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

2011

For calendar year 2011 or tax year beginning DEC 1, 2011 , and ending NOV 30, 2012

Name of foundation: JOSEPH G. BRADLEY CHARITABLE FOUNDATION

A Employer identification number: 23-7647762

Number and street (or P O box number if mail is not delivered to street address): C/O COZEN O'CONNOR 1900 MARKET STREET

Room/suite:

B Telephone number: (215)665-3723

City or town, state, and ZIP code: PHILADELPHIA, PA 19103

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ 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)* ▶$ 5,747,143.

J Accounting method: ☒ Cash ☐ 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))	(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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	33.	33.		STATEMENT 1
4 Dividends and interest from securities	108,319.	108,319.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	37,780.			
b Gross sales price for all assets on line 6a 3,486,633.				
7 Capital gain net income (from Part IV, line 2)		37,780.		
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	-1,428.	-1,327.		STATEMENT 3
12 **Total** Add lines 1 through 11	144,704.	144,805.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	12,460.	6,230.		6,230.
14 Other employee salaries and wages				
15 Pension plans, employee benefits			JUL 22 2013	
16a Legal fees STMT 4	13,215.	6,608.		6,607.
b Accounting fees				
c Other professional fees				
17 Interest	490.	490.		0.
18 Taxes STMT 5	4,890.	289.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 **Total operating and administrative expenses.** Add lines 13 through 23	31,055.	13,617.		12,837.
25 Contributions, gifts, grants paid	273,400.			273,400.
26 **Total expenses and disbursements.** Add lines 24 and 25	304,455.	13,617.		286,237.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-159,751.			
b **Net investment income** (if negative, enter -0-)		131,188.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 6	4,659,804.	4,555,958.	5,621,383.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	103,906.	39,362.	121,140.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ ESTIMATED TAXES)	2,180.	4,620.	4,620.
	16	**Total assets** (to be completed by all filers)	4,765,890.	4,599,940.	5,747,143.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ MARGIN LOAN)	30,529.	24,330.	
	23	**Total liabilities** (add lines 17 through 22)	30,529.	24,330.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,735,361.	4,575,610.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	4,735,361.	4,575,610.	
	31	**Total liabilities and net assets/fund balances**	4,765,890.	4,599,940.	

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	4,735,361.
2	Enter amount from Part I, line 27a	2	-159,751.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,575,610.
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	4,575,610.

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	3,486,633.		3,448,853.	37,780.

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				37,780.

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 37,780.

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))
2010	261,662.	5,762,958.	.045404
2009	227,169.	5,265,063.	.043146
2008	341,242.	4,509,255.	.075676
2007	390,944.	6,791,349.	.057565
2006	380,005.	8,168,186.	.046523

2	**Total** of line 1, column (d)	2	.268314
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	.053663
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,693,997.
5	Multiply line 4 by line 3	5	305,557.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,312.
7	Add lines 5 and 6	7	306,869.
8	Enter qualifying distributions from Part XII, line 4	8	286,237.

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	2,624.
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	2,624.
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	2,624.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 4,620.		
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		
7	Total credits and payments. Add lines 6a through 6d		7	4,620.
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	1,996.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,996. **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? N/A	4b		
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 2011 or the taxable year beginning in 2011 (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

Form **990-PF** (2011)

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ COZEN O'CONNOR Telephone no. ▶ (215) 665-3723

Located at ▶ 1900 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103

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 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?	16		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 ▶			

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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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.)* 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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(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
ANDREW R. NEHRBAS PENN VALLEY, PA 19072	TRUSTEE 0.00	12,460.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 N/A	
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	5,650,133.
b	Average of monthly cash balances			1b	130,575.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	5,780,708.
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	5,780,708.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	86,711.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,693,997.
6	**Minimum investment return.** Enter 5% of line 5			6	284,700.

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	284,700.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,624.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,624.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	282,076.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	282,076.
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	282,076.

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	286,237.
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	286,237.
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	286,237.

