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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

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 ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 74,370,077.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	5,000.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,931,250.	1,931,250.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,368,938.			
	b Gross sales price for all assets on line 6a	8,666,777.			
	7 Capital gain net income (from Part IV, line 2)		2,368,938.		
	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	64,059.	0.		STATEMENT 2	
12 Total Add lines 1 through 11	4,369,247.	4,300,188.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	173,269.	69,410.		104,115.
	14 Other employee salaries and wages	354,462.	110,814.		243,721.
	15 Pension plans, employee benefits	127,764.	41,392.		79,280.
	16a Legal fees STMT 3	11,023.	11,023.		0.
	b Accounting fees STMT 4	23,250.	4,650.		18,200.
	c Other professional fees STMT 5	83,617.	68,011.		32,005.
	17 Interest				
	18 Taxes STMT 6	50,000.	50,000.		0.
	19 Depreciation and depletion	8,866.	8,866.		
	20 Occupancy	90,829.	18,166.		65,988.
	21 Travel, conferences, and meetings	32,219.	6,444.		24,307.
	22 Printing and publications	20,577.	4,115.		11,996.
	23 Other expenses STMT 7	346,571.	39,409.		197,784.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,322,447.	432,300.		777,396.
	25 Contributions, gifts, grants paid	2,728,289.			2,819,174.
26 Total expenses and disbursements Add lines 24 and 25	4,050,736.	432,300.		3,596,570.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	318,511.				
b Net investment income (if negative, enter -0-)		3,867,888.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	85,428.	68,425.	68,425.
	2 Savings and temporary cash investments	71,864.	306,946.	306,946.
	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	11,904.	3,358.	3,358.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	66,916,851.	63,181,387.	63,181,387.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,335,795.	10,791,939.	10,791,937.
	14 Land, buildings, and equipment basis ▶ 247,178.			
	Less accumulated depreciation ▶ 229,154.	10,383.	18,024.	18,024.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	79,432,225.	74,370,079.	74,370,077.
	17 Accounts payable and accrued expenses	953,286.	986,634.	
	18 Grants payable	212,075.	122,500.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	18,546,034.	25,372,156.	
	23 Total liabilities (add lines 17 through 22)	19,711,395.	26,481,290.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	59,720,830.	47,888,789.	
	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	59,720,830.	47,888,789.	
	31 Total liabilities and net assets/fund balances	79,432,225.	74,370,079.	

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	59,720,830.
2 Enter amount from Part I, line 27a	2	318,511.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	60,039,341.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	12,150,552.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,888,789.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 8,666,777.		6,297,839.	2,368,938.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			2,368,938.
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	2,368,938.
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))
2010	3,730,946.	75,306,900.	.049543
2009	3,953,437.	70,609,936.	.055990
2008	4,345,702.	69,589,804.	.062447
2007			
2006			

2 Total of line 1, column (d)	2	.167980
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	.055993
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	73,782,957.
5 Multiply line 4 by line 3	5	4,131,329.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,679.
7 Add lines 5 and 6	7	4,170,008.
8 Enter qualifying distributions from Part XII, line 4	8	3,596,570.

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.

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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)		1	77,358.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	77,358.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	77,358.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 54,058.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 23,300.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	77,358.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	135.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	135.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	Refunded	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.POTTSTOWNFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>DAVID KRAYBILL, EXECUTIVE DIRECTOR</u> Telephone no ► <u>610-323-2006</u> Located at ► <u>152 E. HIGH STREET, SUITE 500, POTTSTOWN, PA</u> ZIP+4 ► <u>19464</u>			
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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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)	2b	N/A
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 2011 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 2011)	3b	N/A
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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		173,269.	26,348.	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 40.00	116,946.	19,193.	0.
LAURA DEFLAVIA - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	CONTROLLER 40.00	96,317.	9,280.	0.
ROSEMARIE CREWS - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	OFFICE MANAGER 40.00	59,596.	21,649.	0.
ANNA BRENDLE - 152 E. HIGH ST., STE. 500, POTTSTOWN, PA 19464	PROGRAM OFFICER 40.00	69,255.	9,618.	0.
Total number of other employees paid over \$50,000				0

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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."

