

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 instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE TOPPER FOUNDATION		A Employer identification number 20-0523820	
Number and street (or P O box number if mail is not delivered to street address) 1762 ARDEN LANE		Room/suite	
		B Telephone number (see instructions) (610) 791-3800	
City or town, state or province, country, and ZIP or foreign postal code BETHLEHEM, PA 18015			
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) ▶ \$ 14,115,048		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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	4,845,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	134,371	134,371	134,371	
	4 Dividends and interest from securities	6,718	6,718	6,718	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,871			
	b Gross sales price for all assets on line 6a	373,229			
	7 Capital gain net income (from Part IV, line 2)		2,229		
	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)	-438,152		-438,152		
12 Total. Add lines 1 through 11	4,562,808	143,318	-297,063		
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)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	22,598	22,598		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23	23		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	22,621	22,621		
	25 Contributions, gifts, grants paid	1,039,718			1,039,718
26 Total expenses and disbursements. Add lines 24 and 25	1,062,339	22,621		1,039,718	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,500,469				
b Net investment income (if negative, enter -0-)		120,697			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	164,778	753,510	753,510
	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)			
	b Investments—corporate stock (attach schedule)	8,953,998	13,361,538	13,361,538
	c Investments—corporate bonds (attach schedule)			
	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)	9,118,776	14,115,048	14,115,048	
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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	9,118,776	14,115,048		
30 Total net assets or fund balances (see instructions)	9,118,776	14,115,048		
31 Total liabilities and net assets/fund balances (see instructions) .	9,118,776	14,115,048		

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	9,118,776
2 Enter amount from Part I, line 27a	2	3,500,469
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,495,803
4 Add lines 1, 2, and 3	4	14,115,048
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	14,115,048

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				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	2,229
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	717,441	6,771,070	0 105957
2015	439,543	7,315,408	0 060085
2014	376,715	3,753,179	0 100372
2013	132,970	244,039	0 544872
2012	111,614	49,939	2 235007

2 Total of line 1, column (d)	2	3 046293
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 609259
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	13,783,476
5 Multiply line 4 by line 3	5	8,397,707
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,207
7 Add lines 5 and 6	7	8,398,914
8 Enter qualifying distributions from Part XII, line 4	8	1,039,718

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total tax due. Total amount owed is 2,483.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

Located at 1762 ARDEN LANE BETHLEHEM PA ZIP+4 18015

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(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	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/>		6b
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	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>		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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH V TOPPER JR 1762 ARDEN LANE BETHLEHEM, PA 18015	PRESIDENT 000 00	0	0	0
MAUREEN TOPPER 1762 ARDEN LANE BETHLEHEM, PA 18015	SECRETARY 000 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	Title, and average hours per week (b) 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. ▶

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 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	13,499,822
b	Average of monthly cash balances.	1b	493,555
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,993,377
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	13,993,377
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	209,901
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,783,476
6	Minimum investment return. Enter 5% of line 5.	6	689,174

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	689,174
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,414
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,414
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	686,760
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	686,760
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	686,760

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	1,039,718
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	1,039,718
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	1,039,718

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				686,760
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	109,159			
b From 2013.	120,768			
c From 2014.	189,861			
d From 2015.	74,936			
e From 2016.	381,138			
f Total of lines 3a through e.	875,862			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,039,718</u>				
a Applied to 2016, 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 2017 distributable amount.				686,760
e Remaining amount distributed out of corpus	352,958			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,228,820			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	109,159			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,119,661			
10 Analysis of line 9				
a Excess from 2013.	120,768			
b Excess from 2014.	189,861			
c Excess from 2015.	74,936			
d Excess from 2016.	381,138			
e Excess from 2017.	352,958			

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 2017, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
JOSEPH V TOPPER JR
1762 ARDEN LANE
BETHLEHEM, PA 18015
(610) 791-3800

b The form in which applications should be submitted and information and materials they should include
NO SPECIAL FORMS ARE REQUIRED

c Any submission deadlines
APPLICATIONS ARE ACCEPTED AT ANY TIME

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NO RESTRICTIONS OR LIMITATIONS

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				1,039,718
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues, Interest on savings, Dividends, Net rental income, and Subtotal. Total amount is -282,192.

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

Table with 2 columns: Line No. and Explanatory text. The text column is for explaining how each activity contributes to the foundation's exempt purposes.

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

Part XVII

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.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.
Sign Here 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 section containing fields for Print/Type preparer's name (JOHN S LISICKY), Preparer's Signature, Date (2018-11-02), Check if self-employed, PTIN (P00001423), Firm's name (BUCKNO LISICKY & COMPANY PC), Firm's EIN (23-2426656), and Firm's address (645 HAMILTON ST SUITE 204 ALLENTOWN, PA 181012108).

