



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

THE HALEY FOUNDATION

A Employer identification number

23-2869076

Number and street (or P O box number if mail is not delivered to street address)

P.O. Box 205

Room/suite

B Telephone number (see instructions)

215-862-5670

City or town, state, and ZIP code

New Hope, PA 18938

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) ► \$ 1,222,291 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) (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 (attach schedule) 2 Check ► <input type="checkbox"/> if the foundation is not required to attach 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 or (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 or (loss) (attach schedule) 11 Other income (attach schedule) 12 Total. Add lines 1 through 11	41,672 7 29,182 29,182 11,515 11,515 82,381 1,800 1,800 40,709 600 5 5 1,200			
Operating and Administrative Expenses	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 schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) 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 26 Total expenses and disbursements. Add lines 24 and 25	394 600 200 400 1,643 548 1,095 4,043 1,348 2,695 55,300 55,300 59,343 1,348 57,995	RECEIVED MAY 15 2013 IRS-OSC 308 308 OGDEN, UT		
	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-)	23,038 39,361			

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	23,729	21,383	21,383
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	813,169	941,584	941,584
	c	Investments—corporate bonds (attach schedule)	194,004	205,230	205,230
	11	Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	52,762	54,094	54,094	
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 1)	1,083,664	1,222,291	1,222,291	
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 (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	-0-	-0-	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,083,664	1,222,291	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,083,664	1,222,291	
	31	Total liabilities and net assets/fund balances (see instructions)	1,083,664	1,222,291	

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	1,083,664
2	Enter amount from Part I, line 27a	2	23,038
3	Other increases not included in line 2 (itemize) ► <i>INCREASE IN MARKET VALUE</i>	3	115,589
4	Add lines 1, 2, and 3	4	1,222,291
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,222,291

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	300 SHS <u>TEXTRON</u>	D	12/20/02	9/13/12
b	200 SHS <u>VULCAN MATERIALS</u>	D	2/9/07	9/13/12
c	<u>CAPITAL GAINS DISTRIBUTIONS</u>			
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 8,406		477	7,929	
b 9,330		8,234	1,096	
c			2,490	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(f) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	11,515
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	51,550	1,033,403	.04988
2010	45,101	912,951	.04940
2009	38,464	779,358	.04935
2008	47,703	968,562	.04925
2007	58,972	1,182,074	.04989
2 Total of line 1, column (d)			2 .24777
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 .04955
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,159,236
5 Multiply line 4 by line 3			5 57,440
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 394
7 Add lines 5 and 6			7 57,834
8 Enter qualifying distributions from Part XII, line 4			8 57,995

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	394	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
1			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	-0-	
3	Add lines 1 and 2	394	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	-0-	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	394	
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	-0-
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	394
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: Credited to 2013 estimated tax ►	Refunded	11

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL 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. ► \$ _____ (2) On foundation managers. ► \$ _____	N/A	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <i>PENNSYLVANIA</i>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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	

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <i>N/A</i>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <i>ROBERT HUXLEY</i> Telephone no. ► <i>215-862-5670</i> Located at ► <i>P.O. Box 205 New Hope, PA</i> ZIP+4 ► <i>18938</i>		
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 ► <i>N/A</i> ▶ <i>15</i>		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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?	<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 checked="" type="checkbox"/> Yes	<input 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
1b	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 ► <i>N/A</i> ▶ <input type="checkbox"/>		
1c	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?		
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 ► <i>20</i> , <i>20</i> , <i>20</i> , <i>20</i>	<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.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <i>20</i> , <i>20</i> , <i>20</i> , <i>20</i>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input 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.) ► <i>N/A</i>		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		
4b			

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<i>N/A</i>		5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<i>N/A</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<i>If "Yes" to 6b, file Form 8870.</i>		6b	<input checked="" type="checkbox"/>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<i>N/A</i>		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT HUXLEY NEW HOPE, PA 18938	EXEC. DIR 3	1,800	-0-	-0-
SALLY HUXLEY NEW HOPE, PA 18938	TRUSTEE 1/2	-0-	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<i>NONE</i>		

Total number of others receiving over \$50,000 for professional services ►
Part IX-A Summary of Direct Charitable Activities *N/A*

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	
2	
3	
4	

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

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

Amount

1	
2	
3	

All other program-related investments. See instructions.

