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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at *www.IRS.gov/form990*

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013 , 2013, and ending 06-30-2014

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
PENN FOUNDATION INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
807 LAWN AVENUE PO BOX 32

City or town, state or province, country, and ZIP or foreign postal code
SELLERSVILLE, PA 18960

D Employer identification number
23-1496225

E Telephone number
(215) 257-6551

G Gross receipts $ 23,190,269

F Name and address of principal officer
MARGARET ZOOK
807 LAWN AVENUE PO BOX 32
SELLERSVILLE, PA 18960

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW PENNFOUNDATION ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1955

M State of legal domicile PA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
TO INSTILL HOPE, INSPIRE CHANGE, AND BUILD COMMUNITY OUR VISION WE BELIEVE IN THE RESILIENCE OF THE HUMAN SPIRIT WE DEDICATE OURSELVES TO THE PROVISION OF SUPERIOR BEHAVIORAL, DEVELOPMENTAL, AND PHYSICAL HEALTHCARE THAT IS INDIVIDUAL AND FAMILY CENTERED, ACCESSIBLE AND EQUITABLE WE COMPASSIONATELY SUPPORT THE ABILITY OF EVERY INDIVIDUAL TO FULLY REALIZE THEIR EMOTIONAL, PHYSICAL, AND SPIRITUAL POTENTIAL WE ASPIRE TO BETTER SERVE OUR COMMUNITY THROUGH AN INTEGRATED MODEL OF COORDINATED AND COST-EFFICIENT CARE WE SEEK TO INNOVATE AND COLLABORATE WITH ORGANIZATIONS THAT SHARE OUR MISSION AND VALUES WE PROMOTE THE DEVELOPMENT OF OUR STAFF BY CREATING OPPORTUNITIES FOR ACHIEVEMENT AND ADVANCEMENT WE DEDICATE OURSELVES TO THESE VALUES INTEGRITY--QUALITY--RESPONSIVENESS--RESPECTFULNESS-OUR PROFESSIONAL HERITAGE

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	12
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	459
6	Total number of volunteers (estimate if necessary)	6	101
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	3,432,756	876,681
	9	Program service revenue (Part VIII, line 2g)	20,457,952	21,714,992
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,742	24,420
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	104,040	196,350
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24,009,490	22,812,443
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	135,280	132,932
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	16,016,379	16,884,331
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶192,105		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	4,579,717	5,146,417
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	20,731,376	22,163,680
	19	Revenue less expenses Subtract line 18 from line 12	3,278,114	648,763

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	22,015,791	23,273,102
	21	Total liabilities (Part X, line 26)	8,769,330	9,843,463
	22	Net assets or fund balances Subtract line 21 from line 20		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including
my knowledge and belief, it is true, correct, and complete Declaration of prepar
preparer has any knowledge

Sign Here

******
Signature of officer

FRANCINE MELLOTT CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name
CYNTHIA R BERGVALL CPA

Preparer's signature

Firm's name ▶ BEE BERGVALL & CO

Firm's address ▶ PO BOX 754
WARRINGTON, PA 189760754

May the IRS discuss this return with the preparer shown above? (see instructio

For Paperwork Reduction Act Notice, see the separate instructions.

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☑

1 Briefly describe the organization's mission

TO INSTILL HOPE, INSPIRE CHANGE, AND BUILD COMMUNITY OUR VISION WE BELIEVE IN THE RESILIENCE OF THE HUMAN SPIRIT WE DEDICATE OURSELVES TO THE PROVISION OF SUPERIOR BEHAVIORAL, DEVELOPMENTAL, AND PHYSICAL HEALTHCARE THAT IS INDIVIDUAL AND FAMILY CENTERED, ACCESSIBLE AND EQUITABLE WE COMPASSIONATELY SUPPORT THE ABILITY OF EVERY INDIVIDUAL TO FULLY REALIZE THEIR EMOTIONAL, PHYSICAL, AND SPIRITUAL POTENTIAL WE ASPIRE TO BETTER SERVE OUR COMMUNITY THROUGH AN INTEGRATED MODEL OF COORDINATED AND COST-EFFICIENT CARE WE SEEK TO INNOVATE AND COLLABORATE WITH ORGANIZATIONS THAT SHARE OUR MISSION AND VALUES WE PROMOTE THE DEVELOPMENT OF OUR STAFF BY CREATING OPPORTUNITIES FOR ACHIEVEMENT AND ADVANCEMENT WE DEDICATE OURSELVES TO THESE VALUES INTEGRITY--QUALITY--RESPONSIVENESS--RESPECTFULNESS-OUR PROFESSIONAL HERITAGE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 5,714,117 including grants of $) (Revenue $ 6,315,430)

MENTAL HEALTH SERVICES DURING THE 2013-2014 FISCAL YEAR, PENN FOUNDATION'S MENTAL HEALTH PROGRAMS PROVIDED APPROXIMATELY 108,000 SERVICES TO NEARLY 6,100 CLIENTS MENTAL HEALTH OUTPATIENT SERVICES PROVIDES COMPREHENSIVE EVALUATIONS, COUNSELING, AND MEDICATION MANAGEMENT FOR INDIVIDUALS, COUPLES, AND FAMILIES PRESENTING WITH MENTAL HEALTH AND CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE DISORDERS ASSERTIVE COMMUNITY TREATMENT (ACT) BLENDS THE DISCIPLINES OF PSYCHIATRY, PSYCHOLOGY, NURSING, ADDICTION, SOCIAL WORK, AND PSYCHOSOCIAL REHABILITATION, OFFERING A MULTIDISCIPLINARY TEAM OF PROFESSIONALS THAT WORKS TOGETHER TO PROVIDE HIGHLY INDIVIDUALIZED TREATMENT, OUTREACH, REHABILITATION, AND SUPPORT SERVICES IN INDIVIDUALS' HOMES AND COMMUNITIES ADULT PARTICIPANTS IN THIS PROGRAM HAVE A SERIOUS MENTAL ILLNESS AND RESIDE IN NORTHERN MONTGOMERY COUNTY THEY MAY PRESENT WITH CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE ISSUES AS WELL AS MULTIPLE PSYCHIATRIC HOSPITALIZATIONS FORENSIC ASSERTIVE COMMUNITY TREATMENT (FACT) OFFERS THE SAME SERVICES AS ACT (DESCRIBED ABOVE) TO RESIDENTS OF UPPER BUCKS COUNTY AND THE LANSDALE, SOUDERTON, AND TELFORD AREAS OF MONTGOMERY COUNTY ADMISSION REQUIREMENTS FOR BUCKS COUNTY RESIDENTS INCLUDE INVOLVEMENT WITH THE LEGAL SYSTEM OR TIME SPENT IN BUCKS COUNTY PRISON

4b (Code) (Expenses $ 4,800,070 including grants of $) (Revenue $ 5,912,987)

DRUG AND ALCOHOL SERVICES PENN FOUNDATION'S JOHN W AND EMILY CLEMENS RECOVERY CENTER OFFERS A COMPREHENSIVE CONTINUUM OF SERVICES FOR DRUG AND ALCOHOL DISORDERS, INCLUDING PERSONS WITH CO-OCCURRING PSYCHIATRIC DISORDERS DURING FISCAL YEAR 2013-2014, NEARLY 39,000 SERVICES WERE PROVIDED TO APPROXIMATELY 2,700 INDIVIDUALS THE RECOVERY CENTER OFFERS GENERAL OUTPATIENT SERVICES, WHICH INCLUDES INDIVIDUAL, FAMILY, AND GROUP COUNSELING, INTENSIVE OUTPATIENT SERVICES (IOP), WHICH INVOLVES INDIVIDUAL AND GROUP COUNSELING FOR UP TO NINE HOURS PER WEEK, EITHER DURING BUSINESS HOURS OR IN THE EVENING, PARTIAL HOSPITAL, A DAY PROGRAM PROVIDING INTENSIVE, STRUCTURED TREATMENT FOR 30 HOURS PER WEEK, INPATIENT, A 43-BED ON-SITE UNIT OFFERING DETOXIFICATION AND REHABILITATION IN A STRUCTURED ENVIRONMENT (INCREASED TO 55 BEDS IN 2014- 2015) , AND MOBILE ENGAGEMENT SERVICES, A MOBILE OUTREACH SERVICE IN WHICH THERAPISTS WORK WITH THE FAMILY, EMPLOYER, SCHOOL, AND OTHER CONCERNED PARTIES TO ENGAGE INDIVIDUALS WHO ARE RESISTANT TO TREATMENT, MEETING WITH THEM IN THE HOME AND OTHER NON-TRADITIONAL LOCATIONS IN 2012, THE MOYER FOUNDATION PARTNERED WITH PENN FOUNDATION TO OFFER CAMP MARIPOSA, AN OVERNIGHT WEEKEND CAMP FOR YOUTH AGES 9 THROUGH 12 WHO ARE LIVING WITH ADDICTION IN THEIR FAMILIES CAMPERS HAVE OPPORTUNITIES TO LEARN ABOUT THE DISEASE OF ADDICTION AND ITS IMPACT ON THE FAMILY, TECHNIQUES FOR COPING WITH A LOVED ONE'S ADDICTION, TIPS FOR PREVENTION, AND AVAILABLE RESOURCES THAT THEY CAN TURN TO FOR HELP CAMPERS ARE ALSO ABLE TO PARTICIPATE IN SELECTED ORGANIZED ACTIVITIES SUCH AS CRAFTS, SPORTS, WATER ACTIVITIES, AND ADVENTURE EDUCATION SESSIONS ARE HELD ONCE EVERY OTHER MONTH FOR ONGOING AND CONSISTENT EDUCATION AND SUPPORT

