Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **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
DONLEY FOUNDATION-UD DTD 12-8-86

A Employer identification number
23-6859909

Number and street (or P O box number if mail is not delivered to street address)
C/O PEMBROKE ADVISORS 16 E
LANCASTER AVE NO 102

Room/suite

B Telephone number (see instructions)
(610) 896-3868

City or town, state or province, country, and ZIP or foreign postal code
ARDMORE, PA 19003

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 9,386,220

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))

	Line	Description	(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	310,004	310,004		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-35,804			
	b	Gross sales price for all assets on line 6a 2,623,413				
	7	Capital gain net income (from Part IV, line 2)		0		
	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	274,200	310,004	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,194	18,116	0	12,078
	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)	46,800	29,160	0	17,640
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,199	529	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	12,121	0	0	12,121
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,905	0	0	1,905
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,219	47,805	0	43,744
	25	Contributions, gifts, grants paid	460,250			460,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	554,469	47,805	0	503,994
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-280,269			
	b	**Net investment income** (if negative, enter -0-)		262,199		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14,746		
	2	Savings and temporary cash investments	316,167	890,550	890,550
	3	Accounts receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	4	Pledges receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ____ Less allowance for doubtful accounts ▶ ____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,010,302	6,865,090	8,495,670
	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)	7,341,215	7,755,640	9,386,220
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 ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,341,215	7,341,215	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	414,425	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	7,341,215	7,755,640	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,341,215	7,755,640	

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	7,341,215
2	Enter amount from Part I, line 27a	2	-280,269
3	Other increases not included in line 2 (itemize) ▶ ____	3	694,694
4	Add lines 1, 2, and 3	4	7,755,640
5	Decreases not included in line 2 (itemize) ▶ ____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,755,640

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	BNY MELLON 108430E8009	P	2000-01-01	2013-12-31
b	BNY MELLON 108430E8010	P	2000-01-01	2013-12-31
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	2,347,461		2,385,364	-37,903
b	275,952		273,853	2,099
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				-37,903
b				2,099
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	-35,804
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	0

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	484,776	7,797,550	0 062170
2011	460,945	8,074,220	0 057088
2010	394,897	7,796,567	0 050650
2009	357,720	7,301,342	0 048994
2008	489,474	8,952,373	0 054675

2	**Total** of line 1, column (d).	2	0 273577
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 054715
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	8,130,004
5	Multiply line 4 by line 3.	5	444,833
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,622
7	Add lines 5 and 6.	7	447,455
8	Enter qualifying distributions from Part XII, line 4.	8	503,994

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 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	2,622
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	2,622
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	2,622
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,388		
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	2,388
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	6
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	240
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?	1a		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)?	1b		No
	*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.*			
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? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
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 ▶WWW DONLEYFOUNDATION ORG

14 The books are in care of ▶DAPHNE ROWE Telephone no ▶(610) 896-3868

Located at ▶PEMBROKE ADV 16 E LANCASTER AVE STE 102 ARDMORE PA ZIP+4 ▶19003

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 |

		Line	Yes	No
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		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.

		Line	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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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))? ☐ 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)? **5b**

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? **6b** No

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? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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
NONE				

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	7,808,878
b	Average of monthly cash balances	1b	444,933
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,253,811
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	8,253,811
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,807
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,130,004
6	**Minimum investment return.** Enter 5% of line 5	6	406,500

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	406,500
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,622		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,622
3	Distributable amount before adjustments Subtract line 2c from line 1	3	403,878
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	403,878
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	403,878

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	503,994
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	503,994
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	2,622
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	501,372

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					403,878
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.	44,602				
b From 2009.					
c From 2010.	6,286				
d From 2011.	77,609				
e From 2012.	101,267				
f **Total** of lines 3a through e.		229,764			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 503,994					
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.					403,878
e Remaining amount distributed out of corpus		100,116			
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		329,880			
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) . . .		44,602			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		285,278			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .	6,286				
c Excess from 2011. . . .	77,609				
d Excess from 2012. . . .	101,267				
e Excess from 2013. . . .	100,116				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 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 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 or e-mail address of the person to whom applications should be addressed