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>				
ASSUMPTION BVM CHURCH 4101 OLD BETHLEHEM PIKE COLESVILLE, PA 18015	NONE	PAID	GENERAL CHARITABLE	20,400
ALLENTOWN CENTRAL CATHOLIC HS 301 N 4TH STREET ALLENTOWN, PA 18102	NONE	PAID	GENERAL CHARITABLE	3,400
AMERICAN CANCER SOCIETY 1275 MAMORONECK AVE WHITE PLAINS, NY 10605	NONE	PAID	GENERAL CHARITABLE	4,583
Total 3a				1,039,718

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>				
AUGUSTINIAN FUND 214 ASHWOOD ROAD VILLANOVA, PA 19085	NONE	PAID	GENERAL CHARITABLE	115,020
BIG BROTHERS BIG SISTERS 40 RECTOR ST NEW YORK, NY 10006	NONE	PAID	GENERAL CHARITABLE	10,000
BOY & GIRLS CLUB OF ALLENTOWN 720 N 6TH STREET ALLENTOWN, PA 18102	NONE	PAID	GENERAL CHARITABLE	1,800
Total 				1,039,718
3a				

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>				
CATHOLIC RELIEF SERVICES 228 W LEXINGTON STREET BALTIMORE, MD 21201	NONE	PAID	GENERAL CHARITABLE	1,000
COMMUNITY ACTION COMMITTEE 1337 E 5TH STREET BETHLEHEM, PA 18015	NONE	PAID	GENERAL CHARITABLE	3,000
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034	NONE	PAID	GENERAL CHARITABLE	50,000
Total 3a				1,039,718

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>				
EASTERSEALS1501 LEHIGH STREET SUITE 201 ALLENTOWN, PA 18103	NONE	PAID	GENERAL CHARITABLE	2,500
GIRL SCOUTS3633 MORAVIAN AVENUE ALLENTOWN, PA 18103	NONE	PAID	GENERAL CHARITABLE	500
GOOD SHEPHERD 850 SOUTH FIFTH STREET ALLENTOWN, PA 18103	NONE	PAID	GENERAL CHARITABLE	50,000
Total ▶ 3a				1,039,718


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>				
HEALEY EDUCATION FUND 2040 BRIGGS ROAD SUITE C MOUNT LAUREL, NJ 08054	NONE	PAID	GENERAL CHARITABLE	17,500
HISTORIC BETHLEHEM 74 WEST BROAD STREET SUITE 260 BETHLEHEM, PA 18018	NONE	PAID	GENERAL CHARITABLE	60
LEHIGH VALLEY HEALTH NETWORK PO BOX 689 ALLENTOWN, PA 18105	NONE	PAID	GENERAL CHARITABLE	40,000
Total 3a			▶	1,039,718

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>				
LEUKEMIA & LYMPHOMA SOCIETY 1525 VALLEY CENTER PKWY SUITE 180 BETHLEHEM, PA 18017	NONE	PAID	GENERAL CHARITABLE	600
MARY KNOLL FATHER & BROTHERS 55 RYDER ROAD OSSINING, NY 10562	NONE	PAID	GENERAL CHARITABLE	300
MARY'S SHELTER OF LV325 S 12TH ST READING, PA 19602	NONE	PAID	GENERAL CHARITABLE	12,380
Total ▶ 3a				1,039,718

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>				
MERCY SPECIAL LEARNING CENTER 830 S WOODWARD STREET ALLENTOWN, PA 18103	NONE	PAID	GENERAL CHARITABLE	30,420
NABC FOUNDATION 1111 MAIN STREET SUITE 1000 KANSAS CITY, MO 64105	NONE	PAID	GENERAL CHARITABLE	12,500
NEW BETHANY MINISTRIES 333 WEST FOURTH STREET BETHLEHEM, PA 18015	NONE	PAID	GENERAL CHARITABLE	500
Total 				1,039,718
3a				

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>				
NJ GOLF FOUNDATION 811 RATTLESNAKE BRIDGE RD BEDMINSTER TOWNSHIP, NJ 07921	NONE	PAID	GENERAL CHARITABLE	700
PA HORTICULTURAL SOCIETY 100 N 20TH STREET 5TH FLOOR PHILADELPHIA, PA 19103	NONE	PAID	GENERAL CHARITABLE	500
PBS2100 CRYSTAL DRIVE ARLINGTON, VA 22202	NONE	PAID	GENERAL CHARITABLE	500
Total ▶ 3a				1,039,718

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>				
ST ANNE'S RETIREMENT COMMUNITY 3952 COLUMBIA AVENUE WEST HEMPFIELD TWSP, PA 17512	NONE	PAID	GENERAL CHARITABLE	10,000
ST JOHNS CATHOLIC 924 N FRONT STREET ALLENTOWN, PA 18102	NONE	PAID	GENERAL CHARITABLE	5,000
ST LUKES901 OSTRUM STREET BETHLEHEM, PA 18015	NONE	PAID	GENERAL CHARITABLE	50
Total ▶ 3a				1,039,718

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>				
ST MICHAELS THE ARCHANGEL SCHOOL 4121 OLD BETHLEHEM PIKE BETHLEHEM, PA 18015	NONE	PAID	GENERAL CHARITABLE	200
SECOND HARVEST FOOD BANK 6969 SILVER CREST ROAD NAZARETH, PA 18064	NONE	PAID	GENERAL CHARITABLE	5,045
SPECIAL OLYMPICS 2570 BLVD OF THE GENERALS SUITE 124 NORRISTOWN, PA 19403	NONE	PAID	GENERAL CHARITABLE	5,000
Total ▶ 3a				1,039,718