4c (Code) (Expenses $ 2,295,659 including grants of $) (Revenue $ 2,446,415)

CHILDREN'S SERVICES THROUGH ITS PROGRAMS FOR CHILDREN AND ADOLESCENTS, PENN FOUNDATION PROVIDED NEARLY 30,000 SERVICES TO NEARLY 800 CHILDREN AND ADOLESCENTS DURING THE 2013-2014 FISCAL YEAR WRAP AROUND (BEHAVIORAL HEALTH REHABILITATION SERVICES) IS A COMMUNITY- BASED EMPOWERMENT APPROACH FOR FAMILIES OF CHILDREN AND ADOLESCENTS (BIRTH TO 21 YEARS OF AGE) WITH EMOTIONAL AND/OR BEHAVIORAL DIFFICULTIES THIS PROGRAM PROVIDES INDIVIDUALIZED, INTENSIVE COUNSELING AND BEHAVIORAL MANAGEMENT SERVICES FOR 1-2 YEARS THE ULTIMATE GOAL IS TO STABILIZE THE CHILD THROUGH INTENSIVE INTERACTIONS AND ACTIVE INVOLVEMENT OF ALL RESOURCES AND SUPPORTS IN THE CHILD'S LIFE (I E FAMILY, SCHOOL, CHURCH, ETC) SERVICES INCLUDE ONE-ON-ONE INTERVENTIONS IN THE HOME AND COMMUNITY SETTINGS, BEHAVIORAL CONSULTATIONS, MOBILE THERAPY, PLAY THERAPY, CREATIVE ARTS THERAPY, PSYCHO-EDUCATION, AND SCHOOL-BASED INTERVENTIONS DESIGNED TO BRING THE CLASSIC SUMMER CAMP EXPERIENCE TO CHILDREN WHO TYPICALLY WOULD NOT HAVE THE OPPORTUNITY, CAMP COURAGE IS A FOUR-WEEK CAMP FOR CHILDREN WITH MENTAL HEALTH OR DEVELOPMENTAL DISORDERS CAMP COURAGE USES A HIGH STAFF-TO-CAMPER RATIO (3 1) AND THERAPEUTIC SUPPORT IN AN OUTDOOR SETTING TO ENHANCE THE CHILD'S PERSONAL DEVELOPMENT AND TO CREATE OPPORTUNITIES FOR SOCIALIZATION, BELONGING, MASTERY, INDEPENDENCE, AND GENEROSITY THIS ADDED SUPPORT ALLOWS OUR CAMPERS TO HAVE A VERY POSITIVE AND SUCCESSFUL CAMP EXPERIENCE IN JULY 2013, 22 CHILDREN ATTENDED AT LEAST ONE WEEK OF CAMP FAMILY BASED SERVICES PROVIDES 32 WEEKS OF INTENSIVE COMMUNITY AND HOME- BASED THERAPY AND SUPPORT FOR CHILDREN AND ADOLESCENTS (UP TO AGE 21) WITH EMOTIONAL AND BEHAVIORAL PROBLEMS AND THEIR FAMILIES CHILDREN AND ADOLESCENTS IN THIS PROGRAM ARE TYPICALLY AT-RISK FOR OUT-OF-HOME PLACEMENT SERVICES FOCUS ON WORKING WITH THE FAMILY TO SUCCESSFULLY MAINTAIN THE CHILD IN THE HOME INTERVENTIONS INCLUDE IN-HOME THERAPY, CASEWORK SERVICES, FAMILY SUPPORT SERVICES, AND 24/7 CRISIS MANAGEMENT THE AUTISM SUPPORT CENTER PROVIDES COMPREHENSIVE DEVELOPMENTAL ASSESSMENTS FOR CHILDREN, AGES BIRTH TO 10, WITH COMMUNICATING, RELATING, AND LEARNING CHALLENGES OFTEN MANIFESTED THROUGH BEHAVIOR IT ALSO PROVIDES INFORMATION AND REFERRAL SERVICES FOR THE COMMUNITY CHILDREN'S SCHOOL BASED WORKS WITH THE PENNRIDGE SCHOOL DISTRICT TO PROVIDE GROUP SESSIONS AT THE DISTRICT'S FOUR SECONDARY SCHOOLS FOR STUDENTS WHO DEMONSTRATE AT-RISK BEHAVIORS OR EMOTIONAL ISSUES REFERRALS TO OTHER RESOURCES FOR CHILDREN AND/OR FAMILIES ARE ALSO PROVIDED CHILDREN'S SCHOOL-BASED COUNSELING OFFERS IN-SCHOOL OUTPATIENT TREATMENT AT TWO PENNRIDGE ELEMENTARY SCHOOLS AND ONE QUAKERTOWN ELEMENTARY SCHOOL A MENTAL HEALTH PROFESSIONAL IS AVAILABLE AT EACH SCHOOL ONE DAY A WEEK TO PROVIDE ASSESSMENTS AND COUNSELING FOR CHILDREN IDENTIFIED BY SCHOOL PERSONNEL AS HAVING BEHAVIORAL OR EMOTIONAL DIFFICULTIES PARENTS OR GUARDIANS OF IDENTIFIED CHILDREN ARE INCLUDED IN THE TREATMENT INTERVENTIONS STUDENT ASSISTANCE PROGRAM (SAP) PARTNERS WITH FOUR AREA SCHOOL DISTRICTS- QUAKERTOWN, PALISADES, PENNRIDGE, AND SOUDERTON-TO IDENTIFY STUDENTS "AT RISK" FOR DEVELOPING EMOTIONAL, MENTAL HEALTH, AND/OR SUBSTANCE USE PROBLEMS, PROVIDES ASSESSMENTS, AND, AS NEEDED, REFERS STUDENTS AND THEIR FAMILIES TO TREATMENT SERVICES EARLY INTERVENTION SUPPORTS COORDINATION IS DESIGNED TO HELP FAMILIES WITH CHILDREN, AGES BIRTH TO THREE, WITH DEVELOPMENTAL DELAYS SERVICES, WHICH INCLUDE ASSESSMENT, TREATMENT PLANNING, REFERRAL, AND COORDINATION OF SERVICES, ARE INDIVIDUALIZED BASED UPON THE UNIQUE NEEDS OF EACH CHILD AND THE CHILD'S FAMILY AND ARE PROVIDED IN THE CHILD'S HOME, DAYCARE CENTER, OR OTHER SETTINGS FAMILIAR TO THE FAMILY STAFF MEMBERS WORK WITH EACH FAMILY TO PROVIDE THEM WITH STRATEGIES AND IDEAS THAT THEY CAN EASILY INCORPORATE INTO THEIR CHILD'S EXISTING ROUTINES

(Code) (Expenses $ 6,479,332 including grants of $ 132,932) (Revenue $ 7,040,160)

