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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

▶ 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 **JULY 1**, 2013, and ending **JUNE 30**

, 2014

Name of foundation PHOENIXVILLE COMMUNITY HEALTH FOUNDATION		A Employer identification number 23-2912035
Number and street (or P O box number if mail is not delivered to street address) 821 GAY STREET		B Telephone number (see instructions) 610-917-9890
City or town, state or province, country, and ZIP or foreign postal code PHOENIXVILLE, PA 19460		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) ▶ \$ 55,209,863.00		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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)	14,950.00			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,651,422.00	1,651,422.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,350,211.00			
	b Gross sales price for all assets on line 6a	5,819,247.00			
	7 Capital gain net income (from Part IV, line 2)		1,350,211.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	300.00				STATEMENT 1
12 Total Add lines 1 through 11	3,016,883.00	3,001,633.00			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	146,500.00	29,300.00		117,200.00
	14 Other employee salaries and wages	198,900.00	39,780.00		159,120.00
	15 Pension plans, employee benefits	70,735.00	14,147.00		56,588.00
	16a Legal fees (attach schedule) STMT 2	18,453.00	3,691.00		14,762.00
	b Accounting fees (attach schedule) STMT 3	57,918.00	11,584.00		46,334.00
	c Other professional fees (attach schedule) STMT 4	8,321.00	1,665.00		6,656.00
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	34,477.00	6,896.00		27,581.00
	19 Depreciation (attach schedule) and depletion	32,049.00	6,410.00		
	20 Occupancy	34,445.00	6,889.00		27,556.00
	21 Travel, conferences, and meetings	6,073.00	1,215.00		4,858.00
	22 Printing and publications	2,927.00	585.00		2,342.00
	23 Other expenses (attach schedule) STMT 6	200,466.00	123,124.00		77,342.00
	24 Total operating and administrative expenses. Add lines 13 through 23	811,264.00	245,286.00		540,339.00
	25 Contributions, gifts, grants paid	2,302,962.00			2,190,674.00
26 Total expenses and disbursements Add lines 24 and 25	3,114,226.00	245,286.00		2,731,013.00	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-97,343.00				
b Net investment income (if negative, enter -0-)		2,756,347.00			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	365,069.	362,069.	362,069.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 1,262.			
	Less: allowance for doubtful accounts ▶		1,262.	1,262.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	27,083.	18,580.	18,580.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	33,747,957.	36,334,171.	36,334,171.
	c Investments - corporate bonds STMT 10	12,310,325.	14,740,781.	14,740,781.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 879,327.				
Less: accumulated depreciation STMT 11 ▶ 207,726.		701,681.	671,601.	725,000.
15 Other assets (describe ▶ STATEMENT 12)		2,569,792.	2,611,582.	3,028,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		49,721,907.	54,740,046.	55,209,863.
17 Accounts payable and accrued expenses		4,185.	20,901.	
18 Grants payable		459,500.	571,788.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	463,685.	592,689.		
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24 Unrestricted	47,499,030.	52,077,065.	
	25 Temporarily restricted	3,245.	2,960.	
	26 Permanently restricted	1,755,947.	2,067,332.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	49,258,222.	54,147,357.	
31 Total liabilities and net assets/fund balances	49,721,907.	54,740,046.		

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	49,258,222.
2 Enter amount from Part I, line 27a	2	-97,343.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	4,986,478.
4 Add lines 1, 2, and 3	4	54,147,357.
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	54,147,357.

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 SEE ATTACHED SHEET	P		
b SEE ATTACHED SHEET	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,629,679.		4,335,957.	1,293,722.
b 189,568.		133,079.	56,489.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,293,722.
b			56,489.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,350,211.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	2,180,044.	52,311,646.	.041674
2011	1,960,878.	45,750,056.	.042861
2010	2,184,194.	48,686,462.	.044862
2009	2,190,482.	42,821,222.	.051154
2008	2,786,523.	40,324,051.	.069103

2 Total of line 1, column (d)	2	.249654
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	.049931
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	54,064,852.
5 Multiply line 4 by line 3	5	2,699,512.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,563.
7 Add lines 5 and 6	7	2,727,075.
8 Enter qualifying distributions from Part XII, line 4	8	2,731,013.

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	27,563.
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	27,563.
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	27,563.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	40,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	40,000.	
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	12,437.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 12,437. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.PCHF1.ORG</u>	13	X	
14	The books are in care of ► <u>LOUIS J. BECCARIA, PHD</u> Telephone no. ► <u>610-917-9890</u> Located at ► <u>821 GAY STREET, PHOENIXVILLE, PA</u> ZIP+4 ► <u>19460</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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)?

