Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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

Name of foundation
POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

A Employer identification number
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 Telephone number
(610) 323-2006

City or town, state, and ZIP code
POTTSTOWN, PA 19464

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 79,432,225.

J Accounting method [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,850,866.	1,850,866.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,166,279.			STATEMENT 2
	b	Gross sales price for all assets on line 6a 19,831,249.				
	7	Capital gain net income (from Part IV, line 2)		1,166,171.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	19,405.	0.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	3,036,550.	3,017,037.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	181,703.	72,800.		109,200.
	14	Other employee salaries and wages	351,020.	112,509.		238,327.
	15	Pension plans, employee benefits	132,180.	38,305.		98,428.
	16a	Legal fees STMT 4	17,289.	17,289.		0.
	b	Accounting fees STMT 5	22,750.	4,550.		18,200.
	c	Other professional fees STMT 6	89,753.	70,163.		21,930.
	17	Interest				
	18	Taxes STMT 7	50,000.	50,000.		0.
	19	Depreciation and depletion	23,001.	23,001.		
	20	Occupancy	97,800.	19,560.		60,302.
	21	Travel, conferences, and meetings	25,822.	5,164.		20,287.
	22	Printing and publications	20,089.	4,018.		13,049.
	23	Other expenses STMT 8	301,008.	30,778.		216,182.
	24	**Total operating and administrative expenses** Add lines 13 through 23	1,312,415.	448,137.		795,905.
	25	Contributions, gifts, grants paid	2,299,964.			2,935,041.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,612,379.	448,137.		3,730,946.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-575,829.			
	b	**Net investment income** (if negative, enter -0-)		2,568,900.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions Form **990-PF** (2010)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,840.	85,428.	85,428.
	2 Savings and temporary cash investments	161,679.	71,864.	71,864.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,870.	11,904.	11,904.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 10	59,632,518.	66,916,851.	66,916,851.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	10,544,308.	12,335,795.	12,335,795.
	14 Land, buildings, and equipment basis ▶ 230,671.			
	Less accumulated depreciation ▶ 220,288.	23,671.	10,383.	10,383.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	70,386,886.	79,432,225.	79,432,225.
Liabilities	17 Accounts payable and accrued expenses	1,015,999.	953,286.	
	18 Grants payable	838,700.	212,075.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	26,287,467.	18,546,034.	
	23 Total liabilities (add lines 17 through 22)	28,142,166.	19,711,395.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	42,244,720.	59,720,830.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] 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			
	30 Total net assets or fund balances	42,244,720.	59,720,830.	
	31 Total liabilities and net assets/fund balances	70,386,886.	79,432,225.	

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	42,244,720.
2 Enter amount from Part I, line 27a	2	-575,829.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	18,051,939.
4 Add lines 1, 2, and 3	4	59,720,830.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,720,830.

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	TOO VOLUMINOUS TO LIST - DETAILS AVAILABLE			
b	AT TAXPAYER'S OFFICE	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	19,830,699.		18,664,528.	1,166,171.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				1,166,171.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,166,171.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2009	3,953,437.	70,609,936.	.055990
2008	4,345,702.	69,589,804.	.062447
2007			
2006			
2005			

2 Total of line 1, column (d)	2	.118437
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	.059219
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	75,306,900.
5 Multiply line 4 by line 3	5	4,459,599.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,689.
7 Add lines 5 and 6	7	4,485,288.
8 Enter qualifying distributions from Part XII, line 4	8	3,730,946.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	51,378.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	51,378.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	51,378.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	55,653.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	55,653.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,275.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶		4,275. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.POTTSTOWNFOUNDATION.ORG

14 The books are in care of ▶ DAVID KRAYBILL, EXECUTIVE DIRECTOR Telephone no ▶610-323-2006

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 N/A

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		181,703.	25,117.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURIE BETTS - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	PROGRAM OFFICER 32.00	92,037.	17,568.	0.
LAURA DEFLAVIA - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	CONTROLLER 40.00	94,344.	3,343.	0.
ROSEMARIE CREWS - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	OFFICE MANAGER 40.00	54,413.	16,878.	0.
KIM MANSUR - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	PROGRAM ASST 40.00	44,581.	15,387.	0.

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2010)

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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	76,254,005.
b	Average of monthly cash balances	1b	182,005.
c	Fair market value of all other assets	1c	17,696.
d	Total (add lines 1a, b, and c)	1d	76,453,706.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	76,453,706.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,146,806.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,306,900.
6	**Minimum investment return** Enter 5% of line 5	6	3,765,345.

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	3,765,345.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	51,378.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	51,378.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,713,967.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,713,967.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,713,967.

