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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation POWDER MILL FOUNDATION		A Employer identification number 23-7751589	
Number and street (or P O box number if mail is not delivered to street address) 140 E MARKET ST PO BOX 2026		Room/suite	B Telephone number (see instructions) (717) 848-5500
City or town, state or province, country, and ZIP or foreign postal code YORK, PA 174052026		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 44,086,140	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)	91,790			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56,304	56,304		
	4 Dividends and interest from securities	763,894	763,894		
	5a Gross rents	143,859	143,859		
	b Net rental income or (loss) -62,531				
	6a Net gain or (loss) from sale of assets not on line 10	1,551,225			
	b Gross sales price for all assets on line 6a 8,280,556				
	7 Capital gain net income (from Part IV, line 2)		1,551,225		
	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)	-14,609	-10,052		
	12 Total. Add lines 1 through 11	2,592,463	2,505,230		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,790	0		2,790
	b Accounting fees (attach schedule)	25,412	0		25,412
	c Other professional fees (attach schedule)	220,950	220,950		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	81,667	42,299		8,003
	19 Depreciation (attach schedule) and depletion	16,812	16,812		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	449,988	149,564		69,543
	24 Total operating and administrative expenses. Add lines 13 through 23	797,619	429,625		105,748
	25 Contributions, gifts, grants paid	2,714,061			2,714,061
	26 Total expenses and disbursements. Add lines 24 and 25	3,511,680	429,625		2,819,809
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-919,217			
	b Net investment income (if negative, enter -0-)		2,075,605		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	426,502	343,743	343,743
	2	Savings and temporary cash investments	841,620	157,362	157,362
	3	Accounts receivable ▶ <u>15,000</u>			
		Less allowance for doubtful accounts ▶ _____	98,456	15,000	15,000
	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) ▶ <u>1,414,788</u>			
		Less allowance for doubtful accounts ▶ <u>0</u>	1,451,807	1,414,788	1,414,788
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	22,198,267	22,972,250	35,078,334
	c	Investments—corporate bonds (attach schedule)	5,350,691	5,027,235	5,087,475
	11	Investments—land, buildings, and equipment basis ▶ <u>754,694</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>52,763</u>	718,743	701,931	701,931	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	879,056	1,212,916	1,212,916	
14	Land, buildings, and equipment basis ▶ <u>74,591</u>				
	Less accumulated depreciation (attach schedule) ▶ _____	74,591	74,591	74,591	
15	Other assets (describe ▶ _____)	800,000	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	32,839,733	31,919,816	44,086,140	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)	700	0	
	23	Total liabilities (add lines 17 through 22)	700	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	32,839,033	31,919,816	
	30	Total net assets or fund balances (see instructions)	32,839,033	31,919,816	
	31	Total liabilities and net assets/fund balances (see instructions) .	32,839,733	31,919,816	

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	32,839,033
2	Enter amount from Part I, line 27a	2	-919,217
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	31,919,816
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	31,919,816

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 PUBLICLY TRADED SECURITIES			
b LT CAPITAL GAIN (LOSS) - WINDUP TRUST			
c ST CAPITAL GAIN (LOSS) - WINDUP TRUST			
d CAPITAL GAINS DIVIDENDS			
e Ordinary loss - Downtown Renaissance Fund			

(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 8,278,972		6,727,400	1,551,572
b		1,147	-1,147
c		74	-74
d 1,584			1,584
e		710	-710

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			1,551,572
b			-1,147
c			-74
d			1,584
e			-710

2 Capital gain net income or (net capital loss)	2	1,551,225
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 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))
2015	1,364,379	40,586,126	0 033617
2014	806,225	23,396,107	0 034460
2013	527,643	20,519,693	0 025714
2012	808,574	16,970,182	0 047647
2011	1,521,900	16,929,432	0 089897

2 Total of line 1, column (d)	2	0 231335
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 046267
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	42,444,538
5 Multiply line 4 by line 3	5	1,963,781
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,756
7 Add lines 5 and 6	7	1,984,537
8 Enter qualifying distributions from Part XII, line 4	8	2,819,809

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	20,756
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	20,756
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	20,756
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	26,760
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,100
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	30,860
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	197
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	9,907
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 9,907 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► N/A	13	Yes	
14	The books are in care of ► JOHN L FINLAYSON Telephone no ► (717) 848-5500			