HOSPITAL SERVICES EMERGENCY SERVICES OFFERS ASSESSMENTS, SUPPORTIVE PROBLEM SOLVING STRATEGIES, AND DIRECT LINKAGES TO ALL LEVELS OF TREATMENT FOR MENTAL HEALTH AND SUBSTANCE USE EMERGENCIES OUR TRAINED PROFESSIONALS ARE AVAILABLE DAILY FROM 7 00 AM UNTIL 11 00 PM THE CRISIS LINE IS AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK TO PROVIDE SUPPORT TO THE COMMUNITY CONSULTATION SERVICES PROVIDES PSYCHIATRIC EVALUATIONS AND SUPPORT TO MEDICAL SERVICE INPATIENTS IN A HOSPITAL SETTING CHAPLAINCY SERVICES OFFERS SPIRITUAL SUPPORT AND GUIDANCE TO PATIENTS AT GRAND VIEW HOSPITAL AND THEIR FAMILIES THE CHAPLAINS MAKE DAILY ROUNDS IN THE INTENSIVE CARE, ONCOLOGY, AND TELEMETRY UNITS DURING THE 2013-2014 FISCAL YEAR, APPROXIMATELY 4,500 INDIVIDUALS RECEIVED 6,800 HOSPITAL SERVICES ID SUPPORTS COORDINATION SERVICES INTELLECTUAL DISABILITIES SUPPORTS COORDINATION LOCATES, COORDINATES, AND MONITORS SERVICES AND RESOURCES FOR ADULTS AND CHILDREN WITH INTELLECTUAL DISABILITIES THIS SERVICE AIMS TO EDUCATE CLIENTS AND THEIR FAMILIES ABOUT AVAILABLE RESOURCES AND EMPOWER THEM TO MAKE DECISIONS REGARDING THEIR CARE AND EVERYDAY LIVES IN THE COMMUNITY DURING 2013-2014, NEARLY 700 CLIENTS RECEIVED APPROXIMATELY 28,000 SERVICES MENTAL HEALTH NAVIGATION CASE MANAGEMENT SERVICES PEER SUPPORT IS A UNIQUE PROGRAM PARTNERING CERTIFIED PEER SPECIALISTS WITH INDIVIDUALS RECEIVING BEHAVIORAL HEALTH SERVICES WHO DESIRE SUCH MENTORING AS A KEY INTERVENTION IN THEIR RECOVERY IN 2013-2014, OVER 90 CLIENTS RECEIVED 4,500 PEER SUPPORT SERVICES PEER SUPPORT FACILITATES EMPOWERMENT AND SELF-DETERMINATION IN A VARIETY OF WAYS, INCLUDING BUT NOT LIMITED TO, ADVOCACY, PSYCHOEDUCATION, EXPOSURE TO/DEVELOPMENT OF NATURAL SUPPORTS, COMMUNITY INTEGRATION OPPORTUNITIES, AND SKILL ACQUISITION AS IT PERTAINS TO THE RECOVERY OF MEANINGFUL DAILY ACTIVITY AND COMMUNITY ROLES MENTAL HEALTH CASE MANAGEMENT HELPS INDIVIDUALS AND FAMILIES IN CHOOSING, LOCATING, AND ACCESSING COMMUNITY RESOURCES SUCH AS HOUSING, FINANCIAL BENEFITS, EMPLOYMENT, AND EDUCATIONAL OPPORTUNITIES, ETC TO FURTHER THEIR RECOVERY IN 2013-2014, OVER 900 CLIENTS RECEIVED OVER 24,500 MENTAL HEALTH CASE MANAGEMENT HOURS OF SERVICE THERE ARE TWO LEVELS OF ASSISTANCE - ADMINISTRATIVE CASE MANAGEMENT AND BLENDED CASE MANAGEMENT ADMINISTRATIVE CASE MANAGEMENT PROVIDES SHORT-TERM ASSISTANCE TO ADULTS AND CHILDREN IN ACCESSING COMMUNITY RESOURCES SUCH AS LOW-INCOME HOUSING, FINANCIAL ENTITLEMENTS, VOCATIONAL REHABILITATION SERVICES, AND SUPPORT GROUPS THIS PROGRAM ALSO MONITORS AND ASSISTS WITH THE IMPLEMENTATION OF AFTERCARE PLANNING WITH PEOPLE RECEIVING INPATIENT CARE AT AREA STATE AND COMMUNITY HOSPITALS AND RESIDENTIAL TREATMENT FACILITIES BLENDED CASE MANAGEMENT/RECOVERY COACHING PROVIDES LONGER TERM ASSISTANCE TO CHILDREN, YOUNG ADULTS, AND ADULTS WITH SERIOUS MENTAL HEALTH OR CO- OCCURRING MENTAL HEALTH AND SUBSTANCE USE DISORDERS IN MAXIMIZING THEIR POTENTIAL FOR INDEPENDENT COMMUNITY LIVING, IMPROVED EDUCATIONAL/VOCATIONAL STATUS, INCREASED SOCIAL SUPPORT NETWORKS, AND REDUCED PSYCHIATRIC HOSPITALIZATIONS INDIVIDUALS REGISTERED WITH BLENDED CASE MANAGEMENT HAVE CONTACT WITH THEIR CASE MANAGER/RECOVERY COACH BASED ON THEIR LEVEL OF NEED THE MINIMUM LEVEL OF CONTACT IS ONCE EVERY 30 DAYS BUT MAY BE MORE FREQUENT DEPENDING ON THE INDIVIDUAL'S NEEDS/WISHES FOR ASSISTANCE BLENDED CASE MANAGEMENT ALSO OFFERS A 24-HOUR, 7 DAYS-A-WEEK COVERAGE ON-CALL SCHEDULE TO SUPPORT INDIVIDUALS WHO ARE IN CRISIS HEALTH CONNECTIONS HELPS INDIVIDUALS TO IMPROVE THEIR PHYSICAL AND BEHAVIORAL HEALTH CARE BY WORKING AS A TEAM WITH THEIR PRIMARY CARE PRACTITIONER (PCP), THEIR OTHER PHYSICAL AND BEHAVIORAL HEALTH CARE PROVIDERS, AND THEIR PHYSICAL AND BEHAVIORAL HEALTH CARE PLANS PARTICIPANTS WORK CLOSELY WITH A NURSE NAVIGATOR AND BEHAVIORAL HEALTH NAVIGATOR WHO ENSURE COMMUNICATION ACROSS HEALTHCARE PROVIDERS, PROVIDE HEALTH AND WELLNESS EDUCATION, AND ASSIST IN ACCESSING NEEDED HEALTH SERVICES IN 2013-2014, NEARLY 150 CLIENTS RECEIVED OVER 4,100 SERVICES PSYCHIATRIC REHABILITATION SERVICES REACH IPR (INTENSIVE PSYCHIATRIC REHABILITATION) ASSISTS INDIVIDUALS WITH MENTAL HEALTH OR CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE ISSUES IN SETTING AND ACHIEVING PERSONAL GOALS IN THEIR LIVING, LEARNING, WORKING, AND SOCIAL ENVIRONMENTS SERVICES ARE PROVIDED ON AN INTENSIVE, TIME- LIMITED BASIS THROUGH GROUP WORK AND INDIVIDUAL MEETINGS BY WORKING THROUGH FIVE PHASES - READINESS ASSESSMENT, READINESS DEVELOPMENT, GOAL CHOOSING, GOAL ACHIEVEMENT, AND GOAL KEEPING - INDIVIDUALS IN THIS PROGRAM DEVELOP SKILLS THAT THEY CAN TRANSFER TO REAL LIFE DURING FISCAL YEAR 2013-2014 51 CLIENTS RECEIVED APPROXIMATELY 2,400 HOURS OF SERVICE WELLSPRING CLUBHOUSE IS A VOLUNTARY SOCIAL, EDUCATIONAL, AND VOCATIONAL REHABILITATION PROGRAM THAT PROMOTES RECOVERY AND INSTILLS HOPE AMONG MEMBERS WITH MENTAL HEALTH AND/OR CO-OCCURRING SUBSTANCE USE CHALLENGES THE CLUBHOUSE MODEL FEATURES MEMBER LEADERSHIP AND INVOLVEMENT IN ALL ASPECTS OF THE PROGRAM MEMBERS WORK SIDE-BY-SIDE WITH STAFF AS COLLEAGUES IN THREE WORK UNITS - HEALTH & WELLNESS, MEMBER SERVICES, AND CAREER DEVELOPMENT - TO LEARN OR TEACH SKILLS AND TO OFFER SUPPORT AND RESOURCES NEEDED TO ACHIEVE A SATISFYING AND IMPROVED QUALITY OF LIFE IN THE COMMUNITY DURING FISCAL YEAR 2013-2014, OVER 130 CLUBHOUSE MEMBERS RECEIVED NEARLY 12,000 HOURS OF SERVICE IN 2014, WELLSPRING CLUBHOUSE RECEIVED A GRANT FROM THE PEW CHARITABLE TRUST IN THE AMOUNT OF 180,000 OVER THREE YEARS TO PROVIDE MOBILE PSYCHIATRIC REHABILITATION SERVICES AND, IN COOPERATION WITH SEVERAL OF PENN FOUNDATION'S OTHER REHABILITATION PROGRAMS, TO OFFER COGNITIVE REMEDIATION THERAPY (CRT) CRT, A NEW INITIATIVE FOR PENN FOUNDATION, INVOLVES THE USE OF COMPUTER EXERCISES TO WORK WITH PEOPLE INDIVIDUALLY TO IMPROVE THEIR COGNITIVE - THINKING/UNDERSTANDING/REMEMBERING - FUNCTIONING RESIDENTIAL SERVICES PROVIDED WITHIN AN INTEGRATED COMMUNITY KNOWN AS PENN VILLA, RESIDENTIAL SERVICES OFFERS HOUSING SUPPORT FOR ADULTS (18 YEARS OF AGE AND OLDER) WITH SERIOUS MENTAL ILLNESSES AND CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE DISORDERS WITHIN A CARING COMMUNITY OF CURRENT RESIDENTS, ALUMNI, AND STAFF, RESIDENTS EXPERIENCE INDEPENDENCE, PERSONAL GROWTH, AND HOLISTIC RECOVERY SUPPORT IS PROVIDED BY PENN FOUNDATION STAFF WITHIN A GROUP HOME AND FIVE TOWNHOMES TEN OTHER TOWNHOMES WERE BUILT BY HABITAT FOR HUMANITY, AN ORGANIZATION THAT PROVIDES LOW-COST HOME OWNERSHIP OPPORTUNITIES TO ELIGIBLE INDIVIDUALS AND FAMILIES ALL 15 TOWNHOMES ARE PART OF A HOMEOWNER'S ASSOCIATION SUPPORTED HOUSING OPERATES WITHIN THE FIVE TOWNHOMES AND OFFERS DAILY SUPPORT AND SUPERVISION TO RESIDENTS DURING 2013-2014 OVER 4,800 BED DAYS WERE PROVIDED TO 16 INDIVIDUALS MAXIMUM COMMUNITY RESIDENTIAL REHABILITATION OPERATES WITHIN THE GROUP HOME AND IS A TRANSITIONAL PROGRAM OFFERING RESIDENTS 24/7 ON-SITE STAFF SUPPORT AND SUPERVISION DURING 2013-2014 NEARLY 2,800 BED DAYS WERE PROVIDED TO 8 INDIVIDUALS PROVIDED TO FORMER RESIDENTS, ALUMNI SERVICES INCLUDE INDIVIDUAL CONTACT FROM STAFF FOR SOCIAL SUPPORT, ASSISTANCE IN ACCESSING COMMUNITY RESOURCES, AND SUPPORT WHEN MOVING ALUMNI ARE ALSO ABLE TO PARTICIPATE IN RECREATIONAL ACTIVITIES AVAILABLE TO CURRENT RESIDENTS DURING 2013-2014 850 HOURS OF ALUMNI SERVICES WERE PROVIDED TO 44 INDIVIDUALS THE CO-OCCURRING MH/AOD RESIDENTIAL PROGRAM, KNOWN AS THE VILLAGE OF HOPE, IS A TRANSITIONAL (UP TO TWO YEARS) SUPPORTED HOUSING PROGRAM SPECIFICALLY FOR HOMELESS ADULTS WHO HAVE BEEN DIAGNOSED WITH BOTH A MENTAL HEALTH AND SUBSTANCE USE DISORDER IT IS DESIGNED TO PROVIDE ASSISTANCE IN GAINING THE SKILLS NECESSARY FOR SUCCESSFUL RE-ENTRY INTO THE MAINSTREAM OF LIFE TWO HOUSES - ONE FOR MEN AND ONE FOR WOMEN - EACH SERVE UP TO EIGHT INDIVIDUALS AND OFFER 24/7 STAFF SUPPORT DURING FISCAL YEAR 2013-2014, VILLAGE OF HOPE PROVIDED OVER 5,200 BED DAYS TO 27 INDIVIDUALS CHRISTIAN PASTORAL SERVICES DAYSPRING COUNSELING OFFERS INDIVIDUALS, COUPLES, AND FAMILIES FAITH-BASED COUNSELING SERVICES FROM A CHRISTIAN PERSPECTIVE BASED ON THE BIBLICAL PRINCIPLES OF HOPE, HEALING, COMPASSION, AND HUMILITY, DAYSPRING IS MEANT TO COMPLEMENT AND ENHANCE THE MINISTRY OF PASTORAL CARE ALREADY OFFERED BY CHURCHES IN THE COMMUNITY A MEMBERSHIP ASSISTANCE PROGRAM, IN WHICH CHURCHES SHARE THE COST OF COUNSELING FOR THEIR MEMBERS, IS AVAILABLE DAYSPRING COUNSELING SERVICE VOLUMES ARE INCORPORATED WITH MENTAL HEALTH OUTPATIENT PASTORAL SERVICES PROVIDES DIRECT PASTORAL SERVICES TO ALL CLIENTS AND RESIDENTS REQUESTING SPIRITUAL CARE IT IS NON-DENOMINATIONAL IN NATURE AND OFFERED TO PERSONS OF ALL FAITHS PASTORAL SERVICES ALSO PROVIDES COMMUNITY EDUCATION AND CONSULTATION FOR PASTORS, CHAPLAINS, AND LAY LEADERS WHO SEEK MENTAL HEALTH, DRUG AND ALCOHOL, AND CO-OCCURRING DISORDERS INFORMATION OR REFERRALS FURTHERMORE, PASTORAL SERVICES OFFERS A NATIONALLY-ACCREDITED CLINICAL PASTORAL EDUCATION (CPE) PROGRAM TO IMPROVE THE QUALIT

