

Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation
ALLONE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
70 NORTH MAIN STREET

City or town, state or province, country, and ZIP or foreign postal code
WILKES-BARRE, PA 18711

A Employer identification number
30-0892103

B Telephone number
(570) 208-1200

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
▶ \$ **102,163,740.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	29,000,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	66,605.	66,605.		STATEMENT 1
4	Dividends and interest from securities	2,108,321.	2,108,321.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	320,117.			
b	Gross sales price for all assets on line 6a	5,655,050.			
7	Capital gain net income (from Part IV, line 2)		320,117.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total: Add lines 1 through 11	31,495,043.	2,495,043.	0.	
13	Compensation of officers, directors, trustees, etc	102,879.	0.	0.	103,269.
14	Other employee salaries and wages	37,815.	0.	0.	37,884.
15	Pension plans, employee benefits	24,658.	0.	0.	27,433.
16a	Legal fees STMT 3	51,537.	0.	0.	48,680.
b	Accounting fees STMT 4	23,100.	0.	0.	22,979.
c	Other professional fees STMT 5	91,125.	91,125.	0.	91,125.
17	Interest				
18	Taxes STMT 6	293,917.	0.	0.	10,801.
19	Depreciation and depletion	4,296.	0.	4,296.	
20	Occupancy	36,394.	0.	0.	36,394.
21	Travel, conferences, and meetings	5,165.	0.	0.	5,751.
22	Printing and publications	8,733.	0.	0.	7,717.
23	Other expenses STMT 7	17,584.	0.	0.	20,908.
24	Total operating and administrative expenses. Add lines 13 through 23	697,203.	91,125.	4,296.	412,941.
25	Contributions, gifts, grants paid	1,270,000.			1,307,500.
26	Total expenses and disbursements. Add lines 24 and 25	1,967,203.	91,125.	4,296.	1,720,441.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	29,527,840.			
b	Net investment income (if negative, enter -0-)		2,403,918.		
c	Adjusted net income (if negative, enter -0-)			0.	

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SCANNED JUL 12 2018

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,520.	275,703.	275,703.
	2 Savings and temporary cash investments	8,649.	459,946.	459,946.
	3 Accounts receivable ▶ 3,039.			
	Less: allowance for doubtful accounts ▶	1,244.	3,039.	3,039.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	22,155.	22,504.	22,504.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	60,622,470.	101,391,764.	101,391,764.	
14 Land, buildings, and equipment basis ▶ 24,370.				
Less accumulated depreciation STMT 10 ▶ 13,586.	16,043.	10,784.	10,784.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	60,678,081.	102,163,740.	102,163,740.	
Liabilities	17 Accounts payable and accrued expenses	86,182.	327,999.	
	18 Grants payable	37,500.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	123,682.	327,999.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	60,554,399.	101,835,741.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	60,554,399.	101,835,741.		
31 Total liabilities and net assets/fund balances	60,678,081.	102,163,740.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	60,554,399.
2 Enter amount from Part I, line 27a	2	29,527,840.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	11,753,502.
4 Add lines 1, 2, and 3	4	101,835,741.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	101,835,741.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e	5,655,050.	5,334,933.	320,117.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			320,117.	
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 if (loss), enter -0- in Part I, line 7	2	320,117.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	2,473,441.	59,582,089.	.041513
2015	224,493.	32,035,545.	.007008
2014	251,519.	45,140.	5.571976
2013	350,299.	154,723.	2.264040
2012	245,257.	144,679.	1.695180
2	Total of line 1, column (d)		9.579717
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years		1.915943
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		92,056,542.
5	Multiply line 4 by line 3		176,375,087.
6	Enter 1% of net investment income (1% of Part I, line 27b)		24,039.
7	Add lines 5 and 6		176,399,126.
8	Enter qualifying distributions from Part XII, line 4		1,720,441.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	48,078.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	48,078.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	48,078.
6 Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	21,880.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	21,880.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	26,198.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ALLONEFOUNDATIONS.ORG	X	
14 The books are in care of ► EXECUTIVE DIRECTOR Telephone no. ► (570) 208-1200 Located at ► 70 NORTH MAIN STREET, WILKES-BARRE, PA ZIP+4 ► 18711		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►		X
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

