EXTENSION GRANTED TO NOVEMBER 15, 2011

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

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

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

Name of foundation: CONNELLY FOUNDATION

A Employer identification number: 23-6296825

Number and street (or P O box number if mail is not delivered to street address): 100 FRONT STREET — Room/suite: 1450

B Telephone number: (610) 834-3222

City or town, state, and ZIP code: WEST CONSHOHOCKEN, PA 19428

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 218,583,256.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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	64,100.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,636.	11,636.		STATEMENT 1
	4 Dividends and interest from securities	4,023,868.	4,023,868.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,173,026.			
	b Gross sales price for all assets on line 6a 1,136,164.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	-821,760.	-845,288.		STATEMENT 3
	12 **Total** Add lines 1 through 11	2,104,818.	3,190,216.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	885,410.	345,315.		539,472.
	14 Other employee salaries and wages	455,845.	125,247.		327,666.
	15 Pension plans, employee benefits	364,786.	115,056.		257,625.
	16a Legal fees STMT 4	1,475.	1,475.		0.
	b Accounting fees STMT 5	39,535.	39,535.		0.
	c Other professional fees STMT 6	80,000.	80,000.		0.
	17 Interest				
	18 Taxes STMT 7	436,059.	[illegible]		0.
	19 Depreciation and depletion	19,607.	19,607.		
	20 Occupancy	246,934.	71,917.		174,602.
	21 Travel, conferences, and meetings	25,069.	2,446.		24,036.
	22 Printing and publications	3,102.	572.		2,530.
	23 Other expenses STMT 8	-1,525,503.	30,814.		238,201.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,032,319.	831,984.		1,564,132.
	25 Contributions, gifts, grants paid	7,666,548.			7,666,548.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,698,867.	831,984.		9,230,680.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-6,594,049.			
	b **Net investment income** (if negative, enter -0-)		2,358,232.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2010)

14441003 789762 27059 2010.06020 CONNELLY FOUNDATION 270592

3

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	19,544,338.	426,400.	426,400.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶ 30,900.			
Less: allowance for doubtful accounts ▶		30,900.	30,900.
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶ 1,209,312.			
Less: allowance for doubtful accounts ▶ 0.	1,209,312.	1,209,312.	1,209,312.
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	87,158.	72,197.	72,197.
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 10	5,203,611.	6,790,326.	6,790,326.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 11	176,531,320.	209,487,784.	209,487,784.
14 Land, buildings, and equipment: basis ▶ 644,317.			
Less accumulated depreciation STMT 12 ▶ 571,888.	68,476.	72,429.	72,429.
15 Other assets (describe ▶ STATEMENT 13)	413,047.	493,908.	493,908.
16 **Total assets** (to be completed by all filers)	203,057,262.	218,583,256.	218,583,256.
Liabilities			
17 Accounts payable and accrued expenses	197,569.	194,376.	
18 Grants payable	8,198,092.	6,389,576.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 14)	72,000.	502,147.	
23 **Total liabilities** (add lines 17 through 22)	8,467,661.	7,086,099.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	194,589,601.	211,450,657.	
25 Temporarily restricted	0.	46,500.	
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	194,589,601.	211,497,157.	
31 **Total liabilities and net assets/fund balances**	203,057,262.	218,583,256.	

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	194,589,601.
2 Enter amount from Part I, line 27a	2	-6,594,049.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS FOR 2010	3	23,501,605.
4 Add lines 1, 2, and 3	4	211,497,157.
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	211,497,157.

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				
b	SEE ATTACHED STATEMENT			
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	1,136,164.		2,309,990.	-1,173,826.

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				-1,173,826.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 -1,173,826.

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 does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2009	11,264,184.	183,990,209.	.061222
2008	12,929,219.	228,455,566.	.056594
2007	11,270,211.	264,311,201.	.042640
2006	8,682,001.	242,202,506.	.035846
2005	12,415,651.	233,245,509.	.053230

2 Total of line 1, column (d)	2	.249532
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	.049906
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	202,313,962.
5 Multiply line 4 by line 3	5	10,096,681.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,582.
7 Add lines 5 and 6	7	10,120,263.
8 Enter qualifying distributions from Part XII, line 4	8	9,230,680.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	47,165.
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	47,165.
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	47,165.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	235,083.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	519.		
7	Total credits and payments Add lines 6a through 6d			7	235,602.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	188,437.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 188,437.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	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?	13	X	

