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Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2014 or tax year beginning **THE HALEY FOUNDATION**, 2014, and ending **20**

Name of foundation		A Employer identification number 23-2869076							
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 205		B Telephone number (see instructions) 215-862-5670							
C If exemption application is pending, check here ► <input type="checkbox"/>									
D 1. Foreign organizations, check here ► <input type="checkbox"/>									
2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>									
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>									
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>									
G Check all that apply: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><input type="checkbox"/> Initial return</td> <td style="width: 50%;"><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change		
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<input type="checkbox"/> Other (specify) _____									
(Part I, column (d) must be on cash basis)									

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	71,547			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,186	34,186		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,552			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		33,552		
	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) LEGAL SETTLEMENT	102	102			
12 Total. Add lines 1 through 11	139,387	67,840			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	2,500	893	1,667	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	545			
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	600	200	400	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,735	578	1,157	
	24 Total operating and administrative expenses.	5,380	1,661	3,224	
Add lines 13 through 23					
25 Contributions, gifts, grants paid	80,900			80,900	
26 Total expenses and disbursements. Add lines 24 and 25	86,280	1,661		84,124	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	53,107				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)	66,179				

B

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	45,054	84,328	
	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)	1,265,521	1,383,451	
	c	Investments—corporate bonds (attach schedule)	242,633	259,695	
	11	Investments—land, buildings, and equipment, basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) <i>INSURANCE POLICY</i>	56,268	57,867		
14	Land, buildings, and equipment, basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,609,476	1,785,321		
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	-0-	-0-	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,609,476	1,785,321	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,609,476	1,785,321	
	31	Total liabilities and net assets/fund balances (see instructions)	1,609,476	1,785,321	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,609,476
2	Enter amount from Part I, line 27a	2	53,107
3	Other increases not included in line 2 (itemize) ► <i>INCREASE IN MARKET VALUE</i>	3	121,738
4	Add lines 1, 2, and 3	4	1,785,321
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,785,321

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	500 SHS TEXTRON	D	12/53	6/2/14
b	100 SHS CIGNA	D	7/60	8/14/14
c	600 SHS CISCO SYSTEMS	P	2/11	11/18/14
d	CAPITAL GAINS DISTRIBUTIONS			
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 19,605		795	18,810	
b 9,295		689	8,606	
c 16,002		14,376	1,626	
d			4,510	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	33,552
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	69,564	1,392,822	.04977
2012	57,601	1,159,236	.04969
2011	57,550	1,033,403	.04988
2010	45,101	912,951	.04940
2009	38,464	729,358	.04935

2 Total of line 1, column (d) 2 24809

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 .04962

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 1,678,903

5 Multiply line 4 by line 3 5 82,910

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 662

7 Add lines 5 and 6 7 83,572

8 Enter qualifying distributions from Part XII, line 4 8 84,124
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	662
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-0-
3	Add lines 1 and 2	3	662
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	662
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	-0-
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	662
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 2015 estimated tax ►	11	Refunded

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> N/A	1b	X
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. ► \$ _____ (2) On foundation managers. ► \$ _____		N/A
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		N/A
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i> N/A	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? <i>If "Yes," complete Part II, col. (c), and Part XIV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <i>PENNSYLVANIA</i>	8a	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <i>N/A</i>			
14	The books are in care of ► <i>ROBERT HUXLEY</i> Telephone no. ► <i>215-862-5670</i> Located at ► <i>P.O. Box 205 New Hope, PA</i> ZIP+4 ► <i>18938</i>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <i>N/A</i> ► <i>15</i>	<input type="checkbox"/>	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► <i>N/A</i>	16	<input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)? Organizations relying on a current notice regarding disaster assistance check here <i>N/A</i> ► <input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
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 2014?	1c	<input checked="" type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► <i>20 20 20 20 N/A</i>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	<input checked="" type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <i>20 20 20 20 N/A</i>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2014 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 2014.) <i>N/A</i>	3b	<input checked="" type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2014?	4b	<input checked="" type="checkbox"/>

