



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation NORTHWEST CHARITABLE FOUNDATION		A Employer identification number 27-1403629
Number and street (or P O box number if mail is not delivered to street address) 100 LIBERTY STREET	Room/suite	B Telephone number (see instructions) 814-728-7260
City or town, state or province, country, and ZIP or foreign postal code WARREN PA 16365		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) ▶ \$ 20,609,721 (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) (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)	500			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	61	61		
	4 Dividends and interest from securities	655,521	655,521		
	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			0	
	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	656,082	655,582	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	8,107			124
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 2	18,617	18,617		
	24 Total operating and administrative expenses. Add lines 13 through 23	26,724	18,617	0	124
	25 Contributions, gifts, grants paid	818,346			818,346
26 Total expenses and disbursements. Add lines 24 and 25	845,070	18,617	0	818,470	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-188,988				
b Net investment income (if negative, enter -0-)		636,965			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

DAA

SCANNED MAY 28 2014

RECEIVED

MAY 22 2014

OGDEN, UT

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing	119,639	118,747	118,747
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ 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 (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 3	12,775,650	12,775,650	18,882,411
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 4	1,794,347	1,606,251	1,608,563
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	14,689,636	14,500,648	20,609,721
Liabilities	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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	14,689,636	14,500,648	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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 instructions)	14,689,636	14,500,648	
	31 Total liabilities and net assets/fund balances (see instructions)	14,689,636	14,500,648	

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	14,689,636
2 Enter amount from Part I, line 27a	2	-188,988
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,500,648
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,500,648

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 N/A				
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			
b			
c			
d			
e			

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

(i) FMV 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) (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 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))
2012	613,914	17,066,144	0.035973
2011	200,088	17,043,174	0.011740
2010	78,615	15,698,302	0.005008
2009		15,167,186	
2008			

2 Total of line 1, column (d)**2** 0.052721**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** 0.017574**4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4** 18,551,564**5** Multiply line 4 by line 3**5** 326,025**6** Enter 1% of net investment income (1% of Part I, line 27b)**6** 6,370**7** Add lines 5 and 6**7** 332,395**8** Enter qualifying distributions from Part XII, line 4**8** 818,470

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	6,370
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	6,370
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	6,370
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,525
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	6,525
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	155
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 155 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

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 ► **BOOKKEEPER** Telephone no. ► **814-728-7260**
100 LIBERTY STREET

Located at ► **WARREN** PA ZIP+4 ► **16365**

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 2013, 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 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 2013? N/A	1c		
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 <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 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	2b		
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 2013 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 2013.) 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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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 (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 STATEMENT 5				

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
NONE				

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
NONE		
Total number of others receiving over \$50,000 for professional services		

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 (see instructions)

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	

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	17,999,927
b	Average of monthly cash balances	1b	834,148
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	18,834,075
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	18,834,075
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	282,511
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,551,564
6	Minimum investment return. Enter 5% of line 5	6	927,578

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	927,578
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,370
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,370
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	921,208
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	921,208
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	921,208

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	818,470
b	Program-related investments – total from Part IX-B	1b	
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	818,470
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	6,370
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	812,100

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				736,966
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			90,917	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 818,470				
a Applied to 2012, but not more than line 2a			90,917	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				727,553
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				9,413
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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.
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

b The form in which applications should be submitted and information and materials they should include:
N/A

c Any submission deadlines:
N/A

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

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 SEE STATEMENT 6				818,346
Total			3a	818,346
b Approved for future payment N/A				
Total			3b	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX	\$ 7,983	\$	\$	\$ 124
FRANCHISE TAX	124			
TOTAL	\$ 8,107	\$ 0	\$ 0	\$ 124

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
INVESTMENT FEES	18,617	18,617		
TOTAL	\$ 18,617	\$ 18,617	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTHWEST BANCSHARES INC.	\$ 12,775,650	\$ 12,775,650		\$ 18,882,411
TOTAL	\$ 12,775,650	\$ 12,775,650		\$ 18,882,411

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERATED ULTRASHORT BOND #108 FUND	\$ 1,120,312	\$ 1,120,312		\$ 1,122,624
FEDERATED PRIME CASH OBLIGATION #851	674,035	485,939		485,939
TOTAL	\$ 1,794,347	\$ 1,606,251		\$ 1,608,563

