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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THOMAS F STALEY FOUNDATION CO DIANE S BERNARD		A Employer identification number 13-6071888	
Number and street (or P O box number if mail is not delivered to street address) 520 FRUTCHEY HILL ROAD		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code EASTON, PA 18040		B Telephone number (see instructions) (610) 509-1025	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 5,362,328		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	142,457	130,488		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	65,744			
	b Gross sales price for all assets on line 6a 626,872				
	7 Capital gain net income (from Part IV, line 2) . . .		65,744		
	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	208,201	196,232		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	130,000	26,000		104,000
	15 Pension plans, employee benefits	3,941	789		3,152
	16a Legal fees (attach schedule)	1,130	565		565
	b Accounting fees (attach schedule)	11,850	5,925		5,925
	c Other professional fees (attach schedule)	38,490	37,412		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,827	6,059		8,325
	19 Depreciation (attach schedule) and depletion . . .	509	0		
	20 Occupancy	13,049	2,610		10,439
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,370	250		0
	24 Total operating and administrative expenses. Add lines 13 through 23	231,166	79,610		132,406
	25 Contributions, gifts, grants paid	277,000			277,000
	26 Total expenses and disbursements. Add lines 24 and 25	508,166	79,610		409,406
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-299,965			
	b Net investment income (if negative, enter -0-)		116,622		
	c Adjusted net income (if negative, enter -0-)				

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	31,780	54,380	54,380
	2	Savings and temporary cash investments	210,790	135,714	135,714
	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)	100,164	 100,066	101,473
	b	Investments—corporate stock (attach schedule)	3,347,022	 3,308,902	4,822,240
	c	Investments—corporate bonds (attach schedule).	364,551	 202,551	238,932
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
Liabilities	14	Land, buildings, and equipment basis ▶ _____ 2,724 Less accumulated depreciation (attach schedule) ▶ 942	2,290	1,782	1,782
	15	Other assets (describe ▶ _____)	 14,509	 7,807	 7,807
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,071,106	3,811,202	5,362,328
	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 ▶ _____)	 0	 40,442	
	23	Total liabilities (add lines 17 through 22)	0	40,442	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	4,071,106	3,770,760	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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 page 17 of the instructions)	4,071,106	3,770,760	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,071,106	3,811,202	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	4,071,106
2	Enter amount from Part I, line 27a	2	-299,965
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,771,141
5	Decreases not included in line 2 (itemize) ▶ 	5	381
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,770,760

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)
1 a	SALES OF PUBLICLY TRADED SECURITIES	P	2012-01-01	2013-12-31
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 617,468		561,128	56,340
b 9,404			9,404
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			56,340
b			9,404
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	65,744
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 page 18 of 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))
2012	384,233	4,776,088	0 080449
2011	473,026	5,116,100	0 092458
2010	471,620	4,981,366	0 094677
2009	468,122	4,552,372	0 102830
2008	485,226	5,933,687	0 081775

2	Total of line 1, column (d).	2	0 452189
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 090438
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,055,713
5	Multiply line 4 by line 3.	5	457,229
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,166
7	Add lines 5 and 6.	7	458,395
8	Enter qualifying distributions from Part XII, line 4. 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	8	409,406

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,332
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2.		3	2,332
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,332
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,000	
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	6,000
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	23
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ☐		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ☐		10	3,645
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 3,645 Refunded ☐		11	0

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
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>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
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>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY _____			
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>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶THOMAS F STALEY FOUNDATION Telephone no ▶(610) 509-1025 Located at ▶520 FRUTCHEY HILL ROAD EASTON PA ZIP +4 ▶18040			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

Organizations relying on a current notice regarding disaster assistance check here.

YesNo

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?

