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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 07-01-2017 , and ending 06-30-2018

Name of foundation
TWO RIVERS HEALTH & WELLNESS FOUNDATION

A Employer identification number
23-2440924

Number and street (or P O box number if mail is not delivered to street address)
1101 NORTHAMPTON STREET

Room/suite

B Telephone number (see instructions)
(610) 253-7400

City or town, state or province, country, and ZIP or foreign postal code
EASTON, PA 18042

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☑ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 15,255,970

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)	319,543			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	870	870		
	4	Dividends and interest from securities	308,107	308,107		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	1,211,406			
	b	Gross sales price for all assets on line 6a 5,939,254				
	7	Capital gain net income (from Part IV, line 2)		1,211,425		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 59,059				
	b	Less Cost of goods sold 39,888				
	c	Gross profit or (loss) (attach schedule)	19,171			
	11	Other income (attach schedule)	65,206	3,331		
	12	**Total.** Add lines 1 through 11	1,924,303	1,523,733		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	105,000			89,250
	14	Other employee salaries and wages	158,022			135,731
	15	Pension plans, employee benefits	43,785			36,352
	16a	Legal fees (attach schedule)	3,636			3,636
	b	Accounting fees (attach schedule)	10,750			
	c	Other professional fees (attach schedule)	54,352	49,252		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	29,489			
	19	Depreciation (attach schedule) and depletion	4,310			
	20	Occupancy				
	21	Travel, conferences, and meetings	317			317
	22	Printing and publications	842			716
	23	Other expenses (attach schedule)	191,764			102,088
	24	**Total operating and administrative expenses.** Add lines 13 through 23	602,267	49,252		368,090
	25	Contributions, gifts, grants paid	650,302			530,302
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,252,569	49,252		898,392
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	671,734			
	b	**Net investment income** (if negative, enter -0-)		1,474,481		
	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	16,861	56,570	56,570
	2 Savings and temporary cash investments	517,373	679,298	679,298
	3 Accounts receivable ▶ 97,150			
	Less allowance for doubtful accounts ▶	144,126	97,150	97,150
	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) ▶ 282,527			
	Less allowance for doubtful accounts ▶		282,527	282,527
	8 Inventories for sale or use	20,297	13,754	13,754
	9 Prepaid expenses and deferred charges	8,782	10,519	10,519
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	8,677,828	8,739,334	8,739,334
	c Investments—corporate bonds (attach schedule)	3,406,598	3,336,329	3,336,329
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		144,141	144,141
	14 Land, buildings, and equipment basis ▶ 118,224			
	Less accumulated depreciation (attach schedule) ▶ 96,013	18,562	22,211	22,211
	15 Other assets (describe ▶)	1,834,403	1,874,137	1,874,137
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,644,830	15,255,970	15,255,970
Liabilities	17 Accounts payable and accrued expenses	35,209	66,155	
	18 Grants payable		120,000	
	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)	35,209	186,155	
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	2,192,742	2,125,901	
	25 Temporarily restricted	1,804,406	1,836,277	
	26 Permanently restricted	10,612,473	11,107,637	
	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)	14,609,621	15,069,815	
	31 **Total liabilities and net assets/fund balances** (see instructions)	14,644,830	15,255,970	

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	14,609,621
2	Enter amount from Part I, line 27a	2	671,734
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,281,355
5	Decreases not included in line 2 (itemize) ▶	5	211,540
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,069,815

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	P	2017-06-30	2018-06-30
b	PUBLICLY TRADED SECURITIES	P	2017-06-30	2018-06-30
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	919,602		694,800	224,802
b	5,016,338		4,029,715	986,623
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				224,802
b				986,623
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,211,425
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	1,211,425

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			
2015			
2014			
2013			
2012			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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	29,490
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	
3	Add lines 1 and 2	3	29,490
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	29,490
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a		
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	29,490
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 2018 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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ _____ **(2)** On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
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	Yes	
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	Yes	

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ WWW TRHWF ORG

14 The books are in care of ▶ ANN BUCK Telephone no ▶ (610) 253-7400

Located at ▶ 1101 NORTHAMPTON ST EASTON PA ZIP+4 ▶ 18042

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?	16		No

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 ▶

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)			
	(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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		
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		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			**6b**	**No**
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			**7b**	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	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
NONE				

