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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

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 (see instructions)
(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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 78,446,123

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	44,192			
	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	2,159,928	2,159,928		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	2,613,537			
	b	Gross sales price for all assets on line 6a 9,019,882				
	7	Capital gain net income (from Part IV, line 2)		2,613,537		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	4,817,657	4,773,465		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	196,016	78,406		117,483
	14	Other employee salaries and wages	401,678	126,791		274,514
	15	Pension plans, employee benefits	145,845	48,843		101,332
	16a	Legal fees (attach schedule)	2,866	2,866		0
	b	Accounting fees (attach schedule)	23,000	4,600		17,800
	c	Other professional fees (attach schedule)	109,127	90,235		15,194
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	113,970	113,970		0
	19	Depreciation (attach schedule) and depletion	9,361	9,361		
	20	Occupancy	77,243	15,449		61,795
	21	Travel, conferences, and meetings	31,949	6,390		27,253
	22	Printing and publications	20,020	4,004		19,093
	23	Other expenses (attach schedule)	435,365	35,810		348,192
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,566,440	536,725		982,656
	25	Contributions, gifts, grants paid	2,485,427			2,583,859
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,051,867	536,725		3,566,515
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	765,790			
	b	**Net investment income** (if negative, enter -0-)		4,236,740		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	68,425	95,738	95,738
	2 Savings and temporary cash investments	306,946	65,270	65,270
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,358	8,919	8,919
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	63,181,387	67,472,997	67,472,997
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	10,791,939	10,778,364	10,778,364
	14 Land, buildings, and equipment basis ▶ 263,350			
	Less accumulated depreciation (attach schedule) ▶ 238,515	18,024	24,835	24,835
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	74,370,079	78,446,123	78,446,123
Liabilities	17 Accounts payable and accrued expenses	986,634	423,010	
	18 Grants payable	122,500	24,068	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)	25,372,156	18,496,857	
	23 **Total liabilities** (add lines 17 through 22)	26,481,290	18,943,935	
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	47,888,789	59,502,188	
	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** (see page 17 of the instructions)	47,888,789	59,502,188	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	74,370,079	78,446,123	

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	47,888,789
2	Enter amount from Part I, line 27a	2	765,790
3	Other increases not included in line 2 (itemize) ▶	3	10,847,609
4	Add lines 1, 2, and 3	4	59,502,188
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	59,502,188

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,019,882		6,406,345	2,613,537
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				2,613,537
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,613,537
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,596,570	73,782,957	0 048745
2010	3,730,946	75,306,900	0 049543
2009	3,953,437	70,609,936	0 055990
2008	4,345,702	69,589,804	0 062447
2007			

2	**Total** of line 1, column (d)	2	0 216725
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 054181
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	76,166,946
5	Multiply line 4 by line 3	5	4,126,801
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42,367
7	Add lines 5 and 6	7	4,169,168
8	Enter qualifying distributions from Part XII, line 4	8	3,566,515

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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	84,735
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	84,735
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	84,735
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 90,000		
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	90,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	17
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	5,248
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,248 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

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

16 At any time during calendar year 2012, 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 No

See 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.		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 20 of the instructions)?	1b		No
	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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)? (see instructions) ☐ 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)?	**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? ☐ 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**
	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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(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	121,186	19,659	0
LAURA DEFLAVIA 152 E HIGH ST STE 500 POTTSTOWN,PA 19464	CONTROLLER 40 00	109,864	11,371	0
ROSEMARIE CREWS 152 E HIGH ST STE 500 POTTSTOWN,PA 19464	OFFICE MANAGER 40 00	64,764	22,599	0
ANNA BRENDLE 152 E HIGH ST STE 500 POTTSTOWN,PA 19464	PROGRAM OFFICER 40 00	76,060	10,625	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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
PUBLIC HEALTH MANAGEMENT CORP 260 SOUTH BROAD ST 18TH FL PHILADELPHIA,PA 191025085	PROMOTION OF PUBLIC HEALTH	100,000
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. ▶	0

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	77,112,808
b	Average of monthly cash balances		1b	194,467
c	Fair market value of all other assets (see instructions)		1c	19,574
d	**Total** (add lines 1a, b, and c)		1d	77,326,849
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	77,326,849
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,159,903
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	76,166,946
6	**Minimum investment return.** Enter 5% of line 5		6	3,808,347

