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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

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	
City or town, state or province, country, and ZIP or foreign postal code POTTSTOWN, PA 19464		B Telephone number (see instructions) (610) 323-2006	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 84,723,796		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	321			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,917,839	1,917,839		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,356,025			
	b Gross sales price for all assets on line 6a 27,758,704				
	7 Capital gain net income (from Part IV, line 2) . . .		6,356,025		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	8,274,185	8,273,864		
	13 Compensation of officers, directors, trustees, etc	185,390	74,156		111,225
	14 Other employee salaries and wages	368,352	117,492		250,866
	15 Pension plans, employee benefits	88,571	0		57,125
	16a Legal fees (attach schedule)	3,421	3,421		0
	b Accounting fees (attach schedule)	25,500	5,100		20,000
	c Other professional fees (attach schedule)	293,694	89,773		156,080
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	174,217	144,465		28,396
	19 Depreciation (attach schedule) and depletion . . .	12,933	12,933		
	20 Occupancy	77,682	15,536		62,146
	21 Travel, conferences, and meetings	27,761	5,552		22,305
	22 Printing and publications	17,364	3,473		13,283
	23 Other expenses (attach schedule)	531,754	50,619		411,630
	24 Total operating and administrative expenses. Add lines 13 through 23	1,806,639	522,520		1,133,056
	25 Contributions, gifts, grants paid	2,834,148			2,594,473
	26 Total expenses and disbursements. Add lines 24 and 25	4,640,787	522,520		3,727,529
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,633,398			
	b Net investment income (if negative, enter -0-)		7,751,344		
	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	95,738	103,000	103,000
	2	Savings and temporary cash investments	65,270	431,762	431,762
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	8,919	35,956	35,956
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	67,472,997	74,461,240	74,461,240
	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)	10,778,364	9,662,743	9,662,743
	14	Land, buildings, and equipment basis ▶ _____ 280,542 Less accumulated depreciation (attach schedule) ▶ _____ 251,447	24,835	29,095	29,095
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	78,446,123	84,723,796	84,723,796
	17	Accounts payable and accrued expenses	423,010	441,684	
	18	Grants payable	24,068	263,743	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	18,496,857	14,570,562	
	23	Total liabilities (add lines 17 through 22)	18,943,935	15,275,989	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	59,502,188	69,447,807	
	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)	59,502,188	69,447,807	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	78,446,123	84,723,796	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	59,502,188
2	Enter amount from Part I, line 27a	2	3,633,398
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,312,221
4	Add lines 1, 2, and 3	4	69,447,807
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	69,447,807

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 27,758,704		21,402,679	6,356,025
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			6,356,025
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	6,356,025
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))
2012	3,566,515	76,166,946	0 046825
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

2	Total of line 1, column (d).	2	0 263550
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 052710
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	81,008,575
5	Multiply line 4 by line 3.	5	4,269,962
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	77,513
7	Add lines 5 and 6.	7	4,347,475
8	Enter qualifying distributions from Part XII, line 4. 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	8	3,727,529

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		1	155,027		
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		2	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-)				3	155,027
3 Add lines 1 and 2.				4	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	155,027		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6a	136,248		
6 Credits/Payments					
a 2013 estimated tax payments and 2012 overpayment credited to 2013					
b Exempt foreign organizations—tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld		6b			
		6c			
		6d			
7 Total credits and payments Add lines 6a through 6d.		7	136,248		
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	730		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	19,509		
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 2014 estimated tax Refunded		11			

Part VII-A Statements Regarding Activities			
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?		2	No
If "Yes," attach a detailed description of the activities.			
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?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		6	Yes
• 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?			
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?		9	No
If "Yes," complete Part XIV			
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 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?	16	Yes	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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ 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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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 2013?	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	PROGRAM OFFICER	121,644	20,472	0
152 E HIGH ST STE 500 POTTSTOWN,PA 19464	40 00			
LAURA DEFLAVIA	CONTROLLER	101,365	10,594	0
152 E HIGH ST STE 500 POTTSTOWN,PA 19464	40 00			
ROSEMARIE WALTERS	OFFICE MANAGER	60,621	21,781	0
152 E HIGH ST STE 500 POTTSTOWN,PA 19464	40 00			
ASHLEY PULTORAK	PROGRAM OFFICER	54,258	6,861	0
152 E HIGH ST STE 500 POTTSTOWN,PA 19464	40 00			
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
ALGORHYTHM LLC 500 THROCKMORTON STREET FORT WORTH, TX 76102	COMPUTER PROGRAMMING	127,210
PUBLIC HEALTH MANAGEMENT CORP 260 SOUTH BROAD ST 18TH FL PHILADELPHIA, PA 191025085		
DGA PARTNERS 2 BALA PLAZA BALA CYNWYD, PA 19004	PROMOTION OF PUBLIC HEALTH	67,748
	HEALTHCARE MANAGEMENT CONSULTANTS	65,339
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	82,040,179
b	Average of monthly cash balances.	1b	172,636
c	Fair market value of all other assets (see instructions).	1c	29,393
d	Total (add lines 1a, b, and c).	1d	82,242,208
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	82,242,208
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,233,633
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	81,008,575
6	Minimum investment return. Enter 5% of line 5.	6	4,050,429