Federal Statements

Statement 5 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
GREGORY C. LAROCCA 100 LIBERTY STREET WARREN PA 16365	PRESIDENT	5.00	0	0	0
VICKI L. STEC 100 LIBERTY STREET WARREN PA 16365	VICE PRESIDE	5.00	0	0	0
DONALD E. REED 100 LIBERTY STREET WARREN PA 16365	TREASURER	5.00	0	0	0
JESSIE L. THOMAS 100 LIBERTY STREET WARREN PA 16365	SECRETARY	5.00	0	0	0
WILLIAM J. WAGNER 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0
RICHARD E. MCDOWELL 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0
PHILLIP M. TREDWAY 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0
SONIA M. PROBST 100 LIBERTY STREET WARREN PA 16365	DIRECTOR	1.00	0	0	0

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Name	Address						
UNITED FUND OF WARREN COUNTY WARREN PA 16365		NONE	305 THIRD AVENUE			MATCHING EMPLOYEE CONTRIBUTION FOR 2	50,549
UNITED WAY OF ERIE COUNTY ERIE, PA 16507		NONE	420 WEST 6TH STREET			CONTRIBUTION 2013	18,150
KANE AREA UNITED FUND KANE PA 16735		NONE	54 FRALEY STREET			CONTRIBUTION 2013	1,000
COMMUNITY HELP CENTRE STATE COLLEGE PA 16801		NONE	141 WEST BEAVER AVENUE			HUMAN SERVICES, CRISIS & COUNSELING	4,000
CHILDREN'S HOSPITAL OF PITTSBURGH PITTSBURGH PA 15224		NONE	CENTRAL PLANT, FLOOR 3, 4			ONE CHILDREN'S HOSPITAL DRIVE	8,726
UNITED WAY OF MIFFLIN-JUNIATA LEWISTOWN PA 17044		NONE	13 EAST THIRD STREET			CONTRIBUTION 2013	1,500
LUPUS FOUNDATION OF AMERICAN - OWINGS MILLS MD 21117	DC/M	NONE	110 PAINTERS MILL ROAD			GRANT 2012, YEAR TWO OF TWO-YEAR, PR	2,500
JEFFERSON DEFREES FAMILY CENTER WARREN PA 16365		NONE	207 SECOND AVENUE			CAPITAL IMPROVEMENTS TO BUILDING	6,641
CURWENSVILLE AREA SCHOOL DISTRICT CURWENSVILLE PA 16833	E	NONE	650 BEECH STREET			CONSTRUCTION PROJECT AT JUNIOR/SENIO	1,000
THE SECOND HARVEST FOOD BANK OF ERIE PA 16501	NW	NONE	1507 GRIMM DRIVE			MOBILE FOOD PANTRY, HEALTHY (INCLUD	8,500
THE WARREN COUNTY HISTORICAL SOCIETY IRVINE PA 16329		NONE	P.O. BOX 144			REPLACEMENT OF WINDOW	500
** EXPERIENCE CHILDREN'S MUSEUM ERIE PA 16507		NONE	420 FRENCH STREET			FINANCIAL LITERACY EXHIBIT "OLD TOWN	10,000
ACHIEVEMENT CENTER ERIE PA 16507		NONE	101 EAST 6TH STREET			CHILD & FAMILY FOCUSED THERAPEUTIC	10,000
UNITED WAY OF ERIE COUNTY ERIE PA 16507		NONE	420 WEST 6TH STREET, #200			DOLLY PARTON'S IMAGINATION LIBRARY.	5,000
THE COMMUNITY COLLEGE OF BALTIMORE BALTIMORE MD 21237		NONE	7201 ROSSVILLE BLVD.			STUDENT SCHOLARSHIPS, CULTURAL & CUR	5,000
BRADFORD ECUMENICAL HOME, INC. BRADFORD PA 16701		NONE	100 ST. FRANCIS DRIVE			COOLER/FREEZER & DINING ROOM EXPANSI	10,000