Website address ▶ WWW.CONNELLYFDN.ORG, WWW.GUIDESTAR.ORG

14 The books are in care of ▶ AMY M. SNYDER, CFO Telephone no ▶ (610) 834-3222

Located at ▶ 100 FRONT ST, STE 1450, WEST CONSHOHOCKEN, PA ZIP+4 ▶ 19428

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

			Yes	No
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?	16		X
	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 ▶			

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	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?		1c		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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 2010?		4b		X

Form **990-PF** (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:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: 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? ☐ Yes ☒ 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, 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 15		885,410.	166979.	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
ANNE M. HILEMAN - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN, PA 19428	SENIOR PROGRAM OFFICER 40.00	91,784.	34,209.	0.
JOSEPH D. FRANGIOSA - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN,	CONTROLLER 40.00	94,524.	21,431.	0.
ELIZABETH A. WILCOX - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN,	ASSOC. VP OF ADMINISTRATION 40.00	88,216.	20,937.	0.
KIMBERLY E. WHELIHAN - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN,	PROGRAM ASSOCIATE 40.00	61,482.	17,362.	0.
CAROL L CROMIE - 100 FRONT STREET, SUITE 1450, W CONSHOHOCKEN, PA 19428	EXECUTIVE ASSISTANT 40.00	50,040.	16,466.	0.

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
CALLAN ASSOCIATES INC. - 200 PARK AVENUE, SUITE 230, FLORHAM PARK, NJ 07932	INVESTMENT/RETIREMENT CONSULTING	85,000.
SISTERS, SERVANTS OF THE IMM. HEART OF MARY - VILLA MARIA HOUSE OF STUDIES, P.O. BOX 200,	SCHOLARSHIP COUNSELORS	59,953.

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 EDUCATION, HEALTH & HUMAN SERVICES, AND CIVIC & CULTURE	7,666,548.
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	
All other program-related investments. See instructions. 3	
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	199,258,270.
b	Average of monthly cash balances			1b	4,400,638.
c	Fair market value of all other assets			1c	1,735,977.
d	**Total** (add lines 1a, b, and c)			1d	205,394,885.
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	205,394,885.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	3,080,923.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	202,313,962.
6	**Minimum investment return** Enter 5% of line 5			6	10,115,698.

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	10,115,698.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	47,165.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	47,165.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	10,068,533.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	10,068,533.
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	10,068,533.

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	9,230,680.
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	9,230,680.
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	9,230,680.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				10,068,533.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			9,101,082.	
b Total for prior years: ____ , ____ , ____		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: ▶ $ 9,230,680.				
a Applied to 2009, but not more than line 2a			9,101,082.	
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 2010 distributable amount				129,598.
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 instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				9,938,935.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	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 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 2010, 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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 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).)

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. (see 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:

SEE STATEMENT 16

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE 2010 CASH GRANTS AWARDED SCHEDULE			EDUCATION	4266351.
SEE 2010 CASH GRANTS AWARDED SCHEDULE			HEALTH & HUMAN SERICES	2324360.
SEE 2010 CASH GRANTS AWARDED SCHEDULE			CIVIC & CULTURE	1075837.
Total			▶ 3a	7666548.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513 or 514 (c) Exclusion code	Excluded by section 512, 513 or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,636.	
4 Dividends and interest from securities			14	4,023,868.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	23,528.	18	-845,288.	
8 Gain or (loss) from sales of assets other than inventory	525990	800.	18	-1,173,826.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		24,328.		2,016,390.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,040,718.

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

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

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

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

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

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

Amy M Snyder | 10/15/13 | CFO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIUS GREEN, CPA	Julius Green	10/8/13		
Firm's name ▶ PARENTEBEARD LLC			Firm's EIN ▶	
Firm's address ▶ 1650 MARKET STREET, STE 4500 PHILADELPHIA, PA 19103			Phone no 215-972-0701	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization	Employer identification number
CONNELLY FOUNDATION	23-6296825

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: CONNELLY FOUNDATION

Employer identification number: 23-6296825

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	H. EDWARD HANWAY 1005 BENT ROAD MEDIA, PA 19063	$ 21,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	AVERY FOUNDATION 110 COMMERCE DRIVE MONTGOMERYVILLE, PA 18936	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	DANIEL J. HILFERTY 220 CEDARBROOK ROAD ARDMORE, PA 19003	$ 21,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: CONNELLY FOUNDATION

Employer identification number: 23-6296825

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
CONNELLY FOUNDATION	23-6296825

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(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

