

For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017

Name of foundation POTTSTOWN AREA HEALTH AND WELLNESS FOUNDATION		A Employer identification number 23-2344729	
Number and street (or P O box number if mail is not delivered to street address) 152 EAST HIGH STREET SUITE 500		Room/suite	B Telephone number (see instructions) (610) 323-2006
City or town, state or province, country, and ZIP or foreign postal code POTTSTOWN, PA 19464		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) \$ 80,515,308		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

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)	1,065			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	1,837,652	1,837,652		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,848,656			
	b Gross sales price for all assets on line 6a 8,354,857				
	7 Capital gain net income (from Part IV, line 2) . . .		2,848,656		
	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)	5,815	0		
	12 Total. Add lines 1 through 11	4,693,188	4,686,308		
	13 Compensation of officers, directors, trustees, etc	210,225	84,090		126,118
	14 Other employee salaries and wages	538,434	141,140		404,186
	15 Pension plans, employee benefits	134,763	38,857		97,725
	16a Legal fees (attach schedule)	8,282	8,282		0
	b Accounting fees (attach schedule)	23,725	4,745		18,180
	c Other professional fees (attach schedule)	349,922	160,062		250,350
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	86,583	16,169		40,798
	19 Depreciation (attach schedule) and depletion . . .	17,704	17,704		
	20 Occupancy	81,415	16,283		65,045
	21 Travel, conferences, and meetings	52,159	10,432		42,370
	22 Printing and publications	14,610	2,922		11,545
	23 Other expenses (attach schedule)	480,644	45,713		354,185
	24 Total operating and administrative expenses. Add lines 13 through 23	1,998,466	546,399		1,410,502
	25 Contributions, gifts, grants paid	2,751,136			2,957,357
	26 Total expenses and disbursements. Add lines 24 and 25	4,749,602	546,399		4,367,859
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-56,414			
	b Net investment income (if negative, enter -0-)		4,139,909		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		74,331	87,496	87,496
	2	Savings and temporary cash investments		67,955	99,268	99,268
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	18,310	21,662	21,662	
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	72,564,493	76,792,903	76,792,903	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	5,026,928	3,460,000	3,460,000	
	14	Land, buildings, and equipment basis ▶ _____ 308,683 Less accumulated depreciation (attach schedule) ▶ _____ 254,704	35,949	53,979	53,979	
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	77,787,966	80,515,308	80,515,308		
Liabilities	17	Accounts payable and accrued expenses	376,722	344,785		
	18	Grants payable	329,789	123,568		
	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 ▶ _____)	31,280,953	25,079,531		
	23	Total liabilities (add lines 17 through 22)	31,987,464	25,547,884		
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	45,800,502	54,967,424		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	45,800,502	54,967,424		
31	Total liabilities and net assets/fund balances (see instructions) .	77,787,966	80,515,308			

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 45,800,502
2	Enter amount from Part I, line 27a	2 -56,414
3	Other increases not included in line 2 (itemize) ▶ _____	3 9,223,336
4	Add lines 1, 2, and 3	4 54,967,424
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 54,967,424

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a TOO VOLUMINOUS TO LIST - DETAILS AVAILABLE AT TAXPAYER'S OFFICE	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,354,857		5,506,201	2,848,656
b			
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			2,848,656
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	2,848,656
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	4,599,469	77,310,316	0 059494
2014	4,063,803	82,159,403	0 049462
2013	3,727,529	81,008,575	0 046014
2012	3,566,515	76,166,946	0 046825
2011	3,596,570	73,782,957	0 048745

2 Total of line 1, column (d)	2	0 250540
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 050108
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	78,157,377
5 Multiply line 4 by line 3	5	3,916,310
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,399
7 Add lines 5 and 6	7	3,957,709
8 Enter qualifying distributions from Part XII, line 4	8	4,367,859

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	41,399
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	41,399
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	41,399
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	38,936
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	38,936
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	129
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	2,592
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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 WWW.POTTSTOWNFOUNDATION.ORG	13	Yes	
14	The books are in care of DAVID KRAYBILL EXECUTIVE DIRECTOR Telephone no (610) 323-2006			