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
TRINITY HALL 101 CORREGIDOR ROAD TINTON FALLS, NJ 07724	NONE	PAID	GENERAL CHARITABLE	130,000
UNITED WAY OF THE GREATER LV 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109	NONE	PAID	GENERAL CHARITABLE	500,000
VILLANOVA UNIVERSITY 800 LANCASTER AVENUE VILLANOVA, PA 19085	NONE	PAID	GENERAL CHARITABLE	5,760
Total ▶ 3a				1,039,718

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>				
YWCA3893 ADLER PLACE BETHLEHEM, PA 18017	NONE	PAID	GENERAL CHARITABLE	500
Total				1,039,718
3a				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a THE BLACKSTONE GROUP			14	30	
b BUCKEYE PARTNERS			14	-98,428	
c SUNOCO LP			14	-1,599	
d CROSSAMERICA PARTNERS			14	67,554	
e CROSSAMERICA PARTNERS			14		
f BLUEKNIGHT ENERGY PARTNERS			14	-103,073	
g DCP MIDSTREAM			14	-36,904	
h ENERGY TRANSFER PARTNERS			14	-60,206	
i ENTERPRISE PRODUCTS PARTNER			14	-41,742	
j ENLINK MIDSTREAM PARTNERS			14	-55,644	
k PBF LOGISTICS			14	-4,164	
I PLAINS ALL AMERICAN PIPELIN			14	-88,609	
m TALLGRASS ENERGY PARTNERS			14	-15,367	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: THE TOPPER FOUNDATION

EIN: 20-0523820

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
RBC 1099-B	2017-01	PURCHASE	2017-12		6,193				6,193	
RBC 1099-B	2017-01	PURCHASE	2017-12		4,646	4,706			-60	
RBC 1099-B	2017-01	PURCHASE	2017-12		30,156	23,982			6,174	
RBC 1099-B	2017-01	PURCHASE	2017-12		52,049	58,010			-5,961	
RBC 1099-B	2017-01	PURCHASE	2017-12		24,987	21,674			3,313	
M L 47 1099-B	2016-01	PURCHASE	2017-04		252,969	249,986			2,983	

TY 2017 Investments Corporate Stock Schedule**Name:** THE TOPPER FOUNDATION**EIN:** 20-0523820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY INVESTMENTS	13,361,538	13,361,538
OTHER INVESTMENT		
PDT TRUST CONTRIBUTION		

TY 2017 Other Income Schedule**Name:** THE TOPPER FOUNDATION**EIN:** 20-0523820**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
THE BLACKSTONE GROUP	30		30
BUCKEYE PARTNERS	-98,428		-98,428
SUNOCO LP	-1,599		-1,599
CROSSAMERICA PARTNERS	67,554		67,554
BLUEKNIGHT ENERGY PARTNERS	-103,073		-103,073
DCP MIDSTREAM	-36,904		-36,904
ENERGY TRANSFER PARTNERS	-60,206		-60,206
ENTERPRISE PRODUCTS PARTNERS	-41,742		-41,742
ENLINK MIDSTREAM PARTNERS	-55,644		-55,644
PBF LOGISTICS	-4,164		-4,164
PLAINS ALL AMERICAN PIPELINE	-88,609		-88,609
TALLGRASS ENERGY PARTNERS	-15,367		-15,367

TY 2017 Other Increases Schedule**Name:** THE TOPPER FOUNDATION**EIN:** 20-0523820

Description	Amount
UNREALIZED INVESTMENTS	1,495,803

TY 2017 Other Professional Fees Schedule**Name:** THE TOPPER FOUNDATION**EIN:** 20-0523820

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH 59	407	407		
MERRILL LYNCH 09	19,133	19,133		
MORGAN STANLEY 38482 FEES	1,166	1,166		
RBC CAPITAL MARKETS, LLC	360	360		
INVESTMENT ADVISORY FEES	407	407		
ACCOUNTANT	1,125	1,125		

TY 2017 Taxes Schedule**Name:** THE TOPPER FOUNDATION**EIN:** 20-0523820

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RBC FT	23	23		
MORGAN STANLEY 38482 FT				
BUCKEYE K-1				
TAXES				

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

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

OMB No 1545-0047
2017

Name of the organization
THE TOPPER FOUNDATION

Employer identification number
20-0523820

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE TOPPER FOUNDATION	Employer identification number 20-0523820
--	---

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	PATRICIA DUNNE TOPPER TRUST 645 HAMILTON STREET SUITE 500 ALLENTOWN, PA 18101	\$ 4,845,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)
		\$	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 TOPPER FOUNDATION	Employer identification number 20-0523820
--	---

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
1	100,000 SHARES CST BRANDS SHARES	\$ 4,845,000	2017-06-19
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE TOPPER FOUNDATION	Employer identification number 20-0523820
--	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>