

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](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2017**

**Open to Public Inspection**

**For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018**

Name of foundation POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION		<b>A Employer identification number</b> 23-2344729	
Number and street (or P O box number if mail is not delivered to street address) 152 EAST HIGH STREET SUITE 500		Room/suite	
		<b>B Telephone number (see instructions)</b> (610) 323-2006	
City or town, state or province, country, and ZIP or foreign postal code POTTSTOWN, PA 19464			
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 80,176,944		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

<b>Part I Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	702			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	1,951,749	1,951,749		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,635,721			
	<b>b</b> Gross sales price for all assets on line 6a	12,552,964			
	<b>7</b> Capital gain net income (from Part IV, line 2)		2,635,721		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	1,380	0			
<b>12 Total.</b> Add lines 1 through 11	4,589,552	4,587,470			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	221,769	88,708		133,036
	<b>14</b> Other employee salaries and wages	569,090	149,314		419,769
	<b>15</b> Pension plans, employee benefits	160,313	43,464		118,807
	<b>16a</b> Legal fees (attach schedule)	22,498	22,498		0
	<b>b</b> Accounting fees (attach schedule)	21,500	4,300		14,000
	<b>c</b> Other professional fees (attach schedule)	188,723	75,752		132,412
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	104,086	17,215		45,522
	<b>19</b> Depreciation (attach schedule) and depletion	24,851	24,851		
	<b>20</b> Occupancy	73,919	14,784		59,351
	<b>21</b> Travel, conferences, and meetings	55,326	11,065		46,172
	<b>22</b> Printing and publications	14,048	2,810		10,994
	<b>23</b> Other expenses (attach schedule)	594,358	38,352		491,653
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	2,050,481	493,113		1,471,716
	<b>25</b> Contributions, gifts, grants paid	2,776,557			2,698,967
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	4,827,038	493,113		4,170,683	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-237,486				
<b>b Net investment income</b> (if negative, enter -0-)		4,094,357			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	87,496	102,082	102,082
	<b>2</b> Savings and temporary cash investments . . . . .	99,268	70,176	70,176
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	21,662	25,612	25,612
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	76,792,903	77,633,965	77,633,965
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	3,460,000	2,274,614	2,274,614
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 350,050 Less accumulated depreciation (attach schedule) ▶ 279,555	53,979	70,495	70,495
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	80,515,308	80,176,944	80,176,944	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	344,785	356,938	
	<b>18</b> Grants payable . . . . .	123,568	201,158	
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	25,079,531	20,078,755	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	25,547,884	20,636,851	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	54,967,424	59,540,093	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	54,967,424	59,540,093		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	80,515,308	80,176,944		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	54,967,424
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-237,486
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	4,810,155
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	59,540,093
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	59,540,093

**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)
<b>1 a</b> TOO VOLUMINOUS TO LIST - DETAILS AVAILABLE AT TAXPAYER'S OFFICE	P		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 12,552,964		9,917,243	2,635,721
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			2,635,721
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>2</b>	2,635,721
<b>3</b> 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	<b>3</b>	

**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?  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part  Yes  No

**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	4,326,460	78,157,377	0 055356
2015	4,599,469	77,310,316	0 059494
2014	4,063,803	82,159,403	0 049462
2013	3,727,529	81,008,575	0 046014
2012	3,566,515	76,166,946	0 046825
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 257151
<b>3</b> 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			<b>3</b> 0 051430
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 80,212,290
<b>5</b> Multiply line 4 by line 3			<b>5</b> 4,125,318
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 40,944
<b>7</b> Add lines 5 and 6			<b>7</b> 4,166,262
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 4,170,683

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 calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,039.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns for various questions regarding political activities, tax returns, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

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

Located at 152 E HIGH STREET SUITE 500 POTTSTOWN PA ZIP+4 19464

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15

16 At any time during calendar year 2017, 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? 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.