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

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
<i>ROBERT HUXLEY NEW HOPE, PA 18938</i>	<i>EXEC. DIR. 3</i>	<i>2,500</i>	<i>- 0 -</i>	<i>- 0 -</i>
<i>SALLY HUXLEY NEW HOPE, PA 18938</i>	<i>TRUSTEE 1/2</i>	<i>- 0 -</i>	<i>- 0 -</i>	<i>- 0 -</i>

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
<i>NONE</i>				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ►

Part IX-A Summary of Direct Charitable Activities N/A

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

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.

1	
2	
All other program-related investments. See instructions		
3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,577,697
b	Average of monthly cash balances	1b	36,005
c	Fair market value of all other assets (see instructions)	1c	57,201
d	Total (add lines 1a, b, and c)	1d	1,620,903
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	-0-
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	1,620,903
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,064
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,645,839
6	Minimum investment return. Enter 5% of line 5	6	82,292

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	82,292
2a	Tax on investment income for 2014 from Part VI, line 5	2a	662
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	662
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,630
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	81,630
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	81,630

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	84,124
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	-0-
b	Program-related investments—total from Part IX-B	2	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	-0-
3	Amounts set aside for specific charitable projects that satisfy the:	3b	-0-
a	Suitability test (prior IRS approval required)	4	84,124
b	Cash distribution test (attach the required schedule)	5	662
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	83,462
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				81,630
2 Undistributed income, if any, as of the end of 2014:			- 0 -	
a Enter amount for 2013 only		- 0 -		
b Total for prior years. 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	- 0 -			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 84,124			- 0 -	
a Applied to 2013, 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 2014 distributable amount				81,630
e Remaining amount distributed out of corpus	- 0 -			
5 Excess distributions carryover applied to 2014 (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:	- 0 -	- 0 -		
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		- 0 -		
d Subtract line 6c from line 6b. Taxable amount—see instructions		- 0 -		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			- 0 -	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				- 0 -
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	- 0 -			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	- 0 -			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	- 0 -			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

ROBERT HUXLEY *SALLY HUXLEY*

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ROBERT HUXLEY THE HALEY FOUNDATION P.O. Box 205 NEW HOPE,

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

See ATTACHED

c Any submission deadlines:

NONE

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

See ATTACHED

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ELMWOOD PARK ZOO NORRISTOWN, PA 19401	N/A	PUBLIC	OPERATING FUNDS	4,000
PHILADELPHIA SOCIETY FOR THE PRESERVATION OF LANDMARKS PHILADELPHIA, PA 19106	N/A	PUBLIC	CHILDREN'S WORKSHOPS	6,000
FREE LIBRARY OF NEW HOPE SOLEBURY NEW HOPE, PA 18938	N/A	PUBLIC	SUMMER READING PROGRAM	4,800
FRIENDS OF CECI NEW HOPE, PA 18938	N/A	PUBLIC	CONSTRUCTION OF PRE-SCHOOL	25,000
SOLEBURY SCHOOL NEW HOPE, PA 18938	N/A	PUBLIC	THEATER RENOVATION	30,000
ARDEN THEATRE PHILADELPHIA, PA 19106	N/A	PUBLIC	OPERATING FUNDS	5,000
SOLEBURY TOWNSHIP HISTORICAL SOCIETY SOLEBURY, PA 18963	N/A	PUBLIC	SCHOLARSHIP	1,000
Bucks County SPCA LAHASKA, PA 18931	N/A	PUBLIC	SPAY+NEUTER FUN	4,000
GIVE A CHRISTMAS	N/A	PUBLIC	GIFTS FOR NEEDY CHILDREN	1,100
Total				► 3a 80,900
b Approved for future payment				
DOYLESTOWN, PA 18901				
Total				► 3b