YesNo

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

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
See Additional Data Table				

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
ELIZABETH HALLIDAY PO BOX 580 LARCHMONT, NY 10538	EXECUTIVE 30 00	130,000	0	0

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,884,518
b	Average of monthly cash balances.	1b	248,186
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,132,704
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,132,704
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,991
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,055,713
6	Minimum investment return. Enter 5% of line 5.	6	252,786

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	252,786
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,332
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,332
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	250,454
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	250,454
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	250,454

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	409,406
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	409,406
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	409,406
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				250,454
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	194,206			
b From 2009.	243,085			
c From 2010.	227,384			
d From 2011.	219,951			
e From 2012.	151,272			
f Total of lines 3a through e.	1,035,898			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 409,406				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				250,454
e Remaining amount distributed out of corpus	158,952			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,194,850			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	194,206			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,000,644			
10 Analysis of line 9				
a Excess from 2009. . . .	243,085			
b Excess from 2010. . . .	227,384			
c Excess from 2011. . . .	219,951			
d Excess from 2012. . . .	151,272			
e Excess from 2013. . . .	158,952			

Part XIVPrivate 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 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization 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))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

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

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 See Additional Data Table				
Total			3a	277,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

[illegible]

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
Here**

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

*****	2014-05-01	*****	
Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Print/Type preparer's name ANDREW P KAHN CPA	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00437392
Firm's name ☒	CONCANNON MILLER & CO PC		Firm's EIN ☒ 23-2620120	
Firm's address ☒	1525 VALLEY CENTER PARKWAY SUITE300BETHLEHEM, PA 180172285		Phone no (610) 433-5501	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT G HOWARD	TREASURER 1 00	0	0	0
4475 NORTH OCEAN BLVD APT 44A DELRAY BEACH,FL 33483				
SUSAN H CANADA	TRUSTEE 1 00	0	0	0
3 BAHIA DRIVE BOYNTON BEACH,FL 33436				
SARAH H WICHERT	TRUSTEE 1 00	0	0	0
6 SUMMIT RIDGE BURLINGTON,VT 05401				
CATHERINE STALEY	TRUSTEE 1 00	0	0	0
407 WILLSHIRE CT BETHLEHEM,PA 18018				
JANET HOWARD	TRUSTEE 1 00	0	0	0
4475 NORTH OCEAN BLVD APT 44A DELRAY BEACH,FL 33483				
STUART STALEY	CHAIRMAN 1 00	0	0	0
BOX 155 RD 10 MCLAUGHLIN DR MAHOPAC,NY 10541				
DIANE STALEY BERNARD	TRUSTEE 1 00	0	0	0
520 FRUTCHEY HILL RD EASTON,PA 18040				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICARES 88 HAMILTON AVE STAMFORD,CT 06902	NONE	501(C)3	GENERAL CONTRIBUTION	5,000
BETHLEHEM PUBLIC LIBRARY 11 WEST CHURCH STREET BETHLEHEM,PA 18018	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
BURR & BURTON ACADEMY 57 SEMINARY AVE MANCHESTER,VT 05254	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
CROS MINISTRIES 301 FIRST AVE S LAKE WORTH,FL 33460	NONE	501(C)3	GENERAL CONTRIBUTION	10,000
CARIDAD CENTER 8645 W BOYNTON BEACH BLVD BOYNTON BEACH,FL 33437	NONE	501(C)3	GENERAL CONTRIBUTION	14,000
CHAMPLAIN ADAPTIVE MOUNTED PROGRAM 57 E SHORE ROAD SOUTH HERO,VT 05486	NONE	501(C)3	GENERAL CONTRIBUTION	3,500
CHAMPLAIN COLLEGE PO BOX 670 BURLINGTON,VT 05402	NONE	501(C)3	GENERAL CONTRIBUTION	1,500
COALITION FOR CHRISTIAN OUTREACH 5912 PENN AVE PITTSBURGH,PA 15206	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
COLBY COLLEGE 4388 MAYFLOWER HILL WATERVILLE,ME 04901	NONE	501(C)3	GENERAL CONTRIBUTION	1,000
COMMUNITY SERVICES FOR CHILDREN 1520 HANOVER AVE ALLENTOWN,PA 18019	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 2ND FLOOR NEWYORK,NY 10001	NONE	501(C)3	GENERAL CONTRIBUTION	5,000
FIRST CONGREGATIONAL CHURCH 38 S WINOOSKI AVE BURLINGTON,VT 05401	NONE	501(C)3	GENERAL CONTRIBUTION	34,000
FLETCHER-ALLEN HEALTH CARE 111 COLCHESTER AVE BURLINGTON,VT 05401	NONE	501(C)3	GENERAL CONTRIBUTION	1,500
HAGGAI INSTITUTE PO BOX 13 ATLANTA,GA 30370	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
HEIFER INTERNATIONAL 1 WORLD AVE LITTLE ROCK,AR 72202	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
Total  3a				277,000