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	4,050,429
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	155,027
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	155,027
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,895,402
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,895,402
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	3,895,402

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	3,727,529
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	3,727,529
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	3,727,529
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			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
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 ▶ \$ 3,727,529			
a		Applied to 2012, but not more than line 2a			
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.			
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.			
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.			

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.

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	

Qualifying distributions from Part XII, line 4 for each year listed					
--	--	--	--	--	--

e. Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					

Complete 3a, b, or c for the alternative test relied upon					
---	--	--	--	--	--

(2) Value of assets qualifying under section 4942 (1)(3)(B)(i)					
---	--	--	--	--	--

• "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
--	--	--	--	--	--

“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					

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))

• 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

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

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 GRANTEEES 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	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 Additional Data Table				
Total			3a	2,638,949
b Approved for future payment				
FOUNDATION FOR POTTSTOWN EDUCATION 230 BEECH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	EXECUTIVE DIRECTOR POSITION & PART TIME ADMINISTRATIVE ASSISTANT	60,000
SCHUYLKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DRIVE POTTSTOWN,PA 19464		GOVERNMENT ENTITY	CIRCUIT RIDER PARKS COORDINATOR	198,743
POTTSTOWN PARKS & REC FOUNDATION 100 E HIGH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	POTTSTOWN VOLLEYBALL RUMBLE	5,000
Total			3b	263,743

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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	EXECUTIVE DIRECTOR 40 00	185,390	25,122	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
KENNETH E PICARDI	PRESIDENT 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
ART GREEN	VICE PRESIDENT 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
MYRA GEHRET FORREST ED D	SECRETARY 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
MATTHEW CAPPELLETTI	TREASURER 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
TODD ALDERFER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
ROBERT W BOYCE	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
JAMES R BUSH	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
PHILIP COOK	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
JAMES CORUM	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
D SCOTT DETAR CPA	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
LINDA FLEDERBACH	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
PETER GLENNON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
KEITH HARRISON DO FAAFP	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
MILTON D MARTYNY	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
CHARLES F PALLADINO	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
REV KAREN PIDCOCK-LESTER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
DONALD SILVERSON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
WILLIAM S TADDONIO MD	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
SHARON L WEAVER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
B DOUGLAS TRAINER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				
DEBORAH ZELLE	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN,PA 19464				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ACLAMO 512 W MARSHALL STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	CONEXIONES POR SALUD - HEALTH DISPARITIES REDUCTION PROGRAM	40,000
BLESSED TERESA OF CALCUTTA PARISH PO BOX 229 LIMERICK, PA 19468		CATHOLIC CHURCH	PHYSICALLY FIT TO PLAY	10,000
BOONE AREA LIBRARY 129 N MILL STREET BIRDSBORO, PA 19508		GOVERNMENT ENTITY	COLLECTION DEVELOPMENT OF NON-FICTION BOOKS	5,000
BOYERTOWN AREA COMMUNITY WELLNESS COUNCIL PO BOX 87 GILBERTSVILLE, PA 19525		PUBLIC CHARITY	2014 STRENGTHENING A COMMUNITY THROUGH WELLNESS	25,000
BOYERTOWN AREA SCHOOL DISTRICT 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512		GOVERNMENT ENTITY	BRAIN BODY CONNECTION	66,000
BOYERTOWN AREA YMCA 301 W SPRING STREET BOYERTOWN, PA 19512		PUBLIC CHARITY	SPORTS & WELLNESS TRAINING CENTER	20,000
BOYERTOWN COMMUNITY LIBRARY 29 E PHILADELPHIA AVENUE BOYERTOWN, PA 19512		GOVERNMENT ENTITY	COMMUNITY SEXUAL ABUSE AWARENESS	650
BROOKESIDE MONTESSORI 1075 ROUTE 100 BECHTELSVILLE, PA 19505		SCHOOL	GROWING UP FIT	6,000
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	SENIORS AND CHILDREN DRIBBLING TO HEALTH	8,000
CHESTER COUNTY COMMUNITY FOUNDATION 601 WESTTOWN ROAD SUITE 370 WEST CHESTER, PA 19380		GOVERNMENT ENTITY	AFTER SCHOOL PROGRAMS AT PARK SPRINGS APARTMENTS	10,000
CHESTER COUNTY PLANNING COMMISSION 601 WESTTOWN ROAD SUITE 370 WEST CHESTER, PA 19380		GOVERNMENT ENTITY	COVENTRY LINKS TRAIL FEASIBILITY STUDY	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
Total  3a				2,638,949