[illegible]

Total number of others receiving over \$50,000 for professional services	▶	C
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Part IX-A	Summary of Direct Charitable Activities
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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.

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
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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.

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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	74,733,785.
b	Average of monthly cash balances	1b	153,109.
c	Fair market value of all other assets	1c	19,661.
d	Total (add lines 1a, b, and c)	1d	74,906,555.
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	74,906,555.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,123,598.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,782,957.
6	Minimum investment return. Enter 5% of line 5	6	3,689,148.

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	3,689,148.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	77,358.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	77,358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,611,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,611,790.
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	3,611,790.

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	3,596,570.
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	3,596,570.
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	3,596,570.

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.

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**POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION**

Form 990-PF (2011)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,611,790.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	879,976.			
d From 2009	444,523.			
e From 2010	16,979.			
f Total of lines 3a through e	1,341,478.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,596,570.				
a Applied to 2010, 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 2011 distributable amount				3,596,570.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	15,220.			15,220.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,326,258.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,326,258.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	864,756.			
c Excess from 2009	444,523.			
d Excess from 2010	16,979.			
e Excess from 2011				

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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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 13

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

POTTSTOWN AREA HEALTH AND WELLNESS

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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				
ACLAMO 512 W. MARSHALL STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	CONEXIONES POR SALUD - COMMUNITY HEALTH PROJECTS	57,250.
AMITY TOWNSHIP ATHLETIC CLUB 55 AMITY PARK ROAD BIRDSBORO, PA 19508		SOCIAL CLUB	TENNIS PROGRAM	3,500.
BERKS COUNTY CONSERVANCY 200 N. 11TH STREET READING, PA 19601		PUBLIC CHARITY	STATE OF THE ENVIRONMENT IN BERKS 2012 - HEALTH & THE ENVIRONMENT	5,000.
BOROUGH OF POTTSTOWN 100 E. HIGH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	HERITAGE ACTION PLAN TRAIL CONNECTION & THE GREENING OF SOUTH STREET & MEMORIAL PARK	164,839.
BOYERTOWN AREA COMMUNITY WELLNESS COUNCIL P.O. BOX 87 GILBERTSVILLE, PA 19525		PUBLIC CHARITY	OPERATING SUPPORT & FALL PROGRAMMING FOR ELEMENTARY AND JUNIOR HIGH STUDENTS	28,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				2,819,174.
b Approved for future payment				
BOYERTOWN ROTARY FOUNDATION P.O. BOX 176 BOYERTOWN, PA 19512		PUBLIC CHARITY	WELLNESS TRAIL & EXERCISE EQUIPMENT	35,000.
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	CHILDHOOD OBESITY PROGRAM	87,500.
Total ▶ 3b				122,500.

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Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	1,931,250.	
		18	2,368,938.	
				64,059.
	0.		4,300,188.	64,059.
				13 4,364,247.