Main table for Part VII-B 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)

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(2)</b> 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	
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(4)</b> 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	
	<b>(5)</b> 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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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. . . . . ▶			<b>5b</b>
<b>c</b>	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	
<b>6a</b>	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>b</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>			<b>6b</b>
<b>7a</b>	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>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>

**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	Expense account, (e) other allowances
See Additional Data Table				

**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	Expense account, (e) other allowances
HOWARD BROWN 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	PROGRAM OFFICER 40 00	109,364	23,350	0
LAURA DEFLAVIA 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	CONTROLLER 40 00	114,239	14,432	0
CRAIG COLISTRA 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	PROGRAM OFFICER 40 00	74,804	21,433	0
ROSEMARIE WALTERS 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	OFFICE MANAGER 40 00	73,754	21,962	0
<b>Total number of other employees paid over \$50,000.</b>				0

**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
PUBLIC HEALTH MANAGEMENT CORP 1500 MARKET ST 1500 PHILADELPHIA, PA 19102	HEALTHCARE CONSULTING	196,027
VERALON 1628 JOHN F KENNEDY BLVD 500 PHILADELPHIA, PA 19103	HEALTHCARE CONSULTING	64,504
<b>Total number of others receiving over \$50,000 for professional services.</b>		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	81,171,894
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	187,152
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	74,751
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	81,433,797
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	81,433,797
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,221,507
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	80,212,290
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	4,010,615

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	4,010,615
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	40,944
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	40,944
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	3,969,671
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	3,969,671
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,969,671

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	4,170,683
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	4,170,683
<b>5</b>	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).	<b>5</b>	40,944
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	4,129,739

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				3,969,671
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .			36,667	
<b>d</b> From 2015. . . . .			797,761	
<b>e</b> From 2016. . . . .			501,389	
<b>f</b> Total of lines 3a through e. . . . .	1,335,817			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>4,170,683</u>				
<b>a</b> Applied to 2016, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				3,969,671
<b>e</b> Remaining amount distributed out of corpus	201,012			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,536,829			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				0
<b>7</b> 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). . . . .	0			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	1,536,829			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .			36,667	
<b>c</b> Excess from 2015. . . . .			797,761	
<b>d</b> Excess from 2016. . . . .			501,389	
<b>e</b> Excess from 2017. . . . .			201,012	

**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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

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**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

HOWARD BROWN CRAIG COLISTRA PROGRAM  
152 EAST HIGH STREET SUITE 500  
POTTSTOWN, PA 19464  
(610) 323-2006

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

GRANT APPLICATIONS ARE TO BE COMPLETED AND POTENTIAL GRANTEEES NEED TO PROVIDE AN ORGANIZATION BUDGET, A PROGRAM BUDGET, AN IRS DETERMINATION LETTER, MOST RECENT AUDIT REPORT AND/OR FORM 990

**c** Any submission deadlines

SUBMISSION DEADLINES VARY BASED ON EACH FALL AND SPRING GRANT ROUND

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

A POTENTIAL GRANTEE ORGANIZATION MUST BE A NON-PROFIT ORGANIZATION LOCATED WITHIN 10 MILES OF THE BOROUGH OF POTTSTOWN. THE GRANT MUST FALL WITHIN ONE OF THE ORGANIZATION'S THREE CORE PRIORITIES OF (1) FUNDING PROGRAMS AND SOLUTIONS FOR LONG-TERM IMPROVEMENT IN HEALTHY BEHAVIORS, (2) FUNDING PROGRAMS FOR PHYSICAL HEALTH AND EMOTIONAL WELL-BEING, (3) FUNDING LEARNING OPPORTUNITIES AND STRATEGIC PLANNING TO STRENGTHEN NON-PROFITS

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967
<b>b</b> <i>Approved for future payment</i> POTTSTOWN METROPOLITAN REGIONAL PLANNING COMMISSION PO BOX 311 NORRISTOWN, PA 19404		GOVERNMENT ENTITY	POTTSTOWN REGION PARKS MINI GRANT PROGRAM	100,000
TRICOUNTY ACTIVE ADULT CENTER 288 MOSER ROAD POTTSTOWN, PA 19464		PUBLIC CHARITY	PRIME TIME HEALTH - MAKING HEALTHIER LIVES POSSIBLE FOR OLDER ADULTS	45,000
<b>Total . . . . .</b> ▶ <b>3b</b>				145,000

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		<b>(e)</b> Related or exempt function income (See instructions )
	<b>(a)</b> Business code	<b>(b)</b> Amount	<b>(c)</b> Exclusion code	<b>(d)</b> Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	1,951,749	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	2,635,721	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
<b>a</b> SOCIAL/EMOTIONAL TOOLKIT SALES		1,380			
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .		1,380		4,587,470	0
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations )					<b>4,588,850</b>

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

<b>Line No.</b> ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
11	SOCIAL/EMOTIONAL TOOLKITS CONTRIBUTE TO THE ACCOMPLISHMENT OF THE
11	ORGANIZATION'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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

- 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 [X] 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] 2018-11-12 [Title]
May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Table for Preparer Information: Print/Type preparer's name (STACY CULLEN), Preparer's Signature, Date (2018-11-12), Check if self-employed, PTIN (P00974308), Firm's name (TAIT WELLER & BAKER LLP), Firm's EIN (23-1144520), Firm's address (1818 MARKET STREET SUITE 2400 PHILADELPHIA, PA 19103), Phone no (215) 979-8800.

