

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](http://www.irs.gov/form990pf).**

OMB No 1545-0052  
**2017**  
**Open to Public Inspection**

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

Name of foundation POWDER MILL FOUNDATION		<b>A Employer identification number</b> 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		<b>B Telephone number</b> (see instructions) (717) 848-5500	
City or town, state or province, country, and ZIP or foreign postal code YORK, PA 174052026		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 51,837,773		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	744,857			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	50,162	50,162		
	<b>4</b> Dividends and interest from securities	758,157	758,157		
	<b>5a</b> Gross rents	139,965	139,965		
	<b>b</b> Net rental income or (loss)	-10,620			
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,759,578			
	<b>b</b> Gross sales price for all assets on line 6a	14,503,985			
	<b>7</b> Capital gain net income (from Part IV, line 2)		2,759,578		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	-15,222	-10,202			
<b>12 Total.</b> Add lines 1 through 11	4,437,497	3,697,660			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	15,484	0		15,484
	<b>c</b> Other professional fees (attach schedule)	112,907	112,907		0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	68,345	49,884		3,508
	<b>19</b> Depreciation (attach schedule) and depletion	16,812	16,812		
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	199,120	116,232		67,613
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	412,668	295,835		86,605
	<b>25</b> Contributions, gifts, grants paid	1,980,770			1,980,770
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,393,438	295,835		2,067,375	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	2,044,059				
<b>b Net investment income</b> (if negative, enter -0-)		3,401,825			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	343,743	477,541	477,541
	<b>2</b> Savings and temporary cash investments . . . . .	157,362	688,445	688,445
	<b>3</b> Accounts receivable ▶ <u>15,000</u>			
	Less allowance for doubtful accounts ▶ _____	15,000	15,000	15,000
	<b>4</b> Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ <u>1,375,896</u>			
	Less allowance for doubtful accounts ▶ _____ 0	1,414,788	1,375,896	1,375,896
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	22,972,250	20,553,538	38,456,229
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	5,027,235	8,742,809	8,714,016
	<b>11</b> Investments—land, buildings, and equipment basis ▶ <u>754,694</u>			
Less accumulated depreciation (attach schedule) ▶ _____ 69,575	701,931	685,119	685,119	
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .	1,212,916	1,350,936	1,350,936	
<b>14</b> Land, buildings, and equipment basis ▶ <u>74,591</u>				
Less accumulated depreciation (attach schedule) ▶ _____	74,591	74,591	74,591	
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	31,919,816	33,963,875	51,837,773	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	31,919,816	33,963,875		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	31,919,816	33,963,875		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	31,919,816	33,963,875		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	31,919,816
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	2,044,059
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	33,963,875
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	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)
<b>1 a</b> PUBLICLY TRADED SECURITIES			
<b>b</b> LT CAPITAL GAIN (LOSS) - WINDUP TRUST			
<b>c</b> ST CAPITAL GAIN (LOSS) - WINDUP TRUST			
<b>d</b> CAPITAL GAINS DIVIDENDS			
<b>e</b> 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)
<b>a</b> 14,499,198		11,743,601	2,755,597
<b>b</b> 21			21
<b>c</b> 2,243			2,243
<b>d</b> 2,523			2,523
<b>e</b>		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))
<b>a</b>			2,755,597
<b>b</b>			21
<b>c</b>			2,243
<b>d</b>			2,523
<b>e</b>			-806

<b>2</b> 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	}	<b>2</b>	2,759,578
<b>3</b> 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				<b>3</b>	

**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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.207384
<b>3</b> 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	<b>3</b>	0.041477
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	46,508,538
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,929,035
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	34,018
<b>7</b> Add lines 5 and 6	<b>7</b>	1,963,053
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 17,338.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include '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?' and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶			<b>5b</b>
<b>c</b>	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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870</i>			<b>6b</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>
				<b>No</b>

