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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013 **, and ending** NOV 30, 2014

Name of foundation
JOSEPH G. BRADLEY CHARITABLE FOUNDATION

A Employer identification number
23-7647762

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O COZEN O'CONNOR 1650 MARKET STREET

B Telephone number
(215) 665-3723

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City or town, state or province, country, and ZIP or foreign postal code
PHILADELPHIA, PA 19103

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

04

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 7,417,993.

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 ▶ ☐

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		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))	(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	25.	25.		STATEMENT 1
	4	Dividends and interest from securities	104,812.	104,812.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	839,850.			
	b	Gross sales price for all assets on line 6a 3,363,244.				
	7	Capital gain net income (from Part IV, line 2)		839,850.		
	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)				
	11	Other income	-12,537.	116.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	932,150.	944,803.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,800.	6,400.		6,400.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	5,598.	2,799.		2,799.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest	646.	646.		0.
	18	Taxes STMT 5	12,237.	340.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	45.	0.		45.
	22	Printing and publications				
	23	Other expenses STMT 6	44.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,370.	10,185.		9,244.
	25	Contributions, gifts, grants paid	285,000.			285,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	316,370.	10,185.		294,244.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	615,780.			
	b	**Net investment income** (if negative, enter -0-)		934,618.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	268,068.	13,062.	13,062.
	2	Savings and temporary cash investments			
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	4,462,482.	5,467,093.	7,392,888.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other	143,228.		
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ ESTIMATED TAXES)	2,640.	12,043.	12,043.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,876,418.	5,492,198.	7,417,993.
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			
	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	4,876,418.	5,492,198.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	4,876,418.	5,492,198.	
	31	**Total liabilities and net assets/fund balances**	4,876,418.	5,492,198.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,876,418.
2	Enter amount from Part I, line 27a	2	615,780.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,492,198.
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	5,492,198.

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	SEE SCHEDULE ATTACHED	P		
b	KINDER MORGAN ENERGY PARTNERS, LP K-1			
c	ENERGY TRANSFER EQUITY, LP K-1			
d	MARKWEST ENERGY PARTNERS, LP K-1			
e	CAPITAL GAINS DIVIDENDS			

	(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	3,311,849.		2,523,291.	788,558.
b				-77.
c				-15.
d				-11.
e	51,395.			51,395.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				788,558.
b				-77.
c				-15.
d				-11.
e				51,395.

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 } 2 839,850.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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	291,361.	6,189,472.	.047074
2011	286,237.	5,693,997.	.050270
2010	261,662.	5,762,958.	.045404
2009	227,169.	5,265,063.	.043146
2008	341,242.	4,509,255.	.075676

2	**Total** of line 1, column (d)	2	.261570
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	.052314
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,122,220.
5	Multiply line 4 by line 3	5	372,592.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,346.
7	Add lines 5 and 6	7	381,938.
8	Enter qualifying distributions from Part XII, line 4	8	294,244.

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 ▶ ☐ 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	18,692.
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	18,692.
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	18,692.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,043.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	37,043.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	18,351.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 18,351. **Refunded** ▶			11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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		X
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		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ COZEN O'CONNOR Telephone no ▶(215) 665-3723

Located at ▶1650 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶19103

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 N/A

			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		X
	See the 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 instructions)?	1b		X
	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		X
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 ▶ ________ , ________ , ________ , ________			
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.) N/A	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. ▶ ________ , ________ , ________ , ________			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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		X

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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)? ☐ 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 **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? N/A ☐ 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** X (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? N/A **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.

(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
ANDREW R. NEHRBAS PENN VALLEY, PA 19072	TRUSTEE 0.00	12,800.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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10-10-13

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	7,139,012.
b	Average of monthly cash balances	1b	91,668.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,230,680.
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	7,230,680.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,460.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,122,220.
6	**Minimum investment return.** Enter 5% of line 5	6	356,111.

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	356,111.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 18,692.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	18,692.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	337,419.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	337,419.
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	337,419.

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	294,244.
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	294,244.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	294,244.

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.