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(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	Expense account, (e) other allowances
DAVID KRAYBILL	PRESIDENT 40 00	221,769	41,372	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
KEITH HARRISON DO FAAFP	SECRETARY 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
MYRA GEHRET FORREST ED D	VICE CHAIRMAN 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
TODD ALDERFER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
PHILIP COOK	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
LINDA FLEDERBACH	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
PETER GLENNON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
MATTHEW CAPPELLETTI	TREASURER 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
B DOUGLAS TRAINER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
DEBORAH LEE	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
ADAM CONISH	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
ASHIA COOPER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
JOHN FOSTER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
SONIA FRECON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
LORI REINHART MUSSON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
CHARLIE PALLADINO 152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5 00	0	0	0
DANNY AARON JR 152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464	TREASURER 5 00	0	0	0
JEFFREY SPARAGANA 152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5 00	0	0	0

**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)				
<b>a</b> <i>Paid during the year</i>				
ACLAMO512 W MARSHALL STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	COMMUNITY HEALTH CONNECTIONS	62,725
BOROUGH OF POTTSTOWN 100 E HIGH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO!, INFOCUS FILM FESITIVAL, MEMORIAL PARK AND WALK BIKE POTTSTOWN	58,000
BOROUGH OF SPRING CITY 6 S CHURCH STREET SPRING CITY, PA 19475		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO! AND BROWN STREET PARK IMPROVEMENTS	25,195
<b>Total . . . . .</b> ▶				<b>2,698,967</b>
<b>3a</b>				



**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)				
<b>a</b> <i>Paid during the year</i>				
BOYERTOWN AREA SCHOOL DISTRICT 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512				
BOYERTOWN LIONS COMMUNITY AMBULANCE SERVICE INC 2 EAST SECOND STREET BOYERTOWN, PA 19512				
BROOKSIDE MONTESSORI 1075 ROUTE 100 BECHTELSTVILLE, PA 19505				
<b>Total . . . . .</b> <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
CAMP HILL VILLAGE KIMBERTON HILLS PO BOX 1045 KIMBERTON, PA 19442				
CARSON VALLEY CHILDREN'S AID 1314 DEKALB STREET NORRISTOWN, PA 19401				
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW SUITE 300 WASHINGTON, DC 20005				
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
CENTRO CULTURAL LATINO UNIDOS INC BOX 613 19 S KEIM STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	DISTRESS TO DE-STRESS & BEAUTY	10,000
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY PO BOX 706 NORRISTOWN, PA 19404		PUBLIC CHARITY	FOSTERING RESILIENCY THROUGH FAMILY ADVOCACY	25,000
CRADLE OF LIBERTY COUNCIL BOY SCOUTS OF AMERICA 1485 VALLEY FORGE ROAD WAYNE, PA 19087		GOVERNMENT ENTITY	SCOUTING WELLNESS, CITIZENSHIP, CHARACTER AND LEADERSHIP DEVELOPMENT FOR YOUTH IN POTTSTOWN	9,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967