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

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		103,269.	3,752.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COZEN O'CONNOR LAW OFFICES - 200 FOUR FALLS CORPORATE CENTER, W. CONSHOHOCKEN, PA 19428	LEGAL SERVICE	48,680.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION IS OPERATED TO PROVIDE GRANTS TO IRC 501(C)(3) OPERATING EXEMPT ORGANIZATIONS	1,720,441.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	90,008,927.
b	Average of monthly cash balances	1b	3,449,491.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	93,458,418.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	93,458,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,401,876.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,056,542.
6	Minimum investment return. Enter 5% of line 5	6	4,602,827.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,602,827.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	48,078.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	48,078.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,554,749.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,554,749.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,554,749.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,720,441.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,720,441.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,720,441.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,554,749.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			512,640.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,720,441.				
a Applied to 2016, but not more than line 2a			512,640.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				1,207,801.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				3,346,948.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
CATHERINE MCAULEY CENTER 430 PITSTON AVENUE SCRANTON, PA 18505	N/A	PUBLIC	HEALTH CARE COORDINATION AND ACCESS FOR HOMELESS WOMEN AND CHILDREN PROJECT	25,000.
CHILDREN'S SERVICE CENTER 335 SOUTH FRANKLIN STREET WILKES BARRE, PA 18702	N/A	PUBLIC	EXPANSION OF MENTAL HEALTH PROGRAMMING SERVICES FOR CHILD AND ADOLESCENT CLIENTS	125,000.
FAMILY PROMISE OF CARBON COUNTY 167 S THIRD STREET LEHIGHTON, PA 18235	N/A	PUBLIC	FAMILY SUPPORT CHAMPION PROGRAM	5,000.
FAMILY SERVICE ASSOCIATION 31 WEST MARKET STREET WILKES BARRE, PA 18701	N/A	PUBLIC	SERVICES THROUGH CHILD ADVOCACY CENTER	25,000.
FAMILY SERVICE ASSOCIATION 31 WEST MARKET STREET WILKES BARRE, PA 18701	N/A	PUBLIC	EXPANSION SERVICES TO PARENT/CHILD HOME PROGRAM	15,000.
Total	SEE CONTINUATION SHEET(S)			1,307,500.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), g Fees and contracts from government agencies, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 66,605), 4 Dividends and interest from securities (14, 2,108,321), 5 Net rental income or (loss) from real estate (a, b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 320,117), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 2,495,043, 0), 13 Total (13, 2,495,043).

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: *[Signature]* EXECUTIVE DIRECTOR

Signature of officer or trustee: _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature
	SEAN J. GRASSI, C.P.A.	<i>[Signature]</i>
	Firm's name ▶ ROBERT ROSSI & CO	
	Firm's address ▶ 299 MAIN ST - 2ND FLOOR, OLYPHANT, PA 18447-2300	