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COMMUNITY HEALTH & DENTAL CARE INC 11 ROBINSON STREET SUITE 100 POTTSTOWN,PA 19464		PUBLIC CHARITY	OUTREACH AND ENROLLMENT ASSISTANCE & EXPANDING PRENATAL SERVICES	122,425
COVENTRY CHRISTIAN SCHOOL 699 NORTH PLEASANTVIEW ROAD POTTSTOWN,PA 19464		SCHOOL	PROJECT PURPOSE	50,000
COVENTRY LITTLE LEAGUE 228 STAUFFER ROAD POTTSTOWN,PA 19465		PUBLIC CHARITY	WAMPLER COMPLEX IMPROVEMENT PROJECT	12,500
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	HEALTHY WEIGHT, HEALTHY FAMILIES	190,542
DANIEL BOONE AREA SCHOOL DISTRICT 321 FURNACE ST SUITE 200 BIRDSBORO,PA 19508		GOVERNMENT ENTITY	HEALTHY FOR A LIFETIME PROGRAM	70,446
DELAWARE VALLEY CHRISTIAN CAMP 33 CAMP ROAD DOUGLASSVILLE,PA 19518		CHURCH	LEAN AND GREEN PRE-PLANNING AND CONSULTING	1,310
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	5,000
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE,PA 19403		PUBLIC CHARITY	PROJECT HEARTH & RESILIENCY PROJECT	22,500
FOUNDATION FOR POTTSTOWN EDUCATION 230 BEECH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	EXECUTIVE DIRECTOR POSITION & PART TIME ADMINISTRATIVE ASSISTANT	60,000
FREEDOM VALLEY YMCA 724 ADAMS STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	YOUTH WELLNESS/MOVEMENT ROOM	35,000
GRACE LUTHERAN PRESCHOOL 660 N CHARLOTTE STREET POTTSTOWN,PA 19464		CHURCH	DEVELOPMENT OF OUTDOOR PLAY SPACE	7,000
GREATER POTTSTOWN TENNIS ASSOCIATION PO BOX 935 POTTSTOWN,PA 19464		PUBLIC CHARITY	TENNIS & LEARNING AFTER SCHOOL PROGRAM	32,500
GREEN VALLEYS ASSOCIATION 1368 PRIZER ROAD POTTSTOWN,PA 19465		PUBLIC CHARITY	OUTDOOR AND ENVIRONMENTAL EDUCATION PROGRAMS	3,000
HOLY CROSS REGIONAL CATHOLIC SCHOOL 701 LOCUST STREET COLLEGEVILLE,PA 19426		CATHOLIC CHURCH	PHYSICAL EDUCATION ENHANCEMENTS	3,100
Total  3a				2,638,949