**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)				
<b>a</b> <i>Paid during the year</i>				
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN, PA 19464				
DANIEL BOONE AREA SCHOOL DISTRICT 321 N FURNACE ST SUITE 200 BIRDSBORO, PA 19508				
DEVELOPMENTAL ENTERPRISES CORP 333 E AIRY STREET NORRISTOWN, PA 19401				
<b>Total . . . . .</b> <b>3a</b>	▶			2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
DOUGLASS TOWNSHIP 1320 EAST PHILADELPHIA AVENUE GILBERTSVILLE, PA 19525		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO!	1,000
EXPRESSIVE THERAPY CONCEPTS INC 125 PROSPECT STREET PHOENIXVILLE, PA 19460		PUBLIC CHARITY	SMASHVILLE BADMINTON KIDS AND ADULT FITNESS PROGRAMMING	21,000
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE, PA 19403		PUBLIC CHARITY	BUILDING RESILIENCE AMONG YOUNG PARENTS & PROJECT HEARTH	34,865
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
FOUNDATION FOR BOYERTOWN EDUCATION 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512				
FOUNDATION FOR POTTSTOWN EDUCATION 230 BEECH STREET POTTSTOWN, PA 19464				
GARRETT THE GRAND - BATTEN FIGHTER 2430 MAGNOLIA DRIVE GILBERTSVILLE, PA 19525				
<b>Total</b> . . . . . 				
<b>3a</b>				
				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
GREATER POTTSTOWN TENNIS & LEARNING PO BOX 935 POTTSTOWN, PA 19464		PUBLIC CHARITY	GAME, SET COLLEGE AND TENNIS & EDUCATION CENTER	155,000
HEALTH CARE ACCESS 723 WHEATLAND STREET PHOENIXVILLE, PA 19460		PRIVATE FOUNDATION	HEALTH CARE ACCESS PROGRAMS	15,000
HOBART'S RUN NEIGHBORHOOD DISTRICT 860 BEECH STREET POTTSTOWN, PA 19464		PRIVATE SCHOOL	POTTSTOWN AREA SOCIAL INNOVATION LAB	15,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
JULIAN DORSEY FOUNDATION 1014 CHERRINGTON DRIVE HARRISBURG, PA 17110		PUBLIC CHARITY	STRENGTHENING THE INFRASTRUCTURE OF THE JT DORSEY FOUNDATION	15,000
LAUREL HOUSE 605 SWEDE STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	POTTSTOWN AREA SERVICES	4,825
LOWER POTTS GROVE TOWNSHIP 2199 BUCHERT ROAD POTTSTOWN, PA 19464		GOVERNMENT ENTITY	GERALD RICHARDS PARK PHASE III - NEIGHBORHOOD ACCESS PROJECT	25,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967




**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)				
<b>a</b> <i>Paid during the year</i>				
MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY 30 W BARNARD ST STE 1 WEST CHESTER, PA 19382		PUBLIC CHARITY	HEALTHY START AND ACCESS TO BENEFITS FOR VULNERABLE FAMILIES IN POTTSTOWN	43,425
MATERNITY CARE COALITION 200 HAMILTON STREET SUITE 205 PHILADELPHIA, PA 19130		PUBLIC CHARITY	POTTSTOWN EARLY HEAD START AND PARENTING INITIATIVE	50,000
MEALS ON WHEELS OF CHESTER COUNTY INC 3 EAST STOW ROAD MARLTON, NJ 08053		PUBLIC CHARITY	ASSISTANCE IN PURCHASING MEALS FOR NEEDY, HOMEBOUND INDIVIDUAL IN SPRING CITY	2,000
<b>Total</b> . . . . . <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
MONTGOMERY COUNTY COMMUNITY COLLEGE FOUNDATION 101 COLLEGE DRIVE POTTSTOWN, PA 19464		COLLEGE	DENTAL SEALANT DAY	3,703
NORTH COVENTRY TOWNSHIP 845 S HANOVER ST POTTSTOWN, PA 19465		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO! AND RIVERSIDE PARK BOAT DOCK REPLACEMENT	16,000
OJR WILDCAT CREW CLUB 106 PERCHERON DR SPRING CITY, PA 19475		PUBLIC CHARITY	DEVELOPMENT AND EXPANSION OF ROWING IN THE POTTSTOWN AREA ON THE SCHUYLKILL RIVER	15,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
OWEN J ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN, PA 19465			GOVERNMENT ENTITY FIT FOR LIFE PROGRAM	83,000
PINE FORGE ACADEMY 361 PINE FORGE RD PINE FORGE, PA 19548			GOVERNMENT ENTITY PFA FOUR-H (HEALTH, HANDS, HEAD & HEART) PROJECT	20,000
POTTSGROVE SCHOOL DISTRICT 1301 KAUFFMAN RD POTTSTOWN, PA 19464			GOVERNMENT ENTITY 2018-2019 HEALTH & WELLNESS	35,000
<b>Total</b> . . . . . 				2,698,967
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
POTTSTOWN AREA POLICE ATHLETIC LEAGUE PO BOX 176 POTTSTOWN, PA 19464		PUBLIC CHARITY	POTTSTOWN PAL	60,000
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 137 WALNUT STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	BUILDING A HEALTHY COMMUNITY	70,000
POTTSTOWN ATHLETIC CLUB 21 N HANOVER STREET POTTSTOWN, PA 19464		AAU ORGANIZATION	FITNESSTOWN USA III & PADDLE POOL	90,000
<b>Total . . . . . ▶ 3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
POTTSTOWN DOWNTOWN IMPROVEMENT DISTRICT AUTHORITY 17 N HANOVER STREET POTTSTOWN, PA 19464				
POTTSTOWN METROPOLITAN REGIONAL PLANNING COMMISSION PO BOX 311 NORRISTOWN, PA 19404				
POTTSTOWN PARKS & RECREATION FOUNDATION INC 100 E HIGH STREET POTTSTOWN, PA 19464				
<b>Total . . . . .</b> <b>3a</b>	▶			2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464			GOVERNMENT ENTITY HEALTHY SCHOOL COMMUNITIES INITIATIVE	97,500
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464			GOVERNMENT ENTITY PEAK WHOLE CHILD WELLNESS	86,850
PRESERVATION POTTSTOWN 1304 HIGH STREET POTTSTOWN, PA 19464			PUBLIC CHARITY MOSAIC COMMUNITY GARDEN 2018	75,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
PROJECT PURPOSE 699 NORTH PLEASANTVIEW ROAD POTTSTOWN, PA 19464		PUBLIC CHARITY	PROJECT PURPOSE	61,200
RESTORATION DELIVERANCE LIFE CENTER 2871 E HIGH ST POTTSTOWN, PA 19464		PUBLIC CHARITY	FAMILY BASED COMMUNITY AND CHILDCARE PROGRAM	10,000
ROCKSTAR ROLLER DERBYPO BOX 524 POTTSTOWN, PA 19464		PUBLIC CHARITY	ROCKSTAR ROLLER DERBY VENUE & EQUIPMENT UPGRADES	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ROYERSFORD OUTREACH 350 MAIN STREET ROYERSFORD, PA 19468		PUBLIC CHARITY	GENERAL OPERATING FUNDS FOR BUILDING AND PROGRAMS	20,000
SALVATION ARMY137 KING STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	POTTSTOWN WORKS START-UP TO SUSTAINABILITY	57,450
SALVATION ARMY OF BOYERTOWN 409 SOUTH READING AVE BOYERTOWN, PA 19512		PUBLIC CHARITY	COMMUNITY BASKETBALL COURT REPAIRS AND UPGRADES	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,698,967