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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				337,419.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			275,392.	
b Total for prior years: ______ , ______ , ______		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: ▶ $ 294,244.				
a Applied to 2012, but not more than line 2a			275,392.	
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				18,852.
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				318,567.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
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

1 a 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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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 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).)

NONE

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.

NONE

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:

TO FOUNDATION

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

NO SPECIAL FORM

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:

DISTRIBUTIONS LIMITED TO ORGANIZATIONS THAT CARRY OUT THE PURPOSE OF THE FOUNDATION

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*				
CHURCH OF THE TRANSFIGURATION- ORLEANS CHURCH BUILDING FOUNDATION ORLEANS, MA	NONE	501(C)(3)	FOR ORGAN RESTORATION	75,000.
COE COLLEGE CEDAR RAPIDS, IA	NONE	501(C)(3)	FOR ORGAN RESTORATION	50,000.
FINE ARTS MUSEUM OF SAN FRANCISCO SAN FRANCISCO, CA	NONE	501(C)(3)	FOR ORGAN RESTORATION	50,000.
ST. MICHAEL'S EPISCOPAL CHURCH DETROIT, MI	NONE	501(C)(3)	FOR ORGAN RESTORATION	60,000.
ST. PAUL'S EPISCOPAL CHURCH ROCHESTER, NY	NONE	501(C)(3)	FOR ORGAN RESTORATION	50,000.
Total			▶ 3a	285,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25.	
4 Dividends and interest from securities			14	104,812.	
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			14	116.	
8 Gain or (loss) from sales of assets other than inventory			18	839,850.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 8		-12,653.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-12,653.		944,803.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 932,150.

(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).

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

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

▶ Andrew R TTee 10/13/15 ▶ TRUSTEE

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
ROBERT FRIEDMAN		10-13-15		P00631847

Firm's name ▶ COZEN O'CONNOR

Firm's EIN ▶ 23-1732832

Firm's address ▶ 1650 MARKET STREET
PHILADELPHIA, PA 19103

Phone no. 215-665-4628

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JANNEY MONTGOMERY SCOTT LLC	25.	25.	
TOTAL TO PART I, LINE 3	25.	25.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER EQUITY LP	99.	0.	99.	99.	
JANNEY MONTGOMERY SCOTT LLC	155,132.	51,395.	103,737.	103,737.	
KINDER MORGAN ENERGY PARTNERS LP	198.	0.	198.	198.	
MARKWEST ENERGY PARTNERS LP	778.	0.	778.	778.	
TO PART I, LINE 4	156,207.	51,395.	104,812.	104,812.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS LP	116.	116.	
KINDER MORGAN ENERGY PARTNERS	4,901.	0.	
ENERGY TRANSFER EQUITY LP	-1,539.	0.	
MARKWEST ENERGY PARTNERS LP	-13,111.	0.	
NEW SOURCE ENERGY PARTNERS LP	-2,904.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-12,537.	116.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COZEN O'CONNOR	5,598.	2,799.		2,799.
TO FM 990-PF, PG 1, LN 16A	5,598.	2,799.		2,799.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	11,897.	0.		0.
FOREIGN TAXES	327.	327.		0.
FOREIGN TAXES FROM K-1S	13.	13.		0.
TO FORM 990-PF, PG 1, LN 18	12,237.	340.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NONDEDUCTIBLE EXPENSES	44.	0.		0.
TO FORM 990-PF, PG 1, LN 23	44.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	5,467,093.	7,392,888.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,467,093.	7,392,888.