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				282,076.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			273,337.	
b Total for prior years: ____, ____, ____		0.		
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: ▶ $ 286,237.				
a Applied to 2010, but not more than line 2a			273,337.	
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				12,900.
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:				
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				269,176.
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 2006 not applied on line 5 or line 7	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

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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:

TO FOUNDATION

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

NO SPECIAL FORM

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:

DISTRIBUTIONS LIMITED TO ORGANIZATIONS THAT CARRY OUT THE PURPOSE OF THE FOUNDATION

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				
ORLEANS CHURCH BUILDING FOUNDATION ORLEANS, MA	NONE	NONE	FOR ORGAN RESTORATION	50,000.
ST. MICHAEL'S EPISCOPAL CHURCH GROSSE POINTE WOODS, MI	NONE	NONE	FOR ORGAN RESTORATION	60,000.
ST. PAUL'S EPISCOPAL CHURCH ROCHESTER, NY	NONE	NONE	FOR ORGAN RESTORATION	100,000.
ST. MALACHY'S CHURCH NEW YORK, NY	NONE	NONE	FOR ORGAN RESTORATION	13,400.
COE COLLEGE CEDAR RAPIDS, IA	NONE	NONE	FOR ORGAN RESTORATION	50,000.
Total			▶ 3a	273,400.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	33.	
4 Dividends and interest from securities			14	108,319.	
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			14	-1,428.	
8 Gain or (loss) from sales of assets other than inventory			18	37,780.	
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)		0.		144,704.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 144,704.

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

Andrew R [signature] TTee 7/10/13 Trustee

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT FRIEDMAN	[signature]	7.1.12		P00631843
Firm's name ▶ COZEN O'CONNOR			Firm's EIN ▶ 23-1732832	
Firm's address ▶ 1900 MARKET STREET PHILADELPHIA, PA 19103-3508			Phone no. 215-665-4628	

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	SEE SCHEDULE ATTACHED	P		
b	SECURITIES LITIGATION: SEC. VS. JPM ENRON	P		
c	KINDER MORGAN ENERGY PARTNERS LP	P		
d	PLAINS ALL AMERICAN PIPELINE LP	P		
e	BOARDWALK PIPELINE PARTNERS LP	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,474,833.		3,448,853.	25,980.
b	2,193.			2,193.
c	196.			196.
d	5.			5.
e	187.			187.
f	9,219.			9,219.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				25,980.
b				2,193.
c				196.
d				5.
e				187.
f				9,219.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	37,780.
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