Located at **►** 140 E MARKET STREET YORK PA ZIP+4 **►** 17405

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 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016). ☐	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 2016?	4b		No

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 4945(d)(4)(A)? (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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
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	

[illegible]

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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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 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	40,321,287
b	Average of monthly cash balances.	1b	542,320
c	Fair market value of all other assets (see instructions).	1c	2,227,295
d	Total (add lines 1a, b, and c).	1d	43,090,902
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	43,090,902
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	646,364
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	42,444,538
6	Minimum investment return. Enter 5% of line 5.	6	2,122,227

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	2,122,227
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	20,756
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,756
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,101,471
4	Recoveries of amounts treated as qualifying distributions.	4	570,000
5	Add lines 3 and 4.	5	2,671,471
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	2,671,471

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	2,819,809
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	2,819,809
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	20,756
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,799,053

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,671,471
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,384,998	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,819,809</u>				
a Applied to 2015, but not more than line 2a			1,384,998	
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 2016 distributable amount.				1,434,811
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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	0			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,236,660
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a 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) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed JOHN L FINLAYSON 140 E MARKET STREET YORK, PA 17401 (717) 848-5500	
b The form in which applications should be submitted and information and materials they should include SEND LETTER OUTLINING NEED	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors PRIMARILY TO CHARITABLE ORGANIZATIONS BENEFITING YORK, PENNSYLVANIA	

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	2,714,061
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
---------------	--

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name Paul W Maulfair CPA	Preparer's Signature	Date 2017-08-21	Check if self-employed ☒	PTIN P00744929
Firm's name ▶ Baker Tilly Virchow Krause LLP				Firm's EIN ▶ 39-0859910
Firm's address ▶ 221 W Philadelphia Street Suite 200 York, PA 17401				Phone no (717) 846-7000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LOUIS J APPELL JR	PRESIDENT, TRUSTEE (Deceased June '16) 5 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
JOSEPHINE S APPELL	VICE chair, TRUSTEE 4 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
JOHN L FINLAYSON	TREASURER, TRUSTEE 8 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
MARY STETLER	secretary 8 00	0	0	0
140 E MARKET STREET yORK, PA 17405				
SALLY DIXON	TRUSTEE 4 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
DAVE KENNEDY	Chairman 8 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
George Hodges	TrusTEE 4 00	0	0	0
140 E MARKET STREET yoRK, PA 17405				
LouIS J APPELL III	TrusTEE 8 00	0	0	0
140 E MARKET STREET yORK, PA 17405				
Helen F Appell II	TrusTEE 4 00	0	0	0
140 E MARKET STREET yORK, PA 17405				

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>				
abundant life outreach 701 w king st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	35,000
adams county arts council 125 s washington st gettysburg, PA 17325	nonE	pUBLIC CHARITY	General Operating Support	2,500
albright care services normandie drive york, PA 17408	nonE	pUBLIC CHARITY	General Operating Support	10,000
autism york po box 7322 york, PA 17404	nonE	pUBLIC CHARITY	General Operating Support	40,000
brynes health association 515 s george st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	5,000
Total ▶ 3a				2,714,061

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>				
cCHILDREN'S AID sOCIETY 343 Lincoln Way west new oxford, PA 17350	nonE	PUBLIC CHARITY	General Operating Support	50,000
Children's home of york 77 Shoe House Rd Hallam, PA 17406	nonE	pUBLIC CHARITY	General Operating Support	1,000
City of york 101 south george street york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	15,000
community progress council 226 E College Ave york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	1,000
creative york 10 N beaver st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	62,500
Total 3a				2,714,061

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>				
Crispus Attucks Association of York 605 South Duke Street York, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	22,343
Cultural alliance of york county 14 w market st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	186,918
dreamwrights youth & family theatre 100 Carlisle ave york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	100,000
friends of codorus state park 1066 blooming grove rd hanover, PA 17331	nonE	pUBLIC CHARITY	General Operating Support	200
Garden Club of York 209 watson rd delta, PA 17314	nonE	pUBLIC CHARITY	General Operating Support	1,250
Total ▶ 3a				2,714,061

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
harvard university Massachusetts hall cambridge, MA 02138	nonE	pUBLIC CHARITY	General Operating Support	201,500
JEWISH COMMUNITY CENTER - CAPITAL CAMPAIGN 2000 HOLLYWOOD DRIVE YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
junior Achievement 610 South George Street York, PA 17402	none	Public CHARITY	General Operating Support	35,000
kable house 34 w philadelphia st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	5,000
Katallasso family health center 38 s belvidere ave york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	17,500
Total ▶ 3a				2,714,061

