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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

D'OLIER FOUNDATION
ATTN: MR LOUIS MATLACK, TRUSTEE
35 MENDHAM ROAD
BERNARDSVILLE, NJ 07924-1603

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J Accounting method** Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

► \$ 1,920,007.

A Employer identification number
22-6075471

B Telephone number (see the instructions)
610-293-0700

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	3.	3.	3.	
	4 Dividends and interest from securities	46,463.	46,463.	46,463.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	268,095.			
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	165,673.	165,673.	46,657.	
	13 Compensation of officers, directors, trustees, etc	6,500.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE STM 1	1,744.	1,744.	1,744.	1,744.
	c Other prof fees (attach sch) SEE STM 2	9,570.	9,570.	9,570.	9,570.
	17 Interest (see attach schedule (see instrs) SEE STM 3)	1,544.			
	18 Depreciation (attach sch) and depletion				
	19 Occupancy				
	20 Travel, conferences, and meetings				
	21 Printing and publications				
	22 Other expenses (attach schedule)				
	23 SEE STATEMENT 4	61.			
	24 Total operating and administrative expenses. Add lines 13 through 23	19,419.	11,314.	11,314.	11,314.
	25 Contributions, gifts, grants paid PART XV	100,500.			100,500.
	26 Total expenses and disbursements. Add lines 24 and 25	119,919.	11,314.	11,314.	111,814.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	45,754.			
	b Net investment income (if negative, enter -0-)		154,359.		
	c Adjusted net income (if negative, enter -0-)			35,343.	

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MAY 2013

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AND EXPENSES

MAY 30 2013

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		-12,966.	12,165.	12,165.
	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 sch)				
	Less allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		871.		
	10a Investments – U.S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) STATEMENT 5		900,216.	922,383.	1,907,842.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		888,121.	934,548.	1,920,007.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe) SEE STATEMENT 6			673.	
NET ASSETS	23 Total liabilities (add lines 17 through 22)		0.	673.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
NET ASSETS	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				
NET ASSETS	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		-150,896.	-105,142.	
	30 Total net assets or fund balances (see instructions)		888,121.	933,875.	
	31 Total liabilities and net assets/fund balances (see instructions)		888,121.	934,548.	

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	888,121.
2 Enter amount from Part I, line 27a	2	45,754.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	933,875.
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	933,875.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a S/T SALES - SEE ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
b L/T SALES - SEE ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
c LITIGATION SETTLEMENTS			P	VARIOUS	11/30/12
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 1,846.			1,655.	191.	
b 266,239.			147,233.	119,006.	
c 10.				10.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a				191.	
b				119,006.	
c				10.	
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	119,207.
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	191.

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 (column (b) divided by column (c))
2011	110,121.	1,900,029.	0.057958
2010	98,763.	1,789,592.	0.055187
2009	95,068.	1,507,257.	0.063074
2008	98,683.	1,907,823.	0.051725
2007	130,000.	2,510,308.	0.051786

2 Total of line 1, column (d) 2 0.279730

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 0.055946

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 1,943,075.

5 Multiply line 4 by line 3 5 108,707.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,544.

7 Add lines 5 and 6 7 110,251.

8 Enter qualifying distributions from Part XII, line 4 8 111,814.

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)

1 a	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 instrs)		
1		1,544.
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.	
2		0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
3		1,544.
4		0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	1,544.
6	Credits/Payments.	
6 a	2012 estimated tax pmts and 2011 overpayment credited to 2012	871.
6 b	Exempt foreign organizations – tax withheld at source	
6 c	Tax paid with application for extension of time to file (Form 8868)	
6 d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	871.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	673.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded
		► 11

Part VII-A Statements Regarding Activities

1 a	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?	Yes	No
1 a		X	
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b		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			
1 c	Did the foundation file Form 1120-POL for this year?	Yes	No
1 c		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?	Yes	No
2		X	
If 'Yes,' attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	Yes	No
3		X	
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4 a		X	
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4 b		N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5		X	
If 'Yes,' attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	Yes	No
6		X	
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes	No
7		X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
N/A			
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	Yes	No
8 b		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes	No
10		X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► 610-293-0700	
Located at ► 175 STRAFFORD AVE., #210 WAYNE PA ZIP + 4 ► 19087-3332		
15	N/A ► 15	N/A
16	Yes	No
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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20 ___, 20 ___, 20 ___, 20 ___	<input type="checkbox"/> Yes	<input checked="" 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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 ___, 20 ___, 20 ___, 20 ___		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

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).