Located at **152 E HIGH STREET SUITE 500 POTTSTOWN PA**ZIP+4 **19464**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15		
16	At any time during calendar year 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)? ☐ 1b			No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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). ☐ Yes ☒ No 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

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 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)?	☐ Yes ☒ No	5b		
Organizations relying on a current notice regarding disaster assistance check here.	☐ Yes ☒ No			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No	6b		No
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LAURA DEFLAVIA 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	CONTROLLER 40 00	111,017	13,028	0
HOWARD BROWN 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	PROGRAM OFFICER 40 00	105,596	18,247	0
ROSEMARIE WALTERS 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	OFFICE MANAGER 40 00	70,928	20,078	0
CRAIG COLISTRA 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	PROGRAM OFFICER 40 00	66,471	20,353	0
ASHLEY PULTORAK 152 E HIGH ST STE 500 POTTSTOWN, PA 19464	PROGRAM OFFICER 40 00	74,929	10,950	0
Total number of other employees paid over \$50,000.				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VERALON 1628 JOHN F KENNEDY BLVD 500 PHILADELPHIA, PA 19103	HEALTHCARE CONSULTING	89,616
ALGORHYTHM LLC 1901 S 9TH ST RM 219F PHILADELPHIA, PA 19148		
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	79,137,473
b	Average of monthly cash balances.	1b	173,012
c	Fair market value of all other assets (see instructions).	1c	37,106
d	Total (add lines 1a, b, and c).	1d	79,347,591
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	79,347,591
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,190,214
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	78,157,377
6	Minimum investment return. Enter 5% of line 5.	6	3,907,869

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	3,907,869
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	41,399
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	41,399
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,866,470
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,866,470
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,866,470

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	4,367,859
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	4,367,859
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	41,399
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,326,460

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				3,866,470
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
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. 36,667				
e From 2015. 797,761				
f Total of lines 3a through e.	834,428			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 4,367,859				
a Applied to 2015, 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 2016 distributable amount.				3,866,470
e Remaining amount distributed out of corpus	501,389			
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	1,335,817			
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				0
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	1,335,817			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014. 36,667				
d Excess from 2015. 797,761				
e Excess from 2016. 501,389				

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 HOWARD BROWN CRAIG COLISTRA PROGRAM 152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464 (610) 323-2006
b The form in which applications should be submitted and information and materials they should include GRANT APPLICATIONS ARE TO BE COMPLETED AND POTENTIAL GRANTEEES NEED TO PROVIDE AN ORGANIZATION BUDGET, A PROGRAM BUDGET, AN IRS DETERMINATION LETTER, MOST RECENT AUDIT REPORT AND/OR FORM 990
c Any submission deadlines SUBMISSION DEADLINES VARY BASED ON EACH FALL AND SPRING GRANT ROUND
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors A POTENTIAL GRANTEE ORGANIZATION MUST BE A NON-PROFIT ORGANIZATION LOCATED WITHIN 10 MILES OF THE BOROUGH OF POTTSTOWN. THE GRANT MUST FALL WITHIN ONE OF THE ORGANIZATION'S THREE CORE PRIORITIES OF (1) FUNDING PROGRAMS AND SOLUTIONS FOR LONG-TERM IMPROVEMENT IN HEALTHY BEHAVIORS, (2) FUNDING PROGRAMS FOR PHYSICAL HEALTH AND EMOTIONAL WELL-BEING, (3) FUNDING LEARNING OPPORTUNITIES AND STRATEGIC PLANNING TO STRENGTHEN NON-PROFITS

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

Recipient 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> See Additional Data Table				
Total			▶ 3a	2,957,357
b <i>Approved for future payment</i> CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1220 L STREET NW SUITE 300 WASHINGTON, DC 20005		PUBLIC CHARITY	BUILDING SUPPORT FOR A HEALTHY EATING SNAP PILOT IN PENNSYLVANIA	15,000
Total			▶ 3b	15,000

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

**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.

* * * * *

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name STACY CULLEN	Preparer's Signature	Date 2017-11-13	Check if self-employed ☐	PTIN P00974308
Firm's name ▶ TAIT WELLER & BAKER LLP				Firm's EIN ▶ 23-1144520
Firm's address ▶ 1818 MARKET STREET SUITE 2400 PHILADELPHIA, PA 19103				Phone no (215) 979-8800