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-14

STOCK DESCRIPTION	# OF SHARES 11/30/2014	COST 11/30/2014	MARKET VALUE 11/30/2014
Air Lease Corp	1,000 00	38,092 23	38,030 00
Allison Transmission Holdings Inc	2,000 00	59,242 43	65,780 00
Apple Inc	1,500 00	18,373 68	178,395 00
Baxter International Corp	2,000 00	87,780 32	146,000 00
Canadian Pacific Railway	600 00	100,792 68	115,896 00
Capitalia Finance Corp 7 125% pfd	2,000 00	50,000 00	50,640 00
Celgene Corp	1,000 00	88,265 38	113,690 00
Chevron Corporation	1,000 00	53,796 75	108,870 00
Claymore Guggenheim Spinoff ETF	2,000 00	88,952 01	92,200 00
Clearbridge Aggressive Growth Fund	525 27	53,914 72	92,310 94
Clearbridge Global Growth Trust	5,105 26	119,592 90	164,542 59
Clearbridge Special Investment Trust	13,734 96	486,735 54	550,909 12
Clearbridge Value Trust	3,935 78	172,822 84	261,414 64
Conoco Phillips	1,500 00	17,913 09	99,105 00
Cummins Inc	500 00	71,220 20	72,810 00
Danaher Corp	1,500 00	115,448 63	125,340 00
Deere & Co	1,000 00	35,833 06	86,620 00
Deutsche Bank Capital Tr V	1,000 00	25,000 00	28,480 00
Eaton Corp	1,000 00	51,655 00	67,830 00
Exxon Mobil Corp	2,000 00	24,125 00	181,080 00
Facebook Inc	1,000 00	75,880 48	77,700 00
Gilead Sciences Inc	1,000 00	71,452 72	100,320 00
Gladstone Capital Corp Ser 2021 Pfd	1,865 00	46,625 00	47,520 20
Google Inc	200 00	107,345 60	108,366 00
Hartford Balanced Fund	7,999 27	103,223 85	109,590 04
Henderson European Focus Fund Class C	6,489 91	200,000 00	209,559 12
Henderson Global Equity Income Fund Class C	13,705 60	92,416 57	109,370 64
International Paper Company	1,500 00	75,328 63	80,730 00
Intrexon Corp	2,000 00	53,442 81	53,060 00
Ivy Science & Technology Class C	2,214 43	79,832 22	108,307 57
Kayne Anderson MLP Investment Company	1,500 00	45,083 02	57,210 00
Keurig Green Mountain Inc	2,000 00	94,494 50	284,280 00
Lockheed Martin Corp	1,500 00	268,626 01	287,340 00
Loomis Sayles Strategic Income Fund	9,843 35	143,861 41	167,632 28
Mainstay Maretfield Fund	5,497 53	100,000 00	88,565 14
McKesson Corp	1,000 00	200,071 91	210,760 00
Merck & Co Inc	1,000 00	11,925 27	60,400 00
Merrill Lynch Capital Trust II 6 45% Pfd	2,000 00	50,000 00	50,980 00
Micron Technology Inc	2,000 00	64,898 02	71,900 00
Mondelez International Inc	1,500 00	51,128 28	58,800.00
Natixis Vaughan Nelson Value Oppty Fund	2,329 92	50,000 00	50,116.49
Pall Corp	500 00	42,798 24	48,055 00
PPG Industries Inc	1,500 00	76,263 22	328,230 00
Royce Pennsylvania Mutual Fund	24,674 09	210,288 55	311,140 22
Stanley Black & Decker Inc	1,500 00	118,758 77	141,660.00
Syncronoss Technologies Inc	2,500 00	88,712 35	107,075.00
Touchstone Funds Sands Cap Select Growth Fund	8,868 38	101,123 56	163,798.97
Trust for Advisors 1919 Financial Services Fund	26,145 22	312,797 06	480,026.14
United Technologies Corp	1,500 00	103,436 90	165,120 00
Vanguard FTSE Europe ETF	2,000 00	115,247 59	110,580 00
VMWare Inc	800 00	83,626 99	70,368 00
Western Asset Short-Term Bond Fund Cl C	63,090 60	255,817 64	246,684 24
Williams Companies Inc	2,000 00	117,984 82	103,500 00
Ziopharm Oncology Inc	20,000 00	95,044 54	84,200 00
		5,467,092.99	**7,392,888.34**

Attachment to Form 990-PF
Part II Line 10b

FORM 990-PF OTHER REVENUE STATEMENT 8

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
KINDER MORGAN ENERGY PARTNERS		4,901.			
ENERGY TRANSFER EQUITY LP		-1,539.			
MARKWEST ENERGY PARTNERS LP		-13,111.			
NEW SOURCE ENERGY PARTNERS LP		-2,904.			
TOTAL TO FORM 990-PF, PG 12, LN 11		-12,653.			