May the IRS discuss this return with the preparer shown below? See instructions.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FREELAND YMCA 600 FRONT STREET FREELAND, PA 18224	N/A	PUBLIC	EXTENDING AFTER SCHOOL AND EARLY MORNING PROGRAMS AND "MOMMY AND ME" PROGRAM	7,500.
GREATER CARBONDALE YMCA 82 N MAIN STREET CARBONDALE, PA 18407	N/A	PUBLIC	SERVING SPECIAL NEEDS PROGRAM	30,000.
GREATER SCRANTON YMCA 706 N BLAKELY STREET DUNMORE, PA 18512	N/A	PUBLIC	EXPANSION OF SPECIAL NEEDS PROGRAM	12,500.
LACAWAC SANCTUARY 94 SANCTUARY ROAD LAKE ARIEL, PA 18436	N/A	PUBLIC	NATURALLY HEALTHY PROGRAM	5,000.
LOU RUSPI JR FOUNDATION PO BOX 101 PECKVILLE, PA 18452	N/A	PUBLIC	WELLNESS MATTERS PROGRAM	5,000.
MATERNAL AND FAMILY HEALTH SERVICES 15 PUBLIC SQUARE SUITE 600 WILKES BARRE, PA 18701	N/A	PUBLIC	ENHANCING HEALTH CARE THROUGH HEALTH INFORMATION TECHNOLOGY INITIATIVE	25,000.
MISERICORDIA UNIVERSITY 301 LAKE STREET DALLAS, PA 18612	N/A	PUBLIC	ADDICTION COUNSELING EDUCATION AND INTERPROFESSIONAL TREATMENT PROGRAM	50,000.
NATIVITY MIGUEL SCHOOL OF SCRANTON 1 KNOX ROAD SCRANTON, PA 18505	N/A	PUBLIC	LOW-INCOME AFTER SCHOOL PROGRAM PROMOTING ACCESS TO HELP FOR HOMEWORK AND PERSONAL ENRICHMENT	7,500.
NEPA CENTER FOR INDEPENDENT LIVING 1142 SANDERSON AVENUE SUITE 1 SCRANTON, PA 18509	N/A	PUBLIC	TRANSITIONAL SKILLS CENTER TO ASSIST STUDENTS AGE 14-21 ON THE AUTISM SPECTRUM	12,500.
NORTHEAST REGIONAL CANCER INSTITUTE 334 JEFFERSON AVENUE SCRANTON, PA 18510	N/A	PUBLIC	CANCER SCREENING NAVIGATION PROGRAM	75,000.
Total from continuation sheets				1,112,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTHEASTERN CHILD CARE SERVICES 1356 N WASHINGTON AVENUE SCRANTON, PA 18509	N/A	PUBLIC	COMMUNITY-BASED MULTI-SENSORY PLAY AND ACTIVITY CENTER	12,500.
RONALD MCDONALD HOUSE OF SCRANTON 332 WHEELER AVENUE SCRANTON, PA 18510	N/A	PUBLIC	RONALD MCDONALD FAMILY ROOM PROGRAM	25,000.
ST JOSEPH CENTER 2010 ADAMS AVENUE SCRANTON, PA 18509	N/A	PUBLIC	TWO RESIDENTIAL PROGRAMS - WALSH MANOR & MOTHER INFANT	50,000.
THE WRIGHT CENTER 501 MADISON AVENUE SCRANTON, PA 18510	N/A	PUBLIC	SKYVIEW PARK APARTMENTS PRIMARY CARE CLINIC	12,500.
THE WRIGHT CENTER 501 MADISON AVENUE SCRANTON, PA 18510	N/A	PUBLIC	PATIENT ENGAGEMENT CARE DELIVERY MODEL	450,000.
UNITED WAY OF WYOMING VALLEY 100 NORTH PENNSYLVANIA AVENUE 2ND FLOOR WILKES BARRE, PA 18701	N/A	PUBLIC	TRAUMA-FOCUSED AWARENESS INITIATIVE AND PROFESSIONAL DEVELOPMENT PROGRAM	15,000.
WAYNE MEMORIAL COMMUNITY HEALTH CENTERS 601 PARK STREET HONESDALE, PA 18431	N/A	PUBLIC	PRENATAL SERVICES PROGRAM	15,000.
WAYNE MEMORIAL HOSPITAL 601 PARK STREET HONESDALE, PA 18431	N/A	PUBLIC	FUNDING FOR VEHICLE ADAPTATION AND IMPLEMENTATION STRATEGY FOR DELIVERY OF MOBILE MAMMOGRAPHY	100,000.
WILKES UNIVERSITY 10 EAST SOUTH STREET WILKES BARRE, PA 18701	N/A	PUBLIC	SHINE PROGRAM	75,000.
WOMEN'S RESOURCES OF MONROE COUNTY 225 J. WILSON DRIVE DELAWARE WATER GAP, PA 18327	N/A	PUBLIC	CHILD ABUSE/WITNESS TO VIOLENCE COUNSELING PROGRAM	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAFE HAVEN OF PIKE COUNTY 402 BROAD STREET MILFORD, PA 18337	N/A	PUBLIC	BUILD CAPACITY THROUGH MEDICAL EQUIPMENT, SUPPLIES AND PHYSICAL EXPANSION TO PROVIDE MEDICAL EXAMINATION	75,000.
PITTSTON MEMORIAL LIBRARY 47 BROAD STREET PITTSTON, PA 18640	N/A	PUBLIC	START RIGHT/START EARLY PROJECT	20,000.
JEWISH COMMUNITY ALLIANCE 60 SOUTH RIVER STREET WILKES BARRE, PA 18702	N/A	PUBLIC	DINNER FOR KIDS PROGRAM	30,000.
Total from continuation sheets				

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - NATIVITY MIGUEL SCHOOL OF SCRANTON