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

Line No

POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYERTOWN AREA SCHOOL DISTRICT 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512		GOVERNMENT ENTITY	BRAIN BODY CONNECTION	80,500.
BOYERTOWN AREA YMCA 301 W. SPRING STREET BOYERTOWN, PA 19512		PUBLIC CHARITY	SAVE OUR Y RENOVATIONS TO GYMNASIUM	27,075.
BROOKESIDE MONTESSORI 1075 ROUTE 100 BECHTELSVILLE, PA 19505		SCHOOL	OUTDOOR LEARNING ENVIRONMENT AND SCHOOL GARDEN	9,500.
CAMPBILL VILLAGE KIMBERTON HILLS P.O. BOX 1045 KIMBERTON, PA 19442		PUBLIC CHARITY	AGING IN COMMUNITY PROGRAM	7,000.
CENTRO CULTURAL LATINO UNIDOS, INC. BOX 613, 19 S. KEIM ST. POTTSTOWN, PA 19464		PUBLIC CHARITY	ZUMBA FITNESS PROGRAM AND 8 BENEFITS OF A HEALTHY LIFESTYLE	19,750.
CHESTER COUNTY 4H 601 WESTTOWN ROAD WEST CHESTER, PA 19380		GOVERNMENT ENTITY	AFTER SCHOOL PROGRAM	10,000.
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY P.O. BOX 706 NORRISTOWN, PA 19404		PUBLIC CHARITY	VICTIM/FAMILY ADVOCATE PROGRAM	15,000.
CHILD, HOME & COMMUNITY 144 WOOD STREET DOYLESTOWN, PA 18901		PUBLIC CHARITY	ADOLESCENT, PRENATAL, PARENTING & SUPPORT CONTINUUM	7,500.
COLLABORATIVE FAMILY HEALTHCARE ASSOCIATION P.O. BOX 23980 ROCHESTER, NY 14692		PUBLIC CHARITY	PHILADELPHIA CONFERENCE	5,000.
COMMUNITY HEALTH AND DENTAL CARE, INC. 11 ROBINSON STREET, SUITE 100 POTTSTOWN, PA 19464		PUBLIC CHARITY	COMMUNITY-BASED HEALTHCARE CENTER- SUSTAINABILITY, OPERATIONAL IMPROVEMENTS & GROWTH	650,000.
Total from continuation sheets				2,560,585.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COVENTRY CHRISTIAN SCHOOL 699 NORTH PLEASANTVIEW RD. POTTSTOWN, PA 19464		SCHOOL	PROJECT PURPOSE	20,000.
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	CHILDHOOD OBESITY PROGRAM & OPERATIONAL SUPPORT	257,500.
DANIEL BOONE AREA SCHOOL DISTRICT 321 N. FURNACE ST., SUITE 200 BIRDSBORO, PA 19508		GOVERNMENT ENTITY	COORDINATED SCHOOL HEALTH PROGRAM & HEALTHY FOR A LIFETIME PROGRAM	85,275.
DELAWARE RIVERKEEPER NETWORK 925 CANAL STREET, SUITE 3701 BRISTOL, PA 19007		PUBLIC CHARITY	POTTSTOWN RIVERCAST FEASIBILITY STUDY	5,000.
DELAWARE VALLEY CHRISTIAN CAMP 33 CAMP ROAD DOUGLASSVILLE, PA 19518		CHURCH	CAMP MANATAWNY ROCK CLIMBING WALL	10,000.
DEVELOPMENTAL ENTERPRISES CORP. 333 E. AIRY STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	HEALTHY EATING, HEALTHY LIVING	15,000.
FALKNER SWAMP NURSERY SCHOOL 1809 HOFFMANSVILLE ROAD SASSAMANSVILLE, PA 19472		SCHOOL	FSNS HEALTH AND WELLNESS PROPOSAL	4,500.
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE, PA 19403		PUBLIC CHARITY	PROJECT HEARTH & EXPANDED FOOD & NUTRITION EDUCATION PROGRAM	20,000.
FREEDOM VALLEY YMCA 2460 BLVD. OF THE GENERALS WEST NORRITON, PA 19403		PUBLIC CHARITY	AFTER BREAST CANCER PROGRAM & LOSE FOR LIFE	7,550.
GREATER POTTSTOWN TENNIS ASSOCIATION P.O. BOX 935 POTTSTOWN, PA 19464		PUBLIC CHARITY	NATIONAL JUNIOR TENNIS AND LEARNING PROGRAM	20,000.
Total from continuation sheets				