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
MR. WALTER L. EVANS 502 IRVING COURT MOORESTOWN, NJ 08057	TRUSTEE 0	1,500.	0.	0.
MR. LOUIS R. MATLACK 35 MENDHAM ROAD BERNARDSVILLE, NJ 07924-1603	TRUSTEE 0	3,500.	0.	0.
MS. RAMONA THOMAS 160 ANTIETAM ROAD DELRAN, NJ 08075	TRUSTEE 0	1,500.	0.	0.
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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
<u>NONE</u>				

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

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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		

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.

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

1	N/A	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3 0.

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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	1,942,082.
b	Average of monthly cash balances	1b	30,583.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,972,665.
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	1,972,665.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	29,590.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,943,075.
6	Minimum investment return. Enter 5% of line 5	6	97,154.

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	97,154.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,544.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,544.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	95,610.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	95,610.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	95,610.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1a	111,814.
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	111,814.
b	Cash distribution test (attach the required schedule)	5	1,544.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	110,270.
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	Adjusted qualifying distributions. 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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				95,610.
2 Undistributed income, if any, as of the end of 2012.			0.	
a Enter amount for 2011 only				
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	6,473.			
b From 2008	4,009.			
c From 2009	21,823.			
d From 2010	10,719.			
e From 2011	16,258.			
f Total of lines 3a through e	59,282.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 111,814.			0.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				95,610.
e Remaining amount distributed out of corpus	16,204.			
5 Excess distributions carryover applied to 2012 (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	75,486.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions).	6,473.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	69,013.			
10 Analysis of line 9:				
a Excess from 2008	4,009.			
b Excess from 2009	21,823.			
c Excess from 2010	10,719.			
d Excess from 2011	16,258.			
e Excess from 2012	16,204.			

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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 2012, enter the date of the ruling ►			
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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)(ii)			
(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 or e-mail of the person to whom applications should be addressed.

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XVII 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
<i>a Paid during the year</i> SEE STATEMENT 8				
Total			► 3a	100,500.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	3.	
4 Dividends and interest from securities			14	46,463.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	119,207.	
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)	.			165,673.	
13 Total. Add line 12, columns (b), (d), and (e)				13	165,673.

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

	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	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions.		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	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		

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

**Sign
Here**

Sonia R. Mathews
Signature of officer or trustee

14 May 13

Co-trustee

May the IRS discuss this return with the preparer shown below (see instructions)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	GEOFFREY D. BEUCLER		5/13/13		P00838905
	Firm's name	► BEUCLER KELLY & IRWIN LTD.			Firm's EIN ► 23-2371615
	Firm's address	► 125 STRAFFORD AVE STE 116 WAYNE, PA 19087-3388			Phone no (610) 688-3200

BAA

2012

FEDERAL STATEMENTS
D'OLIER FOUNDATION
ATTN: MR LOUIS MATLACK, TRUSTEE

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,744.	\$ 1,744.	\$ 1,744.	\$ 1,744.
TOTAL	<u>\$ 1,744.</u>	<u>\$ 1,744.</u>	<u>\$ 1,744.</u>	<u>\$ 1,744.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 9,570.	\$ 9,570.	\$ 9,570.	\$ 9,570.
TOTAL	<u>\$ 9,570.</u>	<u>\$ 9,570.</u>	<u>\$ 9,570.</u>	<u>\$ 9,570.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 1,544.	\$ 0.	\$ 0.	\$ 0.
TOTAL	<u>\$ 1,544.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS MEETING EXPENSES	\$ 61.	\$ 0.	\$ 0.	\$ 0.
TOTAL	<u>\$ 61.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCK - SEE SCHEDULE	COST	\$ 922,383.	\$ 1,907,842.
	TOTAL	\$ 922,383.	\$ 1,907,842.