TUNA VALLEY TRAIL ASSOCIATION BRADFORD PA 16701		NONE	P.O. BOX 1003			BRIDGE OVER TUNA CREEK FOR BIKE TRAI	8,333
ACHIEVA PITTSBURGH PA 15203		NONE	711 BINGHAM STREET			OFFER WORK OPPORTUNITIES TO THOSE WI	5,000
WASHINGTON HOSPITAL FOUNDATION WASHINGTON PA 15301		NONE	155 WILSON AVENUE			WASHINGTON HEALTH SYSTEM CHILDREN'S	5,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
CANONSBURG GENERAL HOSPITAL				100 MEDICAL BLVD.		FREE TRANSPORTATION TO APPTS, FREE A	10,000
CANONSBURG PA 15317	NONE			100 HAYNES STREET		CAPITAL CAMPAIGN	2,000
GREATER JOHNSTOWN COMMUNITY YMCA	NONE			205 MARKET STREET		CONTRIBUTION 2013	10,000
JOHNSTOWN PA 15901	NONE			563 LINCOLN AVENUE		YOUTH PROGRAMS ARTVISION (PERFORMING	5,000
WARREN LIBRARY ASSOCIATION	NONE			2790 WEST COLLEGE AVENUE,		CONTRIBUTION 2013	4,000
WARREN PA 16365	NONE			207 SECOND AVENUE		2ND YEAR PAYMENT OF 5-YEAR GRANT	5,000
THE SHEPHERD'S DOOR, INC.	NONE			422 MAIN STREET, #203		CONTRIBUTION 2013	5,000
PITTSBURGH PA 15202	NONE			P.O. BOX 344, 212 PENN ST		CONTRIBUTION 2013	1,000
CENTRE COUNTY UNITED WAY	NONE			109 EAST LOCUST STREET		SHORT-TERM FINANCIAL ASSISTANCE (REN	1,000
STATE COLLEGE PA 16501	NONE			P.O. BOX 579		SAFE, STRUCTURED ENVIRONMENT FOR FEM	5,000
CASA OF WARREN & FOREST COUNTIES	NONE			107 WERNER STREET		SUPPORT CREATION OF REGIONAL COMMUNI	10,000
WARREN PA 16365	NONE			511 MARKET STREET		LIGHTING EXPENSE & EXPENSE FOR PA WA	2,500
UNITED WAY OF THE LAUREL HIGHLANDS	NONE			589 HOSPITAL DRIVE, SUITE		GED DIPLOMA PROGRAM IN ERIE COUNTY	25,000
JOHNSTOWN PA 15901	NONE			31 WEST 10TH STREET		DOWNTOWN TEEN CENTER & MULTI-PURPOSE	2,500
HUNTINGDON COUNTY UNITED WAY, INC.	NONE			302 FRENCH STREET		PEDIATRIC CARE UNIT TO BE BUILT IN T	5,000
HUNTINGDON PA 16652	NONE			120 WEST CUNNINGHAM STREE		PROVIDE SCHOLARSHIPS FOR PRE-SCHOOL	4,000
THE HOPE FUND OF PENNS VALLEY, INC.	NONE			5031 WEST RIDGE ROAD		SUPPORT EDUCATION, HEALTH CARE, CARE	2,500
CENTRE HALL PA 16828	NONE			18 NORTH SECOND ST., P.O.		CONTRIBUTION 2013	4,600
HOUSE OF HOPE	NONE						
RUSSELL PA 16345	NONE						
EDUCATION CONSORTIUM OF THE UPPER A	NONE						
RUSSELL PA 16345	NONE						
CRARY ART GALLERY, INC.	NONE						
WARREN PA 16365	NONE						
WARREN FOREST HIGHER EDUCATION COUN	NONE						
WARREN PA 16365	NONE						
YMCA OF GREATER ERIE	NONE						
ERIE PA 16507	NONE						
HAMOT HEALTH FOUNDATION	NONE						
ERIE PA 16507	NONE						
YWCA OF BUTLER	NONE						
BUTLER PA 16001	NONE						
SISTERS OF ST. JOSEPH OF NORTHWESTE	NONE						
ERIE PA 16506	NONE						
CLEARFIELD AREA UNITED WAY	NONE						
CLEARFIELD PA 16830	NONE						