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions.)			
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1	Program service revenue:					<i>14</i> <i>34,186</i>	
a							
b							
c							
d							
e							
f							
g	Fees and contracts from government agencies					<i>18</i> <i>33,552</i>	
2	Membership dues and assessments						
3	Interest on savings and temporary cash investments						
4	Dividends and interest from securities					<i>67,738</i>	
5	Net rental income or (loss) from real estate:						
a	Debt-financed property					<i>13</i> <i>67,738</i>	
b	Not debt-financed property						
6	Net rental income or (loss) from personal property					<i>67,738</i>	
7	Other investment income						
8	Gain or (loss) from sales of assets other than inventory					<i>67,738</i>	
9	Net income or (loss) from special events						
10	Gross profit or (loss) from sales of inventory					<i>67,738</i>	
11	Other revenue: a						
b						<i>67,738</i>	
c							
d						<i>67,738</i>	
e							
12	Subtotal. Add columns (b), (d), and (e)					<i>67,738</i>	
13	Total. Add line 12, columns (b), (d), and (e)						
<i>(See worksheet in line 13 instructions to verify calculations.)</i>					<i>13</i>	<i>67,738</i>	

(See worksheet in line 13 instructions to verify calculations.)

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

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

Na

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	
(2)	Other assets	1a(2)	
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	
(3)	Rental of facilities, equipment, or other assets	1b(3)	
(4)	Reimbursement arrangements	1b(4)	
(5)	Loans or loan guarantees	1b(5)	
(6)	Performance of services or membership or fundraising solicitations	1b(6)	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule.

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

**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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check if
self-employed

10/14/13

Title

Print/Type preparer's name

self-em

Firm's EIN

Name of the organization

THE HALEY FOUNDATION

Employer identification number
 23-2869076

Organization type (check one):

Filers of: Section:

Form 990 or 990-EZ 501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF 501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

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

Name of organization

THE HALEY FOUNDATION

Employer identification number

23-2869076

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT Huxley P.O. Box 205 New Hope, PA 18938	\$ 50,125	<input type="checkbox"/> Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
2	SALLY Huxley P.O. Box 205 New Hope, PA 18938	\$ 21,422	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>

Name of organization

THE HALEY FOUNDATION

Employer identification number
23-2869076

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	354 345 BP PLC	\$ 21,422	4/4/14
60 345 DOMINION RESOURCES			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

2014 Form 990-PF Schedule Attachment

The Haley Foundation # 23-2869076

Part I Line 11 **Settlement of Citicorp Securities Litigation** **102**

Part I Line 23	P O Box Rental	80
	Filing Fees & Postage	30
	Insurance	750
	Dues	725
	Office Expense	150

		1,735



Trust account

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

Vanguard Flagship Services®

Brittany Meyers, Registered Representative: 800-345-1344, Ext. 3294

Balances and holdings for Vanguard Brokerage Services account—25393614

Unless otherwise noted, your position is held as cash

Mutual funds

Symbol	Name	Average price per share	Total cost	Quantity	Price on 12/31/2014	Balance on 12/31/2013
PYHGX	PAYDEN & RYGEL HIGH INCOME INVESTOR CL			8,753 7680	\$6.59	\$56,083.56
STMDX	STRATTON REAL ESTATE ESTATE			1,235 0040	36.44	36,877.21
		Est. annual income \$3,501.50; Est. yield 6.07%				
		Est. annual income \$761.99; Est. yield 1.69%				
		Total Est. annual income: \$4,263.49; Est. yield: 4.15%				
					\$92,960.77	\$102,690.86

Stocks

Symbol	Name	Total cost	Quantity	Price on 12/31/2014	Balance on 12/31/2013
ABT	ABBOTT LABORATORIES		300 0000	\$45.0200	\$11,499.00
	Est. annual income \$288.00; Est. yield 2.13%				
ABBV	ABBVIE INC		300 0000	65.4400	15,843.00
	Est. annual income \$588.00; Est. yield 3.00%				
MO	ALTRIA GROUP INC		1,200 0000	49.2700	46,068.00
	Est. annual income \$2,496.00; Est. yield 4.22%				
BAC	BANK AMERICA CORP		600 0000	17.8900	9,342.00
	Est. annual income \$120.00; Est. yield 1.12%				
					10,734.00