Form 990PF Part XV Line 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				
HOSPICE & PALLIATIVE CARE OF WESTCHESTER 540 WHITE PLAINS RD STE 300 TARRYTOWN,NY 10591	NONE	501(C)3	GENERAL CONTRIBUTION	10,000
HUDSON LINK FOR HIGHER EDUCATION PO BOX 862 OSSINING,NY 10562	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
KAGANDO FOUNDATION PO BOX 723 DORSET,VT 05251	NONE	501(C)3	GENERAL CONTRIBUTION	7,500
MAN IN THE MIRROR 180 WILSHIRE BLVD CASSELBERRY,FL 32707	NONE	501(C)3	GENERAL CONTRIBUTION	15,000
MISSION TO THE WORLD PO BOX 116284 ATLANTA,GA 30368	NONE	501(C)3	GENERAL CONTRIBUTION	10,000
MORAVIAN ACADEMY 7 E MARKET STREET BETHLEHEM,PA 18018	NONE	501(C)3	GENERAL CONTRIBUTION	20,000
MYLES M BERINGER FOUNDATION 36 BEACH DRIVE DARIEN,CT 06820	NONE	501(C)3	GENERAL CONTRIBUTION	1,000
PBS 39 123 SESAME STREET BETHLEHEM,PA 18015	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
RONALD MCDONALD HOUSE CHARITIES ONE KROC DRIVE OAK BROOK,IL 60523	NONE	501(C)3	GENERAL CONTRIBUTION	2,500
SONGBIRD SINGS 16 FOX HILL RD BERNARDSTON,MA 01337	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
SPECTRUM YOUTH AND FAMILY SERVICES 31 ELMWOOD AVE BURLINGTON,VT 05401	NONE	501(C)3	GENERAL CONTRIBUTION	5,000
STATE THEATRE CENTER FOR THE ARTS 453 NORTHAMPTON ST EASTON,PA 18040	NONE	501(C)3	GENERAL CONTRIBUTION	3,500
WORLD VISION PO BOX 70306 TACOMA,WA 98471	NONE	501(C)3	GENERAL CONTRIBUTION	13,000
ACCION INTERNATIONAL 56 ROLAND STREET CHARLESTOWN,MA 02129	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
ACHIEVEMENT CENTERS FOR CHILDREN AND FAMILIES 555 NORTHWEST 4TH STREET DELRAY BEACH,FL 33444	NONE	501(C)3	GENERAL CONTRIBUTION	10,000
Total  3a				277,000