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	3,808,347
2a	Tax on investment income for 2012 from Part VI, line 5	2a 84,735		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	84,735
3	Distributable amount before adjustments Subtract line 2c from line 1		3	3,723,612
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	3,723,612
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	3,723,612

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	3,566,515
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	3,566,515
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,566,515

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,723,612
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	864,756			
c From 2009	444,523			
d From 2010	16,979			
e From 2011				
f **Total** of lines 3a through e	1,326,258			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,566,515				
a Applied to 2011, 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 2012 distributable amount				3,566,515
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	157,097			157,097
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,169,161			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,169,161			
10 Analysis of line 9				
a Excess from 2008	707,659			
b Excess from 2009	444,523			
c Excess from 2010	16,979			
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

ASHLEY PULTORAK PROGRAM OFFICER
152 EAST HIGH STREET SUITE 500
POTTSTOWN,PA 19464
(610) 323-2006

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

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

c Any submission deadlines

SUBMISSION DEADLINES VARY BASED ON EACH FALL AND SPRING GRANT ROUND

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

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total . . . . . ▶ **3a**				2,583,859
b *Approved for future payment* PENNSYLVANIA STATE UNIVERSITY PHILANTHROPIC FUND 17 OLD MAIN UNIVERSITY PARK, PA 16802		PUBLIC CHARITY	DINING WITH DIABETES	24,068
Total . . . . . ▶ **3b**				24,068

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	2,159,928	
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	2,613,537	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER REVENUE					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		4,773,465	0
13 **Total.** Add line 12, columns (b), (d), and (e)					13 4,773,465

(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) (See instructions)
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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

******	2013-11-12	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARTIN MAUCH	MARTIN MAUCH	2013-11-12		P00764633

Firm's name ▶	TAIT WELLER & BAKER LLP	Firm's EIN ▶ 23-1144520
	1818 MARKET STREET SUITE 2400	
Firm's address ▶	PHILADELPHIA, PA 19103	Phone no (215) 979-8800

Form 990PF Part VIII Line 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
DAVID KRAYBILL 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	EXECUTIVE DIRECTOR 40 00	196,016	26,815	0
KENNETH E PICARDI 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	PRESIDENT 5 00	0	0	0
CHARLES F PALLADINO 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	VICE PRESIDENT 5 00	0	0	0
ART GREEN 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
MATTHEW CAPPELLETTI 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	DIRECTOR 5 00	0	0	0
PHILIP COOK 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	DIRECTOR 5 00	0	0	0
ASHIA COOPER 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
D SCOTT DETAR CPA 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
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
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
REV KAREN PIDCOCK-LESTER 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	DIRECTOR 5 00	0	0	0
DONALD SILVERSON 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
SHARON L WEAVER 152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464	DIRECTOR 5 00	0	0	0

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

Recipient 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	40,000
BOROUGH OF POTTSTOWN 100 E HIGH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	MANATAWNY GATEWAY & THE GREENING OF SOUTH STREET	50,000
BOYERTOWN AREA COMMUNITY WELLNESS COUNCIL PO BOX 87 GILBERTSVILLE,PA 19525		PUBLIC CHARITY	STEPS TO A HEALTHIER COMMUNITY	25,000
BOYERTOWN AREA SCHOOL DISTRICT 911 MONTGOMERY AVENUE BOYERTOWN,PA 19512		GOVERNMENT ENTITY	BRAIN BODY CONNECTION	65,500
BOYERTOWN AREA YMCA 301 W SPRING STREET BOYERTOWN,PA 19512		PUBLIC CHARITY	SPORTS & WELLNESS TRAINING CENTER	12,000
BOYERTOWN ROTARY FOUNDATION PO BOX 176 BOYERTOWN,PA 19512		PUBLIC CHARITY	WELLNESS TRAIL & EXCERSISE EQUIPMENT & FENSTERMACHER FITNESS CAMPUS - PHASE II	70,000
BROOKESIDE MONTESSORI 1075 ROUTE 100 BECHTELSVILLE,PA 19505		SCHOOL	GROWING UP FIT	9,600
CAMPHILL VILLAGE KIMBERTON HILLS PO BOX 1045 KIMBERTON,PA 19442		PUBLIC CHARITY	AGING IN COMMUNITY	7,500
CARSON VALLEY CHILDREN'S AID 1314 DEKALB STREET NORRISTOWN,PA 19401		PUBLIC CHARITY	WOMEN'S VOICES, HEALTHY CHOICES	20,000
CENTRO CULTURAL LATINO UNIDOS INC BOX 613 19 S KEIM STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	EDUCATION FUN & FITNESS	15,000
CHESTER COUNTY 4H 601 WESTTOWN ROAD WEST CHESTER,PA 19380		GOVERNMENT ENTITY	AFTER SCHOOL & SUMMER PROGRAMS	10,000
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY PO BOX 706 NORRISTOWN,PA 19404		PUBLIC CHARITY	MISSION KIDS' VICTIM/FAMILY ADVOCATE PROGRAM	15,000
CHILD HOME & COMMUNITY 144 WOOD STREET DOYLESTOWN,PA 18901		PUBLIC CHARITY	ADOLESCENT, PRENATAL, PARENTING & SUPPORT CONTINUUM	7,500
COMMUNITY HEALTH & DENTAL CARE INC 11 ROBINSON STREET SUITE 100 POTTSTOWN,PA 19464		PUBLIC CHARITY	SUSTAINABILITY & PEDIATRIC AND ADOLESCENCE FIT & HEALTHY CARE PROGRAM	466,700
COVENTRY CHRISTIAN SCHOOL 699 NORTH PLEASANTVIEW ROAD POTTSTOWN,PA 19464		SCHOOL	PROJECT PURPOSE	42,568