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	3,730,946.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,730,946.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,730,946.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,713,967.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008 879,976.				
e From 2009 444,523.				
f Total of lines 3a through e	1,324,499.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 3,730,946.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				3,713,967.
e Remaining amount distributed out of corpus	16,979.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,341,478.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,341,478.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 879,976.				
d Excess from 2009 444,523.				
e Excess from 2010 16,979.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

SEE STATEMENT 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				
Total			▶ 3a	2,935,041.
b Approved for future payment				
BOYERTOWN AREA YMCA 301 W. SPRING STREET BOYERTOWN, PA 19512		PUBLIC CHARITY	SAVE OUR Y RENOVATIONS TO GYMNASIUM	10,000.
Total			▶ 3b	10,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,850,866.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,166,279.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER REVENUE					19,405.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		3,017,145.	19,405.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,036,550.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
11A	OTHER REVENUE USED TO HELP FURTHER THE ORGANIZATION'S EXEMPT PURPOSE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/15/11 Title: Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN W. HIPP, CPA	Steven W. Hipp, CPA	11/14/11		

Firm's name ▶ TAIT, WELLER & BAKER LLP — Firm's EIN ▶

Firm's address ▶ 1818 MARKET STREET; SUITE 2400 PHILADELPHIA, PA 19103 — Phone no (215) 979-8800

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS - DETAILS AVAIL AT TAXPAYERS OFFICE	1,850,866.	0.	1,850,866.
TOTAL TO FM 990-PF, PART I, LN 4	1,850,866.	0.	1,850,866.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TOO VOLUMINOUS TO LIST - DETAILS AVAILABLE AT TAXPAYER'S OFFICE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,830,699.	18,664,528.	0.	0.	1,166,171.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSITION OF EQUIPMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
550.	442.	0.	0.	108.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,166,279.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,166,279.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER REVENUE	19,405.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,405.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	17,289.	17,289.		0.
TO FM 990-PF, PG 1, LN 16A	17,289.	17,289.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	22,750.	4,550.		18,200.
TO FORM 990-PF, PG 1, LN 16B	22,750.	4,550.		18,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT AND ADVISORY FEES	70,163.	70,163.		0.
CONSULTING	19,590.	0.		21,930.
TO FORM 990-PF, PG 1, LN 16C	89,753.	70,163.		21,930.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	50,000.	50,000.		0.
TO FORM 990-PF, PG 1, LN 18	50,000.	50,000.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	604.	121.		404.
COMMUNICATION AND EDUCATIONAL PROGRAMS	86,608.	17,322.		77,366.
OFFICE EXPENSE	7,940.	1,588.		7,576.
DUES AND MEMBERSHIPS	14,515.	2,903.		11,612.
INSURANCE	25,786.	5,157.		20,922.
POSTAGE	1,541.	308.		1,254.
WEBSITE LINK AND MAINTENANCE FEES	5,046.	0.		4,038.
EQUIPMENT RENTAL AND SOFTWARE MAINTENANCE	12,710.	2,542.		10,046.
MISCELLANEOUS	4,183.	837.		3,510.
PROGRAM EXPENSES	41,695.	0.		56,095.
NONPROFIT EVENTS SUPPORT	22,822.	0.		23,359.
ACCOUNTING CARRYOVER	12,126.	0.		0.
PENSION PLAN - PMMC	65,221.	0.		0.
COLLECTION FEES	211.	0.		0.
TO FORM 990-PF, PG 1, LN 23	301,008.	30,778.		216,182.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	11,099,687.
PENSION BENEFIT - NONOPERATING INCOME	6,952,252.
TOTAL TO FORM 990-PF, PART III, LINE 3	18,051,939.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	66,916,851.	66,916,851.
TOTAL TO FORM 990-PF, PART II, LINE 10B	66,916,851.	66,916,851.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	12,335,795.	12,335,795.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,335,795.	12,335,795.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED SELF INSURANCE CLAIMS	208,557.	208,557.
B/C SETTLEMENT LIABILITY	500,000.	500,000.
ACCRUED PENSION EXPENSE	25,578,910.	17,837,477.
TOTAL TO FORM 990-PF, PART II, LINE 22	26,287,467.	18,546,034.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID KRAYBILL 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	EXECUTIVE DIRECTOR 40.00	181,703.	25,117.	0.
SHARON L. WEAVER 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	PRESIDENT 5.00	0.	0.	0.
D. SCOTT DETAR, CPA 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	VICE PRESIDENT 5.00	0.	0.	0.
KENNETH E. PICARDI 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	SECRETARY 5.00	0.	0.	0.
ROBERT W. BOYCE 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	TREASURER 5.00	0.	0.	0.
TODD ALDERFER 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
EDWARD BARDOWSKI 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
JAMES R. BUSH 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
JONATHAN CORSON 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
KAY DOUGHERTY 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
MYRA GEHRET FORREST, ED.D. 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.

