

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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) \$ 51,837,773	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)	744,857			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	50,162	50,162		
	4 Dividends and interest from securities	758,157	758,157		
	5a Gross rents	139,965	139,965		
	b Net rental income or (loss) -10,620				
	6a Net gain or (loss) from sale of assets not on line 10	2,759,578			
	b Gross sales price for all assets on line 6a 14,503,985				
	7 Capital gain net income (from Part IV, line 2)		2,759,578		
	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)	-15,222	-10,202		
	12 Total. Add lines 1 through 11	4,437,497	3,697,660		
	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)				
	b Accounting fees (attach schedule)	15,484	0		15,484
	c Other professional fees (attach schedule)	112,907	112,907		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	68,345	49,884		3,508
	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)	199,120	116,232		67,613
	24 Total operating and administrative expenses. Add lines 13 through 23	412,668	295,835		86,605
	25 Contributions, gifts, grants paid	1,980,770			1,980,770
	26 Total expenses and disbursements. Add lines 24 and 25	2,393,438	295,835		2,067,375
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,044,059			
	b Net investment income (if negative, enter -0-)		3,401,825		
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	343,743	477,541	477,541
	2 Savings and temporary cash investments	157,362	688,445	688,445
	3 Accounts receivable ▶ <u>15,000</u>			
	Less allowance for doubtful accounts ▶ _____	15,000	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>1,375,896</u>			
	Less allowance for doubtful accounts ▶ <u>0</u>	1,414,788	1,375,896	1,375,896
	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)	22,972,250	20,553,538	38,456,229
	c Investments—corporate bonds (attach schedule)	5,027,235	8,742,809	8,714,016
	11 Investments—land, buildings, and equipment basis ▶ <u>754,694</u>			
Less accumulated depreciation (attach schedule) ▶ <u>69,575</u>	701,931	685,119	685,119	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	1,212,916	1,350,936	1,350,936	
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 ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	31,919,816	33,963,875	51,837,773	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	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	31,919,816	33,963,875		
30 Total net assets or fund balances (see instructions)	31,919,816	33,963,875		
31 Total liabilities and net assets/fund balances (see instructions) .	31,919,816	33,963,875		

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	31,919,816
2 Enter amount from Part I, line 27a	2	2,044,059
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	33,963,875
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	33,963,875

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 14,499,198		11,743,601	2,755,597
b 21			21
c 2,243			2,243
d 2,523			2,523
e		806	-806

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,755,597
b			21
c			2,243
d			2,523
e			-806

2 Capital gain net income or (net capital loss)	2	2,759,578
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))
2016	2,799,053	42,444,538	0 065946
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

2 Total of line 1, column (d)	2	0 207384
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 041477
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	46,508,538
5 Multiply line 4 by line 3	5	1,929,035
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,018
7 Add lines 5 and 6	7	1,963,053
8 Enter qualifying distributions from Part XII, line 4	8	2,067,375

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	34,018
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	34,018
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	34,018
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	20,760
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	51,360
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	4
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	17,338
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 17,338 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 2017, 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		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 2017? ☐	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐	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 2017?	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)?		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		

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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000.
0

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
DF DENT & CO 400 E PRATT ST 720 BALTIMORE, MD 21202	INVESTMENT ADVISORS	72,322

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	44,211,436
b	Average of monthly cash balances.	1b	854,954
c	Fair market value of all other assets (see instructions).	1c	2,150,400
d	Total (add lines 1a, b, and c).	1d	47,216,790
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	47,216,790
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	708,252
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	46,508,538
6	Minimum investment return. Enter 5% of line 5.	6	2,325,427

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	2,325,427
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	34,018
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,018
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,291,409
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,291,409
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	2,291,409

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	2,067,375
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	2,067,375
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	34,018
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,033,357

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,291,409
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,236,660	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 2,067,375				
a Applied to 2016, but not more than line 2a			1,236,660	
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 2017 distributable amount.				830,715
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				1,460,694
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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	1,980,770
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	50,162	
4 Dividends and interest from securities. . . .			14	758,157	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	-10,620	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,759,578	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>PASS THROUGH - DOWNTOWN RENAISSANCE FUND</u>	900099		16	-10,202	
b <u>PASS THROUGH - WINDUP TRUST</u>	900099	-10,548	16		
c <u>REFUND FROM SPF</u>	900099		16	5,528	
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		-10,548		3,552,603	0
13 Total. Add line 12, columns (b), (d), and (e).			13		3,542,055

