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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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <u>THE HALEY FOUNDATION</u>		A Employer identification number <u>23-2869076</u>	
Number and street (or P.O. box number if mail is not delivered to street address) <u>P.O. Box 205</u>		B Telephone number (see instructions) <u>215-862-5670</u>	
City or town, state, and ZIP code <u>New Hope, PA 18938</u>		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► <u>\$ 1,083,664</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <small>(Part I, column (d) must be on cash basis.)</small>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books      (b) Net investment income      (c) Adjusted net income      (d) Disbursements for charitable purposes (cash basis only) <u>N/A</u>	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	<u>64,284</u>	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B		
	3 Interest on savings and temporary cash investments	<u>11</u>	<u>11</u>
	4 Dividends and interest from securities	<u>27,451</u>	<u>27,451</u>
	5a Gross rents		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10	<u>1,661</u>	
	b Gross sales price for all assets on line 6a	<u>25,000</u>	
	7 Capital gain net income (from Part IV, line 2)		<u>1,661</u>
	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) (attach schedule)			
11 Other income (attach schedule)	<u>18</u>	<u>18</u>	
<b>12 Total.</b> Add lines 1 through 11 <small>1AY 2.1.2012</small>	<u>93,425</u>	<u>29,141</u>	<u>1,067</u>
<b>Operating and Administrative Expenses</b>			
13 Compensation of officers, directors, trustees, etc.	<u>1,600</u>	<u>533</u>	<u>1,067</u>
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	<u>500</u>	<u>167</u>	<u>333</u>
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)	<u>375</u>		
19 Depreciation (attach schedule) and depletion			
20 Occupancy	<u>600</u>	<u>200</u>	<u>400</u>
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	<u>1,616</u>	<u>539</u>	<u>1,077</u>
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	<u>4,691</u>	<u>1,439</u>	<u>2,877</u>
25 Contributions, gifts, grants paid	<u>48,950</u>		<u>48,950</u>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<u>53,641</u>	<u>1,439</u>	<u>51,827</u>
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	<u>39,784</u>	<u>2,7702</u>	

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	28,180	23,729	23,729
	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 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) . . . . .	736,074	813,169	813,169
	c	Investments—corporate bonds (attach schedule) . . . . .	163,158	194,004	194,004
	11	Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .	51,227	52,762	52,762	
13	Investments—other (attach schedule) . . . . .				
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ► . . . . .)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	978,639	1,083,664	1,083,664	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	-0-	-0-	
<b>Net Assets or Fund Balances</b>	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 . . . . .	978,639	1,083,664	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	978,639	1,083,664	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	978,639	1,083,664	

**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	978,639
2	Enter amount from Part I, line 27a . . . . .	2	39,784
3	Other increases not included in line 2 (itemize) ► <i>INCR. MARKET VALUE</i>	3	65,241
4	Add lines 1, 2, and 3 . . . . .	4	1,083,664
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,083,664

**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	2,360,718 SHS VANGUARD S&T BOND FUND	P	VARIOUS	5/12/11
b	CAPITAL GAIN DISTRIBUTIONS			
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 25,000		24,724	276	
b			1,385	
c				
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	1,661
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 instructions). If (loss), enter -0- in Part I, line 8			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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	45,101	912,951	.04940
2009	38,464	779,358	.04935
2008	47,703	968,562	.04925
2007	58,972	1,182,094	.04989
2006	49,771	1,002,035	.04907

2 Total of line 1, column (d)	2	.04696
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	.04939
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,033,403
5 Multiply line 4 by line 3	5	51,040
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	277
7 Add lines 5 and 6	7	51,317
8 Enter qualifying distributions from Part XII, line 4	8	51,827

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	277
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-)	2	-0-
3	Add lines 1 and 2	3	277
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-0-
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	277
6	<b>Credits/Payments:</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	32
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	32
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	245
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ►	Refunded	► 11

**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
<i>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.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year?		
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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?		X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <i>PENNSYLVANIA</i>		
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? <i>If "No," attach explanation</i>		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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	X
12	X
13	X
14	Telephone no. ► 215-862-5670 ZIP+4 ►
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► N/A   15
16	At any time during calendar year 2011, 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? Yes <input checked="" type="checkbox"/> No X See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► N/A