POTTSTOWN AREA HEALTH AND WELLNESS
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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREEN VALLEYS ASSOCIATION 1368 PRIZER RD. POTTSTOWN, PA 19465		PUBLIC CHARITY	OUTDOOR AND ENVIRONMENTAL EDUCATION PILOT PROGRAM	1,500.
JEWISH HEALTHCARE FOUNDATION 650 SMITHFIELD STREET, SUITE 2400 PITTSBURGH, PA 15222		PUBLIC CHARITY	PT EXECUTIVE DIRECTOR FOR PA HEALTH	10,000.
KENCREST CENTERS 21 ROBINSON STREET POTTSTOWN, PA 19464		SCHOOL	RESTROOM RENOVATION AND PERSONAL HYGIENE PROJECT	5,000.
LIMERICK TOWNSHIP 645 WEST RIDGE PIKE LIMERICK, PA 19468		GOVERNMENT ENTITY	MANDARACH MEMORIAL PLAYGROUND ADA UPGRADES	30,000.
LOWER POTTS GROVE TOWNSHIP 2199 BUCHERT RD. POTTSTOWN, PA 19464		GOVERNMENT ENTITY	GERALD RICHARDS PARK PLAYGROUND	25,000.
MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY 30 W. BARNARD ST., STE. 1 WEST CHESTER, PA 19382		PUBLIC CHARITY	HEALTHY START PROGRAM	20,000.
MATERNITY CARE COALITION 200 HAMILTON STREET, SUITE 205 PHILADELPHIA, PA 19130		PUBLIC CHARITY	POTTSTOWN EARLY HEAD START	35,000.
MONTGOMERY COUNTY COMMUNITY COLLEGE 101 COLLEGE DRIVE POTTSTOWN, PA 19464		COLLEGE	DENTAL SEALANT DAY & SERVICE LEARNING TO BUILD THE COMMUNITY-BASED NONPROFITS	23,872.
MONTGOMERY COUNTY HEAD START 151 W. MARSHALL STREET NORRISTOWN, PA 19401		GOVERNMENT ENTITY	SUMMER EXTENDED YEAR PROGRAM	5,600.
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD. READING, PA 19611		PUBLIC CHARITY	HEALTHY LIFESTYLES: PROMOTING A CULTURE OF HEALTH & WELLNESS	48,000.
Total from continuation sheets				

POTTSTOWN AREA HEALTH AND WELLNESS
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OWEN J. ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN, PA 19465		GOVERNMENT ENTITY	FIT FOR LIFE PROGRAM	75,000.
POPE JOHN PAUL II HIGH SCHOOL 181 RITTENHOUSE ROAD ROYERSFORD, PA 19468		CATHOLIC SCHOOL	PANTHER PRIDE IN MOTION	19,000.
POTTSGROVE SCHOOL DISTRICT 1301 KAUFFMAN ROAD POTTSTOWN, PA 19464		GOVERNMENT ENTITY	DRYVEFIT	3,700.
POTTSTOWN AREA POLICE ATHLETIC LEAGUE P.O. BOX 176 POTTSTOWN, PA 19464		PUBLIC CHARITY	STRENGTHEN NONPROFIT & COMPLETE PHASE SPORTS COMPLEX	45,000.
POTTSTOWN AREA SENIORS' CENTER 724 N. ADAMS ST. POTTSTOWN, PA 19464		PUBLIC CHARITY	SAVE OUR COLLABORATION & PRIME TIME HEALTH & A NEW BEGINNING	153,000.
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 137 WALNUT ST. POTTSTOWN, PA 19464		PUBLIC CHARITY	OPERATING SUPPORT TO IMPLEMENT CAPACITY BUILDING PLAN	25,000.
POTTSTOWN KARATE CLUB 21 N. HANOVER ST. POTTSTOWN, PA 19464		PUBLIC CHARITY	CROSSFIT POTTSTOWN, POTTSTOWN GUARDIAN ANGELS, POTTSTOWN JR. GUARDIAN ANGELS	7,500.
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	PEAK HEALTH AND WELLNESS INITIATIVE & HEALTHY SCHOOL COMMUNITIES INITIATIVE	167,000.
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	FOUNDATION FOR POTTSTOWN EDUCATION - EXECUTIVE DIRECTOR POSITION	50,000.
PRESERVATION POTTSTOWN 1304 HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	MOSAIC COMMUNITY GARDEN	30,000.
Total from continuation sheets				

