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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, 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 or province, country, and ZIP or foreign postal 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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,609,476

J Accounting method: Cash Accrual Other (specify)

(Part I, column (d) must be on cash basis)

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	110,032			
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	30,029	30,029		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	25,930			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		25,930		
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	165,991	55,959		1,400
13	Compensation of officers, directors, trustees, etc.	2,100	700		
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)	843			
19	Depreciation (attach schedule) and depletion	600	200		400
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,676	559		1,117
24	Total operating and administrative expenses.	5,219	1,459		2,917
	Add lines 13 through 23	67,192	1,459		67,192
25	Contributions, gifts, grants paid	72,411	1,459		70,109
26	Total expenses and disbursements. Add lines 24 and 25				
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	32,621			
b	Net investment income (if negative, enter -0-)		54,500		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		21,383	45,054
	3	Accounts receivable ►			45,054
		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)	941,584	1,265,521	1,265,521
	c	Investments—corporate bonds (attach schedule)	205,230	242,633	242,633
	11	Investments—land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) <i>INSURANCE POLICY</i>		54,094	56,268	56,268
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,222,291	1,609,476	1,609,476	
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 checked="" type="checkbox"/> 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 instructions)	1,222,291	1,609,476	
	31	Total liabilities and net assets/fund balances (see instructions)	1,222,291	1,609,476	

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	1,222,291
2	Enter amount from Part I, line 27a	2	37,621
3	Other increases not included in line 2 (itemize) ► <i>INCREASE IN MARKET VALUE</i>	3	349,564
4	Add lines 1, 2, and 3	4	1,609,476
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	1,609,476

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	200 SHS TEXTRON	P	12/53	2/11/13
b	300 SHS HEINZ	P	3/82	6/10/13
c	CAPITAL GAINS DISTRIBUTION			
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 5,904		318	3,586	
b 21,750		3,750	18,000	
c			2,344	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	25,930
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))
2012	57,601	1,159,236	.04969
2011	51,550	1,033,403	.04988
2010	45,101	912,951	.04940
2009	38,764	729,358	.04935
2008	47,703	968,562	.04925

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 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.

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)	1	545
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).		
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	545
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	545
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	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	545
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 2014 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: <i>N/A</i> (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
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? <i>N/A</i>		X
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>		
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?		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		
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>		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	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <i>N/A</i>	13	X
14	The books are in care of ► <i>ROBERT HUXLEY</i> Located at ► <i>P.O. Box 205 NEW HOPE, PA</i>	Telephone no. ► <i>215-862-5670</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> ► 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? 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	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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 ► <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 2013? ► <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <i>20 20 20 20</i>		
2b	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.) ► <input type="checkbox"/>		
3a	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 20 20 20</i>		
3b	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		
4a	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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <i>N/A</i>		
4b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? *N/A*

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? *N/A*

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	2,100	-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
NONE		

Part IX-A Summary of Direct Charitable Activities /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	<hr/> <hr/>	
2	<hr/> <hr/>	
3	<hr/> <hr/>	
4	<hr/> <hr/>	

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	_____	_____
All other program-related investments See instructions		_____
3	_____	_____
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	1,330,379
b	Average of monthly cash balances	1b	33,368
c	Fair market value of all other assets (see instructions)	1c	33,362
d	Total (add lines 1a, b, and c)	1d	1,419,109
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	-0-
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	1,419,109
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	21,287
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,397,822
6	Minimum investment return. Enter 5% of line 5	6	69,891

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	69,891
2a	Tax on investment income for 2013 from Part VI, line 5	2a	545
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	545
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,346
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	69,346
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	69,346

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	70,109
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,109
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	545
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,564

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				69,346
2 Undistributed income, if any, as of the end of 2013:			-0-	
a Enter amount for 2012 only			-0-	
b Total for prior years: 2012, 2011, 2010		-0-		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	-0-			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 70,109			-0-	
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				67,346
e Remaining amount distributed out of corpus	-0-			
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:	-d-			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		-0-		
b Prior years' undistributed income. Subtract line 4b from line 2b				
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)	-d-			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	-d-			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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 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

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 or e-mail address of the person to whom applications should be addressed:

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

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

Is they should include. 18938
ROBNUXE NOL.COM

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*

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				
FRIENDS OF RYAN VETERINARY HOSPITAL FUND PHILADELPHIA, PA 19104	N/A	PUBLIC	OPERATING FUNDS	1,000
Total				► 3a
b Approved for future payment				
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				
NEW HOPE/SOLEBURY LIBRARY NEW HOPE, PA 18938	N/A	PUBLIC	SUMMER READING PROGRAM	7,500
FRIENDS OF DAG NAMMARSKOOLD PLAZA NEW YORK, NY 10017	N/A	PUBLIC	FALL CHILDREN'S FAIR	5,000
ARDEN THEATRE PHILADELPHIA, PA 19106	N/A	PUBLIC	OPERATING FUNDS	5,000
GIVE A CHRISTMAS DOYLESTOWN, PA 18901	N/A	PUBLIC	GIFTS FOR NEEDY CHILDREN	1,500
FISHERMAN'S MARK LAMBERTVILLE, NJ 08530	N/A	PUBLIC	OUTDOOR CLASSROOM PROJECT	6,500
FRIENDS OF CECI NEW HOPE, PA 18938	N/A	PUBLIC	CONSTRUCTION OF A SCHOOL IN SOUTH AFRICA	27,000
BUCKS COUNTY SPCA LAHASKA, PA 18931	N/A	PUBLIC	OPERATING FUNDS	2,500
FAMILY SERVICES ASSOCIATION LANGHORNE, PA 19047	N/A	PUBLIC	HOMELESS KITCHEN RENOVATION	8,692
ADOPT A CAT INC LANGHORNE, PA 19047	N/A	PUBLIC	OPERATING FUNDS	1,500
SOLEBURY TOWNSHIP HISTORICAL SOCIETY Solebury, PA 18963	N/A	PUBLIC	CAPITAL FUND	1,000
Total				► 3a
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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				
4	Dividends and interest from securities				
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				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue: a				
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)				55,959
13	Total. Add line 12, columns (b), (d), and (e)				13 55,959
(See worksheet in line 13 instructions to verify calculations.)					

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

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

n/a

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

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

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

**Sign
Here**

Signature of officer or trustee

3/7/11

EXECUTIVE DIRECTOR

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

2013

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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 33⅓ % 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE HALEY FOUNDATION

Employer identification number

23-2869076

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	\$ 73,711	<input type="checkbox"/> Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
2	SALLY HUXLEY P.O. Box 205 New Hope, PA 18938	\$ 31,872	<input type="checkbox"/> Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
---	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
---	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
---	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
---	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
---	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
---	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</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	600 SWS TEXTRON 500 SWS BANK NY MELLON	\$ 36,125	12/18/13
2	500 SWS DOMINION RESOURCES	\$ 21,872	2/13/13
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

2013 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 grant request that includes the following information as appropriate to your request.

A description of your organization

A statement of the problem, project, need or issue to be addressed, including what outcomes you expect

The amount requested and a project budget, if appropriate, together with any other sources of funding.

A list of your Board of Directors and Officers

A copy of your most recent annual report and a breakdown of revenue and grants received

A copy of your certificate of tax exemption

Any other information relevant to your request

The majority of grants made by the Foundation range from \$1000 to \$7500 and involve projects or programs in and around the Upper Delaware Valley in Pennsylvania and New Jersey. Other grants are made to organizations known to the trustees

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

The Foundation supports educational programs within the areas of 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 support beyond one year.

2013 Form 990-PF 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



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 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
PYHRX	PAYDEN & RYGEL HIGH INCOME INVESTOR CL	-	-	7,955 1160	\$7 05	\$53,795 87	\$56,083 56
STMDX	STRATTON REAL ESTATE ESTATE	-	-	1,235 0040	29 86	37,025 41	36,877 21

Total Est. annual income: \$3,779.85; Est. yield: 4.07%

Stocks

Symbol	Name	Total cost	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
ABT	ABBOTT LABORATORIES	-	300 0000	\$38 3300	\$19,650 00	\$11,499 00
ABBV	ABBVIE INC	-	300 0000	52 8100	-	15,843 00
MO	ALTRIA GROUP INC	-	1,200 0000	38 3900	37,728 00	46,068 00
BAC	BANK AMERICA CORP	-	600 0000	15 5700	6,966 00	9,342 00