**Trust account**

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

Vanguard Flagship Services®

Brittany Meyers, Registered Representative: 800-345-1344, Ext. 3294

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

Symbol	Name	Total cost	Quantity	Price on 12/31/2014	Balance on 12/31/2013
BK	BANK NEW YORK MELLON CORP		1,348.0000	40 5700	47,099.12 54,688.36
B	BARNES GROUP INC		3,000.0000	37.0100	114,930.00 111,030.00
BP	BP PLC SPONSORED ADR	\$9,362.37	354.0000	38.1200	- 13,494.48
C	CIGNA CORP		1,700.0000	102.9100	157,464.00 174,947.00
CYT	CYTEC INDUSTRIES INC		630.0000	46.1700	29,345.40 29,087.10
D	DOMINION RESOURCES INC VA NEW		1,640.0000	76.9000	102,210.20 126,116.00
DD	DU PONT E.I. DE NEMOURS & COMPANY		600.0000	73.9400	38,982.00 44,364.00
DNB	DUN & BRADSTREET CORP NEW DE		250.0000	120.9600	30,687.50 30,240.00



Trust account

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

Vanguard Flagship Services®

Brittany Meyers, Registered Representative: 800-345-1344, Ext. 3294

Balances and holdings for Vanguard Brokerage Services account—25393614 continued¹

Stocks continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2014	Balance on 12/31/2013
EMR	EMERSON ELECTRIC COMPANY	-	200,0000	61,7300	14,036,00
XOM	EXXON MOBIL CORP	-	500,0000	92,4500	50,600,00
FISV	FISERV INC	-	500,0000	70,9700	29,525,00
HYH	HALYARD HEALTH INC	-	18,0000	45,4700	-
K	KELLOGG COMPANY	-	600,0000	65,4400	36,642,00
KMB	KIMBERLY CLARK CORP	-	150,0000	115,5400	15,669,00
KRFT	KRAFT FOODS GRP INC	-	138,0000	62,6600	7,439,58
LLY	LILLY ELI & COMPANY	7,803,13	500,0000	68,9900	25,500,00
MMC	MARSH & MCLENNAN COS INC	3,759,08	1,000,0000	57,2400	48,360,00
MRK	MERCK & COMPANY INC NEW	-	1,500,0000	56,7900	75,075,00
MDLZ	MONDELEZ INTERNATIONAL INC	-	415,0000	36,3250	14,649,50



Trust account

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

Vanguard Flagship Services®

Brittany Meyers, Registered Representative: 800-345-1344, Ext. 3294

Balances and holdings for Vanguard Brokerage Services account—25393614 continued

Stocks continued

Symbol	Name	Total cost	Quantity	Price on 12/31/2014	Balance on 12/31/2013
MCO	MOODY'S CORP	-	1,000 0000	95 8100	78,470 00
PFE	PFIZER INC	27,603.64	1,576 0000	31 1500	48,277 88
PM	PHILIP MORRIS INTL INC	-	600.0000	81 4500	52,278 00
TXT	TEXTRON INC	-	2,400 0000	42 1100	106,604 00
UPS	UNITED PARCEL SERVICE INC CL B	-	150 0000	111 1700	15,762 00
VMC	VULCAN MATERIALS COMPANY	13,258.98	500 0000	65 7300	29,710 00
Total Est. annual income: \$27,632.96; Est. yield: 2.00%					\$1,252,063.18 \$1,283,451.25



2014 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part VII-A Line 10

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

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

2014 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part XV Line 2b

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

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

A description of your organization.

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

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

A list of your Board of Directors and Officers.

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

A copy of your certificate of tax exemption.

Any other information relevant to your request.

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

2014 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part XV Line 2d

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

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

The Foundation supports educational programs within the areas of arts, cultural and historic.

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

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

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