Form 990PF Part XV Line 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				
JEWISH HEALTHCARE FOUNDATION 650 SMITHFIELD STREET PITTSBURGH,PA 15222		PUBLIC CHARITY	PA HEALTH FUNDERS COLLABORATIVE	10,000
MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY 30 W BARNARD STREET STE 1 WEST CHESTER,PA 19382		PUBLIC CHARITY	MOBILE HEALTH, HEALTHY START AND HEALTH INSURANCE ENROLLMENT INITIATIVES	33,000
MATERNITY CARE COALITION 200 HAMILTON STREET SUITE 205 PHILADELPHIA,PA 19130		PUBLIC CHARITY	POTTSTOWN EARLY HEAD START	40,000
MONTGOMERY COUNTY COMMUNITY COLLEGE FOUNDATION 101 COLLEGE DRIVE POTTSTOWN,PA 19464		COLLEGE	DENTAL SEALANT DAY, STOCK-UP FOR SUCCESS AND SERVICE LEARNING TO BUILD THE CAPACITY OF COMMUNITY BASED NON-PROFIT ORGANIZATIONS	28,215
NATURAL LANDS TRUST INC 1031 PALMERS MILL ROAD MEDIA,PA 19063		GOVERNMENT ENTITY	SCHUYLKILL HIGHLANDS BIG WOODS TRAIL DESIGN	25,000
NORTH COVENTRY TOWNSHIP 845 S HANOVER STREET POTTSTOWN,PA 19465		GOVERNMENT ENTITY	RIVERSIDE PARK BASKETBALL COURTS	10,000
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD READING,PA 19611		PUBLIC CHARITY	A BODY, MIND & SOUL APPROACH TO COMMUNITY HEALTH & WELLNESS	93,000
OWEN J ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN,PA 19465		GOVERNMENT ENTITY	FIT FOR LIFE PROGRAM	85,000
PENNSYLVANIA STATE UNIVERSITY PHILANTHROPIC FUND 17 OLD MAIN UNIVERSITY PARK,PA 16802		PUBLIC CHARITY	DINING WITH DIABETES	24,068
PERKIOMEN VALLEY SCHOOL DISTRICT 509 GRAVEL PIKE ROAD COLLEGEVILLE,PA 19464		GOVERNMENT ENTITY	WORKSITE WELLNESS COORDINATOR	30,000
PHOENIXVILLE HEALTHCARE ACCESS FOUNDATION 723 WHEATLAND STREET PHOENIXVILLE,PA 19460		PRIVATE FOUNDATION	HEALTHCARE ACCESS PROGRAMS	10,000
PHILADELPHIA FREEDOM VALLEY YMCA 19 WEST LINFIELD-TRAPPE ROAD LIMERICK,PA 19468		PUBLIC CHARITY	NUTRITION COUNSELING/HEALTHY EATING CLASSES	5,000
POTTSGROVE SCHOOL DISTRICT 1301 KAUFFMAN ROAD POTTSTOWN,PA 19464		GOVERNMENT ENTITY	FIT FALCONS FLY	60,000
POTTSGROVE SOCCER CLUB INC PO BOX 1548 POTTSTOWN,PA 19464		PUBLIC CHARITY	EVERYONE SCORES	10,000
POTTSTOWN AREA INDUSTRIAL DEVELOPMENT INC 152 EAST HIGH STREET SUITE 360 POTTSTOWN,PA 19464		GOVERNMENT ENTITY	ANNUAL OPERATIONS & FEASIBILTY ANALYSIS FOR A MEDICALLY INTEGRATED HEALTH & FITNESS CENTER	33,000
Total  3a				2,638,949

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
POTTSTOWN AREA POLICE ATHLETIC LEAGUE PO BOX 176 POTTSTOWN,PA 19464		PUBLIC CHARITY	PAL OPERATING PROGRAM	50,000
POTTSTOWN AREA SENIORS' CENTER 724 N ADAMS STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	ENHANCING PRIME TIME HEALTH FOR SENIORS & A NEW BEGINNING	146,000
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 137 WALNUT STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	OPPORTUNITIES FOR IMPROVED HEALTH OF OUR CLIENTS AND PCRC	58,000
POTTSTOWN ATHLETIC CLUB 21 N HANOVER STREET POTTSTOWN,PA 19464		AAU ORGANIZATION	POTTSTOWN DRAGON WARRIORS	25,000
POTTSTOWN KARATE CLUB 21 N HANOVER STREET POTTSTOWN,PA 19464		AAU ORGANIZATION	THE NEXT LEVEL	30,000
POTTSTOWN MERCURY FOUNDATION 24 N HANOVER STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	FIT FOR LIFE SUPPORT	18,800
POTTSTOWN METROPOLITAN REGIONAL PLANNING COMMITTEE 855 ELLIS WOODS ROAD POTTSTOWN,PA 19465		GOVERNMENT ENTITY	POTTSTOWN REGION PARKS MINI GRANT PROGRAM	80,000
POTTSTOWN PUBLIC LIBRARY 500 E HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	SUPPORT FOR NONPROFIT ORGANIZATIONS	2,500
POTTSTOWN PARKS & REC FOUNDATION 100 E HIGH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	POTTSTOWN VOLLEYBALL RUMBLE CAPACITY BUILDING AND POTTSTOWN FILM FESTIVAL	12,500
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	HEALTHY SCHOOL COMMUNITIES INITIATIVE	117,082
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	PEAK HEALTH & WELLNESS INITIATIVE	98,000
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN,PA 19464		GOVERNMENT ENTITY	SMART PE - BRAIN RESEARCH APPLICATION TO MOVEMENT AND LEARNING	500
PRESERVATION POTTSTOWN 1304 HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	COMMUNITY GARDEN WATER SERVICE & MOSAIC COMMUNITY GARDENS	33,500
ROYERSFORD OUTREACH 350 MAIN STREET ROYERSFORD,PA 19468		PUBLIC CHARITY	CAPITAL FOR BUILDING PURCHASE & RENOVATIONS	20,000
SCHUYLKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DRIVE POTTSTOWN,PA 19464		GOVERNMENT ENTITY	BIKE POTTSTOWN & CIRCUIT RIDER PARKS COORDINATOR	42,257
Total  3a				2,638,949