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . . ▶	

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	12,461,065
b	Average of monthly cash balances	1b	436,845
c	Fair market value of all other assets (see instructions)	1c	282,527
d	**Total** (add lines 1a, b, and c)	1d	13,180,437
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,180,437
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	197,707
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,982,730
6	**Minimum investment return.** Enter 5% of line 5	6	649,137

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	649,137
2a	Tax on investment income for 2017 from Part VI, line 5	2a	29,490		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	29,490
3	Distributable amount before adjustments Subtract line 2c from line 1			3	619,647
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	619,647
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	619,647

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	898,392
b	Program-related investments—total from Part IX-B	1b	
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	898,392
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	898,392

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				619,647
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 898,392				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				619,647
e Remaining amount distributed out of corpus	278,745			
5 Excess distributions carryover applied to 2017				
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	278,745			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	278,745			
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. . . . 278,745				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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

JANET MEASE
1101 NORTHAMPTON ST
SUITE 101
EASTON, PA 18042
(610) 253-7400

b The form in which applications should be submitted and information and materials they should include

THE REQUESTS ARE REQUIRED TO BE SUBMITTED ELECTRONICALLY PLEASE VISIT THE ORGANIZATION'S WEBSITE FOR THE ELECTRONIC APPLICATION PROCESS

c Any submission deadlines

THE REQUESTS FOR GRANT APPLICATIONS WILL BEGIN TO BE ACCEPTED IN MID-AUGUST AND MUST BE RECEIVED BY

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

GRANT APPLICATIONS MUST BE SUBMITTED ELECTRONICALLY THE ENTITY MUST BE A 501 (C)(3)ORGANIZATION PLEASE VISIT THE WEBSITE FOR A LISTING OF THE ELECTRONIC APPLICATION PROCESS AT WWW TRHWF ORG

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				530,302
b *Approved for future payment* EASTON AREA SCHOOL DISTRICT 1801 BUSHKILL DRIVE EASTON, PA 180408186			HEALTH CENTER	120,000
Total . . . . . ▶ **3b**				120,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	870	
4 Dividends and interest from securities. . . .			14	308,107	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	3,331	
8 Gain or (loss) from sales of assets other than inventory					1,211,406
9 Net income or (loss) from special events					5,629
10 Gross profit or (loss) from sales of inventory					19,171
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				312,308	1,283,322
13 **Total.** Add line 12, columns (b), (d), and (e).				13	1,595,630

(See worksheet in line 13 instructions to verify calculations)

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)

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

		Yes	No
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?			
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)	Yes	
(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	Yes	

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
1b(3)	1,156	TWO RIVERS FDN TRUST	ALLOCATION OF EXPENSES
1c	29,924	TWO RIVERS FDN TRUST	SHARING OF EMPLOYEES

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
TWO RIVERS FDN TRUST	TRUST	COMMON CONTROL

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

******	2018-11-13	******
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
RANDALL T KLINE CPA		2018-11-13		P01284532

Firm's name ▶ KLINE AND O'HAY LLC — Firm's EIN ▶20-3894208

Firm's address ▶ 2925 WILLIAM PENN HWY STE 304 EASTON, PA 18045 — Phone no (610) 250-9303

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
NANCY DY 3417 BRIDLEPATH ROAD EASTON, PA 18045	TRUSTEE 1 00	0	0	0
REV PAUL BRADEN 2886 HOPE RIDGE DR EASTON, PA 18045	TRUSTEE 1 00	0	0	0
PAUL BRUNSWICK 3554 SOUTHWOOD DR EASTON, PA 18045	CHAIR 38 00	105,000	0	0
JOANNE D'AGOSTINO PH D 100 S GREENWOOD AVE EASTON, PA 18045	SECRETARY 2 00	0	0	0
CRAIG DALLY 422 SCHOENECK AVE NAZARETH, PA 18064	TRUSTEE 1 00	0	0	0
LOIS WILDRICK 79 CENTRAL DRIVE EASTON, PA 18045	TRUSTEE 1 00	0	0	0
EARL WISMER 4201 KENNEDY COURT EASTON, PA 18017	TRUSTEE 1 00	0	0	0
J MARSHALL WOLFF 9 SECOND TERRACE EASTON, PA 18042	TREASURER 2 00	0	0	0
EDWARD MCDEVITT 4960 CHELSEA DRIVE EASTON, PA 18020	VICE-CHAIR 1 00	0	0	0
GARY COSTACURTA 2001 FAIRVIEW AVE EASTON, PA 18042	TRUSTEE 1 00	0	0	0
LAURA M BAYLOR 6064 OLD HICKORY ROAD COOPERSBURG, PA 18036	TRUSTEE 1 00	0	0	0
JUDITH DICKERSON 49 INVERNESS LANE EASTON, PA 18045	TRUSTEE 1 00	0	0	0
MERLE E GROLLMAN 1003 OLD COURSE LANE EASTON, PA 18042	TRUSTEE 1 00	0	0	0
STEPHEN WILSON 901 MCCARTNEY ST EASTON, PA 18042	TRUSTEE 1 00	0	0	0