**LOW-INCOME AFTER SCHOOL PROGRAM PROMOTING ACCESS TO HELP FOR HOMEWORK
AND PERSONAL ENRICHMENT ACTIVITIES**

NAME OF RECIPIENT - SAFE HAVEN OF PIKE COUNTY

**BUILD CAPACITY THROUGH MEDICAL EQUIPMENT, SUPPLIES AND PHYSICAL
EXPANSION TO PROVIDE MEDICAL EXAMINATION ROOM TO ADDRESS ISSUE OF
TRAUMA BROUGHT ON BY VIOLENCE**

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Employer identification number

ALLONE FOUNDATION**30-0892103**

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

ALLONE FOUNDATION

30-0892103

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>GEISINGER HEALTH SYSTEM FOUNDATION</p> <p>100 N. ACADEMY AVENUE</p> <p>DANVILLE, PA 17822</p>	<p>\$ 29,000,000.</p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions.)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions.)</p>

Name of organization

Employer identification number

ALLONE. FOUNDATION

30-0892103

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

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

Name of organization
ALLONE. FOUNDATION

Employer identification number
30-0892103

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$
Use duplicate copies of Part III if additional space is needed.

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

ALLONE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a VANGUARD TOTAL BOND MARKET INDEX FUND	P	09/01/15	01/24/17
b VANGUARD TOTAL BOND MARKET INDEX FUND	P	09/01/15	04/26/17
c VANGUARD TOTAL BOND MARKET INDEX FUND	P	09/01/15	07/24/17
d VANGUARD TOTAL BOND MARKET INDEX FUND	P	09/01/15	10/18/17
e VANGUARD TOTAL INTERNATIONAL STOCK INDEX	P	09/01/15	05/11/17
f VANGUARD TOTAL INTERNATIONAL STOCK INDEX	P	09/01/15	06/09/17
g VANGUARD TOTAL INTERNATIONAL STOCK INDEX	P	09/01/15	07/31/17
h VANGUARD TOTAL INTERNATIONAL STOCK INDEX	P	09/01/15	11/27/17
i VANGUARD TOTAL STOCK MARKET INDEX FUND	P	09/01/15	01/09/17
j VANGUARD TOTAL STOCK MARKET INDEX FUND	P	09/01/15	01/20/17
k VANGUARD TOTAL STOCK MARKET INDEX FUND	P	09/01/15	05/11/17
l VANGUARD TOTAL STOCK MARKET INDEX FUND	P	09/01/15	06/09/17
m VANGUARD TOTAL STOCK MARKET INDEX FUND	P	09/01/15	07/31/17
n VANGUARD TOTAL STOCK MARKET INDEX FUND	P	09/01/15	11/27/17
o BANK OF AMERICA	P	05/05/17	09/18/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,350.		12,639.	<289.>
b 12,558.		12,769.	<211.>
c 12,692.		12,796.	<104.>
d 12,855.		12,997.	<142.>
e 40,000.		35,679.	4,321.
f 120,000.		104,994.	15,006.
g 353,333.		302,370.	50,963.
h 65,226.		53,339.	11,887.
i 104,500.		96,274.	8,226.
j 150,000.		137,999.	12,001.
k 80,000.		69,986.	10,014.
l 80,000.		68,747.	11,253.
m 400,000.		339,862.	60,138.
n 84,000.		67,596.	16,404.
o 222,750.		228,800.	<6,050.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<289.>
b			<211.>
c			<104.>
d			<142.>
e			4,321.
f			15,006.
g			50,963.
h			11,887.
i			8,226.
j			12,001.
k			10,014.
l			11,253.
m			60,138.
n			16,404.
o			<6,050.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