DONLEY FOUNDATION CO DAPHNE ROWE
16 E LANCASTER AVENUE
ARDMORE, PA 19003
(610) 896-3868
DROWE@PEMBROKEPHILANTHROPY NET

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

PLEASE VISIT WWW DONLEYFOUNDATION ORG

c Any submission deadlines

MARCH 15 AND SEPTEMBER 15

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

THE DONLEY FOUNDATION MAKES GRANTS TO ORGANIZATIONS THAT ARE TAX EXEMPT UNDER THE IRS CODE 501 (C)(3) AS WELL AS PUBLIC CHARITIES UNDER IRS CODE 509(A) THE DONLEY FOUNDATION SUPPORTS ORGANIZATIONS IN THE FOLLOWING COMMUNITIES 1 THE ALLENTOWN-BETHLEHEM AREA OF THE LEHIGH VALLEY, PENNSYLVANIA 2 THE UPPER CONNECTICUT RIVER VALLEY OF VERMONT AND NEW HAMPSHIRE, 3 GREATER YORK COUNTY, PENNSYLVANIA 4 THE TOWNSHIPS OF WESTERN COOK COUNTY, ILLINOIS, AND THEIR ADJOINING NEIGHBORHOODS ON CHICAGO'S WEST SIDE GRANTS ARE MADE FOR GENERAL OPERATING SUPPORT, PROJECT OR PROGRAM SUPPORT, AND SCHOLARSHIPS GRANTS ARE NOT MADE TO INDIVIDUALS, NOR ARE THEY MADE FOR RELIGIOUS OR POLITICAL PURPOSES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				460,250
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	310,004	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-35,804	
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)		0		274,200	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 274,200

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2014-05-02	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
STEVE ROSA CPA				P00079667
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
Firm's address ▶ 610 WGERMANTOWN PIKE STE400 PLYMOUTH MEETING, PA 19462			Phone no (215) 643-3900	

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
BNY MELLON NA PO BOX 185 PITTSBURGH, PA 152300185	TRUSTEE 10 00	30,194	0	0
MARTHA DONLEY ROBB 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	1,847
JOHN W DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	CHAIR 1 00	0	0	4,675
THOMAS E DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	1,495
JENNIFER DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	456
CARA DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	0
EDWARD S DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	428
ANDREW ROBB 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	159