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 *Paid during the year*				
SHANTHI PROJECT21 SUTTON PLACE EASTON, PA 18045			WELLNESS	8,000
TURNING POINT OF LEHIGH VALLEY 444 SUSQUENHANNA ST ALLENTOWN, PA 18013			MATNERAL, INFANT CARE	7,000
VALLEY YOUTH HOUSE829 LINDEN ST ALLENTOWN, PA 18101			BEHAVORIAL DEVELOPMENT	10,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
MINSI TRAIL COUNCILP O BOX 20624 ALLENTOWN, PA 18002			CHILD DEVELOPMENT	4,500
CHILDREN'S HOME OF EASTON 25TH ST LEHIGH DRIVE EASTON, PA 18042			CHILD DEVELOPMENT	13,000
GREATER VALLEY YMCA - EASTON BRANCH 1225 LAFAYETTE ST EASTON, PA 18042			CHILD FITNESS	9,307
Total 3a . . . . . ▶				530,302

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 *Paid during the year*				
RECOVERY REVOLUTION INC 109 BROADWAY BANGOR, PA 18013			DRUG REHABILITATION	8,415
THIRD STREET ALLIANCE 41 N THIRD STREET EASTON, PA 18042			HOMELESS PROGRAM	10,000
EQUI-LIBRIUM INCP O BOX 305 SCIOTA, PA 18354			MATERNAL	8,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
CHILD CARE INFORMATION SERVICES INC 2200 W BROAD STREET BETHLEHEM, PA 18019			MATERNAL	10,000
MEALS ON WHEELS4240 FRITCH DRIVE BETHLEHEM, PA 18020			SENIOR CARE	8,000
EASTON AREA NEIGHBORHOOD CENTER 902 PHILADELPHIA RD EASTON, PA 18042			CHILD DEVELOPMENT	5,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
COMMUNITIES IN SCHOOLP O BOX 722 ALLENTOWN, PA 18015			CHILD DEVELOPMENT	5,500
PINEBOOK SERVICES FOR CHILDREN 402 NORTH FULTON ST ALLENTOWN, PA 18102			MENTAL HEALTH	18,000
FAMILIES FIRST1620 TEELS RD PEN ARGYL, PA 18072			BEHAVIORAL DEVELOPMENT	4,500
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
PROJECT OF EASTON320 FERRY STREET EASTON, PA 18042			CHILD DEVELOPMENT	12,500
LEHIGH VALLEY CHILDREN'S CENTER 1501 LEHIGH STREET ALLENTOWN, PA 18103			CHILD FITNESS	8,000
SLATER FAMILY NETWORK 267 FIVE POINTS RICHMOND RD BANGOR, PA 18013			MENTAL HEALTH	10,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
METHOD SERVICES FOR CHILDREN 51 MARKET STREET BANGOR, PA 18013			CHILD DEVELOPMENT	15,000
CENTER FOR VISION LOSS 845 WEST WYOMING STREET ALLENTOWN, PA 18103			TRANSPORTATION	6,500
SAFE HARBOR OF EASTON 53 BUSHKILL DRIVE EASTON, PA 18042			HOMELESS PROGAM	10,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
KELLYN FOUNDATION 450 E GEOPP STREET BETHLEHEM, PA 18018			HEALTH & WELLNESS FRESH FOOD	19,400
NEW BETHANY MINISTRIES 337 WYANDOTTE STREET BETHLEHEM, PA 18015			HOMELESS/MENTAL ILLNESS	10,000
NORTHEAST MINISTRIESP O BOX 1463 BETHLEHEM, PA 18016			CHILDREN CAMP	7,900
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
VNA AT ST LUKE'S 1510 VALLEY CENTER PRKY BETHLEHEM, PA 18017			HEALTH & WELLNESS	22,500
DIAKON MINISTRIES798 HAUSMAN RD ALLENTOWN, PA 18104			CHILD DEVELOPMENT	7,500
BIG BROTHERS BIG SISTERS OF LV 41 S CARLISLE ST ALLENTOWN, PA 18109			CHILD DEVELOPMENT	3,500
Total . . . . . ▶ **3a**				530,302