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.		
	*****	2018-08-08	*****
	Signature of officer or trustee	Date	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	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	PAUL W MAULFAIR CPA		2018-08-08		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
JOSEPHINE S APPELL	VICE CHAIR, TRUSTEE 1 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
JOHN L FINLAYSON	TREASURER, TRUSTEE 3 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
MARY STETLER	SECRETARY 2 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
SALLY DIXON	TRUSTEE 2 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
DAVE KENNEDY	CHAIRMAN 15 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
GEORGE HODGES	TRUSTEE 1 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
LOUIS J APPELL III	TRUSTEE 1 00	0	0	0
140 E MARKET STREET YORK, PA 17405				
HELEN F APPELL II	TRUSTEE 1 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>				
APPELL CENTER FOR THE PERFORMING ARTS 50 N GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	14,500
BASKETS OF YORK GARDEN CLUB OF YORK 925 SOMERSET LANE YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
BELMONT THEATRE 27 S BELMONT STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	31,508
BRETHREN HOME FOUNDATION 2990 CARLISLE STREET NEW OXFORD, PA 17350	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
BYRNES HEALTH EDUCATION CENTER 515 S GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
Total 				1,980,770
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>				
CHESAPEAKE BAY FOUNDATION 1426 N 3RD STREET 440 HARRISBURG, PA 17102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
CHILD CARE CONSULTANTS 29 N DUKE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500
CHILDERN'S AID SOCIETY 400 W MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
CITY OF YORK 101 SOUTH GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
CITY OF YORK 101 SOUTH GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
Total ► 3a				1,980,770

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>				
CREATIVE YORK10 N BEAVER STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
CRISPUS ATTUCKS ASSOCIATION 200 S DUKE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	35,000
CULTURAL ALLIANCE OF YORK COUNTY 14 W MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	37,554
DIAKON CHILD FAMILY & COMMUNITY MINISTRIES 798 HAUSMAN ROAD SUITE 300 ALLENTOWN, PA 18104	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
DOWNTON INC2 E MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
Total ► 3a				1,980,770

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>				
DOWNTON INC2 E MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
DREAM WRIGHTS YOUTH & FAMILY CENTER 100 CARLISLE AVENUE YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
DREAM WRIGHTS YOUTH & FAMILY CENTER 100 CARLISLE AVENUE YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500
DREAM WRIGHTS YOUTH & FAMILY CENTER 100 CARLISLE AVENUE YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
GIVE LOCAL YORK BIG GIVE 2251 FRIESEN ROAD YORK, PA 17406	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
Total 				1,980,770
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>				
GREATER YORK DANCE 3524 E MARKET STREET YORK, PA 17402	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
HARVARD ART MUSEUM 32 QUINCY STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000
HISTORY CENTER OF YORK 250E MARKET STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,007
HOBY 31255 CEDAR VALLEY DRIVE STE 327 WESTLAKE VILLAGE, CA 91362	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
Total ▶ 3a				1,980,770

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>				
HOFFMAN HOMES FOR YOUTH 815 ORPHANAGE ROAD LITTLESTOWN, PA 17340	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
JEWISH COMMUNITY CENTER 2000 HOLLYWOOD DRIVE YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
JUNIOR ACHIEVEMENT 2420 GEHMAN LANE STE 100 LANCASTER, PA 17602	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
JUNIOR ACHIEVEMENT 2420 GEHMAN LANE STE 100 LANCASTER, PA 17602	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
KEYSTONE CHRISTIAN ACADEMY 705 S OGANTZ STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
Total ▶ 3a				1,980,770

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>				
LEADERSHIP YORK 238 N GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
LOGOS ACADEMY250 W KING STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
LOWER SUSQUEHANNA RIVERKEEPER 2098 LONG LEVEL ROAD WRIGHTSVILLE, PA 17368	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
MAKE-A-WISH FOUNDATION 2951 WHITEFORD ROAD 304 YORK, PA 17402	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
MARYLAND AND PENNSYLVANIA RAILROAD 1258 MUDDY CREEK FORKS ROAD AIRVILLE, PA 17302	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
Total ▶ 3a				1,980,770

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>				
MISERICORDIA NURSING & REHAB CENTER 998 S RUSSELL STREET YORK, PA 17402	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
MORRIS ARBORETUM 100 E NORTHWESTERN AVENUE PHILADELPHIA, PA 19118	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
NEW BIRTH OF FREEDOM COUNCIL 2139 WHITE STREET YORK, PA 17404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
OLIVIA'S HOUSE830 S GEORGE STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
PAPPUS HOUSE253 CHERRY STREET YORK, PA 17402	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000
Total ▶ 3a				1,980,770

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>				
SALEM SQUARE COMMUNITY ASSOCIATION INC 596 W PRINCESS STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000
SALVATION ARMY615 SLATERS LANE ALEXANDRIA, VA 22313	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500
SALVATION ARMY615 SLATERS LANE ALEXANDRIA, VA 22313	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500
SCORE2101 PENNSYLVANIA AVENUE YORK, PA 17404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
SPIRITRUST LUTHERAN 1050 PENNSYLVANIA AVENUE YORK, PA 17404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500
Total 3a				1,980,770

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>				
SPIRITRUST LUTHERAN 1050 PENNSYLVANIA AVENUE YORK, PA 17404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000
ST JOHN EPISCOPAL CHURCH 140 N BEAVER STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
STEAM INTO HISTORY2 W MAIN STREET NEW FREEDOM, PA 17349	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	150,000
SUSQUEHANNA FOLK MUSIC SOCIETY 378 OLD YORK ROAD NEW CUMBERLAND, PA 17070	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
SUSQUEHANNA HERITAGE 1706 LONG LEVEL ROAD WRIGHTSVILLE, PA 17368	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
Total ► 3a				1,980,770