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
826CHI 1331 N MILWAUKEE AVE CHICAGO,IL 60622	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ACCESS COMMUNITY HEALTH 600 WEST FULTON STREET SUITE 200 CHICAGO,IL 60661	NONE	PUBLIC CHARITY	EARLY LITERACY IN WESTERN COOK COUNTY	5,000
ALLENTOWN PUBLIC LIBRARY 1210 HAMILTON STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
ALLENTOWN SCHOOL DISTRICT 31 S PENN STREET PO BOX 328 ALLENTOWN,PA 18105	NONE	PUBLIC CHARITY	AN ALLENTOWN ADVENTURE	7,500
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO,IL 60651	NONE	PUBLIC CHARITY	EL CUARTO ANO HIGH SCHOOL	5,000
BOYS & GIRLS CLUB OF ALLENTOWN 720 NORTH 6TH STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	LITERACY 4 R YOUTH	10,000
BOYS & GIRLS CLUB OF BRATTLEBORO 17 FLAT ST BRATTLEBORO,VT 05301	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
CASA CENTRAL 1343 N CALIFORNIA AVENUE CHICAGO,IL 60622	NONE	PUBLIC CHARITY	EARLY INTERVENTION CERTIFIED NURSING ASSISTANT TRAINING PROGRAM	10,000
CHANGING WORLDS 329 W 18TH STREET 506 CHICAGO,IL 60616	NONE	PUBLIC CHARITY	ARTS, CULTURAL, AND LITERARY CONNECTIONS (ACL)	2,500
CIVIC THEATRE OF ALLENTOWN PA 527 N 19TH STREET ALLENTOWN,PA 18104	NONE	PUBLIC CHARITY	CAT IN THE HAT AND FRIENDS	3,000
CLUSTER TUTORING PROGRAM 5460 W AUGUSTA BLVD CHICAGO,IL 60651	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY INC 1501 LEHIGH ST SUITE 206 ALLENTOWN,PA 18103	NONE	PUBLIC CHARITY	COMMUNITY SCHOOL PROGRAM	10,000
COMMUNITY BIKE WORKS 235 NORTH MADISON STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	SPONSOR SIX CHILDREN FOR ONE YEAR	6,250
COMMUNITY SERVICES FOR CHILDREN INC 1520 HANOVER AVENUE BETHLEHEM,PA 18109	NONE	PUBLIC CHARITY	NEW CENTER FOR ABUSED INFANTS AND TODDLERS CALLED SAFESTART GIVES CHILDREN AND THEIR FAMILIES A FUTURE	50,000
DEVEREUX FOUNDATION 444 DEVEREUX DRIVE VILLANOVA,PA 19085	NONE	PUBLIC CHARITY	CENTER FOR RESILIENT CHILDREN	15,000
Total . . . . ▶ 3a				460,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ERIE NEIGHBORHOOD HOUSE 1701 W SUPERIOR ST CHICAGO, IL 60622	NONE	PUBLIC CHARITY	PATHWAYS TO SUCCESS (PTS)	7,500
EVERYBODY WINS VERMONT PO BOX 34 MONTPELIER, VT 05601	NONE	PUBLIC CHARITY	WHITE RIVER JUNCTION POWER LUNCH	7,000
GIRL SCOUTS OF EASTERN PENNSYLVANIA 330 MANOR ROAD MIQUON, PA 19444	NONE	PUBLIC CHARITY	THE FUNDED TROOP PROGRAM	5,000
GOOD BEGINNINGS OF THE UPPER VALLEY PO BOX 5054 WEST LEBANON, NH 03784	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000
ICAC ILLINOIS COLLEGE ADVISING CORPS 809 SOUTH MARSHFIELD AVENUE 2ND FLOOR CHICAGO, IL 606127203	NONE	PUBLIC CHARITY	RICH CAMPUS ADVISER SUPPORT	20,500
JUDITH'S READING ROOM PO BOX 20711 LEHIGH VALLEY, PA 180020711	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
JUNIOR ACHIEVEMENT OF SOUTH CENTRAL PENNSYLVANIA 610 SOUTH GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	JA OUTREACH TO THE SCHOOL DISTRICT OF THE CITY OF YORK	10,000
KIDSPEACE CORPORATION 4085 INDEPENDENCE DRIVE SCHNECKSVILLE, PA 18078	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
LEHIGH VALLEY CHILDREN'S CENTERS INC 1501 LEHIGH STREET SUITE 208 ALLENTOWN, PA 181033892	NONE	PUBLIC CHARITY	LVCC EARLY EDUCATION SCHOLARSHIP FUND	10,000
LEHIGH VALLEY SUMMERBRIDGE 4313 GREEN POND ROAD BETHLEHEM, PA 18020	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
MARTIN LIBRARY ASSOCIATION 159 EAST MARKET STREET YORK, PA 17401	NONE	PUBLIC CHARITY	LEAP INTO SCIENCE	8,000
MONTSHIRE MUSEUM OF SCIENCE ONE MONTSHIRE ROAD NORWICH, VT 05055	NONE	PUBLIC CHARITY	BUILDING SCIENCE EDUCATION INFRASTRUCTURE IN RURAL SCHOOLS THROUGH CURRICULUM DEVELOPMENT AND TEACHER PROFESSIONAL DEVELOPMENT	15,000