**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)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(6)	<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 instructions)?	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2011? 1c	
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)): 2b	
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20   <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 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. ► 20 , 20 , 20 , 20   <input type="checkbox"/> Yes <input type="checkbox"/> No	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2011 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 2011.) 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a	
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 2011? 4b	

**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))? . . . . .	<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 instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<i>N/A</i>		5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<i>N/A</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
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? . . . . .	<i>If "Yes" to 6b, file Form 8870.</i>	<i>N/A</i>	6b	<input checked="" type="checkbox"/>
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 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
ROBERT HUXLEY NEW HOPE, PA 18938	EXEC. DIR. 3	1,600	- 0 -	- 0 -
SALLY HUXLEY NEW HOPE, PA 18938	TRUSTEE 1/2	- 0 -	- 0 -	- 0 -

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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

1	.....	
2	.....	
3	.....	
4	.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program related investments made by the foundation during the last year. (Line 1 and 2)	
1	_____
	_____
2	_____
	_____

All other program-related investments See instructions

**3** \_\_\_\_\_  
**Total Add lines 1 through 3** ►

**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	972,930
b	Average of monthly cash balances	1b	24,087
c	Fair market value of all other assets (see instructions)	1c	52,123
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,049,140
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	- 0 -
3	Subtract line 2 from line 1d	3	1,049,140
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,737
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,033,403
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	51,670

**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	51,670
2a	Tax on investment income for 2011 from Part VI, line 5	2a	277
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	- 0 -
c	Add lines 2a and 2b	2c	277
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,393
4	Recoveries of amounts treated as qualifying distributions	4	- 0 -
5	Add lines 3 and 4	5	51,393
6	Deduction from distributable amount (see instructions)	6	- 0 -
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,393

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	51,827
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	- 0 -
b	Program-related investments—total from Part IX-B	2	- 0 -
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	- 0 -
3	Amounts set aside for specific charitable projects that satisfy the:	3b	- 0 -
a	Suitability test (prior IRS approval required)	4	51,827
b	Cash distribution test (attach the required schedule)	5	277
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	51,550
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 instructions)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				51,393
2 Undistributed income, if any, as of the end of 2011:			- 0 -	
a Enter amount for 2010 only . . . . .		- 0 -		
b Total for prior years: 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	- 0 -			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 51,827			- 0 -	
a Applied to 2010, but not more than line 2a . . . . .			- 0 -	
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 2011 distributable amount . . . . .				51,827
e Remaining amount distributed out of corpus	- 0 -			
5 Excess distributions carryover applied to 2011 (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:	- 0 -			
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 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				- 0 -
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				- 0 -
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .	- 0 -			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) .	- 0 -			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	- 0 -			
10 Analysis of line 9:				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .				
c Excess from 2009 . . . . .				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

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

N/A

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

## 1 Information Regarding Foundation Managers:

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

*ROBERT HUXLEY* *SALLY HUXLEY*

**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.

*WA*

## 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:

ROBERT HUXLEY THE HALEY FOUNDATION P.O. Box 205 New Hope, 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

**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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
IMAGES OF THE MOTHERLAND THEATRE PHILADELPHIA, PA 19105	N/A	PUBLIC	OPERATING FUNDS	750
PHILADELPHIA SOCIETY FOR PRESERVATION OF LANDMARKS PHILADELPHIA, PA 19106	N/A	PUBLIC	CHILDREN'S EDUCATION PROGRAMS	4,000
JONATHON KRIST FOUNDATION NEW HOPE, PA 18938	N/A	PUBLIC	OPERATING FUNDS	1,000
NORTH CAROLINA STAGE CO. ASHEVILLE, NC 28801	N/A	PUBLIC	LOBBY RENOVATION	2,000
ENCHANT MENT THEATRE GLENNSIDE, PA 19038	N/A	PUBLIC	OPERATING FUNDS	8,185
IRISH REPERTORY THEATRE NEW YORK, NY 10011	N/A	PUBLIC	CAPITAL FUND	1,000
FREE LIBRARY OF NEW HOPE SOLEBURY NEW HOPE, PA 18938	N/A	PUBLIC	SUMMER READING PROGRAM	7,500
A WOMAN'S PLACE DRYESTOWN, PA 18901	N/A	PUBLIC	TEEN PROGRAMS	3,215
BUCKS COUNTY SPCA LAHASKA, PA 18931	N/A	PUBLIC	SPAY & NEUTER PROGRAM	5,000
<b>Total</b>				► 3a
<b>b Approved for future payment</b>	N/A			
<b>Total</b>				► 3b

