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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation DONLEY FOUNDATION-UD DTD 12-8-86		A Employer identification number 23-6859909	
Number and street (or P O box number if mail is not delivered to street address) C/O PEMBROKE ADVISORS 16 E LANCASTER AV NO 102		B Telephone number (see instructions) (610) 896-3868	
City or town, state or province, country, and ZIP or foreign postal code ARDMORE, PA 19003		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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)▶\$ 11,802,964		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,223,506			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	217,480	217,480		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,588,983			
	b Gross sales price for all assets on line 6a 9,942,358				
	7 Capital gain net income (from Part IV, line 2) . . .		1,588,983		
	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)	245,825	245,825	0	
	12 Total. Add lines 1 through 11	4,275,794	2,052,288	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	15,770	0	0	0
	b Accounting fees (attach schedule)	3,075	0	0	0
	c Other professional fees (attach schedule)	90,630	72,630	0	18,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	2,945	65	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,868	0	0	5,868
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,149	0	0	3,899
	24 Total operating and administrative expenses. Add lines 13 through 23	124,437	72,695	0	27,767
	25 Contributions, gifts, grants paid	611,000			611,000
	26 Total expenses and disbursements. Add lines 24 and 25	735,437	72,695	0	638,767
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,540,357			
	b Net investment income (if negative, enter -0-)		1,979,593		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	890,550	611,646	611,646
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,865,090	10,643,847	11,191,318
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,755,640	11,255,493	11,802,964	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	7,755,640	11,255,493	
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 (see instructions)	7,755,640	11,255,493		
31	Total liabilities and net assets/fund balances (see instructions) . . .	7,755,640	11,255,493		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 7,755,640
2	Enter amount from Part I, line 27a	2 3,540,357
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 11,295,997
5	Decreases not included in line 2 (itemize) ▶ _____	5 40,504
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 11,255,493

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	BNY MELLON	P	2000-01-01	2014-12-31
b	HAVERFORD TRUST	P	2000-01-01	2014-12-31
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,303,767		3,545,591	758,176
b 5,638,591		4,807,784	830,807
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			758,176
b			830,807
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	1,588,983
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	0

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	501,372	8,130,004	0 061669
2012	484,776	7,797,550	0 062170
2011	460,945	8,074,220	0 057088
2010	394,897	7,796,567	0 050650
2009	357,720	7,301,342	0 048994

2 Total of line 1, column (d).	2	0 280571
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 056114
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	10,846,439
5 Multiply line 4 by line 3.	5	608,637
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	19,796
7 Add lines 5 and 6.	7	628,433
8 Enter qualifying distributions from Part XII, line 4.	8	638,767

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		119,796	
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-)		20	
3		Add lines 1 and 2.		319,796	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		519,796	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	2,640
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.		72,640	
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		917,156	
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 Refunded		11	

Part VII-AStatements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions)				
		PA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► WWW.DONLEYFOUNDATION.ORG				
14	The books are in care of ► DAPHNE ROWE Telephone no ► (610) 896-3868			
	Located at ► PEMBROKE ADV 16 E LANCASTER AVE STE 102 ARDMORE PA ZIP +4 ► 19003			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ►	15		
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?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

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

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,233,974
b	Average of monthly cash balances.	1b	777,639
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,011,613
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	11,011,613
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	165,174
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,846,439
6	Minimum investment return. Enter 5% of line 5.	6	542,322

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	542,322
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	19,796
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,796
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	522,526
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	522,526
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	522,526

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	638,767
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	638,767
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	19,796
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	618,971
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				522,526
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.	6,286			
c From 2011.	77,609			
d From 2012.	101,267			
e From 2013.	100,116			
f Total of lines 3a through e.	285,278			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 638,767				
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.				522,526
e Remaining amount distributed out of corpus	116,241			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	401,519			
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 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	401,519			
10 Analysis of line 9				
a Excess from 2010. . . .	6,286			
b Excess from 2011. . . .	77,609			
c Excess from 2012. . . .	101,267			
d Excess from 2013. . . .	100,116			
e Excess from 2014. . . .	116,241			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

b

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

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

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

a

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

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

b

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

PLEASE VISIT WWW.DONLEYFOUNDATION.ORG

c

Any submission deadlines

MARCH 15 AND SEPTEMBER 15

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	611,000
b Approved for future payment LAWRENCE TECHNOLOGICAL UNIVERSITY 21000 WEST TEN MILE ROAD SOUTHFIELD, MI 480751058		PUBLIC CHARITY	DONLEY STEM SCHOLARSHIP	200,000
Total			3b	200,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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
-----	----

No

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.

1a(1)

No

(2) Other assets.

1a(2)

No

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2) Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3) Rental of facilities, equipment, or other assets.

1b(3)

No

(4) Reimbursement arrangements.