**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. . . . . **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

1	Expenses

**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

1	Amount
All other program-related investments See instructions	

Total. Add lines 1 through 3 . . . . . **0**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	44,211,436
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	854,954
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	2,150,400
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	47,216,790
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	47,216,790
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	708,252
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	46,508,538
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	2,325,427
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	34,018
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	34,018
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	2,291,409
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	2,291,409
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	2,291,409

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	2,067,375
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	2,067,375
<b>5</b>	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).	<b>5</b>	34,018
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				2,291,409
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			1,236,660	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,067,375</u>				
<b>a</b> Applied to 2016, but not more than line 2a			1,236,660	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				830,715
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				1,460,694
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> 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)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2017</b>	<b>(b) 2016</b>	<b>(c) 2015</b>	<b>(d) 2014</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

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**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				1,980,770
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0






**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
JOSEPHINE S APPELL 140 E MARKET STREET YORK, PA 17405	VICE CHAIR, TRUSTEE 1 00	0	0	0
JOHN L FINLAYSON 140 E MARKET STREET YORK, PA 17405	TREASURER, TRUSTEE 3 00	0	0	0
MARY STETLER 140 E MARKET STREET YORK, PA 17405	SECRETARY 2 00	0	0	0
SALLY DIXON 140 E MARKET STREET YORK, PA 17405	TRUSTEE 2 00	0	0	0
DAVE KENNEDY 140 E MARKET STREET YORK, PA 17405	CHAIRMAN 15 00	0	0	0
GEORGE HODGES 140 E MARKET STREET YORK, PA 17405	TRUSTEE 1 00	0	0	0
LOUIS J APPELL III 140 E MARKET STREET YORK, PA 17405	TRUSTEE 1 00	0	0	0
HELEN F APPELL II 140 E MARKET STREET YORK, PA 17405	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	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)				
<b>a</b> <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
<b>Total</b> . . . . . 				1,980,770
<b>3a</b>				

**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)				
<b>a</b> <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
CHILDREN'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
<b>Total . . . . . ▶</b>				1,980,770
<b>3a</b>				



**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)				
<b>a</b> <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
<b>Total . . . . .</b> ▶ <b>3a</b>				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)				
<b>a</b> <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
<b>Total</b> . . . . . <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
LEADERSHIP YORK 238 N GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000
LOGOS ACADEMY 250 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
<b>Total . . . . . ▶</b>				1,980,770
<b>3a</b>				

**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)				
<b>a</b> <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 HOUSE 830 S GEORGE STREET YORK, PA 17403	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	4,000
PAPPUS HOUSE 253 CHERRY STREET YORK, PA 17402	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	30,000
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . .</b> ▶ <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total</b> . . . . . <b>3a</b>				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)				
<b>a</b> <i>Paid during the year</i>				
YORK CITY LITTLE LEAGUE PO 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 ASSOCIATION FOUNDATION 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
<b>Total</b> . . . . . <b>3a</b>			▶	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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . .</b> ▶ <b>3a</b>				1,980,770

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

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
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 000000000000	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 000000000000	272	272		
RENOVATIONS TO 140	2015-07-01	36,745	1,413	SL	39 000000000000	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

<b>Category/ Item</b>	<b>Cost/Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
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**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ANTIQUA 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

<b>Name of 501(c)(3) Organization</b>	<b>Balance Due</b>
CODO 241 LP	0

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

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
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

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
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](http://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 33<sup>1</sup> 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).



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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 <hr/> 1700 POWDER MILL ROAD <hr/> YORK, PA 17403	\$ 623,327	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	ESTATE OF BARBARA F APPELL <hr/> 1700 POWDER MILL ROAD <hr/> YORK, PA 17403	\$ 121,529	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

<b>Name of organization</b> POWDER MILL FOUNDATION	<b>Employer identification number</b> 23-7751589
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<b>Part II</b> <b>Noncash Property</b> (See instructions) Use duplicate copies of Part II if additional space is needed
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

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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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
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