NORTHAMPTON COMMUNITY COLLEGE FOUNDATION 3835 GREEN POND ROAD BETHLEHEM, PA 18020	NONE	PUBLIC CHARITY	ADULT LITERACY AND BASIC WORKFORCE DEVELOPMENT	5,000
NORTHEAST MINISTRY 1161 FRITZ DRIVE PO BOX 1463 BETHLEHEM, PA 18017	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ONEGOAL 215 W SUPERIOR SUITE 700 CHICAGO, IL 60654	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
Total . . . . ▶ **3a**				460,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PEACE CORNER YOUTH CENTER PO BOX 440113 CHICAGO, IL 60644	NONE	PUBLIC CHARITY	AFTER-SCHOOL AND SUMMER YOUTH PROGRAM	10,000
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE ST SUITE 430 HARRISBURG, PA 17101	NONE	PUBLIC CHARITY	ADVOCACY FOR EARLY CHILDHOOD EDUCATION	15,000
PERFORMING ARTS FOR CHILDREN PO BOX 134 YORK, PA 17405	NONE	PUBLIC CHARITY	STAGE THE PAGE	3,000
PINEBROOK FAMILY SERVICES 402 NORTH FULTON STREET ALLENTOWN, PA 18102	NONE	PUBLIC CHARITY	MAKING THE GRADE	5,000
PROVIDENCE ST MEL SCHOOL 119 SOUTH CENTRAL PARK BLVD CHICAGO, IL 60624	NONE	PUBLIC CHARITY	RESPONSE TO INTERVENTION PROGRAM (RTI)	7,000
SALVATION ARMY 50 EAST KING STREET YORK, PA 17401	NONE	PUBLIC CHARITY	YOUTH SERVICES/BRIDGING THE GAP	8,000
ST LUKE'S NEIGHBORHOOD CENTER 435 N 7TH STREET ALLENTOWN, PA 18102	NONE	PUBLIC CHARITY	YOUTH PROGRAMMING	5,000
ST LUKE'S UNIVERSITY HEALTH NETWORK DONEGAN FAMILY CENTER 801 OSTRUM STREET BETHLEHEM, PA 18015	NONE	PUBLIC CHARITY	REACH OUT AND READ AT KIDSCARE MEDICAL CLINIC	5,000
THE DA VINCI DISCOVERY CENTER OF SCIENCE & TECHNOLOGY 3145 HAMILTON BOULEVARD BYPASS ALLENTOWN, PA 18103	NONE	PUBLIC CHARITY	BUILDING A STEM WORKFORCE IN THE LEHIGH VALLEY	25,000
THE DREAM PROGRAM INC PO BOX 361 WINOOSKI, VT 05404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
UNITED WAY OF THE GREATER LEHIGH VALLEY 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109	NONE	PUBLIC CHARITY	COMPASS COMMUNITY SCHOOL - MCKINLEY ELEMENTARY SCHOOL, ALLENTOWN, PA	10,000
UNITED WAY OF YORK COUNTY 800 EAST KING STREET YORK, PA 17403	NONE	PUBLIC CHARITY	FOCUS - READY FREDDY	10,000
VERMONT HUMANITIES COUNCIL 11 LOOMIS STREET MONTPELIER, VT 05602	NONE	PUBLIC CHARITY	NEVER TOO EARLY	7,000
VERMONT INSTITUTE OF NATURAL SCIENCE 6565 WOODSTOCK ROAD PO BOX 1281 QUECHEE, VT 05059	NONE	PUBLIC CHARITY	ENVIRONMENTAL LITERACY SCHOLARSHIP FUND	5,000
YORK COUNTY LITERACY COUNCIL 800 E KING STREET YORK, PA 17403	NONE	PUBLIC CHARITY	EMPOWERING ADULTS AND FAMILIES WITH LITERACY SKILLS FOR FLIE	10,000
Total . . . . ▶ 3a				460,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF YORK (YWCA YORK) 320 EAST MARKET STREET YORK, PA 17403	NONE	PUBLIC CHARITY	EARLY LEARNING CENTER	5,000
THE POSSE FOUNDATION 111 WEST JACKSON BLVD SUITE 1900 CHICAGO, IL 60604	NONE	PUBLIC CHARITY	POSSE CHICAGO	10,000
Total . . . . ▶ **3a**				460,250

TY 2013 Investments - Other Schedule

Name: DONLEY FOUNDATION-UD DTD 12-8-86

EIN: 23-6859909

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BNY MELLON	AT COST	5,070,014	5,762,916
HAVERFORD TRUST	AT COST	1,795,076	2,732,754

TY 2013 Other Expenses Schedule

Name: DONLEY FOUNDATION-UD DTD 12-8-86

EIN: 23-6859909

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	842	0	0	842
WEBSITE EXPENSE	313	0	0	313
INSURANCE EXPENSE	750	0	0	750

TY 2013 Other Increases Schedule

Name: DONLEY FOUNDATION-UD DTD 12-8-86

EIN: 23-6859909

Description	Amount
COST BASIS ADJUSTMENT	694,694

TY 2013 Other Professional Fees Schedule

Name: DONLEY FOUNDATION-UD DTD 12-8-86

EIN: 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	44,100	26,460	0	17,640
INVESTMENT MANAGEMENT	2,700	2,700	0	0

TY 2013 Taxes Schedule

Name: DONLEY FOUNDATION-UD DTD 12-8-86

EIN: 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF	2,670	0	0	0
FOREIGN TAXES	529	529	0	0