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COVENTRY LITTLE LEAGUE 228 STAUFFER ROAD POTTSTOWN,PA 19465		PUBLIC CHARITY	CONCESSIONS REMEDIATION	10,000
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	HEALTHY WEIGHT, HEALTHY FAMILIES	262,500
DANIEL BOONE AREA SCHOOL DISTRICT 321 FURNACE ST SUITE 200 BIRDSBORO,PA 19508		GOVERNMENT ENTITY	HEALTHY FOR A LIFETIME PROGRAM	66,501
DELAWARE VALLEY GRANTMAKERS 230 BROAD STREET SUITE 4C PHILADELPHIA,PA 19102		PUBLIC CHARITY	FOOD FUNDERS CONVERGENCE FUND	5,000
DEVELOPMENTAL ENTERPRISES CORP 333 E AIRY STREET NORRISTOWN,PA 19401		PUBLIC CHARITY	HEALTHY EATING, HEALTHY LIVING	16,000
FALKNER SWAMP NURSERY SCHOOL 1809 HOFFMANSVILLE RAD SASSAMANSVILLE,PA 19472		SCHOOL	FSNS HEALTH AND WELLNESS PROPOSAL	8,500
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE,PA 19403		PUBLIC CHARITY	PROJECT HEARTH & EAT SMART, PLAY MORE	20,000
FOUNDATION FOR POTTSTOWN EDUCATION 230 BEECH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	EXECUTIVE DIRECTOR POSITION	50,000
FRIENDSHIP HOUSE 1615 EAST ELM STREET SCRANTON,PA 18505		PUBLIC CHARITY	THE PARENT-CHILD HOME PROGRAM	10,000
GREATER POTTSTOWN TENNIS ASSOCIATION PO BOX 935 POTTSTOWN,PA 19464		PUBLIC CHARITY	TENNIS & LEARNING AFTER SCHOOL PROGRAM	20,000
GREEN VALLEYS ASSOCIATION 1368 PRIZER ROAD POTTSTOWN,PA 19465		PUBLIC CHARITY	OUTDOOR AND ENVIRONMENTAL EDUCATION PROGRAMS	2,500
KENCREST CENTERS 21 ROBINSON ROAD POTTSTOWN,PA 19464		SCHOOL	RESOURCES AND EDUCATION FOR ACHIEVING COMPLETE HEALTH	4,750
MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY 30 W BARNARD ST STE 1 WEST CHESTER,PA 19382		PUBLIC CHARITY	HEALTHY START PROGRAM & HEALTH INSURANCE ENROLLMENT INITIATIVE	23,000
MATERNITY CARE COALITION 200 HAMILTON STREET SUITE 205 PHILADELPHIA,PA 19130		PUBLIC CHARITY	POTTSTOWN EARLY HEAD START	20,000
MONTGOMERY COUNTY COMMUNITY COLLEGE 101 COLLEGE DRIVE POTTSTOWN,PA 19464		COLLEGE	DENTAL SEALANT DAY	3,221