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>				
keystone christian academy 705 s ogontz st york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	25,000
Leadership york 39 e king st 1 york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	1,000
Logos Academy 250 W king st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	25,000
Lss Foundation 1050 PENNSYLVANIA AVENUE york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	40,350
margaret moul home 2050 barley rd york, PA 17408	nonE	pUBLIC CHARITY	General Operating Support	46,000
Total 				2,714,061
3a				

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>				
martin library 159 e market st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	500
Misericordia Nursing & Rehab Center 998 S Russell St York, PA 17402	nonE	pUBLIC CHARITY	General Operating Support	50,000
new birth of freedom council 400 tuckahoe rd dillsburg, PA 17019	nonE	pUBLIC CHARITY	General Operating Support	15,000
new life for girls 5925 lewisberry rd dover, PA 17315	nonE	pUBLIC CHARITY	General Operating Support	750
old fire farts 1060 church road york, PA 17404	nonE	pUBLIC CHARITY	General Operating Support	200
Total 3a				2,714,061

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>				
olivia's house 830 s george st york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	5,000
parliament arts organization 116 e king st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	50,000
PENNSYLVANIA ECONOMY LEAGUE 88 n franklin st wilkesbarre, PA 18701	nonE	pUBLIC CHARITY	General Operating Support	1,050
Preservation Pennsylvania 257 North St Harrisburg, PA 17101	nonE	pUBLIC CHARITY	General Operating Support	200,000
Reid Menzer Memorial Skatepark 941 vander avenue york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	50,000
Total 3a				2,714,061

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>				
saalem square community association po box 1173 york, PA 17405	nonE	pUBLIC CHARITY	General Operating Support	8,000
salvation army 50 e king st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	4,500
servants inc 100 redco ave red lion, PA 17356	nonE	pUBLIC CHARITY	General Operating Support	500
sperry church 50 school st york, PA 17402	nonE	pUBLIC CHARITY	General Operating Support	5,000
steam into history 2 w main st new freedom, PA 17349	nonE	pUBLIC CHARITY	General Operating Support	100,000
Total 3a				2,714,061

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>				
STRAND-CAPITOL PERFORMING ARTS CENTER 501 north george street york, PA 17401	nonE	puBLIC CHARITY	General Operating Support	5,000
Susquehanna Gateway Heritage Area 1706 long level rd wrightsville, PA 17368	nonE	puBLIC CHARITY	General Operating Support	5,000
THE WELL 1631 loretta avenue trevose, PA 19053	none	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000
trinity ucc york 32 w market st york, PA 17401	nonE	puBLIC CHARITY	General Operating Support	10,000
united way of york 800 e king st york, PA 17403	nonE	puBLIC CHARITY	General Operating Support	80,000
Total 3a				2,714,061

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>				
Wellspring York Hospital 1001 S george street york, PA 17403	nonE	puBLIC CHARITY	General Operating Support	50,000
YMCA COMMUNITY DEVELOPMENT 320 EAST MARKET STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
YOrk Art Association 200 South Marshall Street york, PA 17402	nonE	pUBLIC CHARITY	General Operating Support	500
york benevolent association 301 kings mill rd york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	1,000
york city human relations commission 28 e market st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	500
Total ► 3a				2,714,061

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>				
york city little league po box 1062 york, PA 17405	nonE	pUBLIC CHARITY	General Operating Support	10,000
YORK COLLEGE - GREAT TO GREATER FUND 441 COUNTRY CLUB ROAD YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	45,000
York Country Day School 1000 Indian Rock Dam Road YORK, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	630,000
york county agricultural society 334 carlisle ave york, PA 17404	nonE	pUBLIC CHARITY	General Operating Support	5,000
YOrk County Bar Association Foundation 137 e market st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	50,000
Total ▶ 3a				2,714,061

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>				
YORK COUNTY COMMUNITY FOUNDATION - MARKETVIEW ARTS FUND 14 W MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	36,000
york county history center 250 e market st york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	60,000
york county honors choir po box 827 york, PA 17405	nonE	pUBLIC CHARITY	General Operating Support	8,000
york county rail trail 45 cherry st seven valleys, PA 17360	nonE	pUBLIC CHARITY	General Operating Support	1,000
YORK COUNTY TOURISM FOUNDATION 60 east north street york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	7,500
Total ► 3a				2,714,061