P. RICHARD FRANTZ, AIA 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
ART GREEN 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
KEITH HARRISON, DO, FAAFP 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
PHYLLIS L. HARWOOD 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
PASTOR BURLINGTON B. LATSHAW, III 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
JAMES J. LENNON, CPA 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
LINDA D. LIGNELLI 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
MILTON D. MARTYNY 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
ROBERT H. MOSES 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
CHARLES F. PALLADINO 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
WILLIAM S. TADDONIO, MD 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		181,703.	25,117.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANNA BRENDLE, PROGRAM OFFICER
152 EAST HIGH STREET, SUITE 500
POTTSTOWN, PA 19464

TELEPHONE NUMBER

610-323-2006

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINES VARY BASED ON EACH FALL AND SPRING GRANT ROUND.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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 FOUR CORE PRIORITIES OF: (1) REDUCE BEHAVIORAL RISKS; (2) INCREASE ACCESS TO MEDICAL SERVICES AND SUPPORT THE OPERATIONAL COSTS FOR POTTSTOWN'S NEW HEALTH CENTER, COMMUNITY HEALTH & DENTAL CARE, INC.;(3) ENHANCE INFORMAL AND FORMAL SUPPORTS AND (4) IMPROVE PHYSICAL AND SOCIAL ENVIRONMENT.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACLAMO 512 W. MARSHALL STREET NORRISTOWN, PA 19401	CONEXIONES POR SALUD - COMMUNITY HEALTH PROJECTS	PUBLIC CHARITY	51,750.
BCS YES! P.O. BOX 851 VALLEY FORGE, PA 19482-0851	HEALTH, FITNESS AND NUTRITION PROGRAMS	PUBLIC CHARITY	5,000.
BLESSED TERESA OF CALCUTTA PARISH P.O. BOX 229 LIMERICK, PA 19468	PHYSICAL EDUCATION AND HEALTH PROGRAM	CATHOLIC SCHOOL	3,500.
BOYERTOWN AREA COMMUNITY WELLNESS COUNCIL P.O. BOX 87 GILBERTSVILLE, PA 19525	PROMOTE HEALTHY LIFESTYLES FOR ALL	PUBLIC CHARITY	25,000.
BOYERTOWN AREA SCHOOL DISTRICT 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512	BASD BRAIN BODY CONNECTION	GOVERNMENT ENTITY	55,000.
BOYERTOWN AREA SCHOOL DISTRICT 901 RIDGE ROAD BOYERTOWN, PA 19512	BRAIN BODY CONNECTION CONTINUED	GOVERNMENT ENTITY	60,017.
BOYERTOWN AREA YMCA 301 W. SPRING STREET BOYERTOWN, PA 19512	SAVE OUR Y	PUBLIC CHARITY	10,000.
BROOKESIDE MONTESSORI 1075 ROUTE 100 BECHTELSVILLE, PA 19505	GROWING UP FIT WELLNESS PROGRAM	SCHOOL	9,310.

CAMPHILL VILLAGE KIMBERTON HILLS P.O. BOX 1045 KIMBERTON, PA 19442	AGING IN COMMUNITY PROGRAM	PUBLIC CHARITY	5,000.
CARSON VALLEY CHILDREN'S AID 1419 BETHLEHEM PIKE FLOURTOWN, PA 19031	WOMEN'S VOICES, HEALTHY CHOICES PROGRAM	PUBLIC CHARITY	20,000.
CENTRO CULTURAL LATINO UNIDOS, INC. BOX 613, 19 S. KEIM ST. POTTSTOWN, PA 19464	FITNESS & SOCIAL ENVIRONMENT	PUBLIC CHARITY	10,000.
CHESTER COUNTY 4H 601 WESTTOWN ROAD WEST CHESTER, PA 19380	AFTER SCHOOL PROGRAM	GOVERNMENT ENTITY	10,000.
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY P.O. BOX 706 NORRISTOWN, PA 19404	INITIATIVE FOR RESEARCH AND DEVELOPMENT OF INFRASTRU	PUBLIC CHARITY	10,000.
CHILD, HOME & COMMUNITY 144 WOOD STREET DOYLESTOWN, PA 18901	ADOLESCENT, PRENATAL, PARENTING AND SUPPORT CONTINUU	PUBLIC CHARITY	7,500.
COMMUNITY HEALTH AND DENTAL CARE, INC. 11 ROBINSON STREET, SUITE 100 POTTSTOWN, PA 19464	COMMUNITY BASED HEALTHCARE CENTER-SUSTAINABILITY	PUBLIC CHARITY	1100000.
COVENTRY CHRISTIAN SCHOOL 699 NORTH PLEASANTVIEW RD. POTTSTOWN, PA 19464	KEEP 'EM MOVING PROGRAM & CONSTRUCTION OF EVENTS CEN	SCHOOL	25,000.
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN, PA 19464	OPERATIONAL SUPPORT	PUBLIC CHARITY	160,000.
DANIEL BOONE AREA SCHOOL DISTRICT 321 N. FURNACE ST., SUITE 200 BIRDSBORO, PA 19508	COORDINATED SCHOOL HEALTH PROGRAM	GOVERNMENT ENTITY	51,000.