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	TWEEDY BROWNE	P	VARIOUS	VARIOUS
b	VANGUARD TOTAL STOCK INDEX	P	VARIOUS	VARIOUS
c	VANGUARD TOTAL BOND INDEX	P	VARIOUS	VARIOUS
d	ANCHOR POINT	P	VARIOUS	VARIOUS
e	ST GAIN FROM PASSTHROUGHS	P	VARIOUS	VARIOUS
f	LT LOSS FROM PASSTHROUGHS	P	VARIOUS	VARIOUS
g	1231 GAIN FROM PASSTHROUGHS	P	VARIOUS	VARIOUS
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	22,232.			22,232.
b	2,000,000.		1,853,048.	146,952.
c	32,915.			32,915.
d	451,921.		456,142.	-4,221.
e	266,548.		14.	266,534.
f	-1,639,193.		-1,152.	-1,638,041.
g	1,741.		1,938.	-197.
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			(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				22,232.
b				146,952.
c				32,915.
d				-4,221.
e				266,534.
f				-1,638,041.
g				-197.
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	-1,173,826.
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

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2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE & EQUIPMENT	VARIOUS	SL	.000	HY	16	644,317.				644,317.	552,281.		19,607.	571,888.
	* TOTAL 990-PF PG 1 DEPR						644,317.				644,317.	552,281.		19,607.	571,888.

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05-01-10

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
BRYN MAWR TRUST CO	2,860.
GOLDMAN SACHS	5.
MORGAN STANLEY	5,829.
OTHER	2,942.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,636.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERWIND PROPERTY GROUP	96,745.	0.	96,745.
OTHER	1,303.	0.	1,303.
PARTNERSHIP INT/DIV.	1,940,683.	0.	1,940,683.
TWEEDY BROWNE	102,670.	0.	102,670.
VANGUARD	1,882,467.	0.	1,882,467.
TOTAL TO FM 990-PF, PART I, LN 4	4,023,868.	0.	4,023,868.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CMS	-160,034.	-159,572.	
COMMONFUND	-71,743.	-74,530.	
GOLDMAN PEP III	-10,357.	-10,743.	
GOLDMAN PEP TECH	-12,494.	-12,407.	
WHITEHALL STREET REAL ESTATE L.P. XI	-10,567.	-10,567.	
WHITEHALL STREET REAL ESTATE L.P. XII	22,144.	22,144.	
BPG MULTI-FAMILY	-19,556.	-19,556.	
BPG INVESTMENT	-28,774.	-28,774.	
TIFF KEYSTONE	-479,358.	-462,761.	
GMG CAPITAL III	-6,792.	-6,792.	
GMS	-324.	-324.	
PERMIT CAPITAL	-59,969.	-59,969.	
WISTAR	16,064.	16,064.	
WHITEHALL STREET REAL ESTATE L.P. XI	0.	-34,126.	

WHITEHALL STREET REAL ESTATE L.P.XII	0.	-23,938.	
BPG INVESTMENT	0.	20,563.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-821,760.	-845,288.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,475.	1,475.		0.
TO FM 990-PF, PG 1, LN 16A	1,475.	1,475.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,535.	39,535.		0.
TO FORM 990-PF, PG 1, LN 16B	39,535.	39,535.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	80,000.	80,000.		0.
TO FORM 990-PF, PG 1, LN 16C	80,000.	80,000.		0.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	436,059.	0.		0.
TO FORM 990-PF, PG 1, LN 18	436,059.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	22,343.	6,479.		15,954.
PROFESSIONAL SERVICES/FEES	33,082.	9,403.		24,965.
DUES	3,140.	693.		2,447.
OFFICE SUPPLIES AND POSTAGE	15,790.	3,839.		10,995.
TELEPHONE	14,166.	4,108.		10,475.
PROGRAM ACTIVITIES	165,182.	0.		150,592.
OTHER	11,232.	2,603.		8,323.
FOOD/ENTERTAINMENT	18,078.	3,689.		14,450.
CHANGE IN GRANTS PAYABLE	-1,808,516.	0.		0.
TO FORM 990-PF, PG 1, LN 23	-1,525,503.	30,814.		238,201.

FOOTNOTES | STATEMENT 9

THE ORGANIZATION AMENDED ITS 2008 FORM 990-PF TO ADJUST ITS REALIZED GAINS FOR FINAL PARTNERSHIP K-1'S THAT WERE NOT LIQUIDATIONS BUT CONTRIBUTIONS TO ANOTHER PARTNERSHIP INTEREST. PER IRS RULES AND REGULATIONS, THE BASIS OF THE PARTNERSHIP INTERESTS CONTRIBUTED WERE CONTINUED ON A CARRYOVER BASIS AND NO GAIN ON LIQUIDATION SHOULD HAVE BEEN REPORTED.