Total. Add lines 1 through 3 ►

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,103,357
b	Average of monthly cash balances	1b	19,993
c	Fair market value of all other assets (see instructions)	1c	53,539
d	Total (add lines 1a, b, and c)	1d	1,176,889
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,176,889
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,653
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,159,236
6	Minimum investment return. Enter 5% of line 5	6	57,962

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	57,962
2a	Tax on investment income for 2012 from Part VI, line 5	2a	394
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	394
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,568
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	57,568
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	57,568

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	57,995
b	Program-related investments—total from Part IX-B	1b	
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	57,995
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	394
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	57,601

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				57,568
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			~ o ~	
b Total for prior years: 20 ____ ,20 ____ ,20 ____		~ o ~		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	~ o ~			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 57,995				
a Applied to 2011, but not more than line 2a			~ o ~	
b Applied to undistributed income of prior years (Election required—see instructions)		~ o ~		
c Treated as distributions out of corpus (Election required—see instructions)	~ o ~			
d Applied to 2012 distributable amount				57,995
e Remaining amount distributed out of corpus	~ o ~			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	~ o ~			~ o ~
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	~ o ~			
b Prior years' undistributed income. Subtract line 4b from line 2b		~ o ~		
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		~ o ~		
d Subtract line 6c from line 6b. Taxable amount—see instructions		~ o ~		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			~ o ~	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				~ o ~
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	~ o ~			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	~ o ~			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	~ o ~			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a	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)			
2a	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 $\frac{2}{3}$ 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).)

ROBERT HUXLEY *SALLY HUXLEY*

N/A

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:

ROBERT HUXLEY c/o THE HUXLEY FOUNDATION P.O. Box 205 New Hope, PA 18938

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

ROB.HUX@AOL.COM

18938

SEE ATTACHED

c Any submission deadlines:

NONE

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

SEE ATTACHED

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HANDI CRAFTERS THORNDALZ, PA 19372	N/A	PUBLIC	OPERATING FUNDS	2,000
WOODS SERVICES FOUNDATION LANGHORNE, PA 19047	N/A	PUBLIC	OPERATING FUNDS	1,000
PHILADELPHIA ZOO PHILADELPHIA, PA 19104	N/A	PUBLIC	OPERATING FUNDS	1,500
Total				► 3a 55,300
b Approved for future payment	N/A			
Total				► 3b

Part XV Supplementary Information (continued)**'3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PALADELPNIA SOCIETY FOR PRESERVATION OF LANDMARKS PHILADELPHIA, PA 19106	N/A	PUBLIC	CHILDREN'S PROGRAM	4,400
IRISH REPERTORY THEATRE NEW YORK, NY 10011	N/A	PUBLIC	OPERATING FUNDS	2,000
ENCHANTMENT THEATRE GLENDALE, PA 19038	N/A	PUBLIC	OPERATING FUNDS	5,000
NEW HOPE LIBRARY New Hope, PA 18938	N/A	PUBLIC	SUMMER READING PROGRAM	10,000
FRIENDS OF DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A	PUBLIC	FALL CHILDREN'S FAIR	5,000
ARDEN THEATRE PHILADELPHIA, PA 19106	N/A	PUBLIC	OPERATING FUNDS	6,000
NETWORK OF VICTIMS ASSISTANCE DOYLESTOWN, PA 18901	N/A	PUBLIC	EQUIPMENT REPLACEMENT	1,500
Bucks County PLAY House New Hope, PA 18938	N/A	PUBLIC	OPERATING FUNDS	10,000
GIVE A CHRISTMAS DOYLESTOWN, PA 18901	N/A	PUBLIC	GIFTS FOR NEEDY CHILDREN	1,200
SOLEBURY SCHOOL SOLEBURY, PA 18963	N/A	PUBLIC	OPERATING FUNDS	5,700
Total				► 3a
b Approved for future payment	N/A			
Total				► 3b

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) Related or exempt function income (See Instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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 7	
4 Dividends and interest from securities				14	29,182
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	11,515
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a				14	5
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				40,709	
13 Total. Add line 12, columns (b), (d), and (e)				13	40,709

Part VII-B Relationship of Activities to the Accomplishment of Exempt Purposes 110

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

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

e n/a

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash (2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Yes</td> <td style="width: 50%;">No</td> </tr> <tr><td>1a(1)</td><td></td></tr> <tr><td>1a(2)</td><td></td></tr> <tr><td>1b(1)</td><td></td></tr> <tr><td>1b(2)</td><td></td></tr> <tr><td>1b(3)</td><td></td></tr> <tr><td>1b(4)</td><td></td></tr> <tr><td>1b(5)</td><td></td></tr> <tr><td>1b(6)</td><td></td></tr> <tr><td colspan="2" style="text-align: center;">1c</td></tr> </table>	Yes	No	1a(1)		1a(2)		1b(1)		1b(2)		1b(3)		1b(4)		1b(5)		1b(6)		1c	
Yes	No																				
1a(1)																					
1a(2)																					
1b(1)																					
1b(2)																					
1b(3)																					
1b(4)																					
1b(5)																					
1b(6)																					
1c																					