STATEMENT 6
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

EXCISE TAX PAYABLE	\$ 673.
	TOTAL \$ <u>673.</u>

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: MR. LOUIS R. MATLACK
CARE OF:
STREET ADDRESS: 35 MENDHAM ROAD
CITY, STATE, ZIP CODE: BERNARDSVILLE, NJ 07924-1603
TELEPHONE: (908) 766-0614
E-MAIL ADDRESS:
FORM AND CONTENT: PROJECT PROPOSAL SHOULD BE SUBMITTED IN TRIPPLICATE AND SHOULD INCLUDE A COVER LETTER AND PROPOSED BUDGET. A SINGLE COPY OF YOUR LATEST AUDITED FINANCIAL STATEMENTS AND YOUR IRS 501(C) (3) DETERMINATION LETTER SHOULD ALSO BE INCLUDED.
SUBMISSION DEADLINES: SEPTEMBER 30
RESTRICTIONS ON AWARDS: GRANTS ARE MADE ONLY TO 501(C) (3) ORGANIZATIONS. NO GRANTS ARE MADE TO INDIVIDUALS.
THE MISSION OF THE FOUNDATION IS TO FULFILL THE EXPECTATIONS OF MABEL D'OLIER'S WILL BY MAKING GRANTS TO QUAKER RELATED ORGANIZATIONS PRIMARILY IN THE SOUTH JERSEY AREA OR NON-QUAKER ORGANIZATIONS THAT EFFECTIVELY SUPPORT QUAKER CONCERNS.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
PHILADELPHIA YEARLY MEETING 1515 CHERRY STREET PHILADELPHIA, PA 19102			GENERAL PROGRAM SUPPORT	\$ 2,000.
MOORESTOWN FRIENDS SCHOOL 110 EAST MAIN ST MOORESTOWN, NJ 08057			GENERAL PROGRAM SUPPORT	20,000.
MT LAUREL MEETING C/O MRSTWN MTG 118 E MAIN ST MOORESTOWN, NJ 08057			GENERAL PROGRAM SUPPORT	3,000.
MOORESTOWN MEETING 118 EAST MAIN ST MOORESTOWN, NJ 08057			FEP SUPPORT	1,500.
BURLINGTON MEETING HOUSE 117 W. WALNUT STREET MORRESTOWN, NJ 08057			GENERAL PROGRAM SUPPORT	5,000.
FRIENDS JOURNAL 1216 ARCH STREET, 2A PHILADELPHIA, PA 19107			GENERAL PROGRAM SUPPORT	4,000.
AFSC 1501 CHERRY STREET PHILADELPHIA, PA 19102			YOUTH PROGRAMS SUPPORT	7,000.
CAMP DARK WATERS P.O. BOX 263 MEDFORD, NJ 08055			GENERAL PROGRAM SUPPORT	6,000.
FCNL EDUCATION FUND 245 SECOND ST, NE WASHINGTON, DC 20002			GENERAL PROGRAM SUPPORT	1,000.
FRIENDS SCHOOL 15 HIGH STREET MULLICA HILL, NJ 08062			GENERAL PROGRAM SUPPORT	4,000.
FRIENDS COUNCIL ON EDUCATION 1507 CHERRY STREET PHILADELPHIA, PA 19102			GENERAL PROGRAM SUPPORT	5,000.
JOHN WOOLMAN MEMORIAL ASSOC. 99 BRANCH STREET MT. HOLLY, NJ 08060			GENERAL PROGRAM SUPPORT	4,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MEDFORD LEAS MEDFORD, NJ 08055			DAKIM PROGRAM AND OTHER GENERAL PROGRAM SUPPORT	\$ 7,000.
ORCHARD FRIENDS SCHOOL 405 LINDEN AVE RIVERTON, NJ 08077			PROFESSIONAL DEVELOPMENT PROGRAMS	5,000.
ALICE PAUL INSTITUTE PO BOX 1376 MT. LAUREL, NJ 08054			GENERAL PROGRAM SUPPORT	2,000.
MOORESTOWN VISITING NURSES & HOSPICE 300 HARPER DRIVE MOORESTOWN, NJ 08057			GENERAL PROGRAM SUPPORT	2,000.
PERKINS CENTER FOR THE ARTS 395 KINGS HIGHWAY MOORESTOWN, NJ 08057			GENERAL PROGRAM SUPPORT	2,000.
PLANNED PARENTHOOD 317 BROADWAY CAMDEN, NJ 08103			GENERAL PROGRAM SUPPORT	1,000.
PROVIDENCE HOUSE P.O. BOX 496 WILLINGBORO, NJ 08046			GENERAL PROGRAM SUPPORT	1,000.
NEW JERSEY SEEDS 494 BROAD STREET, #105 NEWARK, NJ 07102			GENERAL PROGRAM SUPPORT	1,000.
TENDERCARE 16 EAST MAIN STREET MOORESTOWN, NJ 08057			GENERAL PROGRAM SUPPORT	1,000.
HABITAT FOR HUMANITY 1702 TAYLORS LANE CINNAMINSON, NJ 08077			GENERAL PROGRAM SUPPORT	2,000.
SAMARITAN HOSPICE 5 EVES DRIVE, SUITE 300 MARLTON, NJ 08053			GENERAL PROGRAM SUPPORT	1,000.
CADBURY FOUNDATION 2150 ROUTE 38 CHERRY HILL, NJ 08002			GENERAL PROGRAM SUPPORT	7,000.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRIENDS ACADEMY WESTAMPTON 315 BRIDGE STREET WESTAMPTON, NJ 08060			OUTDOOR ENVIRONMENTAL EDUCATION CLASSROOM PROGRAM SUPPORT	\$ 6,000.
				TOTAL \$ <u>100,500.</u>