**Trust account**

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

Vanguard Flagship Services®

Brian J. McGinnis, Registered Representative: 800-345-1344, Ext 1589

Balances and holdings for Vanguard Brokerage Services account—25393614 continued**Stocks** continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2013	Balance on 12/31/2012	Balance on 12/31/2013
BK	BANK NEW YORK MELLON CORP	-	1,348 0000	34 9400	21,793 60	47,099 12
B	BARNES GROUP INC	-	3,000 0000	38 3100	67,380 00	114,930 00
	Est annual income \$808 80, Est yield 1 72%					
C	CIGNA CORP	-	1,800 0000	87 4800	96,228 00	157,464 00
	Est annual income \$1,320 00, Est yield 1 15%					
CSCO	CISCO SYSTEMS INC	\$14,376 00	600 0000	22 4300	11,789 64	13,458 00
	Est annual income \$408 00, Est yield 3 03%					
CYT	CYTEC INDUSTRIES INC	-	315 0000	93 1600	21,681 45	29,345 40
	Est annual income \$157 50, Est yield 0 54%					
D	DOMINION RESOURCES INC	-	1,580 0000	64 6900	61,124 00	102,210 20
	VA NEW					
	Est annual income \$3,555 00, Est yield 3 48%					
DD	DU PONT E I DE NEMOURS & COMPANY	-	600 0000	64 9700	26,987 10	38,982 00
	Est annual income \$1,080 00, Est yield 2 77%					
DNB	DUN & BRADSTREET CORP	-	250 0000	122 7500	19,662 50	30,687 50
	NEW DE					
	Est annual income \$400 00, Est yield 1 30%					
EMR	EMERSON ELECTRIC COMPANY	-	200 0000	70 1800	10,592 00	14,036 00
	Est annual income \$344 00, Est yield 2 45%					



Trust account

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

Vanguard Flagship Services®

Brian J. McGinnis, Registered Representative: 800-345-1344, Ext. 1589

Balances and holdings for Vanguard Brokerage Services account—25393614 continued

Stocks continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2013	Balance on 12/31/2012
XOM	EXXON MOBIL CORP Est annual income \$1,260.00, Est yield 2.49%	-	500 0000	101 2000	43,275.00
FISV	FISERV INC	-	500 0000	59 0500	19,757.50
K	KELLOGG COMPANY Est annual income \$1,104.00, Est yield 3.01%	-	600 0000	61 0700	33,510.00
KMBC	KIMBERLY CLARK CORP Est annual income \$486.00, Est yield 3.10%	-	150 0000	104 4600	12,664.50
KRFT	KRAFT FOODS GRP INC Est annual income \$289.80, Est yield 3.90%	-	138 0000	53 9100	6,274.86
LLY	LILLY ELI & COMPANY Est annual income \$980.00, Est yield 3.84%	7,803.13	500 0000	51 0000	24,660.00
MMC	MARSH & MCLENNAN COS INC Est annual income \$1,000.00, Est yield 2.07%	3,759.08	1,000 0000	48 3600	34,470.00
MRK	MERCK & COMPANY INC NEW Est annual income \$2,640.00, Est yield 3.52%	-	1,500 0000	50 0500	61,410.00
MDLZ	MONDELEZ INTERNATIONAL INC Est annual income \$232.40, Est yield 1.59%	-	415 0000	35 3000	10,563.07
MCO	MOODY'S CORP Est annual income \$1,120.00, Est yield 1.43%	-	1,000 0000	78 4700	50,320.00





Trust account

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

Vanguard Flagship Services®

Brian J. McGinnis, Registered Representative: 800-345-1344, Ext. 1589

Balances and holdings for Vanguard Brokerage Services account—25393614 continued

Stocks continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2013	Balance on 12/31/2012
PFE	PFIZER INC	27,603.64	1,576.0000	30.6300	39,524.97
PM	PHILIP MORRIS INTL INC	-	600.0000	87.1300	50,184.00
TXT	TEXTRON INC	-	2,900.0000	36.7600	61,975.00
UPS	UNITED PARCEL SERVICE INC CL B	-	150.0000	105.0800	11,059.50
VMC	VULCAN MATERIALS COMPANY	13,258.98	500.0000	59.4200	26,025.00
Total Est. annual income: \$24,848.54; Est. yield: 1.96%					\$887,255.69
Total Est. annual income: \$24,848.54; Est. yield: 1.96%					\$1,265,521.18

Account activity for Vanguard funds

GNMA Fund Admiral Shares 0536-09903680434

Purchases	Withdrawals	Dividends	Short-term capital gains	Long-term capital gains
\$0.00	\$0.00	\$2,338.41	\$18.56	\$74.23
30-day SEC yield as of 12/31/2013*		2.76%		

* Based on holdings' actual income for the past 30 days, distribution may differ. For updated information, visit vanguard.com

2013 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part I Line 23

P O. Box Rental	78
Filing Fees & Postage	23
Insurance	750
Dues	725
Office Expense	100
	1,676

Part II Line 13

Life Insurance Policy	
Cash Value	56,268