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

2012

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 07924-1603A Employer identification number  
22-6075471B Telephone number (see the instructions)  
610-293-0700C 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 ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 1,920,007.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) (Part I, column (d) must be on cash basis)

## 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 ☒ If the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 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
- 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

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch)
- c Other prof fees (attach sch)

- 17 Interest
- 18 Taxes (attach schedule) (see instrs)
- 19 Depreciation (attach sch) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings

- 22 Printing and publications
- 23 Other expenses (attach schedule)
- 24 Total operating and administrative expenses. Add lines 13 through 23
- 25 Contributions, gifts, grants paid. PART XV
- 26 Total expenses and disbursements. Add lines 24 and 25

- 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-)

- 28 SEE STATEMENT 4

- 29 19,419.
- 30 11,314.
- 31 11,314.
- 32 11,314.

- 33 100,500.
- 34 119,919.
- 35 11,314.
- 36 11,314.
- 37 111,814.

- 38 45,754.
- 39 154,359.
- 40 35,343.

- 41 45,754.
- 42 154,359.
- 43 35,343.

- 44 45,754.
- 45 154,359.
- 46 35,343.

- 47 45,754.
- 48 154,359.
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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	<b>Total assets</b> (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.	
23	<b>Total liabilities</b> (add lines 17 through 22)		0.	673.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,039,017.	1,039,017.	
	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	<b>Total net assets or fund balances</b> (see instructions)		888,121.	933,875.	
31	<b>Total liabilities and net assets/fund balances</b> (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)
<b>1 a S/T SALES - SEE ATTACHED SCHEDULE</b>		P	VARIOUS	VARIOUS
<b>b L/T SALES - SEE ATTACHED SCHEDULE</b>		P	VARIOUS	VARIOUS
<b>c LITIGATION SETTLEMENTS</b>		P	VARIOUS	11/30/12
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 1,846.		1,655.	191.
<b>b</b> 266,239.		147,233.	119,006.
<b>c</b> 10.			10.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
<b>a</b>			191.
<b>b</b>			119,006.
<b>c</b>			10.
<b>d</b>			
<b>e</b>			

2 Capital gain net income or (net capital loss).	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.279730
<b>3</b> 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	<b>3</b>	0.055946
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	1,943,075.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	108,707.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,544.
<b>7</b> Add lines 5 and 6	<b>7</b>	110,251.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	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)			
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.		1	1,544.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,544.
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	1,544.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	871.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	871.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> 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	673.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b>	11		
	<b>Refunded</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a 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, column (c), and Part XV</i>	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? <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 2012 or the taxable year beginning in 2012 (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

BAA

Form 990-PF (2012)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address ... <u>N/A</u>	13	X	
14	The books are in care of <u>ARTHUR E. SPELLISSY &amp; ASSOC</u> Telephone no <u>610-293-0700</u> Located at <u>175 STRAFFORD AVE., #210 WAYNE PA</u> ZIP + 4 <u>19087-3332</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, 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	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 ▶			X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
<b>1 a</b> 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>b</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"/>	1 b	N/A
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> 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>b</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
<b>c</b> 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 __		
<b>3 a</b> 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>b</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
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ..	4 a	X
<b>b</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)**5 a** 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)? (see instructions) ☐ 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)? ☐Organizations relying on a current notice regarding disaster assistance check here ☐**5 b**

N/A

**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? ☐ Yes ☐ No

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6 a** 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? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870.

**6 b**

X

**7 a** 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? ☐ Yes ☒ No

N/A

**7 b****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
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.

**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

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	1 a	1,942,082.
b	Average of monthly cash balances	1 b	30,583.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,972,665.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	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.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,544.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	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:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	111,814.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	111,814.
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)	5	1,544.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	110,270.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				95,610.
<b>2</b> Undistributed income, if any, as of the end of 2012.				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years. 20__, 20__, 20__		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	6,473.			
<b>b</b> From 2008	4,009.			
<b>c</b> From 2009	21,823.			
<b>d</b> From 2010	10,719.			
<b>e</b> From 2011	16,258.			
<b>f</b> Total of lines 3a through e	59,282.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 111,814.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				95,610.
<b>e</b> Remaining amount distributed out of corpus	16,204.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	75,486.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	6,473.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	69,013.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	4,009.			
<b>b</b> Excess from 2009	21,823.			
<b>c</b> Excess from 2010	10,719.			
<b>d</b> Excess from 2011	16,258.			
<b>e</b> Excess from 2012	16,204.			

N/A

- 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)

- (4) Gross investment income . . .

[illegible]

## 1 Information Regarding Foundation Managers:

- NONE

- NONE

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines.

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

## Form 990-PF (2012)

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

**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) 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	<b>Total.</b> Add line 12, columns (b), (d), and (e)				13	165,673.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



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.			
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.			
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	<u>\$ 922,383.</u>	<u>\$ 1,907,842.</u>

**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 TRIPLICATE 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.
TENDER CARE 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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**FEDERAL STATEMENTS**  
D'OLIER FOUNDATION  
ATTN: MR LOUIS MATLACK, TRUSTEE

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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>

Arthur E. Spellissy & Associates, Inc.  
December 31, 2012

**D'Olier Foundation**

**22-607571**

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

Arthur E. Spellissy & Associates, Inc.  
December 31, 2012

**D'Olier Foundation**

12-6075471

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
<b>MONEY MARKET FUNDS</b>						
	Schwab Advisor Premier Cash Reserve		12,165		12,165	1
<b>TOTAL PORTFOLIO</b>						
			934,548		1,920,008	44,286

**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	192	
10-23-03	11-13-12	600	Lowes Companies	17,562	19,229		1,667
TOTAL GAINS						192	119,005
TOTAL LOSSES						0	0
TOTAL REALIZED GAIN/LOSS						192	119,005