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
FRIENDS OF DAG HAMMARSKJÖLD PLAZA NEW YORK, NY 10017	N/A	PUBLIC	FALL CHILDREN'S FAIR	4,500
CHILDREN'S ADVOCACY CENTER DOYLESTOWN, PA 18901	N/A	PUBLIC	OFFICE FURNISHINGS	3,000
ARDEN THEATRE PHILADELPHIA, PA 19106	N/A	PUBLIC	CHILDREN'S THEATRE	5,000
PHILADELPHIA THEATRE CO. PHILADELPHIA, PA 19146	N/A	PUBLIC	OPERATING FUNDS	3,000
ANIMALS IN CRISIS PHILADELPHIA, PA 19124	N/A	PUBLIC	OPERATING FUNDS	800
<b>Total</b>				► 3a 48,950
<b>b Approved for future payment</b>	N/A			
<b>Total</b>				► 3b

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue:</b>					<i>14</i>
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>			<i>14</i>		<i>11</i>
<b>4</b>	<b>Dividends and interest from securities</b>			<i>14</i>		<i>27,451</i>
<b>5</b>	<b>Net rental income or (loss) from real estate:</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			<i>18</i>		<i>1,661</i>
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue: a</b>					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal. Add columns (b), (d), and (e)</b>			<i>29,123</i>		
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>			<i>13</i>		<i>29,123</i>
(See worksheet in line 12 instructions to verify calculations.)						

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

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

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

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		1c
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** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**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) is based on all information of which preparer has any knowledge.

15/14/12  
Date

► EXEC. DIRECTOR

Signature of officer or trustee

Dat

Title

<b>Paid Preparer Use Only</b>	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 NALEY FOUNDATION

**Employer identification number**

23-2869076

**Organization type (check one)**

**Fillers 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
- 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, total 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 total 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 Part I, 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

Employer identification number

THE HALEY FOUNDATION

23-2869076

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SALLY HUXLEY P.O. Box 205 New Hope, PA 18938	\$ 13,593	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ROBERT HUXLEY P.O. Box 205 New Hope, PA 18938	\$ 47,610	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE HALEY FOUNDATION

Employer identification number

23-2869076

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500 SWS TEXTRON	\$ 13,593	3/31/n
2	500 SWS MARSH McLENNAN	\$ 14,663	4/15/n
2	500 SWS BANK NY MILLION	\$ 14,122	5/16/11
2	500 SWS ELLI LILLY	\$ 18,825	10/28/11
	500 SWS ELLI LILLY	\$	
	500 SWS ELLI LILLY	\$	



Trust account  
**Robert D. Huxley & Sally B. Huxley Tr**  
**U/A 12-07-96 Found Declaration of Trust**  
**Account overview**

**Vanguard Flagship Services®**  
**Brian J. McGinnis, Registered Representative: 800-345-1344, Ext. 1589**  
**Brokerage Services: 800-992-8327**

**\$1,030,901.63**

Total value of all accounts as of December 31, 2011

Year-to-date income	Vanguard funds	Brokerage assets
Taxable income	\$5,679.58	\$23,166.75
Nontaxable income	0.00	0.00
<b>Total</b>	<b>\$5,679.58</b>	<b>\$23,166.75</b>

**Balances and holdings for Vanguard funds**

Beginning on January 1, 2012, new tax rules on taxable (excluding money market funds) require Vanguard to track cost basis in individual shares acquired and subsequently sold on or after that date. Unless you select another reporting basis, sales of Vanguard mutual funds held in 2013 for more information, visit vanguard.com/costbasis.