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SCHUYLKILL RIVER ATHLETIC CLUB 21 N HANOVER STREET POTTSTOWN, PA 19464		AAU ORGANIZATION	C R E W COMMUNITY RECREATIONAL WATER ATHLETICS PROGRAM	10,000
SCHUYLKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DRIVE POTTSTOWN, PA 19464		GOVERNMENT ENTITY	CIRCUIT RIDER	59,736
SPRING-FORD AREA SCHOOL DISTRICT 857 S LEWIS ROAD ROYERSFORD, PA 19468		GOVERNMENT ENTITY	WELLNESS MATTERS <sup>1</sup>	62,500
<b>Total . . . . .</b>				<b>2,698,967</b>

▶ **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)				
<b>a</b> <i>Paid during the year</i>				
SPRING-FORD COUNSELING SERVICES 201 N 4TH AVE ROYERSFORD, PA 19468		SCHOOL	SIGNS OF SUICIDE	7,586
SPRING VALLEY HEAT 2965 E HIGH ST POTTSTOWN, PA 19464		PUBLIC CHARITY	PA HEAT ALLSTARS	10,000
ST ALOYSIUS PARISH SCHOOL 220 N HANOVER STREET POTTSTOWN, PA 19464		CATHOLIC SCHOOL	ENVIRONMENTAL FITNESS INSIDE AND OUTMARKETING AND BRANDING CAMPAIGN	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
THE ERIK FOUNDATION 750 E MARSHALL ST 106 WEST CHESTER, PA 19380				
THE PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BLDG UNIVERSITY PARK, PA 16802				
THE TRISKELES FOUNDATION 707 EAGLEVIEW BLVD SUITE 105 EXTON, PA 19341				
<b>Total</b> . . . . . <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
TRICOUNTY ACTIVE ADULT CENTER 288 MOSER ROAD POTTSTOWN, PA 19464				
TOWNSHIP OF UPPER POTTS GROVE 1409 FARMINGTON AVENUE POTTSTOWN, PA 19464				
TRICOUNTY AREA CHAMBER OF COMMERCE FOUNDATION INC 152 E HIGH STREET SUITE 360 POTTSTOWN, PA 19464				
<b>Total</b> . . . . . <b>3a</b>				2,698,967