D'Olier Foundation
22-6075471

SHARES / PAR VALUE	COMMON STOCKS	SECURITY	AVERAGE UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	PROJECTED ANNUAL INCOME
1,800	AFLAC		33.309	59,956	53.120	95,616	2,520
2,000	American Express		5.833	11,666	57.480	114,960	1,440
600	Ameriprise Financial		4.194	2,517	62.630	37,578	1,080
300	Autozone		111.631	33,489	354.430	106,329	0
1,500	Bed Bath & Beyond		38.359	57,538	55.910	83,865	0
2,250	Best Buy		16.227	36,510	11.850	26,662	1,530
1,000	CVS Caremark		43.858	43,858	48.350	48,350	900
1,000	Colgate Palmolive		15.291	15,291	104.540	104,540	2,720
1,000	Danaher		25.847	25,847	55.900	55,900	100
1,000	Devry		23.010	23,010	23.730	23,730	340
3,000	Donaldson		4.567	13,701	32.840	98,520	1,200
800	Express Scripts Holding		56.200	44,960	54.000	43,200	0
400	Factset Research Systems		73.159	29,264	88.060	35,224	496
700	Fiserv		49.154	34,408	79.030	55,321	0
600	ITT Educational		87.701	52,621	17.310	10,386	0
1,200	Illinois Tool Works		24.832	29,798	60.810	72,972	1,824
2,000	J.P. Morgan Chase		21.002	42,005	43.969	87,938	2,000
1,000	Kimberly-Clark		4.327	4,327	84.430	84,430	3,240
600	L3 Communications		65.482	39,289	76.620	45,972	1,320
2,000	Leggett & Platt		4.664	9,328	27.220	54,440	2,320
1,800	Lilly Eli		15.859	28,546	49.320	88,776	3,528
400	Lowes Companies		29.270	11,708	35.520	14,208	256
1,500	McDonald's		11.238	16,857	88.210	132,315	4,620
700	PNC Financial Services Group		2.759	1,931	58.310	40,817	1,120
1,000	Patterson Companies		31.118	31,118	34.230	34,230	640
1,000	Paychex		31.248	31,248	31.100	31,100	1,320
1,970	Pfizer		17.515	34,505	25.079	49,406	1,891
2,000	Pitney-Bowes		4.941	9,883	10.640	21,280	2,960

D'Olier Foundation
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SHARES / PAR VALUE	SECURITY	AVERAGE UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	PROJECTED ANNUAL INCOME
2,600	Staples	15.882	41,293	11.400	29,640	1,248
600	Teleflex	48.597	29,158	71.310	42,786	816
1,500	Valspar	14.925	22,387	62.400	93,600	1,380
6,415	Xerox	8.475	54,366	6.820	43,750	1,475
			922,383		1,907,842	44,285

MONEY MARKET FUNDS

Schwab Advisor Premier Cash Reserve

12,165

TOTAL PORTFOLIO

934,548

1,920,008

44,286

Arthur E. Spellissky & Associates, Inc.
 REALIZED GAINS AND LOSSES
D'Olier Foundation
From 01-01-12 Through 12-31-13

22-6075471

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-16-96	01-09-12	200	Leggett & Platt	2,891	4,503		1,612
05-28-97	01-09-12	50	Donaldson	457	3,431		2,974
09-16-96	01-11-12	100	Leggett & Platt	1,446	2,230		784
05-28-97	02-07-12	50	Donaldson	457	3,810		3,353
06-19-02	04-09-12	1,500	Brinker International	35,100	41,092		5,992
09-16-96	04-09-12	500	Leggett & Platt	7,229	11,410		4,181
04-24-90	04-09-12	1,200	Leggett & Platt	5,597	27,384		21,787
10-30-06	04-09-12	600	Danaher	21,321	32,642		11,320
10-17-05	04-09-12	400	Danaher	10,339	21,761		11,422
05-28-97	04-09-12	500	Donaldson	2,284	17,461		15,177
10-29-97	04-09-12	500	Valspar	7,462	25,271		17,809
10-17-05	08-13-12	1,350	Lincare Holdings	35,089	56,015		20,926
04-09-12	11-13-12	99	Engility Holdings	1,655	1,846		
10-23-03	11-13-12	600	Lowes Companies	17,562	19,229	192	1,667
TOTAL GAINS						192	119,005
TOTAL LOSSES						0	0
TOTAL REALIZED GAIN/LOSS		119,197				192	119,005
		148,888		268,085	192	0	119,005