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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2010

For calendar year 2010, or tax year beginning **, 2010, and ending , 20**

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

Name of foundation	THE HALEY FOUNDATION		A Employer identification number 23-2869076
Number and street (or P O box number if mail is not delivered to street address)	P. O. Box 205	Room/suite	B Telephone number (see page 10 of the instructions) 215-862-5670
City or town, state, and ZIP code NEW HOPE, PA 18938			C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 978,639			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	14,056			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities	25,020	25,020		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,690			
	b Gross sales price for all assets on line 6a 22,637				
	7 Capital gain net income (from Part IV, line 2)		10,690		
	8 Net short-term capital gain				
	9 Income modifications RECEIVED				
	10a Gross sales less returns and allowances 1,050				
b Less: Cost of goods sold 1,050					
c Gross profit or (loss) (attach schedule) 0					
11 Other income (attach schedule) 0	999				
12 Total. Add lines 1 through 11 50,789	35,734	N/A		900	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,350	450		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	704	329		-0-
	19 Depreciation (attach schedule) and depletion	600	200		400
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,416	472		944
	24 Total operating and administrative expenses. Add lines 13 through 23	4,070			2,240
25 Contributions, gifts, grants paid	43,200			43,200	
26 Total expenses and disbursements. Add lines 24 and 25	47,270	1,451		45,444	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,519				
b Net investment income (if negative, enter -0-)		34,283			
c Adjusted net income (if negative, enter -0-)			N/A		

21
✓

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		123,270	28,180	28,180
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U.S. and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)		655,792	736,074	736,074
c	Investments—corporate bonds (attach schedule)		85,293	163,158	163,158
11	Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) <i>LIFE INS. POLICY</i>		46,648	51,227	51,227
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		911,003	978,639	978,639
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		-0-	-0-	
Net Assets or Fund Balances					
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		911,003	978,639	
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		911,003	978,639	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		911,003	978,639	

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)
- 2 Enter amount from Part I, line 27a
- 3 Other increases not included in line 2 (itemize) ► *INCR. MKT. VALUE*
- 4 Add lines 1, 2, and 3
- 5 Decreases not included in line 2 (itemize) ►
- 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30

1	911,003
2	3,519
3	64,117
4	978,639
5	-0-
6	978,639

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	462 SHS HANIS BRANDS		D	1/1/99	3/1/10
b	100 SHS LOWES		D	5/9/00	7/23/10
c	500 SHS SARALIE		D	1/1/99	1/1/10
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 12,118		624	11,494		
b 2,823		1,244	1,579		
c 7,696		10,079	(2,383)		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	10,690	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	NONE		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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))
2009	38,464	779,358	.04935
2008	47,703	968,562	.04925
2007	58,972	1,182,074	.04989
2006	49,171	1,002,035	.04907
2005	41,120	845,536	.04863
2 Total of line 1, column (d)			2 .24619
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .04924
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 912,951
5 Multiply line 4 by line 3			5 44,954
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 343
7 Add lines 5 and 6			7 45,297
8 Enter qualifying distributions from Part XII, line 4			8 45,444
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 on page 18.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.		
1	343		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	325
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	325
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	32
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ►	11	Refunded ►

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
1c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation. ► \$	(2) On foundation managers. ► \$		N/A
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
If "Yes," attach the statement required by General Instruction T .			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►	PENNSYLVANIA	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G ? If "No," attach explanation		
8b			X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
10			X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <i>A/A</i>	13	X
14	The books are in care of ► <i>ROBERT HUXLEY</i> Telephone no. ► <i>215-862-5670</i> Located at ► <i>New Hope, PA 18938</i> ZIP+4 ►		
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 ► <i>A/A</i> 15		
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No 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 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 type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input 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 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 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► <i>20 20 20 20</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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 page 22 of the instructions.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <i>20 20 20 20</i>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <i>Yes No</i>		
b	If "Yes," did it have excess business holdings in 2010 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 2010.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2010?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	
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? <i>N/A</i> <input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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? If "Yes" to 6b, file Form 8870. <i>N/A</i>		6b	
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? <i>N/A</i> 7b			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(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
<i>ROBERT HUXLEY NEW HOPE, PA 18938</i>	<i>EXEC. DIR. 3</i>	<i>1,350</i>	<i>- 0 -</i>	<i>- 0 -</i>
<i>SALLY HUXLEY NEW HOPE, PA 18938</i>	<i>TRUSTEE 1/2</i>	<i>- 0 -</i>	<i>- 0 -</i>	<i>- 0 -</i>

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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
<i>NONE</i>				

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)** *NONE*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities N/A

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions) *N/A*

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	
2	
All other program-related investments See page 24 of the instructions		
3	
Total. Add lines 1 through 3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	821,129
b	Average of monthly cash balances	1b	54,438
c	Fair market value of all other assets (see page 25 of the instructions)	1c	51,227
d	Total (add lines 1a, b, and c)	1d	926,854
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	926,854
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	13,903
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	912,951
6	Minimum investment return. Enter 5% of line 5	6	45,648