ALLONE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CHARLES SCHWAB US MC	P	02/16/17	07/31/17
b CHARLES SCHWAB US MC	P	02/16/17	10/02/17
c COCA COLA COMPANY	P	02/16/17	05/31/17
d FEDERAL HOME LN M 1.5%	P	05/15/17	08/25/17
e FEDERAL HOME LN 1.625	P	04/10/17	04/28/17
f GENUINE PARTS CO	P	02/16/17	09/27/17
g JOHNSON & JOHNSON	P	02/16/17	05/31/17
h KOHLS CORP	P	02/16/17	09/13/17
i KRAFT HEINZ COMPANY	P	02/16/17	05/31/17
j SCHWAB EMERGING MARKETS EQUITY	P	02/16/17	07/31/17
k SCHWAB EMERGING MARKETS EQUITY	P	02/16/17	07/31/17
l SCHWAB INTERNATIONAL EQUITY ETF	P	02/16/17	07/31/17
m SCHWAB INTERNATIONAL EQUITY ETF	P	02/16/17	07/31/17
n SCHWAB US SMALL CAP	P	02/16/17	07/31/17
o US TREASURY NT 1.375% UST NOTE	P	11/09/17	11/24/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 62,450.		60,552.	1,898.
b 1,130,911.		1,063,692.	67,219.
c 45,994.		41,549.	4,445.
d 300,000.		300,000.	0.
e 200,000.		200,000.	0.
f 145,243.		154,116.	<8,873.>
g 40,098.		36,743.	3,355.
h 136,985.		129,912.	7,073.
i 39,809.		37,665.	2,144.
j 19,399.		17,540.	1,859.
k 80,183.		72,556.	7,627.
l 74,320.		66,441.	7,879.
m 317,063.		283,828.	33,235.
n 24,050.		23,670.	380.
o 73,790.		74,026.	<236.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,898.
b			67,219.
c			4,445.
d			0.
e			0.
f			<8,873.>
g			3,355.
h			7,073.
i			2,144.
j			1,859.
k			7,627.
l			7,879.
m			33,235.
n			380.
o			<236.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a US TREASURY NT 1.375% UST NOTE	P	02/27/17	07/06/17
b US TREASURY NT 0.5% UST NOTE	P	02/27/17	06/09/17
c US TREASURY NT 0.5% MATURED	P	02/27/17	07/31/17
d US TREASURY NT 0.75% UST NOTE	P	02/27/17	07/06/17
e US TREASURY NT 2.25% MATURED	P	07/31/17	11/30/17
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 285,089.		286,006.	<917.>
b 9,993.		9,995.	<2.>
c 490,000.		490,000.	0.
d 279,409.		279,795.	<386.>
e 150,000.		150,000.	0.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<917.>
b			<2.>
c			0.
d			<386.>
e			0.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	320,117.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	66,605.	66,605.	66,605.
TOTAL TO PART I, LINE 3	66,605.	66,605.	66,605.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	2,108,321.	0.	2,108,321.	2,108,321.	2,108,321.
TO PART I, LINE 4	2,108,321.	0.	2,108,321.	2,108,321.	2,108,321.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	51,537.	0.	0.	48,680.
TO FM 990-PF, PG 1, LN 16A	51,537.	0.	0.	48,680.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	23,100.	0.	0.	22,979.
TO FORM 990-PF, PG 1, LN 16B	23,100.	0.	0.	22,979.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	91,125.	91,125.	0.	91,125.
TO FORM 990-PF, PG 1, LN 16C	91,125.	91,125.	0.	91,125.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,769.	0.	0.	10,801.
990-PF EXCISE TAXES	283,148.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	293,917.	0.	0.	10,801.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	16,524.	0.	0.	19,848.
MISCELLANEOUS	97.	0.	0.	97.
AMORTIZATION	963.	0.		963.
TO FORM 990-PF, PG 1, LN 23	17,584.	0.		20,908.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION ON INVESTMENTS	11,753,502.
TOTAL TO FORM 990-PF, PART III, LINE 3	11,753,502.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - FIXED INCOME	FMV	18,296,896.	18,296,896.
MUTUAL FUNDS - EQUITY	FMV	83,094,868.	83,094,868.
TOTAL TO FORM 990-PF, PART II, LINE 13		101,391,764.	101,391,764.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 10	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	21,480.	11,098.	10,382.
SOFTWARE	2,890.	2,488.	402.
TOTAL TO FM 990-PF, PART II, LN 14	24,370.	13,586.	10,784.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN COSGROVE 70 N MAIN STREET WILKES-BARRE, PA 18711	EXECUTIVE DIRECTOR 40.00	103,269.	3,752.	0.
JOHN P MOSES ESQUIRE 120 S. FRANKLIN ST WILKES-BARRE, PA 18701	CHAIRMAN 5.00	0.	0.	0.
FRANK E APOSTOLICO 538 SPRUCE ST SCRANTON, PA 18503	TREASURER 1.00	0.	0.	0.
PAUL J CANEVARI 1059 HIDEAWAY HILL RD KUNKLETOWN, PA 18058	SECRETARY 1.00	0.	0.	0.
PETER DANCAK 201 PENN AVE SCRANTON, PA 18503	DIRECTOR 1.00	0.	0.	0.
LOUIS A DENAPLES 400 MILL ST DUNMORE, PA 18512	DIRECTOR 1.00	0.	0.	0.
BART E ECKER ESQUIRE 145 COUNTRY CLUB LANE SUGARLOAF, PA 18249	DIRECTOR 1.00	0.	0.	0.
JOHN H GRAHAM 135 HIGHLAND AVENUE SHAVERTOWN, PA 18708	DIRECTOR 1.00	0.	0.	0.
JUDITH O GRAZIANO 201 SALLY DR S. ABINGTON TWP, PA 18411	DIRECTOR 1.00	0.	0.	0.
ALAN S HOLLANDER ESQUIRE 15 S.FRANKLIN ST WILKES-BARRE, PA 18711	DIRECTOR 1.00	0.	0.	0.
GARY L LAMONT BOX 702, SR 93 CONYNGHAM, PA 18219	DIRECTOR 1.00	0.	0.	0.