**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)					
<b>a</b> <i>Paid during the year</i>					
TRICOUNTY COMMUNITY NETWORK 260 HIGH STREET POTTSTOWN, PA 19464					150,090
UNITED WAY OF BOYERTOWN PO BOX 213 BOYERTOWN, PA 19512					15,000
UNITED WAY OF GREATER PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103					30,785
<b>Total . . . . .</b> <b>3a</b>	<b>▶</b>			2,698,967	

**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)				
<b>a</b> <i>Paid during the year</i>				
UPPER FREDERICK TOWNSHIP PO BOX 597 FREDERICK, PA 194350597		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO!	3,500
VALLEY FORGE TOURISM & CONVENTION BOARD 1000 FIRST AVE SUITE 101 KING OF PRUSSIA, PA 19406		PUBLIC CHARITY	SYMETRA GOLF TOUR	75,000
VISITING NURSE ASSOCIATION 1963 E HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	PERSONAL NAVIGATOR PROGRAM WITH EXPANDED LEGAL SUPPORT	25,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,698,967

**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)				
<b>a</b> <i>Paid during the year</i>				
WELLNESS COUNCIL OF BOYERTOWN PO BOX 87 GILBERTSVILLE, PA 19525		PUBLIC CHARITY	CONTINUING TO CREATE A CULTURE OF WELLNESS & PROFESSIONAL DEVELOPMENT SOFTWARE FOR NON-PROFIT FUNDRAISING	26,500
WEST-MONT CHRISTIAN ACADEMY 873 SOUTH HANOVER STREET POTTSTOWN, PA 19465		SCHOOL	PHYSICAL AND MENTAL RESILIENCY PROGRAM	40,000
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	PHASE 2 STRATEGIC PLAN IMPLEMENTATION & YW HEALTHY PATHWAYS PROJECT	100,000
<b>Total . . . . .</b> ▶				2,698,967
<b>3a</b>				

**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)				
<i>a Paid during the year</i>				
RETURNED GRANT DOLLARS - ARTFUSION 254 E HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	BEECH STREET FACTORY - COMMUNITY PROGRAMS	-2,220
<b>Total . . . . . ▶</b> <b>3a</b>				2,698,967



**TY 2017 Accounting Fees Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
AUDIT	21,500	4,300		14,000

**TY 2017 Investments Corporate Stock Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	77,633,965	77,633,965

**TY 2017 Investments - Other Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
OTHER INVESTMENTS	FMV	2,174,614	2,174,614
PROGRAM RELATED INVESTMENT	FMV	100,000	100,000

**TY 2017 Legal Fees Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	22,498	22,498		0

**TY 2017 Other Expenses Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	990	198		787
COMMUNICATION AND EDUCATIONAL PROGRAMS	68,267	13,653		61,135
OFFICE EXPENSE	15,136	3,027		12,639
DUES AND MEMBERSHIPS	14,736	2,947		11,789
INSURANCE	30,043	6,009		24,034
POSTAGE	2,024	405		1,665
WEBSITE LINK AND MAINTENANCE FEES	6,926	1,385		5,509
EQUIPMENT RENTAL AND SOFTWARE MAINTENANCE	50,156	10,031		46,072
MISCELLANEOUS	3,484	697		2,792
PROGRAM EXPENSES	248,746	0		248,746

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
NONPROFIT EVENTS SUPPORT	29,858	0		29,808
ACCOUNTING CARRYOVER	9,600	0		0
PENSION PLAN - PMMC	67,431	0		0
SEMINAR EXPENSE	46,961	0		46,677

**TY 2017 Other Income Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SOCIAL/EMOTIONAL TOOLKIT SALES	1,380		1,380

**TY 2017 Other Increases Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN ON INVESTMENTS	1,069,182
PENSION BENEFIT - NONOPERATING REVENUE	3,731,688
EAST AUXILIARY GIFT SHOP - NONOPERATING INCOME	9,285



**TY 2017 Other Liabilities Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
ACCRUED PENSION EXPENSE	25,079,531	20,078,755

**TY 2017 Other Professional Fees Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT MANAGEMENT AND ADVISORY FEES	47,509	47,509		0
CONSULTING	141,214	28,243		132,412

**TY 2017 Taxes Schedule**

**Name:** POTTSTOWN AREA HEALTH AND WELLNESS  
FOUNDATION

**EIN:** 23-2344729

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PAYROLL TAXES	63,494	17,215		45,522
EXCISE TAX	40,592	0		0