FALKNER SWAMP NURSERY SCHOOL 1809 HOFFMANSVILLE ROAD SASSAMANSVILLE, PA 19472	HEALTH & WELLNESS	SCHOOL	4,500.
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE, PA 19403	PROJECT HEARTH - HELPING ELDERLY REMAIN IN THEIR HOM	PUBLIC CHARITY	20,000.
FELLOWSHIP FARM 2488 SANATOGA RD. POTTSTOWN, PA 19464	HEALTHY OPTIONS FOR THE PEOPLE OF POTTSTOWN REGION PROGRAM	PUBLIC CHARITY	40,000.
FREEDOM VALLEY YMCA 2460 BLVD. OF THE GENERALS WEST NORRITON, PA 19403	SPECIALIZED AQUATIC WHEELCHAIRS	PUBLIC CHARITY	3,500.
FRIENDSHIP HOUSE P.O. BOX 3778 SCRANTON, PA 18505	THE PARENT-CHILD HOME PROGRAM	SCHOOL	10,000.
MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY 30 W. BARNARD ST., STE. 1 WEST CHESTER, PA 19382	HEALTHY START PRENATAL PROGRAM	PUBLIC CHARITY	20,000.
MONTGOMERY COUNTY COMMUNITY COLLEGE 101 COLLEGE DRIVE POTTSTOWN, PA 19464	DENTAL SEALANT DAY BUILDING THE CAPACITY OF COMMUNIT	COLLEGE	22,654.
MONTGOMERY COUNTY HEAD START 151 W. MARSHALL STREET NORRISTOWN, PA 19401	SUMMER EXTENDED YEAR PROGRAM	GOVERNMENT ENTITY	5,000.
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE P.O. BOX 13 POTTSTOWN, PA 19464	YOUTH HDAV PREVENTION PROGRAM	PUBLIC CHARITY	2,500.
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD. READING, PA 19611	HEALTH & FITNESS PROGRAMS FOR YOUTH, ADULTS & FAMILIES	PUBLIC CHARITY	48,000.

OWEN J. ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN, PA 19465	FIT FOR LIFE PROGRAM	GOVERNMENT ENTITY	53,000.
OWEN J. ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN, PA 19465	FIT FOR LIFE PROGRAM	GOVERNMENT ENTITY	60,000.
PERKIOMEN VALLEY SCHOOL DISTRICT 3 IRON BRIDGE DRIVE COLLEGEVILLE, PA 19426	COMPREHENSIVE SCHOOL HEALTH PROGRAMS	GOVERNMENT ENTITY	9,900.
POPE JOHN PAUL II HIGH SCHOOL 181 RITTENHOUSE ROAD ROYERSFORD, PA 19468	PROGRAM, EQUIPMENT AND FORMATION OF WELLNESS COUNCIL	CATHOLIC SCHOOL	33,960.
POTTSTOWN AREA POLICE ATHLETIC LEAGUE P.O. BOX 176 POTTSTOWN, PA 19464	ADMINISTRATIVE AND OPERATING SUPPORT	PUBLIC CHARITY	45,000.
POTTSTOWN AREA SENIORS' CENTER 724 N. ADAMS ST. POTTSTOWN, PA 19464	SAVE OUR COLLABORATION & ENHANCING PRIME TIME HEALTH	PUBLIC CHARITY	69,950.
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 137 WALNUT ST. POTTSTOWN, PA 19464	CAPACITY BUILDING INITIATIVE & WALK-IN FREEZER	PUBLIC CHARITY	82,000.
POTTSTOWN KARATE CLUB 21 N. HANOVER ST. POTTSTOWN, PA 19464	LEVEL 1 CROSSFIT CERTIFICATIONS	PUBLIC CHARITY	2,000.
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464	PEAK READINESS INITIATIVE & HEALTH SCHOOL COMMUNITIE	GOVERNMENT ENTITY	268,000.
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464	PCTV WELLNESS CAMPAIGN	GOVERNMENT ENTITY	6,000.