POTTSTOWN AREA HEALTH AND WELLNESS
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Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROYERSFORD OUTREACH 350 MAIN STREET ROYERSFORD, PA 19468		PUBLIC CHARITY	PROGRAMS FOR PHYSICAL HEALTH AND EMOTIONAL WELL-BEING	15,000.
SCHUYKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DRIVE POTTSTOWN, PA 19464		GOVERNMENT ENTITY	BIKE POTTSTOWN	25,000.
SPRING-FORD AREA SCHOOL DISTRICT 857 S. LEWIS ROAD ROYERSFORD, PA 19468		GOVERNMENT ENTITY	HEALTHY CHOICES PROGRAM	82,213.
SPRING-FORD COUNSELING SERVICES 201 N. FOURTH AVE, SUITE 101 ROYERSFORD, PA 19468		PUBLIC CHARITY	THREE DAY WORKSHOP FOR 8TH GRADERS IN SPRING-FORD SCHOOL DISTRICT	3,650.
ST. ALOYSIUS SCHOOL 220 N. HANOVER STREET POTTSTOWN, PA 19464		CATHOLIC SCHOOL	STEPS TO A HEALTHIER YOU - FITNESS AND NUTRITION	45,000.
THE GROWING CENTER, INC. 1908 HOFFMANSVILLE RD FREDERICK, PA 19435		PUBLIC CHARITY	HORTICULTURAL THERAPY	4,000.
THE TENNIS FARM 19 WATERLOO AVENUE BERWYN, PA 19312		PUBLIC CHARITY	PSD ELEMENTARY SCHOOL CHILDREN LEARN LIFETIME SPORT OF TENNIS	14,000.
THE TRISKELES FOUNDATION 707 EAGLEVIEW BLVD., SUITE 105 EXTON, PA 19341		PUBLIC CHARITY	FOOD FOR THOUGHT/GREEN INTERNS PROGRAM	25,000.
THE WYNDCROFT SCHOOL 1395 WILSON STREET POTTSTOWN, PA 19464		SCHOOL	HEALTH FOR LIFE	15,000.
TRICOUNTY COMMUNITY NETWORK 260 HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	COMMUNITY COLLABORATIVE TO IMPROVE HEALTH, SOCIAL & ENVIRONMENTAL CONDITIONS	80,000.
Total from continuation sheets				

POTTSTOWN AREA HEALTH AND WELLNESS
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRUE TO LIFE MINISTRIES P.O. BOX 351 GILBERTSVILLE, PA 19525		PUBLIC CHARITY	OPERATION BACKPACK	4,500.
UNITED WAY OF BOYERTOWN P.O. BOX 213 BOYERTOWN, PA 19512		PUBLIC CHARITY	MATCHING GRANT FOR ANNUAL CAMPAIGN	15,000.
UNITED WAY OF SOUTHEASTERN PA 11 ROBINSON STREET, SUITE 100 POTTSTOWN, PA 19464		PUBLIC CHARITY	MATCHING GRANT FOR ANNUAL CAMPAIGN	50,000.
VISITING NURSE ASSOCIATION 1963 E. HIGH ST. POTTSTOWN, PA 19464		PUBLIC CHARITY	PERSONAL NAVIGATOR PROGRAM WITH EXPANDED LEGAL SUPPORT SERVICES	25,000.
WEST-MONT CHRISTIAN ACADEMY 873 SOUTH HANOVER ST. POTTSTOWN, PA 19465		SCHOOL	REPLACEMENT OF GYMNASIUM FLOOR	16,000.
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	HEALTHY PATHWAYS	85,900.
Total from continuation sheets				

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	1,931,250.	0.	1,931,250.		
TOTAL TO FM 990-PF, PART I, LN 4	1,931,250.	0.	1,931,250.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER REVENUE	64,059.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	64,059.	0.			