Symbol	Name	Fund & account	Average price per share	Total cost	Balance on 12/31/2010	Balance on 12/31/2011
VFJX	GNMA Fund Admiral Shares	0536-09903680434	\$10.37	\$92,200.33	\$91,325.29	\$98,444.51
VMMAXX	Prime Money Mkt Fund	0030-09903680434			28,180.12	23,729.40
VBIRX	Short-Term Bond Index Adm	5132-09903680434	10.48	47,967.23	71,832.28	48,580.64
					<b>\$191,337.69</b>	<b>\$170,754.55</b>

Assets listed in this statement for the registration above are held by separate entities. Brokerage assets are held by Vanguard Brokerage Services® (VBS or Brokerage Services), a division of Vanguard Marketing Corporation (VMC), member FINRA and SIPC. VMC is a wholly owned subsidiary of The Vanguard Group, Inc. (VGI). Vanguard Funds, including Vanguard Brokerage money market funds not held in Vanguard Brokerage Option (VBO) accounts through employer-sponsored retirement plans, are offered by prospectus only, held by VGI, and are not protected by SIPC. VGI provides Vanguard fund data. For a complete listing of your brokerage assets, refer to the section titled 'Balances and holdings for Vanguard Brokerage Services.' For inquiries and questions regarding your brokerage assets, please contact Brokerage Services.

December 31, 2011, year-to-date statement



**Trust account**

Robert D. Huxley & Sally B. Huxley Tr  
U/A 12-07-96 Haley Found Declaration of Trust

**Vanguard Flagship Services®**  
Brian J. McGinnis, Registered Representative: 800-345-1344, Ext 1589  
Brokerage Services: 800-992-8327

**Balances and holdings for Vanguard Brokerage Services account—25393614**

Unless otherwise noted, your position is held as cash

**Mutual funds**

Symbol	Name	Average price per share	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
PYHAX	PAYDEN & RYGEL INVESTMENT GROUP HIGH INCOME FUND Est annual income \$3,676.55, Est yield 7.83%			6,808.4380	\$6 9000	\$45,132.31	\$46,978.21
STMDX	STRATTON REAL ESTATE FUND INC Est annual income \$622.44, Est yield 1.87%			1,235.0040	26 9400	32,715.25	33,271.00

**Total Est. annual income: \$4,298.99; Est. yield: 5.36%**

**Stocks**

Symbol	Name	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
ABT	ABBOTT LABORATORIES Est annual income \$576.00; Est yield 3.41%		300 0000	\$56 2300	\$14,373.00	\$16,869.00
MO	ALTRIA GROUP INC Est annual income \$1,968.00, Est yield 5.53%		1,200 0000	29 6500	29,544.00	35,580.00
BAC	BANK OF AMERICA CORP Est annual income \$24.00, Est yield 0.72%		600 0000	5 5600	8,004.00	3,336.00



Vanguard®

**Vanguard Flagship Services®**

Robert D. Huxley & Sally B. Huxley Tr  
U/A 12-07-96 Haley Found Declaration of Trust  
Brokerage Services: 800-992-8327

**Balances and holdings for Vanguard Brokerage Services account—25393614, continued**

**Stocks, continued**

Symbol	Name	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
BK	BANK OF NEW YORK MELLON CORP Est annual income \$440.96; Est yield 2.61%	-	848 0000	19 9100	10,509.60	16,883.68
B	BARNES GROUP INC Est annual income \$1,200.00; Est yield 1.66%	-	3,000 0000	24 1100	62,010.00	72,330.00
C	CIGNA CORP Est annual income \$72.00; Est yield 0.10%	-	1,800 0000	42 0000	65,988.00	75,600.00
CSCO	CISCO SYSTEMS INC Est annual income \$144.00; Est yield 1.33%	\$14,376.00	600 0000	18 0800	8,092.00	10,848.00
CYT	CYTEC INDUSTRIES INC Est annual income \$157.50; Est yield 1.12%	-	315 0000	44 6500	16,713.90	14,064.75
D	DOMINION RESOURCES INC VA NEW Est annual income \$2,324.60; Est yield 3.71%	-	1,180 0000	53 0800	50,409.60	62,634.40
DD	DU PONT E.I. DE NEMOURS & COMPANY Est annual income \$984.00; Est yield 3.58%	-	600 0000	45 7800	29,928.00	27,468.00
DNB	DUN & BRADSTREET CORP NEW DE Est annual income \$360.00; Est yield 1.92%	-	250 0000	74 8300	20,522.50	18,707.50