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>				
WELLINGTON YOUTH SPORTS & RECREATION PO BOX 491 YORK, PA 17405	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
WELLSPAN YORK HOSPITAL 1001 S GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
YMCA OF YORK COUNTY 90 NORTH NEWBERRY STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
YMCA OF YORK COUNTY 90 NORTH NEWBERRY STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
YORK BENEVOLENT ASSOCIATION 301 KINGS MILL ROAD YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
Total ▶ 3a				1,980,770

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 LEAGUEPO BOX 1062 YORK, PA 17405	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	12,500
YORK COLLEGE OF PENNSYLVANIA 441 COUNTRY CLUB ROAD YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,201
YORK COUNTY BAR ASSOCIATIONFOUNDATION 137 E MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000
YORK COUNTY BLACK GOLFERS ASSOCIATION PO BOX 2805 YORK, PA 17405	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500
YORK COUNTY COMMUNITY FOUNDATION 14 W MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	150,000
Total ► 3a				1,980,770

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 HISTORY CENTER 250 E MARKET STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
YORK COUNTY HONORS CHOIR PO BOX 827 YORK, PA 17405	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
YORK COUNTY HONORS CHOIR PO BOX 827 YORK, PA 17405	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000
YORK COUNTY RAIL TRAIL AUTHORITY 45 CHERRY STREET SEVEN VALLEYS, PA 17360	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
YORK COUNTY TOURISM FOUNDATION 34 W PHILADELPHIA STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	7,500
Total ► 3a				1,980,770

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 YOUTH DEVELOPMENT CENTER 3564 HEINDEL ROAD YORK, PA 17402	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
YORK FRESH FOOD FARMS 150 WILLIS ROAD YORK, PA 17404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
YORK LITERACY COUNCIL 800 E KING STREET 3 YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
YORK SYMPHONY ORCHESTRA 50 N GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100,000
YWCA OF YORK COUNTY 90 NORTH NEWBERRY STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000
Total ▶ 3a				1,980,770

TY 2017 Accounting Fees Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,484	0		15,484

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

TY 2017 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	50,693	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	657	SL	39 0000000000000	272	272		
RENOVATIONS TO 140	2015-07-01	36,745	1,413	SL	39 0000000000000	942	942		

TY 2017 Investments Corporate Bonds Schedule

Name: POWDER MILL FOUNDATION

EIN: 23-7751589

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	8,742,809	8,714,016

TY 2017 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	20,553,538	38,456,229

TY 2017 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	66,291	542,021	
140 E. MARKET ST LAND	99,027	0	99,027	
RENOVATIONS TO 140	10,610	929	9,681	
RENOVATIONS TO 140	36,745	2,355	34,390	

TY 2017 Investments - Other Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANTIQUÉ AUTOMOBILE	AT COST	26,500	26,500
INVESTMENT IN WINDUP LIQUIDATING TRUST	AT COST	194,196	194,196
INVESTMENT IN DOWNTOWN RENAISSANCE FUND	AT COST	954,217	954,217
1752 POWDER MILL ROAD PURCHASE	AT COST	176,023	176,023

TY 2017 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	24,236	0		24,236
OTHER EXPENSES - CHARITABLE	33,518	0		18,243
REPAIRS AND MAINTENANCE-OFFICE	3,229	0		3,229
PROPERTY EXPENSES - OFFICE	20,018	0		20,018
OTHER EXPENSES - INVESTMENT	100,088	100,088		0
REPAIRS AND MAINTENANCE	16,144	16,144		0

TY 2017 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	-10,202	-10,202	-10,202
PASS THROUGH - WINDUP TRUST	-10,548		-10,548
REFUND FROM SPF	5,528		5,528

TY 2017 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 2017 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	93,584	93,584		0
OTHER PROFESSIONAL (WINDUP TRUST)	881	881		0
OTHER PROFEESIONAL (DOWNTOWN RENAISSANCE)	18,442	18,442		0

TY 2017 Taxes Schedule**Name:** POWDER MILL FOUNDATION**EIN:** 23-7751589

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES - LAND	29,530	29,530		0
EXCISE TAX PAYMENTS	14,953	0		0
PROPERTY TAXES - OFFICE	3,508	0		3,508
FOREIGN TAXES	2,813	2,813		0
TAXES	17,541	17,541		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 2017
	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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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	\$ 623,327	Person ☒
	1700 POWDER MILL ROAD		Payroll ☐
	YORK, PA 17403		Noncash ☐ (Complete Part II for noncash contributions)
2	ESTATE OF BARBARA F APPELL	\$ 121,529	Person ☒
	1700 POWDER MILL ROAD		Payroll ☐
	YORK, PA 17403		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)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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
(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
(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
(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