AS A RESULT, THE ADJUSTED QUALIFYING DISTRIBUTIONS AND UNDISTRIBUTED INCOME WERE ADJUSTED AS WELL. AS THERE WAS NO TAX EFFECT TO THE 2009 RETURN, NO AMENDED RETURN WAS FILED. HOWEVER, THE FOLLOWING ADJUSTED AMOUNTS WERE REPORTED ON THE 2010 FORM 990-PF TO REFLECT THE CHANGES MADE BY THE AMENDED 2008 RETURN:

ORIGINAL 2009 ADJUSTED QUALIFYING DISTRIBUTIONS:	12,848,384.
AMENDED 2009 ADJUSTED QUALIFYING DISTRIBUTIONS:	12,929,219.
ORIGINAL 2009 UNDISTRIBUTED INCOME:	11,140,219.
AMENDED 2009 UNDISTRIBUTED INCOME:	11,221,054.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	6,790,326.	6,790,326.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,790,326.	6,790,326.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-DOMESTIC EQUITY	FMV	73,567,479.	73,567,479.
MUTUAL FUNDS-INTERNATIONAL EQUITY	FMV	18,849,932.	18,849,932.
MUTUAL FUNDS - BONDS	FMV	11,304,966.	11,304,966.
INVESTMENTS IN LIMITED PARTNERSHIPS	FMV	105,749,146.	105,749,146.
OTHER INVESTMENTS	FMV	16,261.	16,261.
TOTAL TO FORM 990-PF, PART II, LINE 13		209,487,784.	209,487,784.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & EQUIPMENT	644,317.	571,888.	72,429.
TOTAL TO FM 990-PF, PART II, LN 14	644,317.	571,888.	72,429.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL TAXES RECEIVABLE	287,700.	160,051.	160,051.
ACCRUED INTEREST RECEIVABLE	102,424.	231,245.	231,245.
OTHER RECEIVABLES	22,923.	102,612.	102,612.
TO FORM 990-PF, PART II, LINE 15	413,047.	493,908.	493,908.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX PAYABLE	72,000.	405,000.
DEFERRED RENT LIABILITY	0.	97,147.
TOTAL TO FORM 990-PF, PART II, LINE 22	72,000.	502,147.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPHINE C. MANDEVILLE 100 FRONT STREET, SUITE 1450 WCONSHOHOCKEN, PA 19428	CHAIRWOMAN & CEO 32.00	194,670.	33,606.	0.
EMILY C. RILEY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	EVP & TRUSTEE 36.00	176,023.	33,806.	0.
LEWIS W. BLUEMLE, JR., MD 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	SVP & TRUSTEE 32.00	102,385.	12,369.	0.
VICTORIA K. FLAVILLE 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	VP ADMIN & SECRETARY 40.00	182,518.	46,870.	0.
AMY M. SNYDER 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	CFO & TREASURER 32.00	113,813.	40,328.	0.
IRA BRIND 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE(FINANCE/AUDIT COM) 2.50	0.	0.	0.
CRAIG CARNAROLI 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE (FINANCE COMM) 2.50	0.	0.	0.
CHRISTINE C. CONNELLY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE(NOMINATING COMM) 2.50	14,263.	0.	0.

DANIEL T. CONNELLY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	COMMITTEE MBR (FINANCE) 0.50	525.	0.	0.
DANIELE CONNELLY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE 2.00	14,000.	0.	0.
JENAE F. CONNELLY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE 2.00	14,000.	0.	0.
THOMAS S. CONNELLY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE 2.00	13,000.	0.	0.
ELEANOR DAVIS 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE(NOMINATING/COMP CO 2.00	0.	0.	0.
CELINE DELANEY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE 2.00	14,000.	0.	0.
THOMAS DONOVAN 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE(FINANCE/NOMIN/COMP 2.50	3,950.	0.	0.
JAMES P. GALLAGHER 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE (COMPENSATION COMM 2.50	0.	0.	0.
SCOTT M. JENKINS 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE(FINANCE/AUDIT COM) 2.50	0.	0.	0.
AMELIA Q. RILEY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE 2.00	14,000.	0.	0.
BARBARA RILEY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE(NOMINATING COMM) 2.50	14,263.	0.	0.
THOMAS RILEY 100 FRONT STREET, SUITE 1450 W CONSHOHOCKEN, PA 19428	TRUSTEE 2.00	14,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		885,410.	166,979.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CONNELLY FOUNDATION
100 FRONT STREET, SUITE 1450
WEST CONSHOHOCKEN, PA 19428

TELEPHONE NUMBER

(610) 834-3222

FORM AND CONTENT OF APPLICATIONS

APPLICANTS MAY USE THE DELAWARE VALLEY GRANTMAKERS APPLICATION FORM. GUIDELINES MAY BE DOWNLOADED AT WWW.CONNELLYFDN.ORG.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE PRIMARILY DIRECTED TO ORGANIZATIONS IN THE CITY OF PHILADELPHIA AND THE GREATER DELAWARE VALLEY REGION.

CONNELLY FOUNDATION
EIN 23-6296825

2010 FORM 990-PF - AMENDED

This return is being amended to report interest and dividends from partnership Form K-1s that had been inadvertently omitted from the original return for both tax years 2010 and 2011. Once discovered, the organization set about to amend both 2010 and 2011 returns and report the omitted income in its entirety, at its earliest opportunity. See below for amounts that have changed on the 2010 amended return:

Part I: Analysis of Revenue and Expenses
Line 4, Dividends and Inerest from Securities

Original return	$2,099,285
Amended return	4,023,868
Change in dividends	$1,924,583

Part III: Analysis of Changes in Net Assets or Fund Balances
Line 3, Other Increases

Original return	25,426,188
Amended return	23,501,605
Change in unrealized gains	1,924,583

Part VI: Excise Tax Based on Investment Income
Line 1, Excise Tax

Original return	$ 8,673
Amended return	47,165
Increase in excise tax	$38,492

Part XI, Distributable Amount

Line 7, Distributable Amount as adjusted

Original return	10,107,025
Amended return	10,068,533
Decrease	38,492

Part XIII: Undistributed Income

Line 1, Distributable Amount for 2010

Original return	10,107,025
Amended return	10,068,533
Difference	38,492

Line 6f, Undistributed income for 2011

Original return	9,977,427
Amended return	9,938,935
Difference	38,492

CONNELLY FOUNDATION
EIN 23-6296825

2011 FORM 990-PF - AMENDED

This return is being amended to report interest and dividends from partnership Form K-1s that had been inadvertently omitted from the original return for both tax years 2010 and 2011. Once discovered, the organization set about to amend both 2010 and 2011 returns and report the omitted income in its entirety, at its earliest opportunity. See below for amounts that have changed on the 2011 amended return:

Part I: Analysis of Revenue and Expenses

Line 4, Dividends and Inerest from Securities

Original return	$2,229,717
Amended return	3,243,199
Change in dividends	$1,013,482

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

Line 5, Other Decreases

Original return	4,094,291
Amended return	5,107,773
Change in unrealized losses	1,013,482

Part VI: Excise Tax Based on Investment Income

Line 1, Excise Tax

Original return	$54,294
Amended return	74,564
Increase in excise tax	$20,270

Part XI, Distributable Amount

Line 7, Distributable Amount as adjusted

Original return	10,627,531
Amended return	10,607,261
Decrease	20,270

Part XIII: Undistributed Income

Line 1, Distributable Amount for 2011

Original return	10,627,531
Amended return	10,607,261
Difference	20,270

Part XIII: Undistributed Income

Line 2, Undistributed income from 2010

Original return	9,977,427
Amended return	9,938,935
Difference	38,492

Line 6f, Undistributed income for 2011

Original return	10,495,517
Amended return	10,436,755
Difference	58,762

CONNELLY FOUNDATION
EIN 23-6296825

2010 FORM 990-PF - AMENDED

This return is being amended to report interest and dividends from partnership Form K-1s that had been inadvertently omitted from the original return for both tax years 2010 and 2011. Once discovered, the organization set about to amend both 2010 and 2011 returns and report the omitted income in its entirety, at its earliest opportunity. See below for amounts that have changed on the 2010 amended return:

Part I: Analysis of Revenue and Expenses

Line 4, Dividends and Inerest from Securities

Original return	$2,099,285
Amended return	4,023,686
Change in dividends	$1,924,583

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

Line 3, Other Increases

Original return	25,426,188
Amended return	23,501,605
Change in unrealized gains	1,924,583

Part VI: Excise Tax Based on Investment Income

Line 1, Excise Tax

Original return	$ 8,673
Amended return	47,165
Increase in excise tax	$38,492

Part XI, Distributable Amount

Line 7, Distributable Amount as adjusted

Original return	10,107,025
Amended return	10,068,533
Decrease	38,492

Part XIII: Undistributed Income

Line 1, Distributable Amount for 2010

Original return	10,107,025
Amended return	10,068,533
Difference	38,492

Line 6f, Undistributed income for 2011

Original return	9,977,427
Amended return	9,938,935
Difference	38,492