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
UNITED WAY OF VENANGO COUNTY RENO PA 16343	NONE	1999 ALLEGHENY BLVD., P.O.	CONTRIBUTION 2013				4,500
TITUSVILLE YMCA TITUSVILLE PA 16354	NONE	201 WEST SPRING STREET					
CLARION UNIVERSITY FOUNDATION INC. OIL CITY PA 16301	NONE	1801 WEST FIRST STREET	2ND YEAR PAYMENT OF 3-YEAR GRANT, RE				10,000
BUTLER COUNTY FAMILY YMCA BUTLER PA 16001	NONE	339 NORTH WASHINGTON STRE	2ND YEAR OF 3-YEAR GRANT, NURSING &				10,000
FAMILY SERVICES OF WARREN COUNTY WARREN PA 16365	NONE	589 HOSPITAL DRIVE, SUITE	2ND YEAR OF 5-YEAR GRANT, PLAYGROUND				4,000
UNITED WAY OF SOUTHERN CHAUTAUQUA C JAMESTOWN NY 14701	NONE	413 NORTH MAIN STREET	CONVERSION TO ELECTRONIC HEALTH RECO				2,500
RIDGWAY YMCA "SHAPE-THE-FUTURE" CAP RIDGWAY PA 15853	NONE	34 NORTH BROAD STREET	CONTRIBUTION 2013				6,500
MCKEAN COUNTY CARE FOR CHILDREN BRADFORD PA 16701	NONE	20 RUSSELL BLVD.	2ND CHECK OF 3-YEAR GRANT, YOUTH PRO				10,000
DICKINSON CENTER, INC. RIDGWAY PA 15853	NONE	43 SERVICE DRIVE	2ND & FINAL CHECK OF 2-YEAR GRANT, (25,000
YMCA OF CORRY CORRY PA 16407	NONE	906 NORTH CENTER STREET	2ND CHECK OF 3-YEAR GRANT, INFORMATI				10,000
CLARION COUNTY HOSPITAL CLARION PA 16214	NONE	1 HOSPITAL DRIVE	2ND CHECK OF 3-YEAR GRANT, REPAIR/MA				8,333
LUTHERAN SENIOR LIFE ZELIENOPLE PA 16063	NONE	401 SOUTH MAIN STREET	2ND CHECK OF 5-YEAR GRANT, CANCER CE				20,000
THE UNITED WAY OF CORRY AREA, INC. CORRY PA 16407	NONE	134 EAST MAIN STREET	2ND CHECK OF 5-YEAR GRANT, RETIREMEN				15,000
UNITED WAY OF MERCER COUNTY HERMITAGE PA 16148	NONE	493 SOUTH HERMITAGE ROAD	CONTRIBUTION 2013				700
THE UNITED WAY OF ASHTABULA COUNTY ASHTABULA OH 44004	NONE	2801 C COURT, DONAHOE CEN	CONTRIBUTION 2013				1,100
TITUSVILLE AREA UNITED WAY TITUSVILLE PA 16354	NONE	208 WEST SPRING STREET	CONTRIBUTION 2013				1,000
CAMERON COUNTY COMMUNITY CHEST EMPORIUM PA 15834	NONE	P.O. BOX 134	CONTRIBUTION 2013				1,600
KANE AREA UNITED FUND KANE PA 16735	NONE	54 FRALEY STREET	CONTRIBUTION 2013				2,200
			CONTRIBUTION 2013				1,000