☒ 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

X

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?

SEE STATEMENT 14

☒ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		146,500.	8,640.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	50,747,651.
b	Average of monthly cash balances	1b	359,914.
c	Fair market value of all other assets	1c	3,780,610.
d	Total (add lines 1a, b, and c)	1d	54,888,175.
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	54,888,175.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	823,323.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,064,852.
6	Minimum investment return. Enter 5% of line 5	6	2,703,243.

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	2,703,243.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,563.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,563.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,675,680.
4	Recoveries of amounts treated as qualifying distributions	4	10,000.
5	Add lines 3 and 4	5	2,685,680.
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	2,685,680.

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	2,731,013.
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	2,731,013.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	27,563.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,703,450.

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				2,685,680.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	392,605.			
b From 2009	68,753.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	461,358.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,731,013.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,685,680.
e Remaining amount distributed out of corpus	45,333.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	506,691.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	392,605.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	114,086.			
10 Analysis of line 9:				
a Excess from 2009	68,753.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	45,333.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
INTERNET TECHNOLOGY CAPACITY BUILDING GRANTS - SEE ATTACHED SCHEDULE	NONE			5,000.
ACADEMIC SCHOLARSHIP GRANTS - SEE ATTACHED SCHEDULE	NONE			47,000.
CHAMPIONS OF THE COMMUNITY GRANTS - SEE ATTACHED SCHEDULE	NONE			8,000.
GENERAL GRANTS - SEE ATTACHED SCHEDULE	NONE			2,101,004.
HEALTH EDUCATION CAPACITY MINI-GRANT - SEE ATTACHED SCHEDULE	NONE			4,450.
Total SEE CONTINUATION SHEET(S)			► 3a	2,190,674.
b Approved for future payment				
CHESTER COUNTY PUBLIC SAFETY TRAINING FACILITY 737 CONSTITUTION DRIVE EXTON, PA 19341	NONE		PUBLIC SAFETY TRAINING FACILITY	180,000.
DOMESTIC VIOLENCE CENTER P.O. BOX 832 WEST CHESTER, PA 19380	NONE		MATCHING GRANT	10,000.
HEALTH CARE ACCESS FOUNDATION 32 GAY STREET PHOENIXVILLE, PA 19460	NONE	PRIVATE FOUNDATION	DENTAL, VISION & PRESCRIPTION ASSISTANCE PROGRAMS	35,000.
Total SEE CONTINUATION SHEET(S)			► 3b	571,788.

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p>		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date,

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

S. MARK FUGA CPA

Preparer's signature

Date _____

8/25/10

Check <input type="checkbox"/>	self-employed
--------------------------------	---------------

PTIN

P00635736

Firm's name ► MAILLIE LLP

Firm's address ▶ PO BOX 680
OAKS, PA 19456-0680

Firm's EIN ▶ 23-1518888

Phone no (610) 935-1420

Form **990-PF** (2013)

PHOENIXVILLE COMMUNITY HEALTH FOUNDATION 23-2912035

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LED AED PURCHASE MINI-GRANT - SEE ATTACHED SCHEDULE	NONE			2,945.
MATCH CONTRIBUTION - SEE ATTACHED SCHEDULE	NONE			12,935.
OUTDOOR EXPERIENCE MINI-GRANTS - SEE SCHEDULE ATTACHED	NONE			565.
HEALTH EDUCATION MINI-GRANT - SEE ATTACHED SCHEDULE	NONE			8,775.
Total from continuation sheets				25,220.

PHOENIXVILLE COMMUNITY HEALTH FOUNDATION 23-2912035

Part XV | Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOM'S HOUSE OF GREATER PHILADELPHIA 152 CHURCH STREET PHOENIXVILLE, PA 19460	NONE		MATCHING GRANT	5,000.
ASSOCIATION FOR THE COLONIAL THEATRE 227 BRIDGE STREET PHOENIXVILLE, PA 19460	NONE		CAPITAL IMPROVEMENTS/EXPANSION	200,000.
CHESTER COUNTY FUTURES 704 HAYWOOD DRIVE EXTON, PA 19341	NONE		PIE GRANT	25,000.
GOOD SAMARITAN SHELTER P.O. BOX 514 PHOENIXVILLE, PA 19460	NONE		PIE GRANT	25,000.
ROYERSFORD OUTREACH 350 MAIN STREET ROYERSFORD, PA 19468	NONE		MATCHING GRANT	10,000.
SPRING CITY FREE LIBRARY 2435 BROAD STREET SPRING CITY, PA 19475	NONE		CONSTRUCTION OF NEW LIBRARY	75,000.
STEPPING STONE EDUCATION CENTER 400 FRANKLIN AVENUE PHOENIXVILLE, PA 19460	NONE		MATCHING GRANT	4,288.
BERKS COUNTY COUNSELING CENTER DBA CHESTER COUNSELING CENTER 701 SOUTH MAIN STREET PHOENIXVILLE, PA 19460	NONE		MATCHING GRANT	2,500.
Total from continuation sheets				346,788.