ROYERSFORD OUTREACH, INC. 350 MAIN ST. ROYERSFORD, PA 19468	GENERAL OPERATING EXPENSES	PUBLIC CHARITY	7,000.
SACRED HEART SCHOOL LEWIS RD. & WASHINGTON AVE. ROYERSFORD, PA 19468	PLAYGROUND EQUIPMENT & C.A.T.C.H. PROGRAM & GYMNASIUM DIVIDER	CATHOLIC SCHOOL	11,000.
SCHUYKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DRIVE POTTSTOWN, PA 19464	BIKE POTTSTOWN PROGRAM	GOVERNMENT ENTITY	20,000.
SPRING-FORD AREA SCHOOL DISTRICT 857 S. LEWIS ROAD ROYERSFORD, PA 19468	HEALTHY CHOICES PROGRAM	GOVERNMENT ENTITY	119,000.
ST. ALOYSIUS SCHOOL 220 N. HANOVER STREET POTTSTOWN, PA 19464	STEPS TO A HEALTHIER YOU - FITNESS AND NUTRITION	CATHOLIC SCHOOL	10,000.
ST. COLUMBKILL 200 INDIAN SPRING ROAD BOYERTOWN, PA 19512	HEALTH & WELLNESS PROGRAM	CATHOLIC SCHOOL	2,500.
THE GROWING CENTER, INC. 1908 HOFFMANSVILLE RD FREDERICK, PA 19435	HORTICULTURAL THERAPY	PUBLIC CHARITY	3,000.
THE TENNIS FARM 19 WATERLOO AVENUE BERWYN, PA 19312	PSD ELEMENTARY SCHOOL CHILDREN LEARN LIFETIME SPORT OF TENNIS	PUBLIC CHARITY	11,000.
THE TRISKELES FOUNDATION 707 EAGLEVIEW BLVD., SUITE 105 EXTON, PA 19341	FOOD FOR THOUGHT NUTRITION EDUCATION FOR YOUTH	PUBLIC CHARITY	24,000.
THE WYNDCROFT SCHOOL 1395 WILSON STREET POTTSTOWN, PA 19464	COOKING FOR REAL	SCHOOL	2,500.

TOWNSHIP OF UPPER POTTSGROVE 1409 FARMINGTON AVE. POTTSTOWN, PA 19464	SPROGUL'S RUN	GOVERNMENT ENTITY	6,000.
TRICOUNTY COMMUNITY NETWORK 260 HIGH STREET POTTSTOWN, PA 19464	COMMUNITY COLLABORATIVE TO IMPROVE HEALTH, SOCIAL & ENVIRONMENTAL	PUBLIC CHARITY	83,000.
UNITED WAY OF BOYERTOWN P.O. BOX 213 BOYERTOWN, PA 19512	MATCHING GRANT FOR ANNUAL CAMPAIGN	PUBLIC CHARITY	15,000.
UNITED WAY OF SOUTHEASTERN PA 11 ROBINSON STREET, SUITE 100 POTTSTOWN, PA 19464	MATCHING GRANT FOR ANNUAL CAMPAIGN	PUBLIC CHARITY	50,000.
VISITING NURSE ASSOCIATION 1963 E. HIGH ST. POTTSTOWN, PA 19464	PERSONAL NAVIGATOR PROGRAM WITH EXPANDED LEGAL SUPPO	PUBLIC CHARITY	25,000.
WEST-MONT CHRISTIAN ACADEMY 873 SOUTH HANOVER ST. POTTSTOWN, PA 19465	HEALTHY EATING INITIATIVE	SCHOOL	10,000.
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN, PA 19464	HEALTHY CHOICES PROGRAM	PUBLIC CHARITY	35,000.
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN, PA 19464	HEALTHY PATHWAYS	PUBLIC CHARITY	77,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,935,041.

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION	23-2344729
	Number, street, and room or suite no. If a P O. box, see instructions. 152 EAST HIGH STREET, SUITE 500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. POTTSTOWN, PA 19464	

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

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

- The books are in the care of ▶ DAVID KRAYBILL, EXECUTIVE DIRECTOR
152 E. HIGH STREET, SUITE 500 - POTTSTOWN, PA 19464
Telephone No ▶ 610-323-2006 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 51,378.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 55,653.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.