FORM 990-PF		LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	11,023.	11,023.		0.	
TO FM 990-PF, PG 1, LN 16A	11,023.	11,023.		0.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT	23,250.	4,650.		18,200.	
TO FORM 990-PF, PG 1, LN 16B	23,250.	4,650.		18,200.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT AND ADVISORY FEES	68,011.	68,011.		0.	
CONSULTING	15,606.	0.		32,005.	
TO FORM 990-PF, PG 1, LN 16C	83,617.	68,011.		32,005.	

FORM 990-PF	TAXES			STATEMENT	6
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	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	688.	138.		560.	
COMMUNICATION AND EDUCATIONAL PROGRAMS	111,700.	22,340.		71,695.	
OFFICE EXPENSE	12,437.	2,487.		9,955.	
DUES AND MEMBERSHIPS	13,959.	2,792.		11,167.	
INSURANCE	25,809.	5,162.		20,786.	
POSTAGE	754.	151.		627.	
WEBSITE LINK AND MAINTENANCE FEES	5,197.	0.		4,157.	
EQUIPMENT RENTAL AND SOFTWARE MAINTENANCE	15,811.	3,162.		9,388.	
MISCELLANEOUS	15,883.	3,177.		12,330.	
PROGRAM EXPENSES	37,053.	0.		31,317.	
NONPROFIT EVENTS SUPPORT	26,776.	0.		23,802.	
ACCOUNTING CARRYOVER	11,100.	0.		0.	
PENSION PLAN - PMMC	67,571.	0.		0.	
COLLECTION FEES	783.	0.		0.	
SEMINAR EXPENSE	1,050.	0.		2,000.	
TO FORM 990-PF, PG 1, LN 23	346,571.	39,409.		197,784.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	3,184,709.
PENSION EXPENSE - NONOPERATING EXPENSE	8,965,843.
TOTAL TO FORM 990-PF, PART III, LINE 5	12,150,552.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	63,181,387.	63,181,387.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,181,387.	63,181,387.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	10,791,939.	10,791,937.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,791,939.	10,791,937.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED SELF INSURANCE CLAIMS	208,557.	208,557.
B/C SETTLEMENT LIABILITY	500,000.	500,000.
ACCRUED PENSION EXPENSE	17,837,477.	24,663,599.
TOTAL TO FORM 990-PF, PART II, LINE 22	18,546,034.	25,372,156.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
DAVID KRAYBILL 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	EXECUTIVE DIRECTOR 40.00	173,269.	26,348. 0.
SHARON L. WEAVER 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	PRESIDENT 5.00	0.	0. 0.
KENNETH E. PICARDI 152 EAST HIGH STREET, SUITE 500 POTTSTOWN, PA 19464	VICE PRESIDENT 5.00	0.	0. 0.
D. SCOTT DETAR, CPA 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.
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	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
KEITH HARRISON, DO, FAAFP	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
PHYLLIS L. HARWOOD	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
PASTOR BURLINGTON B. LATSHAW, III	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
JAMES J. LENNON, CPA	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
LINDA D. LIGNELLI	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
MILTON D. MARTYNY	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
ROBERT H. MOSES	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
CHARLES F. PALLADINO	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
WILLIAM S. TADDONIO, MD	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
REV. KAREN PIDCOCK-LESTER	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				
DONALD SILVERSON	DIRECTOR			
152 EAST HIGH STREET, SUITE 500	5.00	0.	0.	0.
POTTSTOWN, PA 19464				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

173,269.	26,348.	0.
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

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.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION	Employer identification number (EIN) or ☒ 23-2344729
	Number, street, and room or suite no. If a P.O. box, see instructions. 152 EAST HIGH STREET, SUITE 500	Social security number (SSN) ☐
	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)

04

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	01	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

DAVID KRAYBILL, EXECUTIVE DIRECTOR

- The books are in the care of ► **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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

- 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	\$	77,358.
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	\$	54,058.
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	\$	23,300.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)