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

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

OMB No 1545-0047

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

2012**Name of the organization***THE HALEY FOUNDATION***Employer identification number**

23-2869076

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1.	ROBERT HUXLEY P.O. Box 205 New Hope, PA 18938	\$ 41,024	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	300 SHS VULCAN MATERIALS	\$ 14,151	9/19/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	300 SHS NEINZ	\$ 16,923	9/19/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----

20/j Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part XV Line 2b

The foundation trustees meet on an ongoing basis, and grant requests are accepted at any time. A foundation representative may request a site visit prior to the consideration of a grant, and conditions such as a post-grant evaluation may be required.

There are no formal procedures for grant applications. The foundation requests the submission of a brief three to five page grant request that includes the following information as appropriate to your particular request:

- A brief description of the history, purpose and activities of your organization
- A one page statement of the problem, project, need or issue to be addressed, including what outcomes you expect and how the project fits into the purposes of your organization
- A project budget and schedule of completion
- The specific amount requested and a list of any other sources of funding
- A short description of how you plan to evaluate and report on the level of success of your project
- A list of your Board of Directors and officers
- A copy of your most recent annual report and a breakdown of revenue sources
- A copy of your certificate of tax exemption
- Any other information directly relevant to your request.

Grants made by the foundation usually range from \$1000 to \$7000. The majority of grants are for \$3000 or less and involve projects or programs in the Upper Delaware Valley. Other grants may be made to organizations known to the trustees.

20/2 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part XV Line 2d

The foundation considers grant requests from the following general areas: arts and cultural programs, education, human services and animal welfare.

Within the area of arts and cultural programs the foundation has a specific interest in theater and music.

The foundation supports educational programs within its areas of interest which include arts, cultural and historic.

The focus in human services is on women and children in need and the promotion of individual and family self-sufficiency.

The interest in animal welfare encompasses not only the care of animals in need but also programs which would alleviate such need.

The foundation gives particular consideration to less established or sophisticated organizations having few secure or traditional sources of funding. While most grants tend to be made on a project or one-time basis, the foundation will consider proposals for project support beyond one year.

20/2 Form PF-990 Schedule Attachment

The Haley Foundation #23-2869076

Part VII-A Line 10

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

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

2012 Form 990-PF Schedule Attachment
The Haley Foundation #23-2869076

Part I Line 11

Litigation Settlement 5

Part I Line 23

P.O. Box Rental 76
Filing Fee & Postage 21
Insurance 750
Dues 695
Office Expense 100

1,643

Part II Line 11

Life Insurance Policy



Vanguard® Flagship Services®

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

\$1,168,197.36

Total value of all accounts as of December 31, 2012

Year-to-date income	Vanguard funds	Brokerage assets
Taxable income	\$4,788.60	\$27,108.55
Nontaxable income	0.00	0.00
Total	\$4,788.60	\$27,108.55

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit vanguard.com/costbasis

Symbol	Name	Fund & account	Average price per share	Total cost	Balance on 12/31/2011	Balance on 12/31/2012
VFJX	GNMA Fund Admiral Shares	0536-09903680434	\$10.39	\$96,069.95	\$98,444.51	\$100,853.87
VMMXX	Prime Money Mkt Fund	0030-09903680434	-	-	23,729.40	21,382.66
VBIRX	Short-Term Bond Index Adm	5132-09903680434	10.48	49,878.91	48,580.64	50,579.86

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

December 31, 2012, year-to-date statement



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

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

Balances and holdings for Vanguard Brokerage Services account—25393614

Unless otherwise noted, your position is held as cash

Mutual funds

Symbol	Name	Average price per share	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011
PYHRX	PAYDEN & RYGEL HIGH INCOME INVESTOR CL	-	-	7,309 2220	\$7 3600	\$46,978 21
	Est. annual income \$3,764.24, Est. yield 7.00%					\$53,795.87
STMIDX	STRATTON REAL ESTATE ESTATE	-	-	1,235 0040	29 9800	33,271 00
	Est. annual income \$487.82, Est. yield 1.32%					37,025.41
Total Est. annual income: \$4,252.06; Est. yield: 4.68%					\$80,249.21	\$90,821.28