Form 990FP 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
DAVID KRAYBILL	PRESIDENT 40 00	210,225	36,642	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
ART GREEN	CHAIRMAN 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
KEITH HARRISON DO FAAFP	SECRETARY 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
MYRA GEHRET FORREST ED D	VICE CHAIRMAN 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
TODD ALDERFER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
PHILIP COOK	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
JAMES CORUM	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
LINDA FLEDERBACH	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
PETER GLENNON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
MATTHEW CAPPELLETTI	TREASURER 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
REV KAREN PIDCOCK-LESTER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
B DOUGLAS TRAINER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
DEBORAH LEE	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
ADAM CONISH	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
ASHIA COOPER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				

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
JOHN FOSTER	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
SONIA FRECON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
LORI REINHART MUSSON	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				
CHARLIE PALLADINO	DIRECTOR 5 00	0	0	0
152 EAST HIGH STREET SUITE 500 POTTSTOWN, PA 19464				

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

Recipient 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>				
ACLAMO 512 W MARSHALL STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	ACLAMO COMMUNITY HEALTH CONNECTIONS	65,000
AMITY TOWNSHIP ATHLETIC CLUB 55 AMITY PARK ROAD BIRDSBORO, PA 19508		PUBLIC CHARITY	POOL LIGHTING REPLACEMENT	5,000
ARTFUSION 254 E HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	BEECH STREET FACTORY - COMMUNITY PROGRAMS	25,000
BOROUGH OF POTTSTOWN 100 E HIGH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	WALK BIKE POTTSTOWN	133,492
BOYERTOWN AREA SCHOOL DISTRICT 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512		GOVERNMENT ENTITY	BRAIN BODY CONNECTION	92,000
Total ▶ 3a				2,957,357

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>				
BOYERTOWN BRANCH - PHILADELPHIA FREEDOM VALLEY YMCA 301 W SPRING STREET BOYERTOWN, PA 19512		PUBLIC CHARITY	CONTINUED IMPROVEMENTS TO BOYERTOWN POOL	26,900
BOYERTOWN ROTARY FOUNDATION PO BOX 176 BOYERTOWN, PA 19512		PUBLIC CHARITY	PICKLE BALL COURTS	15,000
BROOKSIDE MONTESSORI 1075 ROUTE 100 BECHTELSVILLE, PA 19505		SCHOOL	BE WELL	7,000
CAMPHILL VILLAGE KIMBERTON HILLS PO BOX 1045 KIMBERTON, PA 19442		PUBLIC CHARITY	AGING IN COMMUNITY	7,500
CARSON VALLEY CHILDREN'S AID 1314 DEKALB STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	WOMEN'S VOICES, HEALTHY CHOICES	22,000
Total 				2,957,357
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>				
CENTRO CULTURAL LATINO UNIDOS INC BOX 613 19 S KEIM STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	SCHUYLKILL RIVER GREENWAY & FUN	15,000
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY PO BOX 706 NORRISTOWN, PA 19404		PUBLIC CHARITY	FOSTERING RESILIENCY THROUGH FAMILY ADVOCACY	24,000
CHILD HOME & COMMUNITY 144 WOOD STREET DOYLESTOWN, PA 18901		PUBLIC CHARITY	CAPACITY BUILDING TECHNOLOGY UPGRADE & PREGNANT AND PARENTING INITIATIVE	15,000
COLEBROOKDALE RAILROAD PRESERVATION TRUST 43 S CHESTNUT STREET BOYERTOWN, PA 19512		PUBLIC CHARITY	SECRET VALLEY GREENWAY TRAIL PLANNING AND IMPLEMENTATION PHASE 1	24,000
COVENTRY CHRISTIAN SCHOOL 699 NORTH PLEASANTVIEW ROAD POTTSTOWN, PA 19464		SCHOOL	BOULDER WALL	12,500
Total ► 3a				2,957,357