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MONTGOMERY COUNTY PLANNING COMMISSION PO BOX 311 NORRISTOWN,PA 19404		GOVERNMENT ENTITY	MONTGOMERY COUNTY 2015 COMPREHENSIVE PLAN UPDATE	10,000
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD READING,PA 19611		PUBLIC CHARITY	A BODY, MIND & SOUL APPROACH TO COMMUNITY HEALTH & WELLNESS	68,000
OWEN J ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN,PA 19465		GOVERNMENT ENTITY	FIT FOR LIFE PROGRAM	78,000
PENNSYLVANIA STATE UNIVERSITY PHILANTHROPIC FUND 17 OLD MAIN UNIVERSITY PARK,PA 16802		PUBLIC CHARITY	DINING WITH DIABETES	25,596
PERKIOMEN VALLEY SCHOOL DISTRICT 509 GRAVEL PIKE ROAD COLLEGEVILLE,PA 19464		GOVERNMENT ENTITY	CONSTRUCTION OF CLIMBING WALL	10,000
POTTSGROVE SCHOOL DISTRICT 1301 KAUFFMAN ROAD POTTSTOWN,PA 19464		GOVERNMENT ENTITY	BUILDING A HEALTHY SCHOOL COMMUNITY	52,000
POTTSTOWN AREA POLICE ATHLETIC LEAGUE PO BOX 176 POTTSTOWN,PA 19464		PUBLIC CHARITY	PAL OPERATING PROGRAM	45,000
POTTSTOWN AREA SENIORS' CENTER 724 N ADAMS ST POTTSTOWN,PA 19464		PUBLIC CHARITY	ENHANCING PRIME TIME HEALTH FOR SENIORS	27,940
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 137 WALNUT ST POTTSTOWN,PA 19464		PUBLIC CHARITY	STRATEGIC PLANNING TO STRENGTHEN THE ORGANIZATION	38,000
POTTSTOWN KARATE CLUB 21 N HANOVER ST POTTSTOWN,PA 19464		PUBLIC CHARITY	CROSSFIT POTTSTOWN & CROSSFIT RECOVERY	10,000
POTTSTOWN PARKS & RECREATION 100 E HIGH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	RUMBLE YOUTH VOLLEYBALL CLINICS	5,000
POTTSTOWN PUBLIC LIBRARY 500 E HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	SUPPORT FOR NON-PROFIT ORGANIZATIONS	11,655
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	HEART RATE MONITORS & HEALTHY SCHOOL COMMUNITIES INITIATIVE	148,751
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	PEAK HEALTH & WELLNESS INITIATIVE	90,000
PRESERVATION POTTSTOWN 1304 HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	COMMUNITY GARDENS	30,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ROYERSFORD BOROUGH 300 MAIN STREET ROYERSFORD,PA 19468		GOVERNMENT ENTITY	THIRD AVENUE BASKETBALL COURT RENOVATION	5,000
SCHUYKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DR POTTSTOWN,PA 19464		GOVERNMENT ENTITY	BIKE POTTSTOWN	25,000
SPRING-FORD AREA SCHOOL DISTRICT 857 S LEWIS ROAD ROYERSFORD,PA 19468		GOVERNMENT ENTITY	WELLNESS MATTERS!	100,000
ST ALOYSIUS SCHOOL 220 N HANOVER STREET POTTSTOWN,PA 19464		CATHOLIC SCHOOL	STEPS TO A HEALTHIER YOU - FITNESS AND NUTRITION	20,000
THE NON-PROFIT CENTER AT LASALLE UNVIERSITY 1900 WEST OLNEY AVE PHILADELPHIA,PA 19141		UNIVERSITY	CAPACITY BUILDING FOR TRICOUNTY COMMUNITY NETWORK	9,108
THE TENNIS FARM 19 WATERLOO AVENUE BERWYN,PA 19312		PUBLIC CHARITY	PSD ELEMENTARY SCHOOL CHILDREN LEARN LIFETIME SPORT OF TENNIS	15,000
THE TRISKELES FOUNDATION 707 EAGLEVIEW BLVD SUITE 105 EXTON,PA 19341		PUBLIC CHARITY	FOOD FOR THOUGHT/GREEN INTERN PROGRAM	25,000
THE WYNDCROFT SCHOOL 1395 WILSON STREET POTTSTOWN,PA 19464		SCHOOL	HEALTH FOR LIFE	10,000
TOWNSHIP OF UPPER POTTSGROVE 1409 FARMINGTON AVENUE POTTSTOWN,PA 19464		GOVERNMENT ENTITY	ENHANCEMENT OF THE SPROGELS RUN PEDESTRIAN TRAIL	28,750
TRICOUNTY COUNTY COMMUNITY NETWORK 260 HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	COMMUNITY COLLABORATIVE	100,000
UNITED WAY OF BOYERTOWN PO BOX 213 BOYERTOWN,PA 19512		PUBLIC CHARITY	MATCHING GRANT FOR ANNUAL CAMPAIGN	15,000
UNITED WAY OF GREATER PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA,PA 19103		PUBLIC CHARITY	MATCHING GRANT FOR ANNUAL CAMPAIGN	50,000
VISITING NURSE ASSOCIATION 1963 E HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	PERSONAL NAVIGATOR PROGRAM WITH EXPANDED LEGAL SUPPORT SERVICES	25,000
WASHINGTON TOWNSHIP 120 BARTO ROAD BARTO,PA 19504		GOVERNMENT ENTITY	BARTO PARK FIELD AND PLAYGROUND PROJECT	10,000
WEST-MONT CHRISTIAN ACADEMY 873 SOUTH HANOVER ST POTTSTOWN,PA 19465		SCHOOL	HEALTHY SNACK/LUNCH PROGRAM EXTENSION & GROWING WELL TOGETHER	17,500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WINGS OF VICTORY OUTREACH PO BOX 242 465 N EVANS ST POTTSTOWN,PA 19464		PUBLIC CHARITY	EMPOWERED FOR SUCCESS	6,000
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	HEALTHY PATHWAYS & ORGANIZATIONAL ASSESSMENT	97,100
MONTGOMERY COUNTY COMMUNITY COLLEGE 101 COLLEGE DRIVE POTTSTOWN,PA 19464		COLLEGE	DENTAL SEALANT DAY - RETURNED GRANT DOLLARS	-1,072
MONTGOMERY COUNTY COMMUNITY COLLEGE 101 COLLEGE DRIVE POTTSTOWN,PA 19464		COLLEGE	SERVICE LEARNING - RETURNED GRANT DOLLARS	-1,809
Total . . . . . ▶ **3a**				2,583,859

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization
POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

Employer identification number
23-2344729

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

Employer identification number
23-2344729

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF PHILIP WILLIAMS C/O THOMAS D LEIDY ESQ 42 E THIRD S BOYERTOWN, PA 19512	$ 44,192	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

Employer identification number
23-2344729

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

Employer identification number
23-2344729

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

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

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

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

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

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

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

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

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TY 2012 Accounting Fees Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT	23,000	4,600		17,800

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TY 2012 Investments Corporate Stock Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	67,472,997	67,472,997

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TY 2012 Investments - Other Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	FMV	10,778,364	10,778,364

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TY 2012 Legal Fees Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,866	2,866		0

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TY 2012 Other Expenses Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	761	139		605
COMMUNICATION AND EDUCATIONAL PROGRAMS	90,469	18,094		99,742
OFFICE EXPENSE	11,451	2,290		8,208
DUES AND MEMBERSHIPS	13,803	2,761		11,042
INSURANCE	30,572	6,114		23,042
POSTAGE	1,549	310		1,239
WEBSITE LINK AND MAINTENANCE FEES	5,901	0		4,721
EQUIPMENT RENTAL AND SOFTWARE MAINTENANCE	30,168	6,034		24,642
MISCELLANEOUS	339	68		647
PROGRAM EXPENSES	126,709	0		132,338
NONPROFIT EVENTS SUPPORT	18,929	0		19,327
ACCOUNTING CARRYOVER	11,350	0		0
PENSION PLAN - PMMC	69,488	0		0
COLLECTION FEES	1,237	0		0
SEMINAR EXPENSE	22,639	0		22,639

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TY 2012 Other Increases Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	4,612,858
PENSION BENEFIT - NONOPERATING REVENUE	5,007,123
WRITE OFF OF HOSPITAL LIABILITIES - NONOPERATING INCOME	1,227,628

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TY 2012 Other Liabilities Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED SELF INSURANCE CLAIMS	208,557	0
B/C SETTLEMENT LIABILITY	500,000	0
ACCRUED PENSION EXPENSE	24,663,599	18,496,857

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TY 2012 Other Professional Fees Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT AND ADVISORY FEES	90,235	90,235		0
CONSULTING	18,892	0		15,194

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TY 2012 Taxes Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	113,970	113,970		0