Part XI Distributable Amount (see page 25 of the 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	45,648
2a	Tax on investment income for 2010 from Part VI, line 5	2a	343
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	343
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,305
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	45,305
6	Deduction from distributable amount (see page 25 of the instructions)	6	-0-
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,305

Part XII Qualifying Distributions (see page 25 of the 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	45,444
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45,444
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	343
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,101

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 XII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				43,305
2 Undistributed income, if any, as of the end of 2010.			- 0 -	
a Enter amount for 2009 only				
b Total for prior years: 20 20 20		- 0 -		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	- 0 -			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 45,444			- 0 -	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		- 0 -		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	- 0 -			
d Applied to 2010 distributable amount				45,444
e Remaining amount distributed out of corpus	- 0 -			
5 Excess distributions carryover applied to 2010 (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 page 27 of the instructions		- 0 -		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			- 0 -	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				- 0 -
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	- 0 -			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	- 0 -			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	- 0 -			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XiV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **N/A**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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 $\frac{2}{3}$ 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				
	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	

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 page 28 of the 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).)

ROBERT NUXLEY SALLY NUXLEY

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ROBERT HUXLEY THE HUXLEY FOUNDATION P.O. Box 205 PA 18938

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

SEE ATTACHED

c Any submission deadlines:

NONE

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

SEE ATTACHED

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				
ENCHANTMENT THEATRE GLENDALE, PA 19038	N/A	PUBLIC	OPERATING FUNDS	4,500
FREE LIBRARY OF NEW HOPE SOLEBURY NEW HOPE, PA 18938	N/A	PUBLIC	SUMMER READING PROGRAM	4,700
FRIENDS OF DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A	PUBLIC	FALL CHILDREN'S FAIR	4,000
BARRY'S BAY LIBRARY BARRY'S BAY, ONTARIO KATIBO	N/A	PUBLIC	OPERATING FUNDS	1,750
CENTER FOR EARLY CHILDHOOD DEVELOPMENT CLAREMONT, SOUTH AFRICA	N/A	PUBLIC	DAY CARE CENTER CONSTRUCTION	13,500
ANIMALS IN CRISIS PHILADELPHIA, PA 19124	N/A	PUBLIC	OPERATING FUNDS	1,000
BUCKS COUNTY SPCA LANASKA, PA 18931	N/A	PUBLIC	SPAY & NEUTER PROGRAM	3,000
BUCKS FOR KIDS DOYLESTOWN, PA 18901	N/A	PUBLIC	OPERATING FUNDS	1,500
ARDEN THEATRE PHILADELPHIA, PA 19106	N/A	PUBLIC	CHILDREN'S THEATRE	8,500
NEW TOWN FRIENDS SCHOOL NEWTOWN, PA 18940	N/A	PUBLIC	OPERATING FUNDS	750
Total				► 3a 43,200
b Approved for future payment				
Total				► 3b N/A

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes **N/A**

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

N/A

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	
	(2) Other assets	1a(2)	
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	
	(3) Rental of facilities, equipment, or other assets	1b(3)	
	(4) Reimbursement arrangements	1b(4)	
	(5) Loans or loan guarantees	1b(5)	
	(6) Performance of services or membership or fundraising solicitations	1b(6)	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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.		

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

15/12/11

► EXECUTIVE DIRECTOR

Signature of officer or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

Name of the organization

THE HALEY FOUNDATION

Employer identification number

23 286 9076

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE HALEY FOUNDATION

Employer identification number

23 286 9076

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
-----	ROBERT HUXLEY P.O. Box 205 NEW HOPE, PA 18938	\$ 10,556	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

THE HALEY FOUNDATION

Employer identification number

23 2869076

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	200 SAS EMERSON ELECTRIC	\$ 10,475	4/15/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

2010 Form 990-PF Schedule Attachment
The Haley Foundation #23-2869076

Part I Line 11

Return of Capital	960
Tyco Litigation Settlement	39

	999

Part I Line 23

P.O. Box Rental	60
Filing Fees & Postage	21
Insurance	750
Dues	495
Office Expenses	90

	1,416

2010 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part XV Line 2b

The foundation trustees meet on an ongoing basis, and grant requests are accepted at any time. A foundation representative may request a site visit prior to the consideration of a grant, and conditions such as a post-grant evaluation may be required.

There are no formal procedures for grant applications. The foundation requests the submission of a brief three to five page grant request that includes the following information as appropriate to your particular request:

- A brief description of the history, purpose and activities of your organization
- A one page statement of the problem, project, need or issue to be addressed, including what outcomes you expect and how the project fits into the purposes of your organization
- A project budget and schedule of completion
- The specific amount requested and a list of any other sources of funding
- A short description of how you plan to evaluate and report on the level of success of your project
- A list of your Board of Directors and officers
- A copy of your most recent annual report and a breakdown of revenue sources
- A copy of your certificate of tax exemption
- Any other information directly relevant to your request.

Grants made by the foundation usually range from \$1000 to \$7000. The majority of grants are for \$3000 or less and involve projects or programs in the Upper Delaware Valley. Other grants may be made to organizations known to the trustees.

2010 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part XV Line 2d

The foundation considers grant requests from the following general areas: arts and cultural programs, education, human services and animal welfare.