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>				
CRADLE OF LIBERTY COUNCIL BOY SCOUTS OF AMERICA 1485 VALLEY FORGE ROAD WAYNE, PA 19087		GOVERNMENT ENTITY	SCOUTING PHYSICAL FITNESS, CITIZENSHIP, LEADERSHIP AND CHARACTER DEVELOPMENT FOR POTTSTOWN AREA YOUTH	15,000
CREATIVE HEALTH SERVICES 11 ROBINSON STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	HEALTHY WEIGHT, HEALTHY FAMILIES PROGRAM	212,993
DANIEL BOONE AREA SCHOOL DISTRICT 321 N FURNACE ST SUITE 200 BIRDSBORO, PA 19508		GOVERNMENT ENTITY	HEALTHY FOR A LIFETIME PROGRAM	65,000
DEVELOPMENTAL ENTERPRISES CORP 333 E AIRY STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	HEALTHY EATING, HEALTHY LIVING	16,500
EXPRESSIVE THERAPY CONCEPTS INC 125 PROSPECT STREET PHOENIXVILLE, PA 19460		PUBLIC CHARITY	SMASHVILLE KIDS AND ADULT FITNESS PROGRAMMING	21,000
Total ► 3a				2,957,357

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>				
FALKNER SWAMP NURSERY SCHOOL 1809 HOFFMANSVILLE ROAD SASSAMANSVILLE, PA 19472		SCHOOL	FSNS HEALTH AND WELLNESS PROPOSAL	3,000
FAMILY SERVICES OF MONTGOMERY COUNTY 3125 RIDGE PIKE EAGLEVILLE, PA 19403		PUBLIC CHARITY	RESILIENCY PROJECT & PROJECT HEARTH	36,365
FOUNDATION FOR BOYERTOWN EDUCATION 911 MONTGOMERY AVENUE BOYERTOWN, PA 19512		PUBLIC CHARITY	COLLABORATION AND SUMMER PROGRAMS	15,000
FOUNDATION FOR POTTSTOWN EDUCATION 230 BEECH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	EXECUTIVE DIRECTOR POSITION & PART TIME ADMINISTRATIVE ASSISTANT	50,000
GREATER POTTSTOWN TENNIS & LEARNING PO BOX 935 POTTSTOWN, PA 19464		PUBLIC CHARITY	TENNIS & LEARNING	60,000
Total ► 3a				2,957,357

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>				
GREEN VALLEYS ASSOCIATION 1368 PRIZER ROAD POTTSTOWN, PA 19465		PUBLIC CHARITY	OUTDOOR EDUCATION PROGRAMS AT POTTSTOWN SCHOOLS	1,500
HEALTH CARE ACCESS 723 WHEATLAND STREET PHOENIXVILLE, PA 19460		PRIVATE FOUNDATION	HEALTH CARE ACCESS PROGRAMS	15,000
HIP HOP INC 1314 EAST HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	BOARD TRAINING AND STRATEGIC PLANNING	5,000
HOLY CROSS REGIONAL CATHOLIC SCHOOL 701 LOCUST STREET COLLEGEVILLE, PA 19426		CATHOLIC SCHOOL	HEALTHY HYDRATION	920
JULIAN DORSEY FOUNDATION 1014 CHERRINGTON DRIVE HARRISBURG, PA 17110		PUBLIC CHARITY	EXPANDING THE SFS PROGRAM TO THE POTTSTOWN ELEMENTARY SCHOOLS	15,000
Total ► 3a				2,957,357

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>				
LAUREL HOUSE 605 SWEDE STREET NORRISTOWN, PA 19401		PUBLIC CHARITY	COMMUNITY COUNSELING	5,000
MATERNAL AND CHILD HEALTH CONSORTIUM OF CHESTER COUNTY 30 W BARNARD ST STE 1 WEST CHESTER, PA 19382		PUBLIC CHARITY	HEALTHY START AND FAMILY BENEFITS PROGRAMS	45,000
MATERNITY CARE COALITION 200 HAMILTON STREET SUITE 205 PHILADELPHIA, PA 19130		PUBLIC CHARITY	POTTSTOWN EARLY HEAD START	40,000
MICHAELS COMMUNITY SERVICES CORPORATION 3 EAST STOW ROAD MARLTON, NJ 08053		PUBLIC CHARITY	ASSESSING PROGRAM USAGE AND NEEDS OF THE ROLLING HILLS AFFORDABLE HOUSING COMMUNITY	15,500
MONTGOMERY COUNTY COMMUNITY COLLEGE FOUNDATION 101 COLLEGE DRIVE POTTSTOWN, PA 19464		COLLEGE	DENTAL SEALANT DAY	4,376
Total ► 3a				2,957,357