4d Other program services (Describe in Schedule O)
(Expenses $ 6,479,332 including grants of $ 132,932) (Revenue $ 7,040,160)

4e **Total program service expenses** ▶ 19,289,178

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V . . . . . ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	44			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	459			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O			13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response or note to any line in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	15		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	12		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			No
6	Did the organization have members or stockholders?	6			No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶PA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☑ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

▶CHIEF FINANCIAL OFFICER 807 LAWN AVENUE
PO BOX 32
SELLERSVILLE,PA 18960 PO BOX 32 (215)453-5163

Part VII **Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) VERNON H KRATZ MD DIRECTOR	26 00 0 00	X						147,453	0	0
(2) THOMAS LEIDY VICE CHAIRMA	6 00 2 00	X		X				0	0	0
(3) MARGARET ZOOK CHAIRMAN	8 00 0 00	X		X				0	0	0
(4) DAVID G LANDIS DIRECTOR	1 00 1 00	X						0	0	0
(5) MARVIN ANDERS SECRETARY	1 00 2 00	X		X				0	0	0
(6) J PHILLIP MOYER MD MEMBER-AT-LA	1 00 0 00	X						0	0	0
(7) WANDA LINDSAY DIRECTOR	1 00 0 00	X						0	0	0
(8) DONALD E KRAYBILL PHD DIRECTOR	1 00 0 00	X						0	0	0
(9) RONALD SOUDER MD DIRECTOR	1 00 0 00	X						0	0	0
(10) H BRUCE DETWEILER TREASURER	1 00 1 00	X		X				0	0	0
(11) JEFFREY SCHWEITZER DIRECTOR	1 00 0 00	X						0	0	0
(12) DOROTHY WEIK DIRECTOR	1 00 0 00	X						0	0	0
(13) WAYNE MUGRAUER CEO CEO	55 00 4 00			X				227,571	0	0
(14) CHRISTOPHER SQUILLARODO MEDICAL DIRE	55 00 0 00			X				216,404	0	27,007
(15) FRANCINE MELLOTT CPA CFO	55 00 4 00			X				118,124	0	0
(16) ALAN SOFRANKO PSYCHIATRIST	45 00					X		199,593	0	11,237
(17) WELLESLEY BAILEY PSYCHIATRIST	43 00					X		192,449	0	34,961

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) DIANA KOZIUPA PSYCHIATRIST	40 00					X		186,148	0	30,825
(19) CHERYL BOOKER-CARTER PSYCHIATRIST	30 00					X		179,405	0	0

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	1,467,147		104,030

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶11

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
VERNON KRATZ MD, 807 LAWN AVENUE SELLERSVILLE PA 18960	PSYCHIATRY	147,453

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶1

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . .

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	109,030			
	d	Related organizations	1d	26,433			
	e	Government grants (contributions)	1e	64,036			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	677,182			
	g	Noncash contributions included in lines 1a-1f $		18,299			
	h	**Total.** Add lines 1a-1f ▶			876,681		

			Business Code	(A)	(B)	(C)	(D)
Program Service Revenue	2a	MGND MEDICAL ASSISTANCE	624100	11,045,386	11,045,386		
	b	FEES FROM COUNTIES	624100	4,831,441	4,831,441		
	c	CLIENT BILLING/INSURANCE	624100	3,570,767	3,570,767		
	d	MEDICAL ASSISTANCE	624100	1,342,175	1,342,175		
	e	MEDICARE	624100	603,423	603,423		
	f	All other program service revenue		321,800	321,800		
	g	**Total.** Add lines 2a–2f ▶		21,714,992			

Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶	16,648			16,648
	4	Income from investment of tax-exempt bond proceeds ▶				
	5	Royalties ▶				

		(i) Real	(ii) Personal				
	6a	Gross rents	18,005				
	b	Less rental expenses					
	c	Rental income or (loss)	18,005				
	d	Net rental income or (loss) ▶		18,005			18,005

		(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	346,635				
	b	Less cost or other basis and sales expenses	338,863				
	c	Gain or (loss)	7,772				
	d	Net gain or (loss) ▶		7,772			7,772

	8a	Gross income from fundraising events (not including $ 109,030 of contributions reported on line 1c) See Part IV, line 18	a 10,666				
	b	Less direct expenses	b 38,963				
	c	Net income or (loss) from fundraising events ▶		-28,297			
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities ▶					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory ▶					

	Miscellaneous Revenue	Business Code				
11a	MISCELLANEOUS	624100	206,642	206,642		
b						
c						
d	All other revenue					
e	**Total.** Add lines 11a–11d ▶		206,642			
12	**Total revenue.** See Instructions ▶		22,812,443	21,921,634		42,425