Federal Statements

**Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
ERIE COMMUNITY FOUNDATION		ERIE PA 16507		NONE	459 WEST SIXTH STREET	BAYFRONT PROJECT	25,000
ST. MARYS AREA UNITED WAY		ST. MARYS PA 15857		NONE	44 SOUTH ST. MARYS STREET	CONTRIBUTION 2013	1,700
UNITED WAY OF THE BRADFORD AREA		BRADFORD PA 16701		NONE	161 MAIN STREET	CONTRIBUTION 2013	5,000
UNITED WAY OF CLARION COUNTY		CLARION PA 16214		NONE	P.O. BOX 207	CONTRIBUTION 2013	5,000
UNITED WAY OF THE CAPITAL REGION		ENOLA PA 17025		NONE	2235 MILLENNIUM WAY	CONTRIBUTION 2013 (COVERS CUMBERLAND	1,600
UNITED WAY OF LANCASTER COUNTY		LANCASTER PA 17601		NONE	630 JANET AVENUE	CONTRIBUTION 2013	5,100
UNITED WAY OF LEBANON COUNTY		LEBANON PA 17042		NONE	801 CUMBERLAND STREET	CONTRIBUTION 2013	6,000
UNITED WAY OF YORK COUNTY		YORK PA 17403		NONE	800 EAST KING STREET	CONTRIBUTION 2013	4,800
UNITED WAY OF WASHINGTON COUNTY		WASHINGTON PA 15301		NONE	590 WASHINGTON ROAD	CONTRIBUTION 2013	3,500
ONE ECONOMY CORPORATION		NEWTON MA 02459		NONE	199 WELLS AVENUE	2ND YEAR OF 3-YEAR GRANT, EVERFI FIN	150,000
ERIE ART MUSEUM		ERIE PA 16501		NONE	411 STATE STREET	BUILDING CAMPAIGN (3RD YEAR OF 5-YEA	5,000
COMMUNITY ACTION SOUTHWEST (CAS)		WASHINGTON PA 15301		NONE	150 WEST BEAU STREET	STRATEGY TO END POVERTY, EDUCATION O	10,000
CHAUTAUQUA REGION COMMUNITY FOUNDAT		JAMESTOWN NY 14701		NONE	418 SPRING STREET	2ND CHECK OF 3-YEAR GRANT, TO AID LO	8,500
ST. SUSAN'S CENTER, INC.		JAMESTOWN NY 14701		NONE	10 PROSPECT STREET	2ND CHECK OF 3-YEAR GRANT, FEED THE	5,000
UNITED WAY OF SOUTHERN CHAUTAUQUA C		JAMESTOWN NY 14701		NONE	413 NORTH MAIN STREET	2ND CHECK OF 3-YEAR GRANT, SUPPORT L	8,500
CHAUTAUQUA STRIDERS YOUTH DEVELOPM		JAMESTOWN NY 14701		NONE	P.O. BOX 397	FINAL CHECK OF 2-YEAR GRANT, MENTORI	5,000
THE WILLIAMSPORT YMCA		WILLIAMSPORT PA 17701		NONE	320 ELMIRA STREET	2ND CHECK OF 3-YEAR GRANT, WILLIAMSP	5,000
WARREN GENERAL HOSPITAL		WARREN PA 16365		NONE	2 CRESCENT PARK WEST	FINAL CHECK OF 3-YEAR GRANT, CANCER	25,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
UNITED WAY OF WESTERN CRAWFORD COUNCIL	MEADVILLE PA 16335	NONE	415 CHESTNUT STREET			CONTRIBUTION 2013	3,000
DUBOIS AREA UNITED WAY	DUBOIS PA 15801	NONE	223 SOUTH JARED STREET			CONTRIBUTION 2013	2,200
GLENDAL SCHOOL DISTRICT EDUCATION	FLINTON PA 16640	NONE	1466 BEAVER VALLEY ROAD			REWARD STUDENTS FOR ACHIEVEMENT	1,800
JOSEPH & ELIZABETH SHAW PUBLIC LIBRARY	CLEARFIELD PA 16830	NONE	1 SOUTH FRONT STREET			NEW SERVER & 7 NEW COMPUTERS	2,500
MOM'S HOUSE, INC.	JOHNSTOWN PA 15905	NONE	1325 FRANKLIN STREET			QUALITY DAYCARE SO PARENTS CAN GRADUATE	2,500
THE SALVATION ARMY OF JOHNSTOWN, PA	JOHNSTOWN PA 15907	NONE	576 VINE STREET			BUNDLE UP PROGRAM	2,500
CENTRE COUNTY LIBRARY & HISTORICAL SOCIETY	BELLEFONTE PA 16823	NONE	203 NORTH ALLEGHENY STREET			LITERACY PROGRAMS, TECHNOLOGY, AFTER SCHOOL PROGRAMS	3,014
HEADWATER CHARITABLE TRUST	DUBOIS PA 15801	NONE	109 NORTH BRADY STREET, 2ND FLOOR			ENHANCE FARMLAND, RESTORE TROUT FISH HABITAT	4,000
THE SALVATION ARMY OF CENTRE COUNTY	STATE COLLEGE PA 16801	NONE	2603 EAST COLLEGE AVENUE			HELP STRUGGLING FAMILIES: RENT, FOOD, CLOTHING	3,700
OIL CITY YMCA	OIL CITY PA 16301	NONE	7 PETROLEUM STREET			PLAYGROUND STRUCTURE FOR 84 ENROLLED CHILDREN	5,000
JAMESTOWN COMMUNITY LEARNING COUNCIL	JAMESTOWN NY 14701	NONE	C/O LINCOLN STREET, 301 F			(PARENTS AS TEACHERS), HOME VISITS, SCIENCE, ARTS	5,500
WINIFRED CRAWFORD DIBERT BOYS & GIRLS CLUB	JAMESTOWN NY 14701	NONE	62 ALLEN STREET			BOYS & GIRLS CLUB, EMPOWER YOUTH WITH LIFE SKILLS	5,500
SISTERS HOSPITAL FOUNDATION, INC.	BUFFALO NY 14214	NONE	2130 MAIN STREET			AMBULATORY SURGERY CENTER, IMPROVED PATIENT CARE	5,000
LAKESIDE MEMORIAL LIBRARY	LAKESIDE NY 14750	NONE	12 WEST SUMMIT STREET			PROVIDE SERVICE, BOOKS, MAGAZINES, DINNER	3,000
UNITED WAY OF GREATER ROCHESTER	ROCHESTER NY 14607	NONE	75 COLLEGE AVENUE			HEALTH & HUMAN SERVICES PROGRAMS, GIFT CERTIFICATES	5,000
COMMUNITY LIBRARY ASSOC. FBO: COOPER LIBRARY	SHARPSBURG PA 15215	NONE	121 MAIN STREET			LIBRARY PROJECT EXPANSION	10,000
PITTSBURGH MUSICAL THEATER	PITTSBURGH PA 15220	NONE	327 SOUTH MAIN STREET			PURCHASE JAMES CENTER, REACH LOW-INCOME COMMUNITIES	5,000
COMMUNITY PARK ASSOCIATION, INC.	ZELIENOPLE PA 16063	NONE	111 WEST NEW CASTLE STREET			ZELIENOPLE PARK (SPORT COURT)	20,000