Within the area of arts and cultural programs the foundation has a specific interest in theater and music.

The foundation supports educational programs within its areas of interest which include arts, cultural and historic.

The focus in human services is on women and children in need and the promotion of individual and family self-sufficiency.

The interest in animal welfare encompasses not only the care of animals in need but also programs which would alleviate such need.

The foundation gives particular consideration to less established or sophisticated organizations having few secure or traditional sources of funding. While most grants tend to be made on a project or one-time basis, the foundation will consider proposals for project support beyond one year.

20/0 Form PF-990 Schedule Attachment

The Haley Foundation #23-2869076

Part VII-A Line 10

Sally Huxley
P.O. Box 205
New Hope, PA 18938

Robert Huxley
P.O. Box 205
New Hope, PA 18938

2010 Form 990-PF Schedule Attachment
The Haley Foundation #23-2869076

Pg 1 Of 2

Part_II--Lines_10_b,_c

Vanguard funds

Fund & Account	Ticker Symbol	Average Cost	Total Cost	Value on 12/31/2009	Value on 12/31/2010
GNMA Fund Admiral Shares	VFJX	\$10.34	\$87,917.55	\$85,292.71	\$91,325.29
Short-Term Bond Index Adm	VBRX	10.47	71,305.79	0.00	71,832.28
Short-Term Bond Index Inv	VBSX	-	-	0.00	0.00
Prime Money Mkt Fund	VMMXX	-	-	123,269.56	28,180.12
		\$298,562.27	\$191,337.69		



Funds

	Ticker Symbol	Average Cost	Total Cost	Shares Owned	Share Price on 12/31/2010	Value on 12/31/2010	Estimated Annual Income	Estimated Yield
PAYDEN & RYGEL INV'T GROUP HIGH INCOME FUND	PYHRX	-	-	6,233,7460	\$72400	\$45,132.31	\$3,295.18	7.2%
STRATTON REAL ESTATE FUND INC	STMIDX	-	-	1,235,0040	26,4900	32,715.25	308.75	0.9
						\$77,847.56	\$3,593.93	4.6%

Stocks

	Ticker Symbol	Total Cost	Shares Owned	Share Price on 12/31/2010	Value on 12/31/2010	Estimated Annual Income	Estimated Yield
ABBOTT LABORATORIES	ABT	-	300,0000	\$47,9100	\$14,373.00	\$528.00	3.6%
ALTRIA GROUP INC	MO	-	1,200,0000	24,6200	29,544.00	1,824.00	6.1
BANK OF AMERICA CORP	BAC	-	600,0000	13,3400	8,004.00	24.00	0.2
BANK OF NEW YORK MELLON CORP	BK	-	348,0000	30,2000	10,509.60	125.28	1.1
BARNES GROUP INC	B	-	3,000,0000	20,6700	62,010.00	960.00	1.5
CIGNA CORP	CI	-	1,800,0000	36,6600	65,988.00	72.00	0.1
CISCO SYSTEMS INC	CSCO	\$10,520.00	400,0000	20,2300	8,032.00	0.00	0.0
CYTEC INDUSTRIES INC	CYT	-	315,0000	53,0600	16,713.90	15.75	0.0
DOMINION RESOURCES INC VA NEW	D	-	1,180,0000	42,7200	50,409.60	2,159.40	4.2
DU PONT E.I. DE NEMOURS & COMPANY	DD	-	600,6000	49,8800	29,928.00	984.00	3.2
DUN & BRADSTREET CORP NEW DE	DNB	-	250,0000	82,0900	20,522.50	350.00	1.7
EMERSON ELECTRIC COMPANY	EMR	-	200,0000	57,1700	11,434.00	276.00	2.4
EXXON MOBIL CORP	XOM	-	500,0000	73,1200	36,560.00	880.00	2.4
FISERV INC	FISV	-	250,0000	58,5600	14,640.00	0.00	0.0
KELLOGG COMPANY	K	-	600,0000	51,0800	30,648.00	972.00	3.1
KIMBERLY CLARK CORP	KMB	-	150,0000	63,0400	9,456.00	396.00	4.1
KRAFT FOODS CLASS A	KFT	-	415,0000	31,5100	13,076.65	481.40	3.6
MERCK & COMPANY INC NEW	MRK	-	1,500,0000	36,0400	54,060.00	2,280.00	4.2
MOODY'S CORP	MCO	-	1,000,0000	26,5400	26,540.00	460.00	1.7
PFIZER INC	PFE	27,603.64	1,576,0000	17,5100	27,595.76	1,260.80	4.5
PHILIP MORRIS INTERNATIONAL INC	PM	-	600,0000	58,5300	35,118.00	1,536.00	4.3
TEXTRON INC	TXT	-	2,300,0000	23,6400	54,372.00	184.00	0.3
UNITED PARCEL SERVICE INC CL B	UPS	-	150,0000	72,5800	10,887.00	282.00	2.5
VULCAN MATERIALS COMPANY	VMC	-	400,0000	44,3600	17,744.00	400.00	2.2
					\$658,226.01	\$16,450.63	2.4%