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	132,932	132,932		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	571,357	376,186	172,414	22,757
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	13,695,140	12,145,776	1,450,405	98,959
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	175,000	151,892	21,927	1,181
9 Other employee benefits	1,441,182	1,241,528	187,872	11,782
10 Payroll taxes	1,001,652	874,085	121,090	6,477
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12 Advertising and promotion				
13 Office expenses	300,864	262,589	31,560	6,715
14 Information technology				
15 Royalties . .				
16 Occupancy	715,919	628,142	85,919	1,858
17 Travel	574,297	558,424	15,305	568
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	228,210	128,150	98,589	1,471
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	551,761	433,647	113,982	4,132
23 Insurance	306,472	269,275	35,364	1,833
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a SUPPLIES	999,733	970,649	26,071	3,013
b OUTSIDE PROFESSIONAL	306,959	156,749	150,210	
c BAD DEBT	234,061	234,061		
d FURNISHINGS & EQUIPMENT	202,233	192,198	9,245	790
e All other expenses	725,908	532,895	162,444	30,569
25 **Total functional expenses.** Add lines 1 through 24e	22,163,680	19,289,178	2,682,397	192,105
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X **Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		29,306	1	29,162
	2	Savings and temporary cash investments		69,715	2	563,573
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		3,044,606	4	3,063,256
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		132,469	9	200,791
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 23,305,561			
	b	Less accumulated depreciation	10b 4,527,444	18,112,826	10c	18,778,117
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		100	12	100
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		626,769	15	638,103
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		22,015,791	16	23,273,102
Liabilities	17	Accounts payable and accrued expenses		954,288	17	1,068,368
	18	Grants payable			18	
	19	Deferred revenue		3,032	19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		7,812,010	23	8,775,095
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			25	
	26	**Total liabilities.** Add lines 17 through 25		8,769,330	26	9,843,463
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		13,004,778	27	13,132,816
	28	Temporarily restricted net assets		241,683	28	296,823
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		13,246,461	33	13,429,639
	34	Total liabilities and net assets/fund balances		22,015,791	34	23,273,102

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	22,812,443
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,163,680
3	Revenue less expenses Subtract line 2 from line 1	3	648,763
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,246,461
5	Net unrealized gains (losses) on investments	5	62,386
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-527,971
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13,429,639

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	Yes	

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SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☑ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions))**	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(v)** Did you notify the organization in col **(i)** of your support?		**(vi)** Is the organization in col **(i)** organized in the U S ?		**(vii)** Amount of monetary support
			Yes	**No**	**Yes**	**No**	**Yes**	**No**	
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2013

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (see instructions) **12**

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . . ▶☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2012 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10%-facts-and-circumstances test—2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	1,793,621	963,894	5,836,721	3,432,756	876,681	12,903,673
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	19,147,142	19,258,848	20,479,617	20,457,952	21,574,615	100,918,174
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	20,940,763	20,222,742	26,316,338	23,890,708	22,451,296	113,821,847
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						113,821,847

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	20,940,763	20,222,742	26,316,338	23,890,708	22,451,296	113,821,847
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					34,653	34,653
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b					34,653	34,653
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)	20,940,763	20,222,742	26,316,338	23,890,708	22,485,949	113,856,500

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	99 970 %
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	99 490 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	0 %
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test		
Return Reference	Explanation	

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶_____

4 Number of states where property subject to conservation easement is located ▶_____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶_____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition

b ☐ Scholarly research

c ☐ Preservation for future generations

d ☐ Loan or exchange programs

e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	203,134	203,858	203,499	198,682	
b Contributions	596,273			4,647	198,697
c Net investment earnings, gains, and losses	19,271	2,153	2,997	1,130	14
d Grants or scholarships					
e Other expenditures for facilities and programs	19,916	2,209	2,102	440	
f Administrative expenses	2,479	668	536	520	29
g End of year balance	796,283	203,134	203,858	203,499	198,682

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ 74 800 %

b Permanent endowment ▶ 25 200 %

c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)	Yes	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	Yes	

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		160,189		160,189
b Buildings		20,960,190	3,211,111	17,749,079
c Leasehold improvements		165,237	95,028	70,209
d Equipment		1,080,351	844,064	236,287
e Other		939,594	377,241	562,353
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				18,778,117

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

Part XI **Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	22,874,829
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	62,386		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	62,386
3	Subtract line **2e** from line **1**			3	22,812,443
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	22,812,443

Part XII **Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	22,163,680
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	22,163,680
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	22,163,680

Part XIII **Supplemental Information**

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
SCHEDULE D, PAGE 2, PART V, LINE 4	THE EARNINGS ON THE ENDOWMENT FUNDS ARE USED BY THE RELATED ORGANIZATION, PENN FOUNDATION TRUST IN ITS SUPPORT OF PENN FOUNDATION INC
SCHEDULE D, PAGE 3, PART X	PENN FOUNDATION FOLLOWS THE ACCOUNTING GUIDANCE FOR UNCERTAINTY IN INCOME TAXES USING THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ASC 740, INCOME TAXES USING THAT GUIDANCE, TAX POSITIONS INITIALLY NEED TO BE RECOGNIZED IN THE FINANCIAL STATEMENTS WHEN IT IS MORE LIKELY THAN NOT THE POSITION WILL BE SUSTAINED UPON EXAMINATION OF THE TAX AUTHORITIES THE ORGANIZATION BELIEVES IT HAS SUPPORT FOR THE INCOME TAX POSITIONS TAKEN ON ITS TAX RETURNS THE ORGANIZATION'S OPEN TAX AUDIT PERIODS ARE JUNE 30, 2011 TO 2013 AS OF JUNE 30, 2014, THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS THAT QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE FINANCIAL STATEMENTS

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions?		**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
		Yes	**No**			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total . . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 AUTUMN CONFEREN (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	119,696			119,696
	2 Less Contributions	109,030			109,030
	3 Gross income (line 1 minus line 2)	10,666			10,666
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	3,563			3,563
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	35,400			35,400
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(38,963)
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-28,297

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

11

Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	**13a**	%
b	An outside facility	**13b**	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Explanation

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990
▶ Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990*.

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2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
(1) PENN FOUNDATION TRUST 807 LAWN AVENUE SELLERSVILLE, PA 18940	01-0760254		132,932				FUND FUTURE PROGRAMS

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . ▶ _____

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
SCHEDULE I, PAGE 1, PART I, LINE 2	PENN FOUNDATION INC CONTRIBUTES FUNDS TO PENN FOUNDATION TRUST SUBJECT TO BOARD APPROVAL THESE CONTRIBUTIONS REPRESENT MONIES THAT ARE DONATED FOR PROGRAM OR OTHER MISSION RELATED PROJECTS THOSE FUNDS ARE HELD, INVESTED AND MANAGED BY PENN FOUNDATION TRUST UNTIL THEY ARE NEEDED FOR FURTHERANCE OF ITS MISSION PENN FOUNDATION INC RECEIVES REGULAR REPORTS FROM PENN FOUNDATION TRUST ON THE MANAGEMENT OF THE FUNDS

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.

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2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☑ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)WAYNE MUGRAUER CEO CEO	(i) (ii)	227,571					227,571	
(2)CHRISTOPHER SQUILLARODO MEDICAL DIRECTOR	(i) (ii)	216,404			27,007		243,411	
(3)ALAN SOFRANKO PSYCHIATRIST	(i) (ii)	199,593			11,237		210,830	
(4)WELLESLEY BAILEY PSYCHIATRIST	(i) (ii)	192,449			34,961		227,410	
(5)DIANA KOZIUPA PSYCHIATRIST	(i) (ii)	186,148			30,825		216,973	
(6)CHERYL BOOKER-CARTER PSYCHIATRIST	(i) (ii)	179,405					179,405	

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Return Reference	Explanation
SCHEDULE J, PAGE 1, PART I, LINE 4	VERNON H KRATZ, MD 0 73,236 0

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Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
Total		▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1) VERNON KRATZ MD	BOARD MEMBER	147,453	PSYCHIATRY SERVICES		No

Part V **Supplemental Information**
Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Return Reference	Explanation
FORM 990 - ORGANIZATION'S MISSION	TO INSTILL HOPE, INSPIRE CHANGE, AND BUILD COMMUNITY OUR VISION WE BELIEVE IN THE RESILIENCE OF THE HUMAN SPIRIT WE DEDICATE OURSELVES TO THE PROVISION OF SUPERIOR BEHAVIORAL, DEVELOPMENTAL, AND PHYSICAL HEALTHCARE THAT IS INDIVIDUAL AND FAMILY CENTERED, ACCESSIBLE AND EQUITABLE WE COMPASSIONATELY SUPPORT THE ABILITY OF EVERY INDIVIDUAL TO FULLY REALIZE THEIR EMOTIONAL, PHYSICAL, AND SPIRITUAL POTENTIAL WE ASPIRE TO BETTER SERVE OUR COMMUNITY THROUGH AN INTEGRATED MODEL OF COORDINATED AND COST-EFFICIENT CARE WE SEEK TO INNOVATE AND COLLABORATE WITH ORGANIZATIONS THAT SHARE OUR MISSION AND VALUES WE PROMOTE THE DEVELOPMENT OF OUR STAFF BY CREATING OPPORTUNITIES FOR ACHIEVEMENT AND ADVANCEMENT WE DEDICATE OURSELVES TO THESE VALUES INTEGRITY--QUALITY--RESPONSIVENESS--RESPECTFULNESS-OUR PROFESSIONAL HERITAGE