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>				
MONTGOMERY EARLY LEARNING CENTERS 201 SABINE AVENUE NARBERTH, PA 19072		PUBLIC CHARITY	POTTSTOWN PLAYGROUND PROJECT	15,000
OLIVET BOYS & GIRLS CLUB 1161 PERSHING BLVD READING, PA 19611		PUBLIC CHARITY	A BODY, MIND & SOUL APPROACH TO YOUTH HEALTH & WELLNESS	85,000
OPERATION INSPIRATION PO BOX 132 POTTSTOWN, PA 19464		PUBLIC CHARITY	BULLDOG PROGRAM	5,000
OWEN J ROBERTS SCHOOL DISTRICT 901 RIDGE ROAD POTTSTOWN, PA 19465		GOVERNMENT ENTITY	FIT FOR LIFE PROGRAM	83,000
PERKIOMEN VALLEY SCHOOL DISTRICT 509 GRAVEL PIKE RD COLLEGEVILLE, PA 19464		GOVERNMENT ENTITY	PERKIOMEN VALLEY WELLNESS PROGRAM	29,150
Total ▶ 3a				2,957,357

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>				
POPE JOHN PAUL II HIGH SCHOOL 181 RITTENHOUSE ROAD ROYERSFORD, PA 19468		CATHOLIC SCHOOL	GOLDEN PANTHER WELLNESS INITIATIVE	18,000
POTTSGROVE SCHOOL DISTRICT 1301 KAUFFMAN RD POTTSTOWN, PA 19464		GOVERNMENT ENTITY	STUDENT RESILENCY PART II & HEALTH & WELLNESS	68,142
POTTSGROVE SOCCER CLUB INC PO BOX 1548 POTTSTOWN, PA 19464		PUBLIC CHARITY	EVERYBODY SCORES	10,000
POTTSTOWN AREA POLICE ATHLETIC LEAGUE PO BOX 176 POTTSTOWN, PA 19464		PUBLIC CHARITY	ADMINISTRATIVE OPERATIONS & SPORTS COMPLEX ADVANCEMENT	72,160
POTTSTOWN CLUSTER OF RELIGIOUS COMMUNITIES 137 WALNUT STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	PROMOTING HEALTH AND STABILITY IN OUR COMMUNITY & BRIDGING CONNECTIONS TO GREATER STABILITY	85,000
Total ► 3a				2,957,357

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POTTSTOWN ATHLETIC CLUB 21 N HANOVER STREET POTTSTOWN, PA 19464		AAU ORGANIZATION	FITNESSTOWN USA II & PADDLE POOL	107,000
POTTSTOWN DOWNTOWN IMPROVEMENT DISTRICT AUTHORITY 17 N HANOVER STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	POTTSTOWN FARM	15,000
POTTSTOWN KARATE CLUB 24 N HANOVER STREET POTTSTOWN, PA 19464		AAU ORGANIZATION	CAPACITY BUILDING	11,200
POTTSTOWN METROPOLITAN REGIONAL PLANNING COMMISSION PO BOX 311 NORRISTOWN, PA 19404		GOVERNMENT ENTITY	POTTSTOWN REGION PARKS MINI GRANT PROGRAM	16,179
POTTSTOWN REGIONAL PUBLIC LIBRARY 500 E HIGH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	ENGAGING DONORS AND STAKEHOLDERS & HONORARY GIFT RECIPIENT	32,000
Total ► 3a				2,957,357