Stocks

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011
ABT	ABBOTT LABORATORIES	-	300 0000	\$65 5000	\$16,869 00
	Est. annual income \$168.00, Est. yield 0.85%				\$19,650.00
MO	ALTRIA GROUP INC	-	1,200 0000	31 4400	35,580 00
	Est. annual income \$2,112.00, Est. yield 5.60%				37,728.00
BK	BANK NEW YORK MELLON CORP	-	848 0000	25 7000	16,883.68
	Est. annual income \$440.96, Est. yield 2.02%				21,793.60





Vanguard®

Trust account

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

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

Stocks, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
BAC	BANK OF AMERICA CORP Est annual income \$24.00, Est yield 0.34%	-	600,000.00	11,6100	3,336.00	6,966.00
B	BARNES GROUP INC Est annual income \$1,200.00, Est yield 1.78%	-	3,000,000.00	22,4600	72,330.00	67,380.00
C	CIGNA CORP Est annual income \$72.00, Est yield 0.07%	-	1,800,000.00	53,4600	75,600.00	96,228.00
CSCO	CISCO SYSTEMS INC Est annual income \$336.00, Est yield 2.85%	\$14,376.00	600,000.00	19,6494	10,848.00	11,789.64
CYT	CYTEC INDUSTRIES INC Est annual income \$157.50, Est yield 0.73%	-	315,000.00	68,8300	14,064.75	21,681.45
D	DOMINION RESOURCES INC VA NEW Est annual income \$2,489.80, Est yield 4.07%	-	1,180,000.00	51,8000	62,634.40	61,124.00
DD	DUPONT E 1 DE NEMOURS & COMPANY Est annual income \$1,032.00, Est yield 3.82%	-	600,000.00	44,9785	27,468.00	26,987.10
DNB	DUN & BRADSTREET CORP NEW DE Est annual income \$380.00, Est yield 1.93%	-	250,000.00	78,6500	18,707.50	19,662.50
EMR	EMERSON ELECTRIC COMPANY Est annual income \$328.00, Est yield 3.10%	-	200,000.00	52,9600	9,318.00	10,592.00



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

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

Stocks, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011	Balance on 12/31/2012
XOM	EXXON MOBIL CORP	-	500 0000	86 5500	42,380 00	43,275 00
FISV	FISERV INC	-	250 0000	79 0300	14,685 00	19,757 50
HNZ	HEINZ HJ COMPANY	3,749 75	300 0000	57 6800	-	17,304 00
K	KELLOGG COMPANY	-	600 0000	55 8500	30,342 00	33,510 00
KMB	KIMBERLY CLARK CORP	-	150 0000	84 4300	11,034 00	12,664 50
KRFT	KRAFT FOODS GRP INC	-	138 0000	45 4700	-	6,274 86
LILY	LILY ELI & COMPANY	7,803 13	500 0000	49 3200	20,780 00	24,660 00
MMC	MARSH & MCLENNAN COS INC	3,759 08	1,000 0000	34 4700	31,620 00	34,470 00
MRK	MERCK & COMPANY INC NEW	-	1,500 0000	40 9400	56,550 00	61,410 00
MDLZ	MONDELEZ INTERNATIONAL INC	-	415 0000	25 4532	-	10,563 07





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

Trust account
Robert D. Huxley & Sally B. Huxley Tr
U/A 12-07-96 Haley Found Declaration of Trust
Balances and holdings for Vanguard Brokerage Services account – 25393614, continued

Stocks, continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2012	Balance on 12/31/2011
MCO	MOODY'S CORP	-	1,000 0000	50 3200	33,680 00
PFE	Pfizer Inc	27,603 64	1,576 0000	25 0793	34,104 64
	Est annual income \$1,512.96, Est yield 3.83%				39,524.97
PM	PHILIP MORRIS INT'L INC	-	600 0000	83 6400	47,088.00
	Est annual income \$2,040.00, Est yield 4.07%				50,184.00
TXT	TEXTRON INC	-	2,500 0000	24 7900	51,772.00
	Est annual income \$200.00, Est yield 0.32%				61,975.00
UPS	UNITED PARCEL SERVICE INC CL B	-	150 0000	73 7300	10,978.50
	Est annual income \$342.00, Est yield 3.09%				11,059.50
VMC	VULCAN MATERIALS COMPANY	13,258.98	500 0000	52 0500	15,740.00
	Est annual income \$20.00, Est yield 0.08%				26,025.00
Total Est. annual income: \$21,885.02, Est. yield: 2.42%				\$764,393.47	\$904,559.69