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RICHARD K MANGAN 1401 VERNE CLOSE MOOSIC, PA 18507	DIRECTOR 1.00	0.	0.	0.
JOHN D MCCARTHY JR 340 KIDDER ST WILKES-BARRE, PA 18702	DIRECTOR 1.00	0.	0.	0.
JOHN J MENAPACE 1012 WOODLAND WAY CLARKS SUMMIT, PA 18411	DIRECTOR 1.00	0.	0.	0.
PAUL H ROONEY JR 1538 GRAMPAN BLVD WILLIAMSPORT, PA 17701	DIRECTOR 1.00	0.	0.	0.
RHEA P SIMMS 1755 N. MEMORIAL HIGHWAY SHAVERTOWN, PA 18708	DIRECTOR 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>103,269.</u>	<u>3,752.</u>	<u>0.</u>
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FORM 990-PF . GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED 

JOHN COSGROVE, EXECUTIVE DIRECTOR
70 NORTH MAIN STREET
WILKES-BARRE, PA 18711

TELEPHONE NUMBER

(570)208-1200

EMAIL ADDRESS

JCOSGROVE@ALLONEFOUNDATIONS.ORG

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED STATEMENT

ANY SUBMISSION DEADLINES

SUBMISSION DATES VARY DURING THE YEAR PER TIMING OF ORGANIZATION'S
"REQUESTS FOR GRANT APPLICATIONS"

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHMENT

ALLONE FOUNDATION
70 NORTH MAIN AVENUE
WILKES-BARRE, PA 18711

EIN 30-0892103
FORM 2017 990-PF

ATTACHMENT TO FORM 990-PF

PART XV, Line 2B – INFORMATION REGARDING GRANTS:

- Eligible organizations must demonstrate their tax classification as described in Internal Revenue Service Code, Section 501(C)(3) and Section 509(A).
- Eligible organizations must be located or operating within AllOne Foundation's 13 county service area. Programs must benefit residents of those counties.
- Grants will be awarded only for specific community-focused projects or program initiatives. Requests for operating or general support will not be considered.
- The Foundation awards grants generally for general health education / prevention and human services projects; and for projects that provide direct services to the uninsured and under-insured. Minimum grant amount is \$2,500.
- Grants will be awarded generally for a period of one year. Multi-year requests will not generally be considered.
- Consecutive year approvals will be decided on the strength of demonstrated outcomes.
- Grantee organizations may not receive additional funding until all funds from existing grant awards have been expended, in full, and outcomes have been demonstrated. During the grant period, however, grantee organizations may serve as collaborators on other projects.

All requests must be submitted in writing and include the following:

- 1) A completed grant application signed by the organization's representative.
- 2) A formal proposal that describes the project purpose and demonstrate the need for a relevance of the project. The narrative must include:
 - A detailed description of the goals and outcomes of the project.
 - Evidence of the measurement tools that will be used to evaluate the success of the project.
 - Project timeline and work plan.
 - Project sustainability plan.
- 3) An itemized budget that includes any in-kind services or matching funds secured for the project. The budget must clearly demonstrate how funding from AllOne Foundation will be used.
- 4) An IRS determination letter of tax exempt charitable status under 501(C)(3) and proof that the organization is not a private foundation as defined in Section 509(A) of the IRS Code.
- 5) A brief written description of the organization's purpose, history and accomplishments.
- 6) Financial Statements (audited, if available) for the most recent fiscal year. Form 990 (combined federal and state charitable reports) should be included.
- 7) A list of corporations and foundations that support the organization and the most recent amounts contributed.
- 8) The names and affiliations of the organization's board of directors.