FD CL I	P	2014-01-15	2014-07-15
3 575 OPPENHEIMER DEV MKT A	P	2013-01-30	2014-04-25
684 782 DE CORP BD FD CL I	P	2013-06-27	2014-04-14
309 406 INVSCO ASIA PAC GRWTH A	P	2013-01-30	2014-01-15
251 81 FIDELITY ADV REAL ESTATE I	P	2012-12-01	2014-07-15
1356 494 BBH CORE SEL FD RET	P	2012-07-13	2013-09-05
498 93 HUNTINGTON SITUS SC FD IA	P	2013-01-02	2013-09-05
16 25 FIDELITY ADV REAL ESTATE I	P	2014-01-01	2014-07-15
24 823 OPPENHEIMER DEV MKTS A	P	2013-01-30	2014-01-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
1101 725 OPPENHEIMER SR FL RT A	P	2012-12-01	2014-01-15
2693 596 DE CORP BD FD CL I	P	2013-06-01	2014-04-15
56 012 INVSCO ASIA PAC GRWTH A	P	2013-12-13	2014-01-15
92 569 HOMESTEAD SM CO ST FD	P	2012-09-13	2014-04-15
208 7 BLACKROCK PA MUNI A	P	2012-12-01	2013-09-05
604 108 JPMORGAN LG CAP GRWTH FD A	P	2013-01-11	2013-11-15
343 812 FID ADV REAL ESTATE I	P	2014-01-01	2014-07-15
1193 317 OPPENHEIMER SR FL RT A	P	2013-09-17	2014-01-15
1441 75 PIMCO INV GRD CORP A	P	2012-12-01	2014-01-15
1213 592 DE CORP BD FD CL I	P	2013-06-01	2014-04-15
1896 307 INVCSO FLTG RATE FD Y	P	2013-12-01	2014-04-15
185 246 HOMESTEAD SM CO ST FD	P	2012-12-01	2014-04-22
256 052 FIDELITY NEW MKTS INC FD	P	2012-11-01	2013-12-04
2315 609 DE CORP BD FD CL I	P	2013-01-02	2013-12-31
206 756 FIDLTG GINNIE MAE FD	P	2014-04-21	2014-07-15
41 894 PIMCO INV GRD CORP A	P	2013-12-11	2014-01-15
758 0 POWERSHARES S&P 500 LW VOL	P	2012-10-25	2014-01-07
361 637 FEDERATED INST HI YLD BD	P	2013-06-27	2014-01-15
647 452 INVSCO FLTG RATE FD Y	P	2014-03-12	2014-07-15
676 706 INVESCO ASIA PAC GR A	P	2012-12-01	2014-01-15
172 0 JPMORGAN LG CAP GW FD A	P	2012-07-13	2013-09-27
25 000 FHLMC 4 875% 11/15/13	P	2008-04-28	2013-11-15
267 292 FIDLTG NEW MILLENNIUM FD	P	2014-01-15	2014-04-15
165 536 VANGUARD EQTY INC AD	P	2013-09-17	2014-04-15
91 0 POWERSHARES S&P 500 LW VOL	P	2012-10-25	2014-01-16
640 367 FEDRTED INST HI YLD BD FD	P	2013-06-27	2014-04-15
318 894 MFS BD FD INSTITUT	P	2013-11-15	2014-01-15
890 443 OPPENHEIMER DEV MKT A	P	2012-12-01	2014-01-15
114 197 VANGUARD EQTY INC FD	P	2012-05-03	2013-09-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,566		3,531	35
5,211		5,036	175
795		676	119
5,720		4,784	936
38		37	1
29,295		28,895	400
5,394		4,930	464
8,204		6,942	1,262
10		10	
10,579		10,239	340
4,616		4,539	77
6,368		5,093	1,275
343		308	35
10,705		10,559	146
133		123	10
5,848		6,642	-794
2,645		2,610	35
11,068		10,000	1,068
4,505		4,175	330
14,258		12,271	1,987
19,169		17,192	1,977
26,000		25,789	211
39,744		34,082	5,662
96		109	-13
2,383		2,360	23
1,013		749	264
8,944		8,074	870
3,714		3,158	556
3,199		3,169	30
9,781		9,684	97

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,444		5,544	900
8,228		7,162	1,066
256		256	
1,047		1,051	-4
2,422		1,830	592
1,402		1,310	92
15,315		15,376	-61
12,024		11,127	897
8,210		6,867	1,343
17,371		15,067	2,304
4,976		4,996	-20
846		851	-5
7,608		5,623	1,985
5,269		5,223	46
4,343		4,192	151
25,179		25,000	179
11,716		9,588	2,128
5,108		4,431	677
6,284		6,586	-302
3,495		3,504	-9
18,435		18,506	-71
3,626		3,608	18
17,191		16,617	574
1,073		865	208
16,753		13,664	3,089
6,398		6,920	-522
22,216		21,663	553
24,000		23,679	321
21,881		16,397	5,484
3,204		3,177	27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,636		20,568	1,068
3,878		3,844	34
21,546		17,360	4,186
18,831		20,368	-1,537
5,595		5,502	93
22,000		21,822	178
25,819		24,121	1,698
7,050		7,071	-21
20,441		19,432	1,009
7,232		7,095	137
10,000		10,509	-509
13,500		13,488	12
4,665		4,548	117
6,870		6,801	69
3,784		3,509	275
8,809		9,232	-423
6,396		5,240	1,156
6,422		5,931	491
10,000		10,929	-929
151		171	-20
32		32	
5,198		4,781	417
133		124	9
4,122		4,087	35
9,369		9,488	-119
5,784		5,188	596
17,960		15,198	2,762
12,893		11,222	1,671
373		337	36
925		864	61

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,288		9,184	104
16,242		16,075	167
1,696		1,718	-22
3,401		2,847	554
2,152		2,444	-292
18,323		14,520	3,803
7,897		7,129	768
10,060		9,948	112
14,879		16,010	-1,131
7,318		7,243	75
15,076		15,141	-65
6,956		5,698	1,258
4,002		4,537	-535
13,500		13,811	-311
2,380		2,355	25
432		465	-33
24,877		21,329	3,548
3,714		3,644	70
5,160		5,168	-8
20,491		20,752	-261
4,988		4,095	893
25,000		26,095	-1,095
10,585		10,646	-61
10,394		8,838	1,556
2,977		2,561	416
6,634		6,452	182
4,398		4,392	6
33,178		30,548	2,630
6,805		6,075	730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			35
			175
			119
			936
			1
			400
			464
			1,262
			340
			77
			1,275
			35
			146
			10
			-794
			35
			1,068
			330
			1,987
			1,977
			211
			5,662
			-13
			23
			264
			870
			556
			30
			97

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			900
			1,066
			-4
			592
			92
			-61
			897
			1,343
			2,304
			-20
			-5
			1,985
			46
			151
			179
			2,128
			677
			-302
			-9
			-71
			18
			574
			208
			3,089
			-522
			553
			321
			5,484
			27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,068
			34
			4,186
			-1,537
			93
			178
			1,698
			-21
			1,009
			137
			-509
			12
			117
			69
			275
			-423
			1,156
			491
			-929
			-20
			417
			9
			35
			-119
			596
			2,762
			1,671
			36
			61

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			104
			167
			-22
			554
			-292
			3,803
			768
			112
			-1,131
			75
			-65
			1,258
			-535
			-311
			25
			-33
			3,548
			70
			-8
			-261
			893
			-1,095
			-61
			1,556
			416
			182
			6
			2,630
			730

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UPPER MAINLINE YMCA UPPER MAINLINE YMCA 1416 BERWYN PAOLI RD 1416 BERWYN PAOLI RD BERWYN, PA 19312		PUBLIC	GENERAL OPERATING EXPENSES	4,000
WEST CHESTER UNIVERSITY FOUNDATION WEST CHESTER UNIVERSITY FOUNDATION PO BOX 541 PO BOX 541 WEST CHESTER, PA 19381		PUBLIC	GENERAL OPERATING EXPENSES	20,000
CHESTER COUNTY FOOD BANK CHESTER COUNTY FOOD BANK 601 WESTTOWN ROAD 601 WESTTOWN ROAD WEST CHESTER, PA 193800990		PUBLIC	GENERAL OPERATING EXPENSES	1,000
BERWYN METHODIST CHURCH BERWYN METHODIST CHURCH 140 WATERLOO AVENUE 140 WATERLOO AVENUE BERWYN, PA 193121733		PUBLIC	GENERAL OPERATING EXPENSES	2,000
SAINT PATRICK'S CHURCH SAINT PATRICK'S CHURCH ROBERTS CHANNING AVES ROBERTS CHANNING AVES MALVERN, PA 19355		PUBLIC	GENERAL OPERATING EXPENSES	2,000
CHESTER COUNTY BOY SCOUTS CHESTER COUNTY BOY SCOUTS 504 SOUTH CONCORD RD 504 SOUTH CONCORD RD WEST CHESTER, PA 19382		PUBLIC	GENERAL OPERATING EXPENSES	5,000
GREAT VALLEY HIGH SCHOOL GREAT VALLEY HIGH SCHOOL 225 PHOENIXVILLE PIKE 225 PHOENIXVILLE PIKE MALVERN, PA 19355		PUBLIC	GENERAL OPERATING EXPENSES	450
WEST CHESTER UNIVERSITY FOUNDATION WEST CHESTER UNIVERSITY FOUNDATION PO BOX 541 PO BOX 541 WEST CHESTER, PA 19381		PUBLIC	GENERAL OPERATING EXPENSES	5,000
HELP HOPE LIVE HELP HOPE LIVE 100 MATSONFORD RD 100 MATSONFORD RD RADNOR, PA 19087		PUBLIC	GENERAL OPERATING EXPENSES	1,000
PAOLI HOSPITAL FOUNDATION PAOLI HOSPITAL FOUNDATION 255 WEST LANCASTER AVE 255 WEST LANCASTER AVE PAOLI, PA 19301		PUBLIC	GENERAL OPERATING EXPENSES	500
JUST 4 PA KIDS JUST 4 PA KIDS 1046 LENAPE ROAD 1046 LENAPE ROAD WEST CHESTER, PA 19382		PUBLIC	GENERAL OPERATING EXPENSES	1,250
GREAT VALLEY NATURE CENTER GREAT VALLEY NATURE CENTER 4251 STATE RD 4251 STATE RD DEVAULT, PA 19432		PUBLIC	GENERAL OPERATING EXPENSES	1,500
GREAT VALLEY FOUNDATION GREAT VALLEY FOUNDATION PO BOX 74 PO BOX 74 MALVERN, PA 19355		PUBLIC	GENERAL OPERATING EXPENSES	1,000
BERWYN'S VICTORY RUN BERWYN'S VICTORY RUN PO BOX 201 PO BOX 201 BERWYN, PA 19312		PUBLIC	GENERAL OPERATING EXPENSES	250
STURZEBECKER FOUNDATION STURZEBECKER FOUNDATION 700 SOUTH HIGH STREET 700 SOUTH HIGH STREEET WEST CHESTER, PA 19383		PUBLIC	GENERAL OPERATING EXPENSES	250
Total				45,200

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2013

Name of the organization
THE THOMAS A FILLIPPO FOUNDATION
TA FILLIPPO & JS FILLIPPOTTEES

Employer identification number
20-0218191

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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 for 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 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
 THE THOMAS A FILLIPPO FOUNDATION
 TA FILLIPPO & JS FILLIPPOTTEES

Employer identification number
 20-0218191

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	CHAR LEAD TUW - LUCY R DIFILLIPPO DNB WEALTH MANAGEMENT 410 EXTON SQUARE PARKWAY EXTON, PA 19341	\$ 47,522	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE THOMAS A FILLIPPO FOUNDATION
TA FILLIPPO & JS FILLIPPOTTEES

Employer identification number
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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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
THE THOMAS A FILLIPPO FOUNDATION
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Employer identification number
20-0218191

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. See instructions.) ▶ \$
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
_____ _____ _____	_____ _____ _____

TY 2013 Accounting Fees Schedule

Name: THE THOMAS A FILLIPPO FOUNDATION

TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	4,200	1,260		2,940

TY 2013 Compensation Explanation

Name: THE THOMAS A FILLIPPO FOUNDATION

TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Person Name	Explanation
THOMAS A FILLIPPO	
JOANNE S FILLIPPO	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE THOMAS A FILLIPPO FOUNDATION
TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DNB A/C A - FIXED INCOME		
DNB A/C A - INT'L FIXED INCOME		
DNB A/C B - FIXED INCOME		
DNB A/C B - INT'L FIXED INCOME		
DNB A/C A - NON TAXABLE FIXED INCOME		
DNB A/C B - NON TAXABLE FIXED INCOME		
DNB A/C B - CORPORATE BONDS	77,158	82,984
DNB A/C B - FIXED INCOME MUTUAL FUND	125,786	127,342
DNB A/C A - CORPORATE BONDS	72,911	80,339
DNB A/C A - FIXED INCOME MUTUAL FUND	63,249	64,076

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE THOMAS A FILLIPPO FOUNDATION
TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DNB A/C A - DOMESTIC EQUITIES		
DNB A/C A - INT'L EQUITIES		
DNB A/C B - DOMESTIC EQUITIES		
DNB A/C B - INT'Y EQUITIES		
DNB A/C A - EQUITY MUTUAL FUNDS	214,725	225,645
DNB A/C B - EQUITY MUTUAL FUNDS	352,095	369,359

**TY 2013 Investments Government
Obligations Schedule**

Name: THE THOMAS A FILLIPPO FOUNDATION
TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

**US Government Securities - End of
Year Book Value:** 27,308

**US Government Securities - End of
Year Fair Market Value:** 26,994

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Legal Fees Schedule

Name: THE THOMAS A FILLIPPO FOUNDATION

TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,343	403		940

TY 2013 Other Expenses Schedule

Name: THE THOMAS A FILLIPPO FOUNDATION
 TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DNB CHKING A/C SERVICE CHRGES	50			50
DNB DOC FEE - TRUST A	133			133
DNB DOC FEE - TRUST B	133			133

TY 2013 Other Increases Schedule

Name: THE THOMAS A FILLIPPO FOUNDATION
 TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Description	Amount
MISC. COST BASIS & MKT ADJ. FOR BONDS	16,138

TY 2013 Other Professional Fees Schedule

Name: THE THOMAS A FILLIPPO FOUNDATION

TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DNB ASSET MGMT FEES - TRUST A	3,652	1,096		2,556
DNB ASSET MGMT FEES - TRUST B	5,806	1,742		4,064

TY 2013 Taxes Schedule

Name: THE THOMAS A FILLIPPO FOUNDATION

TA FILLIPPO & JS FILLIPPOTTEES

EIN: 20-0218191

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX TRUST A	49			
FOREIGN TAX TRUST B	81			