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4A	REHABILITATION, OFFERING A MULTIDISCIPLINARY TEAM OF PROFESSIONALS THAT WORKS TOGETHER TO PROVIDE HIGHLY INDIVIDUALIZED TREATMENT, OUTREACH, REHABILITATION, AND SUPPORT SERVICES IN INDIVIDUALS' HOMES AND COMMUNITIES ADULT PARTICIPANTS IN THIS PROGRAM HAVE A SERIOUS MENTAL ILLNESS AND RESIDE IN NORTHERN MONTGOMERY COUNTY THEY MAY PRESENT WITH CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE ISSUES AS WELL AS MULTIPLE PSYCHIATRIC HOSPITALIZATIONS FORENSIC ASSERTIVE COMMUNITY TREATMENT (FACT) OFFERS THE SAME SERVICES AS ACT (DESCRIBED ABOVE) TO RESIDENTS OF UPPER BUCKS COUNTY AND THE LANSDALE, SOUDERTON, AND TELFORD AREAS OF MONTGOMERY COUNTY ADMISSION REQUIREMENTS FOR BUCKS COUNTY RESIDENTS INCLUDE INVOLVEMENT WITH THE LEGAL SYSTEM OR TIME SPENT IN BUCKS COUNTY PRISON

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4B	A DAY PROGRAM PROVIDING INTENSIVE, STRUCTURED TREATMENT FOR 30 HOURS PER WEEK, INPATIENT, A 43-BED ON-SITE UNIT OFFERING DETOXIFICATION AND REHABILITATION IN A STRUCTURED ENVIRONMENT (INCREASED TO 55 BEDS IN 2014- 2015) , AND MOBILE ENGAGEMENT SERVICES, A MOBILE OUTREACH SERVICE IN WHICH THERAPISTS WORK WITH THE FAMILY, EMPLOYER, SCHOOL, AND OTHER CONCERNED PARTIES TO ENGAGE INDIVIDUALS WHO ARE RESISTANT TO TREATMENT, MEETING WITH THEM IN THE HOME AND OTHER NON-TRADITIONAL LOCATIONS IN 2012, THE MOYER FOUNDATION PARTNERED WITH PENN FOUNDATION TO OFFER CAMP MARIPOSA, AN OVERNIGHT WEEKEND CAMP FOR YOUTH AGES 9 THROUGH 12 WHO ARE LIVING WITH ADDICTION IN THEIR FAMILIES CAMPERS HAVE OPPORTUNITIES TO LEARN ABOUT THE DISEASE OF ADDICTION AND ITS IMPACT ON THE FAMILY, TECHNIQUES FOR COPING WITH A LOVED ONE'S ADDICTION, TIPS FOR PREVENTION, AND AVAILABLE RESOURCES THAT THEY CAN TURN TO FOR HELP CAMPERS ARE ALSO ABLE TO PARTICIPATE IN SELECTED ORGANIZED ACTIVITIES SUCH AS CRAFTS, SPORTS, WATER ACTIVITIES, AND ADVENTURE EDUCATION SESSIONS ARE HELD ONCE EVERY OTHER MONTH FOR ONGOING AND CONSISTENT EDUCATION AND SUPPORT

Return Reference	Explanation
FORM 990, PAGE 2, PART III, LINE 4C	CHILD THROUGH INTENSIVE INTERACTIONS AND ACTIVE INVOLVEMENT OF ALL RESOURCES AND SUPPORTS IN THE CHILD'S LIFE (I E FAMILY, SCHOOL, CHURCH, ETC) SERVICES INCLUDE ONE-ON-ONE INTERVENTIONS IN THE HOME AND COMMUNITY SETTINGS, BEHAVIORAL CONSULTATIONS, MOBILE THERAPY, PLAY THERAPY, CREATIVE ARTS THERAPY, PSYCHO-EDUCATION, AND SCHOOL-BASED INTERVENTIONS DESIGNED TO BRING THE CLASSIC SUMMER CAMP EXPERIENCE TO CHILDREN WHO TYPICALLY WOULD NOT HAVE THE OPPORTUNITY, CAMP COURAGE IS A FOUR-WEEK CAMP FOR CHILDREN WITH MENTAL HEALTH OR DEVELOPMENTAL DISORDERS CAMP COURAGE USES A HIGH STAFF-TO-CAMPER RATIO (3 1) AND THERAPEUTIC SUPPORT IN AN OUTDOOR SETTING TO ENHANCE THE CHILD'S PERSONAL DEVELOPMENT AND TO CREATE OPPORTUNITIES FOR SOCIALIZATION, BELONGING, MASTERY, INDEPENDENCE, AND GENEROSITY THIS ADDED SUPPORT ALLOWS OUR CAMPERS TO HAVE A VERY POSITIVE AND SUCCESSFUL CAMP EXPERIENCE IN JULY 2013, 22 CHILDREN ATTENDED AT LEAST ONE WEEK OF CAMP FAMILY BASED SERVICES PROVIDES 32 WEEKS OF INTENSIVE COMMUNITY AND HOME- BASED THERAPY AND SUPPORT FOR CHILDREN AND ADOLESCENTS (UP TO AGE 21) WITH EMOTIONAL AND BEHAVIORAL PROBLEMS AND THEIR FAMILIES CHILDREN AND ADOLESCENTS IN THIS PROGRAM ARE TYPICALLY AT-RISK FOR OUT-OF-HOME PLACEMENT SERVICES FOCUS ON WORKING WITH THE FAMILY TO SUCCESSFULLY MAINTAIN THE CHILD IN THE HOME INTERVENTIONS INCLUDE IN-HOME THERAPY, CASEWORK SERVICES, FAMILY SUPPORT SERVICES, AND 24/7 CRISIS MANAGEMENT THE AUTISM SUPPORT CENTER PROVIDES COMPREHENSIVE DEVELOPMENTAL ASSESSMENTS FOR CHILDREN, AGES BIRTH TO 10, WITH COMMUNICATING, RELATING, AND LEARNING CHALLENGES OFTEN MANIFESTED THROUGH BEHAVIOR IT ALSO PROVIDES INFORMATION AND REFERRAL SERVICES FOR THE COMMUNITY CHILDREN'S SCHOOL BASED WORKS WITH THE PENNRIDGE SCHOOL DISTRICT TO PROVIDE GROUP SESSIONS AT THE DISTRICT'S FOUR SECONDARY SCHOOLS FOR STUDENTS WHO DEMONSTRATE AT-RISK BEHAVIORS OR EMOTIONAL ISSUES REFERRALS TO OTHER RESOURCES FOR CHILDREN AND/OR FAMILIES ARE ALSO PROVIDED CHILDREN'S SCHOOL-BASED COUNSELING OFFERS IN-SCHOOL OUTPATIENT TREATMENT AT TWO PENNRIDGE ELEMENTARY SCHOOLS AND ONE QUAKERTOWN ELEMENTARY SCHOOL A MENTAL HEALTH PROFESSIONAL IS AVAILABLE AT EACH SCHOOL ONE DAY A WEEK TO PROVIDE ASSESSMENTS AND COUNSELING FOR CHILDREN IDENTIFIED BY SCHOOL PERSONNEL AS HAVING BEHAVIORAL OR EMOTIONAL DIFFICULTIES PARENTS OR GUARDIANS OF IDENTIFIED CHILDREN ARE INCLUDED IN THE TREATMENT INTERVENTIONS STUDENT ASSISTANCE PROGRAM (SAP) PARTNERS WITH FOUR AREA SCHOOL DISTRICTS-QUAKERTOWN, PALISADES, PENNRIDGE, AND SOUDERTON-TO IDENTIFY STUDENTS "AT RISK" FOR DEVELOPING EMOTIONAL, MENTAL HEALTH, AND/OR SUBSTANCE USE PROBLEMS, PROVIDES ASSESSMENTS, AND, AS NEEDED, REFERS STUDENTS AND THEIR FAMILIES TO TREATMENT SERVICES EARLY INTERVENTION SUPPORTS COORDINATION IS DESIGNED TO HELP FAMILIES WITH CHILDREN, AGES BIRTH TO THREE, WITH DEVELOPMENTAL DELAYS SERVICES, WHICH INCLUDE ASSESSMENT, TREATMENT PLANNING, REFERRAL, AND COORDINATION OF SERVICES, ARE INDIVIDUALIZED BASED UPON THE UNIQUE NEEDS OF EACH CHILD AND THE CHILD'S FAMILY AND ARE PROVIDED IN THE CHILD'S HOME, DAYCARE CENTER, OR OTHER SETTINGS FAMILIAR TO THE FAMILY STAFF MEMBERS WORK WITH EACH FAMILY TO PROVIDE THEM WITH STRATEGIES AND IDEAS THAT THEY CAN EASILY INCORPORATE INTO THEIR CHILD'S EXISTING ROUTINES