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	HEALTHY SCHOOL COMMUNITIES INITIATIVE & GRIGG MEMORIAL FIELD LIGHTS	146,178
POTTSTOWN SCHOOL DISTRICT 230 BEECH STREET POTTSTOWN, PA 19464		GOVERNMENT ENTITY	PEAK HEALTH & WELLLLNESS INITIATIVE	90,000
POTTSTOWN WORKS 137 KING STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	POTTSTOWN WORKS START-UP	30,000
PRESERVATION POTTSTOWN 1304 HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	MOSAIC CLT COMMUNITY GARDES INITIATIVES	87,000
PROJECT PURPOSE 699 NORTH PLEASANTVIEW ROAD POTTSTOWN, PA 19464		PUBLIC CHARITY	PROJECT PURPOSE	60,000
Total ▶ 3a				2,957,357

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>				
ROYERSFORD OUTREACH 350 MAIN STREET ROYERSFORD, PA 19468		PUBLIC CHARITY	GENERAL OPERATING FUNDS FOR BUILDING AND PROGRAMS	15,000
SCHUYLKILL RIVER ATHLETIC CLUB 21 N HANOVER STREET POTTSTOWN, PA 19464		AAU ORGANIZATION	JUNIOR DRAGON WARRIORS	25,000
SCHUYLKILL RIVER GREENWAY ASSOCIATION 140 COLLEGE DRIVE POTTSTOWN, PA 19464		GOVERNMENT ENTITY	CIRCUIT RIDER & BIKE POTTSTOWN PROGRAM & MANATAWNY STREAMBANK STABILIZATION PHASE 1	105,619
SPRING-FORD AREA SCHOOL DISTRICT 857 S LEWIS ROAD ROYERSFORD, PA 19468		GOVERNMENT ENTITY	WELLNESS MATTERS ¹	64,000
ST ALOYSIUS PARISH SCHOOL 220 N HANOVER STREET POTTSTOWN, PA 19464		CATHOLIC SCHOOL	HEALTH IN MIND, BODY AND SPIRIT	3,500
Total ► 3a				2,957,357

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>				
THE HILL SCHOOLHOBART'S RUN NEIGHBORHOOD DISTRICT 860 BEECH STREET POTTSTOWN, PA 19464		PRIVATE SCHOOL	MOBILE AMBASSADOR PROJECT	6,560
THE PENNSLYVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BLDG UNIVERSITY PARK, PA 16802		COLLEGE	DINING WITH DIABETES & 4-H PROGRAMS	29,985
THE SAVE ALLIANCE FOUNDATION 35 KING ROAD GREEN LANE, PA 18054		PUBLIC CHARITY	THE ALTHOUSE ARBORETUM CREATING A BRIDGE TO SUSTAINABILITY	16,250
THE TRISKELES FOUNDATION 707 EAGLEVIEW BLVD SUITE 105 EXTON, PA 19341		PUBLIC CHARITY	FOOD FOR THOUGHT	27,000
TRICOUNTY ACTIVE ADULT CENTER 288 MOSER ROAD POTTSTOWN, PA 19464		PUBLIC CHARITY	PRIME TIME HEALTH	45,000
Total ► 3a				2,957,357

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>				
TOWNSHIP OF UPPER FREDERICK PO BOX 597 FREDERICK, PA 19435		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO!	8,500
TOWNSHIP OF UPPER POTTS GROVE 1409 FARMINGTON AVENUE POTTSTOWN, PA 19464		GOVERNMENT ENTITY	ON YOUR PARK, GET SET, GO!	7,500
TRICOUNTY AREA CHAMBER OF COMMERCE FOUNDATION INC 152 E HIGH STREET SUITE 360 POTTSTOWN, PA 19464		CHAMBER OF COMMERCE	WORKSITE WELLNESS INITIATIVE	23,047
TRICOUNTY COMMUNITY NETWORK 260 HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	COMMUNITY CAMP & THE AMAZING RAISE & COMMUNITY COLLABORATIVE	160,700
TRINITY EVANGELICAL CONGREGATION CHURCH 250 SWINEHART RD BOX 541 BOYERTOWN, PA 19512		CHURCH	GOD'S COMMUNITY GARDEN	6,000
Total ► 3a				2,957,357