Federal Statements

**Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
COMMUNITY FOUNDATION OF HOWARD COUN	10630 LITTLE PATUXENT PKW					ENDOWMENT FUND TO SUPPORT CULTURAL E	10,000
COLUMBIA MD 21044	NONE						
WARREN COUNTY DEVELOPMENT ASSOC. FB	308 MARKET STREET					OUTDOOR FITNESS PARK	5,000
WARREN PA 16365	NONE						
POTTER EDUCATION COUNCIL (REQUEST C	5 WATER STREET, P.O. BOX					GOVERNMENT OUTREACH PROGRAM	1,500
COUDERSPORT PA 16915	NONE						
BEACON LIGHT BEHAVIORAL HEALTH SYST	800 EAST MAIN STREET					2ND CHECK OF 3-YEAR GRANT - ASSISTAN	10,000
BRADFORD PA 16701	NONE						
UNITED WAY OF ERIE COUNTY	420 WEST 6TH STREET					CONTRIBUTION 2013	19,000
ERIE, PA 16507	NONE						
THE UNITED WAY OF ARMSTRONG COUNTY	705 BUTLER ROAD					CONTRIBUTION 2013	1,000
KITTANNING PA 16201	NONE						
UNITED WAY OF BUTLER COUNTY	184 PITTSBURGH ROAD					CONTRIBUTION 2013	4,000
BUTLER PA 16001	NONE						
TOTAL							818,346

Northwest Charitable Foundation
 EIN: 27-1403629
 2013 Form 990-PF
 Part XIII Attachment

The Foundation is in its start-up period under Reg. 53.4942(a)-3(b)(4)(i). Its start up period is January 1, 2010 through December 31, 2013. Under Reg. 53.492(a)-3(b)(4)(iii) the Foundation is not required to make a distribution until the end of the start-up period. Below is a table showing the start-up period activity as of December 31, 2013.

		Gross Distributable Amount			Start-up Period Distributable Amount
Year 1	2010	779,754	x	20% =	\$ 155,951
Year 2	2011	846,614	x	40% =	338,646
Year 3	2012	845,594	x	60% =	507,356
Year 4	2013	921,208	x	80% =	<u>736,966</u>
					1,738,919
2010 distributions					(83,776)
2011 distributions					(205,633)
2012 distributions					(621,627)
2013 distributions					<u>(818,470)</u>
Remaining distributable amount at 12/31/13					<u>\$ 9,413</u>