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 *Paid during the year*				
BOYS AND GIRLS CLUB OF EASTON 210 JONES HOUSTON WAY EASTON, PA 18044			CHILD DEVELOPMENT	15,000
CENTER FOR HUMANISTIC CHANGE 100A CASCADE DR ALLENTOWN, PA 18109			CHILD DEVELOPMENT	5,000
COMMUNITIES IN SCHOOLP O BOX 722 ALLENTOWN, PA 18015			CHILD DEVELOPMENT	5,500
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
EASTON AREA COMMUNITY CENTER 901 WASHINGTON ST EASTON, PA 18042			CHILD DEVELOPMENT/SUMMER CAMP	6,000
FAMILIES FIRST1620 TEELS RD PEN ARGYL, PA 18072			CHILD DEVELOPMENT/MENTORING PROGAM	4,000
FAMILY CONNECTION723 COAL STREET EASTON, PA 18042			HEALTH AND WELLNESS	6,810
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
GREATER VALLEY YMCA - EASTON BRANCH 1225 LAFAYETTE ST EASTON, PA 18042			CHILD FITNESS	9,308
BETHLEHEM EMERGENCY SHELTERING INC 1021 CENTER ST BETHLEHEM, PA 18018			HOMELESS PROGRAM	5,000
BOYS AND GIRLS CLUB OF EASTON 210 JONES HOUSTON WAY EASTON, PA 18044			CHILD DEVELOPMENT	24,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
BUY FRESH BUY LOCAL OF GREATER LV 516 NORTHAMPTON ST EASTON, PA 18042			FRESH FOOD SNAP INCENTIVE	8,612
SECOND HARVEST FOOD BANK OF LV 6969 SILVER CREST ROAD NAZARETH, PA 18064			HEALTH WELLNESS/NUTRITION	9,000
CENTER FOR HUMANISTIC CHANGE 100A CASCADE DR ALLENTOWN, PA 18109			CHILD DEVELOPMENT	5,000
Total 3a . . . . . ▶				530,302

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 *Paid during the year*				
COMMUNITY SERVICES FOR CHILDREN 1520 HANOVER AVE ALLENTOWN, PA 18109			CHILD DEVELOPMENT	7,500
EASTON AREA COMMUNITY CENTER 901 WASHINGTON ST EASTON, PA 18042			CHILD DEVELOPMENT	21,000
FAMILY CONNECTION723 COAL STREET EASTON, PA 18042			HEALTH AND WELLNESS	6,900
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
WILSON AREA SCHOOL DISTRICT 2040 WASHINGTON BLVD EASTON, PA 18042			CHILD DEVELOPMENT	4,000
THE SALVATION ARMY 1110 NORTHAMPTON STREET EASTON, PA 18042			FOOD/NUTRITION	8,500
BIG BROTHERS BIG SISTERS OF LV 41 S CARLISLE ST ALLENTOWN, PA 18109			CHILD DEVELOPMENT	4,250
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
KELLYN FOUNDATION 450 E GEOPP STREET BETHLEHEM, PA 18018			HEALTH WELLNESS/NUTRITION	5,000
KELLYN FOUNDATION 450 E GEOPP STREET BETHLEHEM, PA 18018			HEALTH WELLNESS/NUTRITION	100,000
EASTON AREA COMMUNITY CENTER 901 WASHINGTON ST EASTON, PA 18042			CHILD DEVELOPMENT	5,000
Total . . . . . ▶ 3a				530,302

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 *Paid during the year*				
DR MUNISH SHARMA 250 S 21TH STREET EASTON, PA 18042			MEDICAL AWARD	1,500
DR GERSON DE FREITAS 250 S 21TH STREET EASTON, PA 18042			MEDICAL AWARD	400
DR BINDIYA SHAH205 S 21TH STREET EASTON, PA 18042			MEDICAL AWARD	1,000
Total . . . . . ▶ 3a				530,302

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a MANAGEMENT INCOME					31,080
b SALARY REIMBURSEMENT					11,897
c NORTHAMPTON DENTAL INCOME					39
d MISCELLANEOUS INCOME					1,276
e PENSION INCOME					2,614
f OTHER INCOME					210

TY 2017 Accounting Fees Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	10,750			