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	300.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	300.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	18,453.	3,691.		14,762.
TO FM 990-PF, PG 1, LN 16A	18,453.	3,691.		14,762.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & AUDITING	57,918.	11,584.		46,334.
TO FORM 990-PF, PG 1, LN 16B	57,918.	11,584.		46,334.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	6,658.	1,332.		5,326.
PAYROLL SERVICE	1,663.	333.		1,330.
TO FORM 990-PF, PG 1, LN 16C	8,321.	1,665.		6,656.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	25,408.	5,082.		20,326.
REAL ESTATE TAXES	9,069.	1,814.		7,255.
TO FORM 990-PF, PG 1, LN 18	34,477.	6,896.		27,581.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNITY RELATIONS	16,819.	3,364.		13,455.
BANK FEES	255.	51.		204.
DUES AND SUBSCRIPTIONS	2,495.	499.		1,996.
INSURANCE	6,996.	1,399.		5,597.
MEMBERSHIP DUES	3,294.	659.		2,635.
OFFICE SUPPLIES	13,277.	2,655.		10,622.
POSTAGE	2,264.	453.		1,811.
PROGRAM SUPPORT (TV/WEBSITE)	400.	80.		320.
STAFF DEVELOPMENT	5,458.	1,092.		4,366.
TELEPHONE & INTERNET	5,640.	1,128.		4,512.
BOARD EXPENSES	6,063.	1,213.		4,850.
UTILITIES	5,746.	1,149.		4,597.
MISCELLANEOUS	80.	16.		64.
ASSET MANAGEMENT FEES	49,528.	49,528.		0.
TRASH, WATER, SEWER	724.	145.		579.
SECURITY	240.	48.		192.
GRANT ANALYSIS	13,200.	2,640.		10,560.
MICROEDGE SUPPORT & EQUIPMENT	4,177.	835.		3,342.
ADOPT A FAMILY	3,970.	794.		3,176.
FEDERAL EXCISE TAX	54,260.	54,260.		0.
PROGRAM EVALUATION	5,580.	1,116.		4,464.
TO FORM 990-PF, PG 1, LN 23	200,466.	123,124.		77,342.

PHOENIXVILLE COMMUNITY HEALTH FOUNDATION

23-2912035

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FORM 990-PF TRANSFERS FROM CONTROLLED ENTITIES

STATEMENT 7

PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

CHES-MONT VALLEY VENTURES, INC.

23-2508198

ADDRESS

821 GAY STREET
PHOENIXVILLE, PA 19460

DESCRIPTION OF TRANSFER

DIVIDEND ON PREFERRED STOCK

AMOUNT

OF TRANSFER

26,125.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

26,125.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PHOENIXVILLE MEDICAL BUILDING ASSOCIATES

23-2545718

ADDRESS

824 MAIN STREET, SUITE 350
PHOENIXVILLE, PA 19460

DESCRIPTION OF TRANSFER

THERE WERE NO TRANSFERS TO OR FROM THIS CONTROLLED ENTITY DURING THE YEAR OUTSIDE
THE NORMAL COURSE OF BUSINESS TRANSACTIONS

STATEMENT(S) 7

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
INCREASE IN FMV OF SECURITIES	4,944,688.
INCOME FROM SUBSIDIARY - UNREALIZED	41,790.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,986,478.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD-FOUNDATION	34,480,977.	34,480,977.
VANGUARD-SECOND CENTURY	1,853,194.	1,853,194.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,334,171.	36,334,171.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD-FOUNDATION	14,038,255.	14,038,255.
VANGUARD-SECOND CENTURY	702,526.	702,526.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,740,781.	14,740,781.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	114,333.	111,067.	3,266.
LEASEHOLD IMPROVEMENTS	2,692.	1,164.	1,528.
LATERAL FILES	1,866.	1,493.	373.
LAPTOP OVERHEAD PROJECTOR	1,749.	1,749.	0.
LAND	120,000.	0.	120,000.
BUILDING	605,000.	82,116.	522,884.
LED PATHWAY LIGHTS	6,050.	3,025.	3,025.
CURBING	8,500.	1,417.	7,083.
DELL OFFICE COMPUTER	11,761.	3,911.	7,850.