123591
05-01-11

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-12

DESCRIPTION	# OF SHARES	SALE PRICE	COST	GAIN (LOSS)
ADT Corp	2,000 00	81,238 43	72,780 18	8,458 25
Altisource Portfolio Solutions SA	2,500 00	168,823 59	154,707 52	14,116 07
Apache Corp	1,500 00	164,001 21	153,265 21	10,736 00
Apple Inc	200 00	131,650 54	17,148 78	114,501 76
Automatic Data Processing Inc	1,500 00	85,435 68	81,570 24	3,865 44
Barclays Bank iPath S&P 500 VIX ST Futures ETN	3,000 00	101,207 12	141,407 61	(40,200 49)
Calavo Growers Inc	3,000 00	76,602 91	63,082 96	13,519 95
Cliffs Natural Resources Inc	800 00	37,374 24	59,459 32	(22,085 08)
Comcast Corp 7% Pfd	1,500 00	37,500 00	37,500 00	-
Constant Contact Inc	1,500 00	23,484 73	45,094 67	(21,609 94)
Cummins Inc	1,000 00	100,176 85	88,930 60	11,246 25
CVS Caremark Corp	1,500 00	62,843 91	50,102 03	12,741 88
CYS Investments Inc	5,000 00	66,913 13	68,671 17	(1,758 04)
Ensco PLC	1,500 00	76,014 28	84,662 21	(8,647 93)
Exelis Inc	2,000 00	19,186 56	25,394 01	(6,207 45)
Express Scripts Inc	1,000 00	62,407 02	54,347 59	8,059 43
Exxon Mobil Corp	500 00	41,782 94	6,031 75	35,751 19
Gamestop Corp	2,000 00	34,614 02	53,525 24	(18,911 22)
General Cable Corp	1,500 00	39,392 42	100,295 63	(60,903 21)
Grace WR & Company	1,000 00	53,288 03	60,913 16	(7,625 13)
Hess Corp	1,000 00	50,572 86	84,615 33	(34,042 47)
Honeywell Intl Inc	1,000 00	60,076 75	60,954 03	(877 28)
ITT Corp	1,000 00	16,540 26	19,616 57	(3,076 31)
Kellogg Copany	2,000 00	99,154 36	103,818 56	(4,664 20)
Kimberly Clark Corp	1,000 000	71,241 62	62,171.54	9,070 08
Legg Mason Capital Mgmt Opportunity Trust	9,601	81996 37	177302 54	(95,306 17)
Mellanox Technologies Limited	300	30,426 96	27,897 42	2,529 54
Microsoft Inc	1000	30,123 61	30,092 27	31 34
National Fuel Gas Company	500	22,928 73	27,784 24	(4,855 51)
Nordson Corp	2000	110,650 68	106,267 69	4,382 99
Norfolk Southern Corp	500	36,783 92	36,663 92	120 00
Nuance Communication Inc	1500	33,474 04	46,068 96	(12,594 92)
Oxford Lane Cap Corp	2666	37,909 01	47,749 53	(9,840 52)
Pall Corp	2000	118,286 16	98,479 93	19,806 23
Pepco Holdings	2000	37,610 67	39,287 86	(1,677 19)
Phillips 66	1000	46,119 14	6,007 62	40,111 52
PNC Capital Trust E	2000	50,000 00	50,000 00	-
Potash Corp of Saskatchewan	1500	61,122 12	89,218 69	(28,096 57)
Primo Water Corp	6000	16,181 15	61,816 88	(45,635 73)
Prudential Financial Inc	1000	58,537 75	64,002 70	(5,464 95)
Scripps Networks Interactive Inc	1,000	47,968 43	51,232 61	(3,264 18)
Smithfield Foods Inc	2,000	36,757 97	43,067 93	(6,309 96)
Sodastream International Ltd	1,000	39,067 33	41,404 44	(2,337 11)
Starbucks Corp	1,000	45,950 12	48,691 40	(2,741 28)
Starwood Hotels & Resorts Worldwide	1,200	71,979 20	63,757 58	8,221 62
Suncor Energy Inc	3,000	102,386 39	95,908 84	6,477 55
TICC Capital Corp	2,500	21,766.09	17,087 43	4,678 66
Universal Health Services	1,500	68,105	73,633	(5,527 96)
Verizon Communications	2,000	87,204 22	72,057 46	15,146 76
Weatherford International Ltd	3,000	51,505 67	47,811 35	3,694 32
Xylem Inc	2,000	52,011 09	58,781 71	(6,770 62)
Yum Brands Inc	1,500	104,925 35	80,733 00	24,192 35
Kinder Morgan Energy Partners	1,000	78,905 54	-	78,905 54
Boardwalk Pipeline Partners	2,000	53,760 61	39,630 80	14,129 81
Plains All American Pipeline LP	1,000	78,865 74	56,349 29	22,516 45
		3,474,832 68	3,448,853 12	25,979 56

Attachment to Form 990-PF
Part IV Line 1a

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

SOURCE	AMOUNT
JANNEY MONTGOMERY SCOTT LLC	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOARDWALK PIPELINE PARTNERS LP	6.	0.	6.
JANNEY MONTGOMERY SCOTT LLC	117,081.	9,219.	107,862.
KINDER MORGAN ENERGY PARTNERS LP	420.	0.	420.
PLAINS ALL AMERICAN PIPELINE LP	31.	0.	31.
TOTAL TO FM 990-PF, PART I, LN 4	117,538.	9,219.	108,319.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS, LP	4,418.	4,418.	
BOARDWALK PIPELINE PARTNERS LP	-4,249.	-4,231.	
PLAINS ALL AMERICAN PIPELINE LP	-1,597.	-1,514.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,428.	-1,327.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COZEN O'CONNOR	13,215.	6,608.		6,607.
TO FM 990-PF, PG 1, LN 16A	13,215.	6,608.		6,607.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	4,555,958.	5,621,383.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,555,958.	5,621,383.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LINN ENERGY LLC	COST	39,362.	39,630.
KINDER MORGAN ENERGY PARTNERS LP	COST	0.	81,510.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,362.	121,140.