Form 990PF Part XV Line 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				
BOARD OF WORLD MISSION 1021 CENTER STREET BETHLEHEM,PA 18018	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
CAMP SUNSHINE 35 ACADIA ROAD CASCO,ME 04015	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
CHARITY NAVIGATOR 139 HARRISTOWN ROAD SUITE 101 GLEN ROCK,NJ 07452	NONE	501(C)3	GENERAL CONTRIBUTION	1,000
COMMUNITY ACTION COMMITTEE OF THE LV 1337 E 5TH STREET BETHLEHEM,PA 18015	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
EASTON AREA COMMUNITY CENTER 901 WASHINGTON STREET EASTON,PA 18042	NONE	501(C)3	GENERAL CONTRIBUTION	500
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEWYORK,NY 10010	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
FLYIN' RYAN HAWKS FOUNDATION INC 59 NORTSHORE DRIVE BURLINGTON,VT 05408	NONE	501(C)3	GENERAL CONTRIBUTION	4,000
HARRISON PRESBYTERIAN CHURCH OF HARRISON 181 HARRISON AVENUE HARRISON,NY 10528	NONE	501(C)3	GENERAL CONTRIBUTION	20,000
NEW HORIZON CENTER 100 BRODHEAD RD 120 BETHLEHEM,PA 18017	NONE	501(C)3	GENERAL CONTRIBUTION	6,000
ONE FUND BOSTON 18 TREMONT STREET SUITE 330 BOSTON,MA 02108	NONE	501(C)3	GENERAL CONTRIBUTION	2,500
PROJECT OF EASTON INC 320 FERRY STREET EASTON,PA 18042	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
SEEDS OF PEACE 370 LEXINGTON AVENUE NEWYORK,NY 10017	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
THE CENTER FOR ANIMAL HEALTH & WELFARE 1165 ISLAND PARK ROAD EASTON,PA 18042	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
THE COMMUNITY CENTER OF NORTHERN WESTCHESTER 84 BEDFORD ROAD KATONAH,NY 10536	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON,DC 20009	NONE	501(C)3	GENERAL CONTRIBUTION	7,000
Total  3a				277,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE LAGUND MUSIC SCHOOL 9 HAVEN STREET ELMSFORD,NY 10523	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
THE LUEKEMIA & LYMPHOMA SOCIETY 1525 VALLEY CENTER PARKWAY SUITE 180 BETHLEHEM,PA 18107	NONE	501(C)3	GENERAL CONTRIBUTION	1,000
THE PRESBYTERIAN CHURCH AT CROTON FALLS PO BOX 321 CROTON FALLS,NY 10519	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
TULANE UNIVERSITY 6823 ST CHARLES AVE NEWORLEANS,LA 70118	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
TURNING POINT OF LEHIGH VALLEY INC 444 E SUSQUEHANNA ST ALLENTOWN,PA 18103	NONE	501(C)3	GENERAL CONTRIBUTION	2,000
WYCLIFFE BIBLE TRANSLATORS PO BOX 628200 ORLANDO,FL 32862	NONE	501(C)3	GENERAL CONTRIBUTION	3,000
Total  3a				277,000

TY 2013 Accounting Fees Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,850	5,925		5,925

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD
EIN: 13-6071888

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	202,551	238,932

**TY 2013 Investments Corporate
Stock Schedule**

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD
EIN: 13-6071888

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	3,308,902	4,822,240

TY 2013 Investments Government Obligations Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

**US Government Securities - End of
Year Book Value:**

100,066

**US Government Securities - End of
Year Fair Market Value:**

101,473

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2013 Legal Fees Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,130	565		565

TY 2013 Other Assets Schedule**Name:** THOMAS F STALEY FOUNDATION CO DIANE S BERNARD**EIN:** 13-6071888

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	1,375	1,375	1,375
ACCRUED INTEREST	9,473	6,432	6,432
DUE FROM MORGAN STANLEY	3,661	0	0

TY 2013 Other Decreases Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

Description	Amount
NON DEDUCTIBLE PENALTIES	381

TY 2013 Other Expenses Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL EXPENSE	7,120	0		0
NYS FILING FEE	250	250		0

TY 2013 Other Liabilities Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITIES	0	40,442

TY 2013 Other Professional Fees Schedule

Name: THOMAS F STALEY FOUNDATION CO DIANE S BERNARD

EIN: 13-6071888

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	38,490	37,412		0

TY 2013 Taxes Schedule**Name:** THOMAS F STALEY FOUNDATION CO DIANE S BERNARD**EIN:** 13-6071888

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	3,978	3,978		0
EMPLOYMENT TAXES	10,406	2,081		8,325
FEDERAL EXCISE TAX	10,443	0		0