Form 990PF Part XV Line 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				
SPRING-FORD AREA SCHOOL DISTRICT 857 S LEWIS ROAD ROYERSFORD,PA 19468		GOVERNMENT ENTITY	WELLNESS MATTERS¹	80,000
ST ALOYSIUS SCHOOL 220 N HANOVER STREET POTTSTOWN,PA 19464		CATHOLIC SCHOOL	KEEPING HEALTH IN MIND, BODY & SPIRIT	18,000
ST JOSEPH'S HILL LUTHERAN CHURCH DAY CARE CENTER 244 KOCH ROAD BOYERTOWN,PA 19512		CHURCH	PLAYGROUND PROJECT	5,000
THE BLAZER FOUNDATION PO BOX 110 DOUGLASSVILLE,PA 19518		PUBLIC CHARITY	THE GREENHOUSE TO TABLE BETTER NUTRITION PROGRAM	5,000
THE NON-PROFIT CENTER AT LA SALLE UNIVERSITY 1900 WEST OLNEY AVENUE PHILADELPHIA,PA 19141		UNIVERSITY	CAPACITY BUILDING FOR TRICOUNTY COMMUNITY NETWORK	4,554
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	25,000
THE WYNDCROFT SCHOOL 1395 WILSON STREET POTTSTOWN,PA 19464		SCHOOL	CREATE A CAMPUS & HEALTH FOR LIFE	35,000
TRICOUNTY COMMUNITY NETWORK 260 HIGH STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	COMMUNITY COLLABORATIVE & FUNDING GALA	130,000
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 & ENROLLING MONTGOMERY COUNTY - FILLING THE GAP IN HEALTH EXCHANGE	30,000
WEST-MONT CHRISTIAN ACADEMY 873 S HANOVER STREET POTTSTOWN,PA 19465		SCHOOL	GROWING WELL TOGETHER	22,500
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN,PA 19464		PUBLIC CHARITY	HEALTHY PATHWAYS	91,500
Total ▶ 3a				2,638,949

TY 2013 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	25,500	5,100		20,000

**TY 2013 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	74,461,240	74,461,240

TY 2013 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	9,662,743	9,662,743

TY 2013 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	3,421	3,421		0

TY 2013 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	745	149		596
COMMUNICATION AND EDUCATIONAL PROGRAMS	155,676	31,135		131,740
OFFICE EXPENSE	13,594	2,719		13,624
DUES AND MEMBERSHIPS	15,499	3,100		12,399
INSURANCE	32,272	6,454		27,374
POSTAGE	814	163		651
WEBSITE LINK AND MAINTENANCE FEES	5,898	1,180		4,718
EQUIPMENT RENTAL AND SOFTWARE MAINTENANCE	28,581	5,716		23,688
MISCELLANEOUS	15	3		12
PROGRAM EXPENSES	84,911	0		84,691
NONPROFIT EVENTS SUPPORT	30,095	0		30,538
ACCOUNTING CARRYOVER	11,735	0		0
PENSION PLAN - PMMC	70,814	0		0
COLLECTION FEES	506	0		0
SEMINAR EXPENSE	80,599	0		81,599

TY 2013 Other Increases Schedule**Name:** POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION**EIN:** 23-2344729

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	4,892,993
PENSION BENEFIT - NONOPERATING REVENUE	1,397,950
WRITE OFF OF HOSPITAL LIABILITIES - NONOPERATING INCOME	21,278

TY 2013 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 PENSION EXPENSE	18,496,857	14,570,562

TY 2013 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	89,773	89,773		0
CONSULTING	203,921	0		156,080

TY 2013 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	131,000	131,000		0
PAYROLL TAXES	43,217	13,465		28,396