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-12

STOCK DESCRIPTION	# OF SHARES 11/30/2012	COST 11/30/2012	MARKET VALUE 11/30/2012
Apache Corp	1,500 00	160,125 72	115,635 00
Apple Inc	600 00	51,446 31	351,168 00
Ashland Inc	1,000 00	75,535.77	70,920 00
Baxter International Corp	1,000 00	13,792 41	66,270 00
Caterpillar Inc	1,000 00	66,105 22	85,240.00
Chevron Corporation	1,000.00	53,796 75	105,690.00
Cigna Corp	1,000 00	46,757 55	52,270 00
Conagra Foods	1,500.00	45,405 10	44,790 00
Conoco Phillips	2,000 00	20,215 12	113,880 00
Cushing Royalty & Income Fund	2,000 00	50,000 00	40,080.00
Cytec Industries Inc	1,500 00	70,983 86	102,960.00
Deere & Co	1,000 00	35,833 06	84,050 00
Deutsche Bank Capital Tr V	1,000.00	25,000 00	27,690 00
Eaton Corp	1,000 00	49,352 62	52,160.00
Exxon Mobil Corp	2,000 00	24,125 00	176,280 00
Gladstone Capital Corp Ser 2016 Pfd	2,000.00	50,000 00	50,720 00
Green Mountain Coffee Roasters Inc	3,000.00	81,927.02	110,010 00
Halozyme Terapeutics Inc	5,000 00	58,529.61	31,150.00
Henderson Global Equity Income Fund Class C	12,316 60	81,275 32	89,172.14
Illumina Inc	1,500.00	59,924 91	80,565 00
Intel Corp	2,000 00	46,186 05	39,130 00
International Business Machines Inc.	400 00	76,272.80	76,028 00
Kayne Anderson MLP Investment Company	1,500.00	46,451.38	46,695 00
Koppers Holdings Inc	3,000.00	114,784.28	106,170 00
Legg Mason Batterymarch Emerging Markets Trust	4,994 01	95,370 14	99,680.47
Legg Mason Capital Mgmt Growth Trust	6,714 01	146,925 60	152,878.09
Legg Mason Capital Mgmt Special Invesment Trust	12,646 04	447,125 71	376,346 23
Legg Mason Capital Mgmt Value Trust	3,900.22	170,137 81	163,926 37
Legg Mason Clearbridge Aggressive Growth Fund	502 78	51,274 76	55,215 51
Legg Mason Partners Financial Services Fund	26,128 98	312,510 93	327,134 80
Legg Mason Western Asset Short-Term Bond Fund (	61,938 98	251,304 41	243,420 20
Loomis Sayles Strategic Income Fund	9,152 85	132,603 04	141,045 48
Merck & Co Inc.	2,000 00	23,853 23	88,600 00
Merrill Lynch Capital Trust II 6 45% Pfd	2,000 00	50,000 00	50,320 00
Oracle Corp	1,000 00	26,239 37	32,175 00
Pepsico Inc	2,000 00	30,888 66	140,420 00
PPG Industries Inc	1,500 00	76,263 22	186,405 00
Price T Rowe Group Inc	1,000 00	63,820 68	64,670 00
Rowan Copanies PLC	1,000 00	36,741 34	31,730.00
Royce Fund-Pennsylvania Mutual Fund	21,752 07	177,503 92	230,789.44
RS Investment Trust Technology Fund	4,225 57	75,000 00	71,243 12
Sandisk Corp	1,000 00	41,243 00	39,100 00
Snyders Lance Inc.	5,000 00	110,705 91	120,400 00
Stanley Black & Decker Inc	1,700 00	125,015 84	122,247·00
Starbucks Corp	1,000 00	48,691 39	51,870 00
Thermo Fisher Scientific Inc	1,000 00	56,112 71	63,550 00
TICC Capital Corp	5,000 00	22,997 11	50,100 00
Touchstone Funds Sands Cap Select Growth Fund	8,799.83	100,000 00	108,677 87
Triumph Group Inc	2,000 00	123,153 28	131,220 00
United Technologies Corp	1,500 00	103,436 90	120,165 00
Verifone Systems Inc	2,000 00	64,130 32	60,780 00
Vmware Inc	1,000 00	85,008 81	90,950 00
Ziopharm Oncology Inc	20,000 00	104,074 11	87,600 00
Total Stocks		**4,555,958.06**	**5,621,382.72**

Attachment to Form 990-PF
Part II Line 10b