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>				
UNITED WAY OF BOYERTOWN PO BOX 213 BOYERTOWN, PA 19512		PUBLIC CHARITY	MATCHING GRANT FOR ANNUAL CAMPAIGN	15,000
UNITED WAY OF GREATER PHILADELPHIA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103		PUBLIC CHARITY	MATCHING GRANT FOR ANNUAL CAMPAIGN	40,000
VISITING NURSE ASSOCIATION 1963 E HIGH STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	PERSONAL NAVIGATOR PROGRAM WITH EXPANDED LEGAL SUPPORT	25,000
WELLNESS COUNCIL OF BOYERTOWN PO BOX 87 GILBERTSVILLE, PA 19525		PUBLIC CHARITY	SUPPORTING HEALTH & WELLNESS IN OUR COMMUNITY	17,500
WEST-MONT CHRISTIAN ACADEMY 873 SOUTH HANOVER STREET POTTSTOWN, PA 19465		SCHOOL	CAMPUS WELLNESS	15,000
Total 				2,957,357
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>				
WEST POTTS GROVE TOWNSHIP 980 GROSSTOWN ROAD STOWE, PA 19464		GOVERNMENT ENTITY	MANATAWNY/WEST TRAIL PEDESTRIAN BRIDGE	26,000
YWCA TRI-COUNTY AREA 315 KING STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	PHASE 1 STRATEGIC PLAN IMPLEMENTATION & CAPACITY BUILDING MATCHING GRANT	105,000
RETURNED GRANT DOLLARS - ST ALOYSIUS PARISH SCHOOL 220 N HANOVER STREET POTTSTOWN, PA 19464		CATHOLIC SCHOOL	HEALTH IN MIND, BODY AND SPIRIT	-640
RETURNED GRANT DOLLARS - SPRINGFORD AREA SCHOOL DISTRICT 857 S LEWIS ROAD ROYERSFORD, PA 19468		GOVERNMENT ENTITY	WELLNESS MATTERS ¹	-14,129
RETURNED GRANT DOLLARS - CREATIVE HEALTH SERVICES INC 11 ROBINSON STREET POTTSTOWN, PA 19464		PUBLIC CHARITY	HEALTHY WEIGHT, HEALTHY FAMILIES PROGRAM	-11,590
Total 				2,957,357
3a				

TY 2016 Accounting Fees Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT	23,725	4,745		18,180

TY 2016 Investments Corporate Stock Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	76,792,903	76,792,903

TY 2016 Investments - Other Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	FMV	3,360,000	3,360,000
PROGRAM RELATED INVESTMENT	FMV	100,000	100,000

TY 2016 Legal Fees Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,282	8,282		0

TY 2016 Other Expenses Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	926	185		711
COMMUNICATION AND EDUCATIONAL PROGRAMS	111,876	22,375		90,763
OFFICE EXPENSE	13,456	2,691		10,284
DUES AND MEMBERSHIPS	14,283	2,857		11,426
INSURANCE	30,979	6,196		24,783
POSTAGE	1,104	221		1,076
WEBSITE LINK AND MAINTENANCE FEES	10,204	2,041		8,163
EQUIPMENT RENTAL AND SOFTWARE MAINTENANCE	41,741	8,348		39,465
MISCELLANEOUS	3,995	799		4,398
PROGRAM EXPENSES	79,235	0		80,010

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONPROFIT EVENTS SUPPORT	27,352	0		27,352
ACCOUNTING CARRYOVER	9,400	0		125
PENSION PLAN - PMMC	70,464	0		0
SEMINAR EXPENSE	65,629	0		55,629

TY 2016 Other Income Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SOCIAL/EMOTIONAL TOOLKIT SALES	5,815		5,815

TY 2016 Other Increases Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	3,589,403
PENSION BENEFIT - NONOPERATING REVENUE	5,618,520
EAST AUXILIARY GIFT SHOP - NONOPERATING INCOME	15,413

TY 2016 Other Liabilities Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PENSION EXPENSE	31,280,953	25,079,531

TY 2016 Other Professional Fees Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT AND ADVISORY FEES	112,597	112,597		0
CONSULTING	237,325	47,465		250,350

TY 2016 Taxes Schedule

Name: POTTSTOWN AREA HEALTH AND WELLNESS
FOUNDATION

EIN: 23-2344729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	56,083	16,169		40,798
EXCISE TAX	30,500	0		0