### Trust account

Robert D. Huxley & Sally B. Huxley Tr  
U/A 12-07-96 Haley Found Declaration of Trust

### Balances and holdings for Vanguard Brokerage Services account—253993614, continued

#### Stocks, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2010	Balance on 12/31/2011
EMR	EMERSON ELECTRIC COMPANY Est annual income: \$320.00; Est yield: 3.43%	-	200,000.00	46,5900	11,434.00	9,318.00
XOM	EXXON MOBIL CORP Est annual income: \$940.00; Est yield: 2.22%	-	500,000.00	84,7600	36,560.00	42,380.00
FISV	FISERV INC	-	250,000.00	58,7400	14,640.00	14,685.00
K	KELLOGG COMPANY Est annual income: \$1,032.00; Est yield: 3.40%	-	600,000.00	50,5700	30,648.00	30,342.00
KMB	KIMBERLY CLARK CORP Est annual income: \$420.00; Est yield: 3.81%	-	150,000.00	73,5600	9,456.00	11,034.00
KFT	KRAFT FOODS CLASS A Est annual income: \$481.40; Est yield: 3.10%	-	415,000.00	37,3600	13,076.65	15,504.40
LLY	LILLY ELI & COMPANY Est annual income: \$980.00; Est yield: 4.72%	7,803.13	500,000.00	41,5600	-	20,780.00
MMC	MARSH & MCLENNAN COS INC Est annual income: \$880.00; Est yield: 2.78%	3,759.08	1,000,000.00	31,6200	-	31,620.00
MRK	MERCK & COMPANY INC NEW Est annual income: \$2,520.00; Est yield: 4.46%	-	1,500,000.00	37,7000	54,060.00	56,550.00
MCO	MOODYS CORP Est annual income: \$640.00; Est yield: 1.90%	-	1,000,000.00	33,6800	26,540.00	33,680.00



### Trust account

Robert D. Huxley & Sally B. Huxley Tr  
U/A 12-07-96 Haley Found Declaration of Trust

### Balances and holdings for Vanguard Brokerage Services account—25393614, continued

#### Stocks, continued

<b>Vanguard Flagship Services®</b>					
Symbol	Name	Total cost	Quantity	Price on 12/31/2011	Balance on 12/31/2011
PFE	PFIZER INC	27,603.64	1,576.0000	21.6400	27,595.76
PM	PHILIP MORRIS INTERNATIONAL INC		600.0000	78.4800	35,118.00
TXT	TEXTRON INC		2,800.0000	18.4900	54,372.00
UPS	UNITED PARCEL SERVICE INC CL B		150.0000	73.1900	10,887.00
VMC	VULCAN MATERIALS COMPANY		400.0000	39.3500	17,744.00
<b>Total Est. annual income: \$20,251.34; Est. yield: 2.60%</b>				<b>\$658,226.01</b>	<b>\$779,887.87</b>

### Account activity for Vanguard funds

GNMA Fund Admiral Shares 0536-09903680434

Purchases	Withdrawals	Dividends	Short-term capital gains	Long-term capital gains
\$0.00	\$0.00	\$3,160.55	\$946.88	\$175.35
30-day SEC yield as of 12/30/2011*		3.12%		

\*Based on holdings' actual income for the past 30 days, distribution may differ For updated information, visit vanguard.com

December 31, 2011, year-to-date statement



2011 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

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Part XV Line 2b

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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.

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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.

2011 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

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Part XV Line 2d

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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// Form PF-990 Schedule Attachment

The Haley Foundation #23-2869076

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Part VII-A Line 10

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

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

2011 Form 990-PF Schedule Attachment  
The Haley Foundation #23-2869076

Part I Line 11

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Litigation Settlement 18

Part I Line 23

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P.O. Box Rental	60
Filing Fee & Postage	21
Insurance	750
Dues	695
Office Expense	90
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	1,616

Part II Line 11

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Life Insurance Policy