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317009108

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

TY 2017 Depreciation Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

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
DEPRECIATION						4,310			

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
55 SH KMG CHEMICALS, INC	2018-03	DONATION	2018-03		3,314	3,333			-19	

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TY 2017 Investments Corporate Bonds Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RESTRICTED INVESTMENT FUNDS	2,856,955	2,856,955
UNRESTRICTED INVESTMENT FUNDS	479,374	479,374

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TY 2017 Investments Corporate Stock Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBILICY TRADED SECURITIES	7,638,426	7,638,426
PUBLICLY TRADED SECURITIES	1,100,908	1,100,908

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TY 2017 Investments - Other Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RESTRICTED INVESTMENTS ALT ASSETS	FMV	131,864	131,864
UNRESTRICTED INVESTMENTS ALT ASSETS	FMV	12,277	12,277

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317009108

TY 2017 Land, Etc.
Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEASEHOLD IMPROVEMENTS	10,344	3,974	6,370	6,370
EQUIPMENT	107,880	92,039	15,841	15,841

TY 2017 Legal Fees Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	3,636			3,636

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317009108

TY 2017 Other Assets Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST RECEIVABLE	17,679	26,477	26,477
ASSETS HELD IN TRUST	1,816,724	1,847,660	1,847,660

TY 2017 Other Decreases Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Description	Amount
UNREALIZED LOSSES ON INVESTMENTS	211,540

TY 2017 Other Expenses Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CABARET				
COST OF GOODS SOLD	9,130			
EXPENSES				
ADVERTISING & MARKETING	125			125
BANK SERVICE CHARGE	1,835			
COMPUTER AND PAYROLL SERVICES	1,318			
CONTRIBUTIONS	225			
DUES AND LICENSES	924			924
INSURANCE	16,936			13,549
NORTHAMPTON DENTAL EXPENSES	74,682			74,682

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES AND EXPENSE	7,651			5,172
POSTAGE	1,353			1,218
TELEPHONE	3,309			2,978
CHANGE IN VALUE ASSETS IN TRU	67,034			
MISCELLANEOUS	1,202			824
REPAIRS AND MAINTENANCE	3,078			2,616
SHOP SUPPLIES	241			
DUES AND SUBSCRIPTIONS	10			
BAD DEBT EXPENSE	1,255			
POSTAGE AND FREIGHT	1,456			

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TY 2017 Other Income Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NHCLV	3,331	3,331	
CABARET	14,759		
MANAGEMENT INCOME	31,080		
SALARY REIMBURSEMENT	11,897		
NORTHAMPTON DENTAL INCOME	39		
MISCELLANEOUS INCOME	1,276		
PENSION INCOME	2,614		
OTHER INCOME	210		

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

TY 2017 Other Notes/Loans Receivable Long Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
NEIGHBORHOOD HEALTH CENTERS OF LV	NONE	288,580	282,527	2018-04	2023-04	MONTHLY REPAYMENT 2,854	3 50 %		BUILDING IMPROVEMENT		

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TY 2017 Other Notes/Loans Receivable Short Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Name of 501(c)(3) Organization	Balance Due
LOAN RECEIVABLE	

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TY 2017 Other Professional Fees Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	49,252	49,252		
PROFESSIONAL FEES	5,100			

TY 2017 Sales Of Inventory Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
WOMEN'S BOARD	59,059	39,888	19,171

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TY 2017 Taxes Schedule

Name: TWO RIVERS HEALTH & WELLNESS FOUNDATION

EIN: 23-2440924

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	29,489			

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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	**Employer identification number**
TWO RIVERS HEALTH & WELLNESS FOUNDATION	23-2440924

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 33 1/3% 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	Employer identification number
TWO RIVERS HEALTH & WELLNESS FOUNDATION	23-2440924

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	SHAWDE-ANN MILLER TRUST WELLS FARGO WEALTH MANAGEMENT ONE WEST FOURTH STREET D4000-062 WINSTON SALEM, NC27101	$ 220,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	FREDERICK MILLER TRUST WELLS FARGO WEALTH MANAGEMENT ONE WEST FOURTH STREET D4000-062 WINSTON SALEM, NC27101	$ 50,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	DELTA DENTAL COMMUNITY FOUNDATION CORPORATE HEADQUARTERS ONE DELTA DRIVE MECHANICSBURG, PA170556999	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
TWO RIVERS HEALTH & WELLNESS FOUNDATION	23-2440924

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization
TWO RIVERS HEALTH & WELLNESS FOUNDATION

Employer identification number
23-2440924

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

(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