Return Reference	Explanation	
	FORM 990, PAGE 2, PART III, LINE 4D	HOSPITAL SERVICES EMERGENCY SERVICES OFFERS ASSESSMENTS, SUPPORTIVE PROBLEM SOLVING STRATE GIES, AND DIRECT LINKAGES TO ALL LEVELS OF TREATMENT FOR MENTAL HEALTH AND SUBSTANCE USE E MERGENCIES OUR TRAINED PROFESSIONALS ARE AVAILABLE DAILY FROM 7 00 AM UNTIL 11 00 PM THE CRISIS LINE IS AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK TO PROVIDE SUPPORT TO THE COMMUNIT Y CONSULTATION SERVICES PROVIDES PSYCHIATRIC EVALUATIONS AND SUPPORT TO MEDICAL SERVICE I NPATIENTS IN A HOSPITAL SETTING CHAPLAINCY SERVICES OFFERS SPIRITUAL SUPPORT AND GUIDANCE TO PATIENTS AT GRAND VIEW HOSPITAL AND THEIR FAMILIES THE CHAPLAINS MAKE DAILY ROUNDS IN THE INTENSIVE CARE, ONCOLOGY, AND TELEMETRY UNITS DURING THE 2013-2014 FISCAL YEAR, APPR OXIMATELY 4,500 INDIVIDUALS RECEIVED 6,800 HOSPITAL SERVICES ID SUPPORTS COORDINATION SER VICES INTELLECTUAL DISABILITIES SUPPORTS COORDINATION LOCATES, COORDINATES, AND MONITORS S ERVICES AND RESOURCES FOR ADULTS AND CHILDREN WITH INTELLECTUAL DISABILITIES THIS SERVICE AIMS TO EDUCATE CLIENTS AND THEIR FAMILIES ABOUT AVAILABLE RESOURCES AND EMPOWER THEM TO MAKE DECISIONS REGARDING THEIR CARE AND EVERYDAY LIVES IN THE COMMUNITY DURING 2013-2014, NEARLY 700 CLIENTS RECEIVED APPROXIMATELY 28,000 SERVICES MENTAL HEALTH NAVIGATION CASE MANAGEMENT SERVICES PEER SUPPORT IS A UNIQUE PROGRAM PARTNERING CERTIFIED PEER SPECIALISTS WITH INDIVIDUALS RECEIVING BEHAVIORAL HEALTH SERVICES WHO DESIRE SUCH MENTORING AS A KEY INTERVENTION IN THEIR RECOVERY IN 2013-2014, OVER 90 CLIENTS RECEIVED 4,500 PEER SUPPORT SERVICES PEER SUPPORT FACILITATES EMPOWERMENT AND SELF-DETERMINATION IN A VARIETY OF WAYS , INCLUDING BUT NOT LIMITED TO, ADVOCACY, PSYCHOEDUCATION, EXPOSURE TO/DEVELOPMENT OF NATU RAL SUPPORTS, COMMUNITY INTEGRATION OPPORTUNITIES, AND SKILL ACQUISITION AS IT PERTAINS TO THE RECOVERY OF MEANINGFUL DAILY ACTIVITY AND COMMUNITY ROLES MENTAL HEALTH CASE MANAGEM ENT HELPS INDIVIDUALS AND FAMILIES IN CHOOSING, LOCATING, AND ACCESSING COMMUNITY RESOURCE S SUCH AS HOUSING, FINANCIAL BENEFITS, EMPLOYMENT, AND EDUCATIONAL OPPORTUNITIES, ETC TO FURTHER THEIR RECOVERY IN 2013-2014, OVER 900 CLIENTS RECEIVED OVER 24,500 MENTAL HEALTH CASE MANAGEMENT HOURS OF SERVICE THERE ARE TWO LEVELS OF ASSISTANCE - ADMINISTRATIVE CASE MANAGEMENT AND BLENDED CASE MANAGEMENT ADMINISTRATIVE CASE MANAGEMENT PROVIDES SHORT-TER M ASSISTANCE TO ADULTS AND CHILDREN IN ACCESSING COMMUNITY RESOURCES SUCH AS LOW-INCOME HO USING, FINANCIAL ENTITLEMENTS, VOCATIONAL REHABILITATION SERVICES, AND SUPPORT GROUPS THI S PROGRAM ALSO MONITORS AND ASSISTS WITH THE IMPLEMENTATION OF AFTERCARE PLANNING WITH PEO PLE RECEIVING INPATIENT CARE AT AREA STATE AND COMMUNITY HOSPITALS AND RESIDENTIAL TREATME NT FACILITIES BLENDED CASE MANAGEMENT/RECOVERY COACHING PROVIDES LONGER TERM ASSISTANCE T O CHILDREN, YOUNG ADULTS, AND ADULTS WITH SERIOUS MENTAL HEALTH OR CO- OCCURRING MENTAL HE ALTH AND SUBSTANCE USE DISORDERS IN MAXIMIZING THEIR POTENTIAL FOR INDEPENDENT COMMUNITY L IVING, IMPROVED EDUCATIONAL/VOCATIONAL STATUS, INCREASED SOCIAL SUPPORT NETWORKS, AND REDU CED PSYCHIATRIC HOSPITALIZATIONS INDIVIDUALS REGISTERED WITH BLENDED CASE MANAGEMENT HAVE CONTACT WITH THEIR CASE MANAGER/RECOVERY COACH BASED ON THEIR LEVEL OF NEED THE MINIMUM LEVEL OF CONTACT IS ONCE EVERY 30 DAYS BUT MAY BE MORE FREQUENT DEPENDING ON THE INDIVIDUA L'S NEEDS/WISHES FOR ASSISTANCE BLENDED CASE MANAGEMENT ALSO OFFERS A 24-HOUR, 7 DAYS-A-W EEK COVERAGE ON-CALL SCHEDULE TO SUPPORT INDIVIDUALS WHO ARE IN CRISIS HEALTH CONNECTIONS HELPS INDIVIDUALS TO IMPROVE THEIR PHYSICAL AND BEHAVIORAL HEALTH CARE BY WORKING AS A TE AM WITH THEIR PRIMARY CARE PRACTITIONER (PCP), THEIR OTHER PHYSICAL AND BEHAVIORAL HEALTH CARE PROVIDERS, AND THEIR PHYSICAL AND BEHAVIORAL HEALTH CARE PLANS PARTICIPANTS WORK CLO SELY WITH A NURSE NAVIGATOR AND BEHAVIORAL HEALTH NAVIGATOR WHO ENSURE COMMUNICATION ACROS S HEALTHCARE PROVIDERS, PROVIDE HEALTH AND WELLNESS EDUCATION, AND ASSIST IN ACCESSING NEE DED HEALTH SERVICES IN 2013-2014, NEARLY 150 CLIENTS RECEIVED OVER 4,100 SERVICES PSYCHI ATRIC REHABILITATION SERVICES REACH IPR (INTENSIVE PSYCHIATRIC REHABILITATION) ASSISTS IND IVIDUALS WITH MENTAL HEALTH OR CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE ISSUES IN SETT ING AND ACHIEVING PERSONAL GOALS IN THEIR LIVING, LEARNING, WORKING, AND SOCIAL ENVIRONMEN TS SERVICES ARE PROVIDED ON AN INTENSIVE, TIME-LIMITED BASIS THROUGH GROUP WORK AND INDI VIDUAL MEETINGS BY WORKING THROUGH FIVE PHASES - READINESS ASSESSMENT, READINESS DEVELOPM ENT, GOAL CHOOSING, GOAL ACHIEVEMENT, AND GOAL KEEPING - INDIVIDUALS IN THIS PROGRAM DEVEL OP SKILLS THAT THEY CAN TRANSFER TO REAL LIFE DURING FISCAL YEAR 2013-2014 51 CLIENTS REC EIVED APPROXIMATELY 2,400 HOURS OF SERVICE WELLSPRING CLUBHOUSE IS A VOLUNTARY SOCIAL, ED UCATIONAL, AND VOCATIONAL REHABILITATION PROGRAM THAT PROMOTES RECOVERY AND INSTILLS HOPE AMONG MEMBERS WITH MENTAL HEALTH AND/OR CO-OCCURRING SUBSTANCE USE CHALLENGES THE CLUBHOU SE MODEL FEATURES MEMBER LEADERSHIP AND INVOLVEMEN