PHOENIXVILLE COMMUNITY HEALTH FOUNDATION

23-2912035

LED PATHWAY LIGHTS	4,719.	1,416.	3,303.
SHELVING	688.	138.	550.
2 LATERAL BOOKCASES	1,969.	230.	1,739.
TOTAL TO FM 990-PF, PART II, LN 14	879,327.	207,726.	671,601.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN SUBSIDIARY	2,569,792.	2,611,582.	3,028,000.
TO FORM 990-PF, PART II, LINE 15	2,569,792.	2,611,582.	3,028,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOUIS J. BECCARIA, PHD C/O PCHF 821 GAY STREET PHOENIXVILLE, PA 19460	PRESIDENT 40.00	146,500.	8,640.	0.
ROBERT RYAN C/O PCHF 821 GAY STREET PHOENIXVILLE, PA 19460	CHAIRPERSON 0.00	0.	0.	0.
MARIA SCHWAB ED.D. C/O PCHF 821 GAY STREET PHOENIXVILLE, PA 19460	VICE CHAIRPERSON 0.00	0.	0.	0.
CHARLES HENRY C/O PCHF 821 GAY STREET PHOENIXVILLE, PA 19460	SECRETARY 0.00	0.	0.	0.
DAVID GAUTREAU C/O PCHF 821 GAY STREET PHOENIXVILLE, PA 19460	TREASURER 0.00	0.	0.	0.
SEE ATTACHED LIST FOR DIRECTORS C/O PCHF 821 GAY STREET PHOENIXVILLE, PA 19460	0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		146,500.	8,640.	0.

STATEMENT(S) 11, 12, 13

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

PHOENIXVILLE HEALTHCARE ACCESS FOUNDATION

GRANTEE'S ADDRESS723 WHEATLAND STREET
PHOENIXVILLE, PA 19460

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
528,500.	07/15/12	125,000.

PURPOSE OF GRANT

DENTAL, VISION, AND PRESCRIPTION ASSISTANCE PROGRAMS

DATES OF REPORTS BY GRANTEE

SEE SCHEDULE ATTACHED

ANY DIVERSION BY GRANTEE

NO

990-PF

31E281
05-01-13

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL POINIER
821 GAY STREET
PHOENIXVILLE, PA 19460

TELEPHONE NUMBER

610-917-9890

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS DEVELOPED A GRANT REQUEST FORM WHICH MAY BE REQUESTED OR DOWNLOADED FROM THE INTERNET.

ANY SUBMISSION DEADLINES

GRANT REQUESTS MUST BE RECEIVED AT LEAST SIX WEEKS PRIOR TO SCHEDULED GRANT MAKING MEETINGS, WHICH GENERALLY ARE IN JAN, APRIL, JULY & SEPT.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION SERVES 501(C)(3) ORGANIZATIONS/PUBLIC CHARITIES WHICH SUPPORT COMMUNITY OR PERSONAL HEALTH AND IS LIMITED TO 19 MUNICIPALITIES IN THE GREATER PHOENIXVILLE AREA.

PHOENIXVILLE COMMUNITY HEALTH FOUNDATION
821 GAY STREET, PHOENIXVILLE, PA 19460
EIN: 23-2912035
YEAR END: 6/30/2014

REASON FOR AMENDED FORM 990-PF:

THE TAXPAYER IS AMENDING THE TAX RETURN TO INCLUDE DISCLOSURES REGARDING TRANSFERS TO AND FROM CONTROLLED ENTITIES IN PART VII-A, LINE 11.

DURING THE YEAR THE TAXPAYER RECEIVED A PREFERRED STOCK DIVIDEND FROM A CONTROLLED ENTITY (CHES-MONT VALLEY VENTURES, INC., EIN: 23-2508198) IN THE AMOUNT OF \$26,125.

DURING THE YEAR THE TAXPAYER ALSO HAD A SECOND CONTROLLED ENTITY RELATIONSHIP, PHOENIXVILLE MEDICAL BUILDING ASSOCIATES, EIN: 23-2545718. THERE WERE NO TRANSFERS TO OR FROM THIS CONTROLLED ENTITY DURING THE YEAR OUTSIDE THE NORMAL COURSE OF BUSINESS.

SEE "STATEMENT 7" FOR DISCLOSURE OF THE ITEMS LISTED ABOVE.