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>				
York Day Nursery 450 East Philadelphia Street York, PA 17403	nonE	puBLIC CHARITY	General Operating Support	6,000
York Fresh Food Farm 150 Willis Road York, PA 17404	noNE	puBLIC CHARITY	General Operating Support	5,000
YORK HABITAT FOR HUMANITY 33 south seward street york, PA 17404	nonE	pUBLIC CHARITY	General Operating Support	1,000
york junior symphony 50 n george st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	1,000
York Little Theatre 27 s belmont st york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	5,000
Total 3a				2,714,061

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>				
york revolution 5 brooks robinson way york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	10,000
york symphony orchestra 50 n george st york, PA 17401	nonE	pUBLIC CHARITY	General Operating Support	35,000
young life of york po box 1171 york, PA 17405	nonE	pUBLIC CHARITY	General Operating Support	10,000
ywca of york 320 e market st york, PA 17403	nonE	pUBLIC CHARITY	General Operating Support	65,000
Total 				2,714,061
3a				

TY 2016 Accounting Fees Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	25,412	0		25,412

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
140 E MARKET ST BUILDING	2013-10-01	608,312	35,095	SL	39 0000000000000	15,598	15,598		
140 E MARKET ST LAND	2013-10-01	99,027		L		0	0		
RENOVATIONS TO 140	2014-07-18	10,610	385	SL	39 0000000000000	272	272		
RenOVATIONS TO 140	2015-07-01	36,745	471	SL	39 0000000000000	942	942		

TY 2016 Investments Corporate Bonds Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	5,027,235	5,087,475

TY 2016 Investments Corporate Stock Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	22,972,250	35,078,334

TY 2016 Investments - Land Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
140 E. MARKET ST BUILDING	608,312	50,693	557,619	
140 E. MARKET ST LAND	99,027	0	99,027	
RENOVATIONS TO 140	10,610	657	9,953	
RenOVATIONS TO 140	36,745	1,413	35,332	

TY 2016 Investments - Other Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANTIQUUE AUTOMOBILE	AT COST	26,500	26,500
INVESTMENT IN WINDUP LIQUIDATING TRUST	AT COST	192,409	192,409
investment in downtown renaissance fund	AT COST	994,007	994,007

TY 2016 Legal Fees Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
legal fees	2,790	0		2,790

TY 2016 Other Assets Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT - LOAN RECEIVABLE YORK CO INDUSTRIAL DEV AUTH	800,000	0	0

TY 2016 Other Expenses Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,887	0		1,887
PAYROLL EXPENSE	23,240	0		23,240
OTHER EXPENSES - CHARITABLE	17,251	0		16,370
REPAIRS AND MAINTENANCE-OFFICE	7,501	0		7,501
PROPERTY EXPENSES - OFFICE	20,545	0		20,545
marketview loan writeoff	230,000	0		0
oTHER EXPENSES - INVESTMENT	112,057	112,057		0
REPAIRS AND MAINTENANCE	37,507	37,507		0

TY 2016 Other Income Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
pass through - Downtown Renaissance Fund	-10,052	-10,052	-10,052
PASS THROUGH - WINDUP TRUST	-4,557		-4,557

TY 2016 Other Liabilities Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITY DEPOSIT	700	0

TY 2016 Other Notes/Loans Receivable Short Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Name of 501(c)(3) Organization	Balance Due
CODO 241 LP	0

TY 2016 Other Professional Fees Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	215,436	215,436		0
Other professional (windup trust)	841	841		0
Other profeesional (downtown Renaissance)	4,673	4,673		0

TY 2016 Taxes Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
property taxes - land	2,285	2,285		0
EXCISE TAX PAYMENTS	31,365	0		0
Property taxes - office	8,003	0		8,003
Taxes	40,014	40,014		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization POWDER MILL FOUNDATION	Employer identification number 23-7751589

Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization POWDER MILL FOUNDATION	Employer identification number 23-7751589
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Louis J Appell Jr 1700 Powder Mill Road York, PA17403	\$ 91,790	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization POWDER MILL FOUNDATION	Employer identification number 23-7751589
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Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,000 shares Fastenal Co	\$ 91 790	2016-04-19
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____

Name of organization POWDER MILL FOUNDATION	Employer identification number 23-7751589
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	