Return Reference	Explanation	
	FORM 990, PAGE 2, PART III, LINE 4D	T IN ALL ASPECTS OF THE PROGRAM MEMBERS WORK SIDE-BY-SIDE WITH STAFF AS COLLEAGUES IN THR EE WORK UNITS - HEALTH & WELLNESS, MEMBER SERVICES, AND CAREER DEVELOPMENT - TO LEARN OR T EACH SKILLS AND TO OFFER SUPPORT AND RESOURCES NEEDED TO ACHIEVE A SATISFYING AND IMPROVED QUALITY OF LIFE IN THE COMMUNITY DURING FISCAL YEAR 2013-2014, OVER 130 CLUBHOUSE MEMBER S RECEIVED NEARLY 12,000 HOURS OF SERVICE IN 2014, WELLSPRING CLUBHOUSE RECEIVED A GRANT FROM THE PEW CHARITABLE TRUST IN THE AMOUNT OF 180,000 OVER THREE YEARS TO PROVIDE MOBILE PSYCHIATRIC REHABILITATION SERVICES AND, IN COOPERATION WITH SEVERAL OF PENN FOUNDATION'S OTHER REHABILITATION PROGRAMS, TO OFFER COGNITIVE REMEDIATION THERAPY (CRT) CRT, A NEW IN ITIATIVE FOR PENN FOUNDATION, INVOLVES THE USE OF COMPUTER EXERCISES TO WORK WITH PEOPLE I NDIVIDUALLY TO IMPROVE THEIR COGNITIVE - THINKING/UNDERSTANDING/REMEMBERING - FUNCTIONING RESIDENTIAL SERVICES PROVIDED WITHIN AN INTEGRATED COMMUNITY KNOWN AS PENN VILLA, RESIDEN TIAL SERVICES OFFERS HOUSING SUPPORT FOR ADULTS (18 YEARS OF AGE AND OLDER) WITH SERIOUS M ENTAL ILLNESSES AND CO-OCCURRING MENTAL HEALTH AND SUBSTANCE USE DISORDERS WITHIN A CARIN G COMMUNITY OF CURRENT RESIDENTS, ALUMNI, AND STAFF, RESIDENTS EXPERIENCE INDEPENDENCE, PE RSONAL GROWTH, AND HOLISTIC RECOVERY SUPPORT IS PROVIDED BY PENN FOUNDATION STAFF WITHIN A GROUP HOME AND FIVE TOWNHOMES TEN OTHER TOWNHOMES WERE BUILT BY HABITAT FOR HUMANITY, A N ORGANIZATION THAT PROVIDES LOW-COST HOME OWNERSHIP OPPORTUNITIES TO ELIGIBLE INDIVIDUALS AND FAMILIES ALL 15 TOWNHOMES ARE PART OF A HOMEOWNER'S ASSOCIATION SUPPORTED HOUSING O PERATES WITHIN THE FIVE TOWNHOMES AND OFFERS DAILY SUPPORT AND SUPERVISION TO RESIDENTS D URING 2013-2014 OVER 4,800 BED DAYS WERE PROVIDED TO 16 INDIVIDUALS MAXIMUM COMMUNITY RES IDENTIAL REHABILITATION OPERATES WITHIN THE GROUP HOME AND IS A TRANSITIONAL PROGRAM OFFER ING RESIDENTS 24/7 ON-SITE STAFF SUPPORT AND SUPERVISION DURING 2013-2014 NEARLY 2,800 BE D DAYS WERE PROVIDED TO 8 INDIVIDUALS PROVIDED TO FORMER RESIDENTS, ALUMNI SERVICES INCLU DE INDIVIDUAL CONTACT FROM STAFF FOR SOCIAL SUPPORT, ASSISTANCE IN ACCESSING COMMUNITY RES OURCES, AND SUPPORT WHEN MOVING ALUMNI ARE ALSO ABLE TO PARTICIPATE IN RECREATIONAL ACTIV ITIES AVAILABLE TO CURRENT RESIDENTS DURING 2013-2014 850 HOURS OF ALUMNI SERVICES WERE P ROVIDED TO 44 INDIVIDUALS THE CO-OCCURRING MH/AOD RESIDENTIAL PROGRAM, KNOWN AS THE VILLA GE OF HOPE, IS A TRANSITIONAL (UP TO TWO YEARS) SUPPORTED HOUSING PROGRAM SPECIFICALLY FOR HOMELESS ADULTS WHO HAVE BEEN DIAGNOSED WITH BOTH A MENTAL HEALTH AND SUBSTANCE USE DISOR DER IT IS DESIGNED TO PROVIDE ASSISTANCE IN GAINING THE SKILLS NECESSARY FOR SUCCESSFUL R E-ENTRY INTO THE MAINSTREAM OF LIFE TWO HOUSES - ONE FOR MEN AND ONE FOR WOMEN - EACH SER VE UP TO EIGHT INDIVIDUALS AND OFFER 24/7 STAFF SUPPORT DURING FISCAL YEAR 2013-2014, VIL LAGE OF HOPE PROVIDED OVER 5,200 BED DAYS TO 27 INDIVIDUALS CHRISTIAN PASTORAL SERVICES D AYSPRING COUNSELING OFFERS INDIVIDUALS, COUPLES, AND FAMILIES FAITH-BASED COUNSELING SERVI CES FROM A CHRISTIAN PERSPECTIVE BASED ON THE BIBLICAL PRINCIPLES OF HOPE, HEALING, COMPA SSION, AND HUMILITY, DAYSPRING IS MEANT TO COMPLEMENT AND ENHANCE THE MINISTRY OF PASTORAL CARE ALREADY OFFERED BY CHURCHES IN THE COMMUNITY A MEMBERSHIP ASSISTANCE PROGRAM, IN WH ICH CHURCHES SHARE THE COST OF COUNSELING FOR THEIR MEMBERS, IS AVAILABLE DAYSPRING COUNS ELING SERVICE VOLUMES ARE INCORPORATED WITH MENTAL HEALTH OUTPATIENT PASTORAL SERVICES PR OVIDES DIRECT PASTORAL SERVICES TO ALL CLIENTS AND RESIDENTS REQUESTING SPIRITUAL CARE IT IS NON-DENOMINATIONAL IN NATURE AND OFFERED TO PERSONS OF ALL FAITHS PASTORAL SERVICES A LSO PROVIDES COMMUNITY EDUCATION AND CONSULTATION FOR PASTORS, CHAPLAINS, AND LAY LEADERS WHO SEEK MENTAL HEALTH, DRUG AND ALCOHOL, AND CO-OCCURRING DISORDERS INFORMATION OR REFERR ALS FURTHERMORE, PASTORAL SERVICES OFFERS A NATIONALLY-ACCREDITED CLINICAL PASTORAL EDUCA TION (CPE) PROGRAM TO IMPROVE THE QUALIT

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 11B	A FULL COPY OF FORM 990, ALONG WITH A NARRATIVE SUMMARY OF THE RETURN, IS DISTRIBUTED TO EACH OF THE PENN FOUNDATION INC'S BOARD OF DIRECTORS FOR INDIVIDUAL REVIEW QUESTIONS, COMMENTS OR CONCERNS ARE ADDRESSED WITH THE CFO AND/OR CEO BOARD MEMBERS APPROVE THE TAX RETURN FOR FILING BASED UPON THEIR REVIEW AND RESOLUTION OF ANY OUTSTANDING ISSUES OR QUESTIONS

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 12C	THE BOARD REVIEWS EXPENSES AND IF THERE WAS A CONFLICT OF INTEREST IT WOUL D BE DISCLOSED IN THE MINUTES AND THE BOARD MEMBER WOULD ABSTAIN FROM THE DISCUSSION AND VOTING ON ANY ISSUES WHERE A CONFLICT OF INTEREST ARISES THE CONFLICT OF INTEREST STATEMENTS ARE REVIEWED AND SIGNED OFF ON BY EACH OF THE BOARD MEMBERS ANNUALLY

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15A	EACH YEAR IN DECEMBER, AT THE REQUEST OF THE BOARD CHAIR, THE CEO PERFORMS A SALARY SURVEY BASED ON CEO COMPENSATION DATA GATHERED FROM 990 INFORMAT ION POSTED ON THE GUIDESTAR WEBSITE FOR ORGANIZATIONS SIMILAR IN TERMS OF LINE OF BUSINESS, ANNUAL REVENUES, AND OTHER DEMOGRAPHICS THIS INFORMATI ON IS PROVIDED TO THE BOARD CHAIR TO ASSIST THE BOARD IN DETERMINING APPROPRIATE CEO COMPENSATION ALSO, THE EXECUTIVE COMMITTEE PERFORMS AN ANNUAL CEO PERFORMANCE EVALUATION THAT IS TIED TO THE DECISION ON SALARY DOCUMENTATION OF THE SURVEY, EVALUATION AND THE BOARD'S APPROVAL OF THE ANNUAL CEO COMPNESATION IS KEPT ON FILE WITH PENN FOUNDATION'S HUMAN RESOURCES DIRECTOR

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 15B	FOR OTHER OFFICERS OR KEY EMPLOYEES, THE CEO PERIODICALLY REQUESTS THE HUMAN RESOURCE DIRECTOR TO PERFORM SALARY SURVEYS FOR LIKE POSITIONS IN SIMILAR ORGANIZATIONS INFORMATION MAY BE GATHERED FROM TRADE ASSOCIATIONS, AFFILIATES AND PUBLISHED SALARY GUIDES HR SUMMARIZES THE FINDINGS AND REVIEWS WITH THE CEO FOR MAKING A DETERMINATION OF APPROPRIATE COMPENSATION LEVELS FOR THESE EMPLOYEES

Return Reference	Explanation
FORM 990, PAGE 6, PART VI, LINE 19	GOVERNING DOCUMENTS, POLICIES, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
PENN FOUNDATION INC

Employer identification number
23-1496225

Part I **Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) PENN FOUNDATION TRUST 807 LAWN AVENUE SELLERSVILLE, PA 18960 01-0760254	TO RECEIVE	PA	501C		11-B PENN FOUNDATION INC		No
(2) PENN VILLA CORP 807 LAWN AVENUE SELLERVILLE, PA 18960 30-0579613	TO FOSTER	PA	501C		9 PENN FOUNDATION INC		No

Part III **Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V **Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	**(b)** Transaction type (a-s)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1) PENN FOUNDATION TRUST	C	27,927	FMV
(2) PENN FOUNDATION TRUST	B	132,932	FMV
(3) PENN VILLA CORP	L	44,209	FMV
(4) PENN VILLA CORP	Q	211,950	FMV

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V?UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation