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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 **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation POTTSTOWN MERCURY FOUNDATION		A Employer identification number 23-6256419
Number and street (or P.O. box number if mail is not delivered to street address) 24 NORTH HANOVER STREET		B Telephone number 610-323-3000
City or town, state, and ZIP code POTTSTOWN, PA 19464		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,142. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (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)
1 Contributions, gifts, grants, etc., received		43,032.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		19.	19.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		43,051.	19.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,410.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		1,335.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,745.	0.		0.
25 Contributions, gifts, grants paid		67,308.			67,308.
26 Total expenses and disbursements. Add lines 24 and 25		70,053.	0.		67,308.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-27,002.			
b Net investment income (if negative, enter -0-)			19.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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	45,144.	18,142.	18,142.
	2 Savings and temporary cash investments			
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	45,144.	18,142.	18,142.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	45,144.	18,142.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	45,144.	18,142.	
	31 Total liabilities and net assets/fund balances	45,144.	18,142.	

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	45,144.
2 Enter amount from Part I, line 27a	2	-27,002.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,142.
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	18,142.

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			
b	NONE		
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			
c			
d			
e			

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

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

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

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 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	50,915.	40,662.	1.252152
2010	77,415.	37,194.	2.081384
2009	53,606.	58,140.	.922016
2008	40,760.	50,328.	.809887
2007	38,670.	41,370.	.934735
2 Total of line 1, column (d)			6.000174
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			1.200035
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			21,760.
5 Multiply line 4 by line 3			26,113.
6 Enter 1% of net investment income (1% of Part I, line 27b)			0.
7 Add lines 5 and 6			26,113.
8 Enter qualifying distributions from Part XII, line 4			67,308.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (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

N/A

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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 ► N/A	13	X	
14	The books are in care of ► POTTSTOWN MERCURY Located at ► 24 NORTH HANOVER STREET, POTTSTOWN, PA Telephone no. ► (610) 323-3000 ZIP+4 ► 19464			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/> N/A	1b	
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	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► , , , <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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
NANCY MARCH	OFFICER			
C/O THE POTTSTOWN MERCURY, 24 N HANOV	1.00	0.	0.	0.
POTTSTOWN, PA 19464				
PATRICIA MCKELVEY	OFFICER			
C/O THE POTTSTOWN MERCURY, 24 N HANOV	1.00	0.	0.	0.
POTTSTOWN, PA 19464				

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
NONE				

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."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	0.
b	Average of monthly cash balances	1b	22,091.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	22,091.
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	22,091.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	331.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,760.
6	Minimum investment return. Enter 5% of line 5	6	1,088.

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	1,088.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,088.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,088.
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	1,088.

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	67,308.
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	67,308.
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	67,308.

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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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				1,088.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	36,601.			
b From 2008	38,244.			
c From 2009	50,399.			
d From 2010	75,555.			
e From 2011	48,883.			
f Total of lines 3a through e	249,682.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 67,308.				
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				1,088.
e Remaining amount distributed out of corpus	66,220.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	315,902.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	36,601.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	279,301.			
10 Analysis of line 9:				
a Excess from 2008	38,244.			
b Excess from 2009	50,399.			
c Excess from 2010	75,555.			
d Excess from 2011	48,883.			
e Excess from 2012	66,220.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OPERATION HOLIDAY-CHRISTMAS 2013-SEE ATTACHED LISTING AND ATTACHED FOOTNOTE 24 N. HANOVER ST. POTTSTOWN, PA 19464	NONE	PUBLIC	PROVIDING FOOD AND TOYS TO INDIGENT AND NEEDY	67,308.
Total			▶ 3a	67,308.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SUSQUEHANNA BANK CHECKING ACCOUNT	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,410.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,410.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION	100.	0.		0.
POST OFFICE EXPENSE	960.	0.		0.
MISC. OTHER EXPENSES	275.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,335.	0.		0.

FOOTNOTES STATEMENT 4

ATTACHMENT TO FORM 990-PF, PAGE 10, PART XV,
QUESTION 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR
APPROVED FOR FUTURE PAYMENT

THE FOUNDATION PROVIDED ASSISTANCE TO INDIGENT AND NEEDY
FAMILIES IN THE POTTSTOWN COMMUNITY THROUGH
OPERATION HOLIDAY

THE FOUNDATION OBTAINED A LIST OF NAMES OF INDIGENT AND
NEEDY FAMILIES FROM THE FOLLOWING SEC. 501(C)(3)
ORGANIZATIONS:

COMMUNITY SERVICES OF DEVEREUX, 1041 W. BRIDGE ST.

PHOENIXVILLE, PA 19460
CREATIVE HEALTH SERVICES, 11 ROBINSON ST.
POTTSTOWN, PA 19464
EASTER SEALS, SE PA 1161 FORTY FOOT RD. P.O. BOX 3333
KULPSVILLE, PA 19443
GREEN LANE HEAD START 3004 MAIN ST.
GREEN LANE, PA 18054
HEART OF GOD FAMILY WORSHIP CENTER 201 N. HANOVER ST.
POTTSTOWN, PA 19464
MCHS-POTTSTOWN ANNEX HEAD START 940 N. FRANKLIN ST.
POTTSTOWN, PA 19464
MONTGOMERY COUNTY HEAD START (POTTS 1-2-3) 301 KING ST.
POTTSTOWN, PA 19464
MONTGOMERY EARLY LEARNING CENTER 150 N. HANOVER ST.
POTTSTOWN, PA 19464
NORTH COVENTRY FOOD PANTRY 148 W. MAIN ST.
POTTSTOWN, PA 19464
PHOENIXVILLE HOSPITAL 140 NUTT RD.
PHOENIXVILLE, PA 19460
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 57 N. FRANKLIN ST
POTTSTOWN, PA 19464
POTTSTOWN FAMILY CENTER 1976 E. HIGH ST.
POTTSTOWN, PA 19464
THE CLINIC 143 CHURCH ST. PHOENIXVILLE, PA 19460
WOMEN'S CENTER OF MONTGOMERY COUNTY 1800 E. HIGH ST
POTTSTOWN, PA 19464

THE FOUNDATION'S ADMINISTRATIVE STAFF REVIEWS THE LISTS
PRIOR TO MAKING DISTRIBUTIONS OF FOOD AND TOYS.

OPERATION HOLIDAY INVOLVES THE DISTRIBUTION OF TOYS AND FOOD
TO INDIGENT AND NEEDY FAMILIES AT CHRISTMAS.

2012 OPERATION HOLIDAY FAMILY LIST

NR. FAMILIES	NAME	PHONE	CHILDREN
	237 Families		
	629 Children		
	Community Services of Devereux		
	Kristen Henry 610-933-8110 ext. 2481		
1	Byrd Family	610-792-6760	3
1	Day Family	484-624-4284	2
1	Houghton Family	no phone	2
1	Bouzenbilla Family	no phone	3
1	Ortiz Family	484-678-9225	2
1	The Sharkey Family	717-823-3804	1
1	Hajanatu Jalloh	610-441-5691	3
1	Diana huang	484-919-0353	1
1	Ruby Diggs	610-873-2838	1
1	Alice Ray	484-340-7719	2
	Creative Health Services		
	Jaime Tyson 610-326-2767		
1	Shanodda Douglas	484-374-8198	3
1	Kaleria Patterson	484-363-3914	2
1	Maria Meek	541-291-1252	4
1	Terri Walter	610-310-0443	3
1	Tammie Flowers	215-416-5472	2
1	Jennifer Johnson	610-441-4251	2
1	Janel Worner	267-579-6044	4
1	Ivy Hennix	484-849-1262	4
1	Bridgette Jackson	484-363-9882	2
	Green Lane Head Start		
	Sue Esterline 267-371-2142 cell		
1	Kristen Bolis	267-923-5434	3
1	Alisha Davies	215-600-7151	3
1	Corinne Schwenk	267-371-0321	1
1	Jennifer Harman	610-487-4389	2
1	Felicia Piepszowski	215-679-8546	1
1	Bonnie Beron	215-234-4187	2
1	Christine Jones and Scott Godshall	215-541-4799	4
1	Alyssa Schollaert	267-684-9047	1
1	Tanya and Jesse Keller	215-767-6859	2

2012 OPERATION HOLIDAY FAMILY LIST

1	Michelle Norris	484-358-5987	2
	Heart of God Family Worship Center		
	Linda Anthony 610-802-1000		
1	Shyrie Gibbs	484-300-9249	4
1	Tina Betts	240-435-8706	1
1	Tamika Malachi DeVeaux	610-323-5963	5
1	Kim Cyrus	484-949-0126	3
1	Brittany Burgess	484-300-2929	3
1	Elaine Ortiz	484-767-3648	1
1	Sasha Taylor	484-948-6331	3
1	Jessica Warren	443-608-0701	2
1	Natalie Davis	267-402-8703	3
1	Sheena Beasley	484-374-7729	2
1	Crystal Hill	267-334-0874	2
	MCHS-Pottstown Annex Head Start		
	(formerly Lower Pottsgrove)		
	Alice Long 610-326-9205		
1	Rachel Becht	484-902-8145	6
1	Melissa Caballero-Bui	484-977-0816	3
1	Rachel Coakley	484-335-8460	1
1	Luise Calle	484-353-3016	5
1	Devon Harper	484-945-3041	1
1	Adrienne Harper	484-366-9489	2
1	Mildred Mauras	484-948-7287	2
1	Jhona McCloud	267-997-4901	3
1	Sonja Lewiski-Mast	484-942-3778	2
1	Patricia Schade	610-326-5736	3
1	Michelle Schleigh	267-664-1692	1
1	Jena Barto-Torma	484-300-7078	2
	Montgomery Co. Assistance Office		
	Margaret Bauer 610-327-5615		
1	Cassandra Jackson	484-942-6410	3
1	Lisa Viola	610-326-3440	5
1	Christina Cortez	610-850-1305	5
1	Cynthia Brown	267-632-2073	4
1	Amber McClune	484-942-6095	2
1	Loretta Allen	484-256-1193	2
1	Latia Lofton	484-300-1220	3

2012 OPERATION HOLIDAY FAMILY LIST

1	Courtney Ware	484-624-5421	4
1	Kristin Soto	484-751-2228	2
1	Yvonne Claitt	484-942-8877	8
	Montgomery Co. Community College		
	Lori Davidson 610-718-1841		
1	Stefanie O'Connor	610-906-2863	5
1	Joanne Esteve	484-688-4115	1
1	Jennifer Duval	484-524-5881	1
1	Rochelle Ramos	484-524-8855	3
1	Heather Jaramillo	610-724-7502	3
1	Amber McNeely	484-300-5739	1
1	Yolanda Sills	484-945-3111	4
	Montgomery Co. Head Start (Potts 1-2-3)		
	Sadie Bonilla 610-326-9177		
	Class 1		
1	Tamalin Douglas	610-323-4809	2
1	Cindy Grabowski	484-802-4341	2
1	Summer Jones	484-300-1107	1
1	Christine Reese	610-908-9742	2
1	Gina Smith	484-374-3829	3
1	Erin Piechota	910-282-7402	2
1	Darlene Ramsey	484-624-8328	4
1	Annie Marshall	484-300-9091	2
1	Dereck Paskings	484-469-1526	5
	Class 2		
1	Julia Soto	484-366-5472	2
1	Barbara Gibson	610-327-2380	1
1	Accra Cyntse	610-800-1636	2
1	Michelle Henderson	484-624-2483	3
1	Rebecca Dudding	484-300-5286	3
1	Omayra Perez	267-603-0765	4
1	Shannon Nester	484-948-0866	1
1	Tatum Bell	484-366-5696	3
1	Darshae Whitehurst	484-366-5696	1
1	Jennifer Keifrider	610-482-2070	3
	Class 3		
1	Tammy Levengood	610-326-4254	1
1	Patricia Cilio	484-941-6615	2

2012 OPERATION HOLIDAY FAMILY LIST

1	Heather Levan	267-750-9202	1
1	Judaya Dunson	267-335-6455	2
1	Amber Carpenter	610-689-8219	2
1	Reyna Guardado	732-621-0466	4
1	Maria Morales	484-374-9113	2
1	Jessica Peaco	484-362-4275	2
1	Socorro Villanueva	484-945-3229	1
1	Aesha Brown	267-702-7667	3
	Montgomery Co. Office of Children/Youth		
	Sarah Batipps 610-327-1588 ext. 4235		
1	Jodi. B.	484-624-7792	1
1	Tina B.	484-925-9054	4
1	Crystal W.	484-300-2847	3
1	Tameka S.	484-685-2562	1
1	Betty M.	484-769-2684	1
1	Chrissy L.	610-500-0555	3
1	Sean K.	484-366-9555	2
1	Jennifer S.	215-692-2763 or	3
		484-624-8572	
	Montgomery Early Learning Center		
	Pre-K, Ricketts, MELC/Pottstown		
	Karla Esposito		
	610-326-9177 or 484-624-1175 cell		
	Ricketts		
1	Amanda Dise	(484)840-6113	2
1	Jennifer Moser	(484)300-4678	3
1	Shanelle Lawrence	(267)593-7848	4
1	Alma Linares	(484)374-3158	2
1	Ovilia Gomez	(484)338-6429	4
1	Dannielle Prouty	(484)925-9674	4
1	Erlinda Posa	(201)478-2958	3
1	Randie Williams	(610)327-3508	4
1	Siannee Young	(484)300-5392	3
1	Mercedes Jackson	610-326-4428	2
	Pre-K Counts		
1	Irma Serrano	(484)255-1188	1
1	Marissa Blackington	(215)954-4921	1
1	Erika Zambrano	(484)685-2473	4

2012 OPERATION HOLIDAY FAMILY LIST

1	Kaiden Dorsey	(484)948-1700	4
1	Yolanda Biggers	(484)364-3492	4
1	Joshua Holly	(484)300-1977	2
1	Maria del Pilar Aguilera	(610)564-1237	3
1	Cory Sowers	(484)363-3939	1
1	Jessika Sykes	(267)974-5943	1
1	Amanda Williams	(484)366-9776	4
	MELC/Pottstown		
1	Nicole Allen	(267)751-5949	1
1	Crystal King	(610)721-0554	1
1	Jessi Webb	(484)374-9850	2
1	Tiffany Poznanski	(484)568-2005	2
1	Lashonda Watkins	(484)925-6529	2
1	Requita Elliot	(484)401-0186	4
1	Toni Sacerdote	(484)300-1082	2
1	Sade Kenner	(215)869-4999	2
1	Lorenza Villanueva	(484)302-6669	1
1	Jessica Showers	(267)980-4194	5
	North Coventry Food Pantry		
	Ginny Wade		
	610-326-5659 or 484-614-0190		
1	Tanya Hillegas	484-880-3703	3
1	Kristin Reaney	484-366-9037	2
1	Tonya Brown	610-323-6083	2
1	Melinda Brown	484-557-3181	5
1	Lamae Paskings	484-678-2024	4
1	Tamara Hendrix	610-286-7012	2
1	Loretta Cannon	267-592-8489	3
1	Kristen Missimer	484-945 3341	1
1	Teka Spease	484-948-0999	3
1	Tina Hood	484-614-0068	2
	Owen J. Roberts School District		
	Sue Grashof 610-469-5184		
1	Danaja Calloway-deja	484-524-2189	2
1	Tamsin Dougty	484-369-3413 or	2
		610-620-6173	
1	Holly Ferrara-Feldman	610-310-8771	4
1	Amanda Cushman	484-300-6485	3
1	Kathy Miller	610-334-5321 or	1

2012 OPERATION HOLIDAY FAMILY LIST

		484-624-8225	
1	Amy Genery-Barron	610-226-5191	4
1	Heather Chrisman	484-366-7007	5
1	Kay Kenny	484-798-5576	2
1	Charlene Boyette	484-624-4662 or	2
		484-366-4723	
	Park Springs Apartments		
	Ed Rodriguez 610-948-6203		
1	Victoria Stewart	267-401-5728	2
1	Linda Cattlett	610-792-2135	3
1	Julissa Lima	610-741-3505	3
1	Dytiesha Sims	484-687-3781	3
1	Aisha Montgomery	610-245-3669	2
1	Amy Rozinski	484-302-6807	1
1	Ameeniah Salmons	267-591-8997	2
1	Angela Coleman	no phone	1
1	Dana Turner	484-369-3435	2
1	Shannon Knight	484-948-5995	1
	Phoenixville Hospital		
	Kathy Wilson 610-983-1415		
1	Carmella Suber	267-234-1784	1
1	Crystal Briggs	267-237-4171	2
1	Jennifer Barone	610-970-1792	4
1	Rosemary Daddario	484-520-6256	2
1	Lauren Emmel	610-495-0254	1
1	Christy Davey	484-300-1188	1
1	Daniella Isabella	610-680-8242	2
1	Cindy Fox	484-942-9708	2
1	Debbie Castlebuono	484-302-6554	3
1	Renee Pappas	267-312-5159	1
1	Wanda Gibson	484-369-1074	2
	Pottstown Cluster of Religious Comm.		
	Barbara Wilhelmy 610-970-5995		
1	Kiesha Womack	484-624-1695	4
1	Valerie Smoyer	484-300-4180	3
1	Kunitra Adams	484-374-7232	5
1	Kim Robinson	267-444-3108	3
1	Tracey Williams	610-718-6637	7

2012 OPERATION HOLIDAY FAMILY LIST

1	Tanya Brown	484-524-8096	5
1	Beth Franzone	484-557-2989	3
1	Tamara Rogers	267-595-6449	4
1	Margarita Levengood	484-478-7162	5
1	Jade Barlow	484-925-9055	3
	Pottstown Family Center		
	Jessica McCartin 610-326-1610 x 243		
1	Doreen Post	484-369-3184	8
1	Sherri Trego	484-366-9914	9
1	Jodeci Johnson	484-366-9857	2
1	Kelly Rittenbaugh	484-919-3813	4
1	Angel Matthews	215-390-7164	3
1	Judy McGinn	484-364-8141	2
1	Stacey Boughter	484-949-1447	2
1	Cindy Hefferan	610-905-2091	2
1	Shawana Stuller	484-522-7527	3
1	Joenelle Rick	484-945-3841	2
	Pottstown School District Admin. Annex		
	Holly Lee 610-970-6691		
1	Tammy Moore	610-326-3538	1
1	Nadine Engdahl	484-624-7690	3
1	Karen Roach	610-705-9749	2
1	Eva Hums	610-326-4237	3
1	Sequoia Phillips	267-275-1942	4
1	Carolyn Vanderslice	609-331-7252	5
1	Stephanie Craft	484-751-3629	1
1	Lori Knittle	484-374-5940	1
1	Jodi Epright	484-300-7253	3
	Rolling Hills Apartments		
	Laura English 610-323-5130 x 17		
1	Mahendra Brown	267-266-6744	2
1	Kelly Hefner	610-970-1095	2
1	Karissma Nesmith	484-624-8526	4
1	Vanisha Daniels	267-776-1308	4
1	Danielle Austin	484-624-4417	2
1	Barbara Andrews	484-332-6591	1
1	Adrienne Moore	267-232-7237	4

2012 OPERATION HOLIDAY FAMILY LIST

1	Lakeisha Thompson	267-474-0657	2
1	Vanessa Smith	610-970-9236	2
1	Ikedah Thacker	267-582-0818	6
	The Clinic		
	Thomas Burd 610-359-8614		
1	Angela and Lloyd Dean	484-363-9804	3
1	Xiomara and Jairo Perez	484-687-3091	2
1	Nicole Kenneson	no phone	1
1	Jessica and Bryan Mohn	484-636-8682	3
1	Maria and Jaime Sanchez Barajas	267-403-0813	3
1	Courtney Carroll	484-686-0104	3
1	Yandari and Miguel Garcia	484-841-3252	2
1	Michelle and Josef Velasquez	484-792-1129	3
1	Silvia Navarro Barajas	484-557-2953	2
1	Patricia and Pedro Lopez	no phone	2
	Women's Center of Montgomery Co.		
	Kristine Wickward 610-970-7364		
1	Mary Zook	484-661-0161	4
1	Carol Benson	610-306-6949	2
1	Amy Gray	610-990-9855	4
1	Jane Snow	610-405-6078	2
1	Susan Franks	484-300-3399	3
1	Summer Gallagher	315-941-3036	3
1	Nancy Sand	484-624-9599	4
1	Carrie Ward	484-374-8765	2
1	Noel Cole	484-949-0421	1
1	Kathy Kane	484-366-9315	4
	Zions UCC		
	Deb Brauner 610-323-3637 or cell 610-283-0292		
1	Julie Moser	484-300-9869	4
	Jolene Banks 484-942-4470		
1	Ivy Bernsteil (Jason Heckman family)	610-582-0801	3
237			629