Joseph G. Bradley Charitable Foundation
Legg Mason Investment Account
30-Nov-14

DESCRIPTION	# OF SHARES	SALE PRICE	COST	GAIN (LOSS)
Aflac Inc	1,000	63,743 33	66,977 95	(3,234 62)
Agrium Inc	1,300	117,150 56	144,634 23	(27,483 67)
Allegion Public LTD	333	16,190 62	10,292 36	5,898 26
Allergan Inc	1,000	167,375 80	101,265 48	66,110 32
Altria Group Inc	1,000	40,693 55	37,459 04	3,234 51
American International Group Inc	1,000	50,279 19	51,802 79	(1,523 60)
Aon PLC	200	16,448 23	15,455 50	992 73
Apple Inc	1,500	230,878 66	33,072 63	197,806 03
Capital One Financial	1,000	83,741 61	73,416 11	10,325 50
Catamaran Corp	1,500	72,960 01	68,790 75	4,169 26
Clearbridge Global Growth Trust	1,609	50,000 00	27,332 70	22,667 30
Conoco Phillips	500	32,064 24	2,302 03	29,762 21
Danaher Corp	500	37,479 02	37,979 87	(500 85)
Ebay Inc	3,000	159,725 71	162,235 25	(2,509 54)
EMC Corp	2,000	52,904 08	56,527 87	(3,623 79)
Express Scripts Holding Company	1,500	102,122 63	96,676 00	5,446 63
Gamestop Corp	2,000	85,903 42	74,716 66	11,186 76
Gas Natural Inc	4,000	49,799 91	32,925 29	16,874 62
Gladstone Capital Corp Ser 2016 Pfd	2,000	50,565 48	50,000 00	565 48
Halliburton Company	1,500	81,980 05	73,785 33	8,194 72
Ingersol Rand PLC	1,000	58,364 26	40,037 04	18,327 22
Juniper Networks Inc	1,000	23,012 17	25,970 78	(2,958 61)
Keurig Green Mountain Inc	1,000	118,396 54	27,793 48	90,603 06
Merck & Co Inc	1,000	53,739 83	11,925 28	41,814 55
Nielsen Holdings B V	2,000	93,238 59	73,375 59	19,863 00
Nordstrom Inc	1,400	97,271 21	88,174 66	9,096 55
PVH Corp	800	89,403 05	91,314 99	(1,911 94)
Sealed Air Corp	2,000	67,297 00	49,156 31	18,140 69
Sigma Aldrich Corp	1,000	101,059 15	93,980 36	7,078 79
Spirit Realty Cap Inc	4,000	41,630 64	38,641 75	2,988 89
Syncronoss Technologies Inc	1,000	52,941 98	36,536 00	16,405.98
TICC Capital Corp	5,000	42,682 64	22,997 11	19,685 53
Twenty First Century Fox Inc	1,600	52,683 73	49,891 11	2,792 62
Ulta Salon Cosmetics & Fragrance Inc	1,000	116,805 91	84,578 27	32,227 64
Valeant Pharm Intl Inc	800	115,427 12	96,202 91	19,224 21
Vantiv Inc	2,000	62,029 10	54,933 99	7,095 11
Voya Financial Inc	2,000	76,023 53	72,322 51	3,701 02
Western Asset Emerging Markets Debt Fund Inc	3,000	49,052 92	50,809 99	(1,757 07)
Xilinx Inc	2,000	107,810 07	89,804 27	18,005 80
Kinder Morgan Energy Partners	1,000	95,306 40	876 00	94,430 40
Energy Transfer Equity Limited Partnership	2,000	94,848 97	79,659 42	15,189 55
Markwest Energy Partners Limited Partnership	1,500	96,083 96	88,906 80	7,177 16
New Source Energy Partners LP	2,000	44,734 03	37,754 91	6,979 12
		3,311,848 90	2,523,291 37	788,557 53

Attachment to Form 990-PF
Part IV Line 1a