1b(4)

No

(5) Loans or loan guarantees.

1b(5)

No

(6) Performance of services or membership or fundraising solicitations.

1b(6)

No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

Sign Here	*****	2015-05-08	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

**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.

* * * * *

2015-05-08

* * * * *

Signature of officer or trustee

Date

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use
Only**

Form **990-PF** (2014)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
DONLEY FOUNDATION-UD DTD 12-8-86	23-6859909

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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Employer identification number
23-6859909

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD S DONLEY 1132 KIRKLAND VILLAGE CIRCLE BETHLEHEM, PA 18017	\$ 2,223,506	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

DONLEY FOUNDATION-UD DTD 12-8-86

Employer identification number

23-6859909

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
<u>1</u>	SECURITIES HELD IN BNY MELLON ACCOUNT @ COST	\$ 2,223,506	2014-10-31
(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
		\$	

Name of organization DONLEY FOUNDATION-UD DTD 12-8-86	Employer identification number 23-6859909
---	---

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2014 Accounting Fees Schedule

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

EIN: 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,075	0	0	0

TY 2014 Investments - Other Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BNY MELLON	AT COST	0	0
HAVERFORD TRUST	AT COST	10,073,557	10,621,028
MELLON PRIVATE EQUITY FUND IV LP	AT COST	345,748	345,748
MELLON PRIVATE EQUITY FUND V LP	AT COST	224,542	224,542

TY 2014 Legal Fees Schedule

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

EIN: 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	15,770	0	0	0

TY 2014 Other Decreases Schedule

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

EIN: 23-6859909

Description	Amount
COST BASIS ADJUSTMENT	40,504

TY 2014 Other Expenses Schedule

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

EIN: 23-6859909

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	2,280	0	0	2,280
WEBSITE EXPENSE	144	0	0	144
INSURANCE EXPENSE	750	0	0	750
DUES & SUBSCRIPTIONS	2,975	0	0	725

TY 2014 Other Income Schedule

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

EIN: 23-6859909

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	245,825	245,825	0

TY 2014 Other Professional Fees Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	45,000	27,000	0	18,000
INVESTMENT MANAGEMENT	45,630	45,630	0	0

TY 2014 Taxes Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF	2,880	0	0	0
FOREIGN TAXES	65	65	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
826CHI 1331 N MILWAUKEE AVE CHICAGO,IL 60622	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ACCESS COMMUNITY HEALTH 600 WEST FULTON STREET SUITE 200 CHICAGO,IL 60661	NONE	PUBLIC CHARITY	EARLY LITERACY IN WESTERN COOK COUNTY	5,000
ALLENTOWN PUBLIC LIBRARY 1210 HAMILTON STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
ALLENTOWN SCHOOL DISTRICT (ASD) FOUNDATION 31 S PENN STREET PO BOX 328 ALLENTOWN,PA 18105	NONE	PUBLIC CHARITY	AN ALLENTOWN ADVENTURE	5,000
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO,IL 60651	NONE	PUBLIC CHARITY	EL CUARTO ANO HIGH SCHOOL	5,000
BIG BROTHERS BIG SISTERS LEHIGH VALLEY 878 MINESITE RD ALLENTOWN,PA 18103		PUBLIC CHARITY	SCHOOL-BASED MENTORING PROGRAM AT JEFFERSON ELEMENTARY SCHOOL	5,000
BOYS & GIRLS CLUB OF ALLENTOWN 720 NORTH 6TH STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	I-STATION	10,000
CASA CENTRAL 1343 N CALIFORNIA AVENUE CHICAGO,IL 60622	NONE	PUBLIC CHARITY	EARLY INTERVENTION CERTIFIED NURSING ASSISTANT TRAINING PROGRAM	10,000
CASE GUADALUPE CENTER 218 NORTH SECOND STREET ALLENTOWN,PA 18102		PUBLIC CHARITY	PA'LANTE EDUCATION PROGRAM	5,000
CHANGING WORLDS 329 W18TH STREET 506 CHICAGO,IL 60616	NONE	PUBLIC CHARITY	IN-SCHOOL ARTS AND CULTURE PROGRAMS	2,500
CHILDREN'S LITERACY FOUNDATION 1536 LOOMIS HILL ROAD WATERBURY CENTER,VT 05677		PUBLIC CHARITY	CLIF'S YEAR OF THE BOOK IN LUDLOW, VT	10,000
CHILDREN'S LITERACY INITIATIVE (CLI) 2314 MARKET ST PHILADELPHIA,PA 19103		PUBLIC CHARITY	CHICAGO EARLY LITERACY PROJECT 2014-2015	5,000
CIVIC THEATRE OF ALLENTOWN PA 527 N 19TH STREET ALLENTOWN,PA 18104	NONE	PUBLIC CHARITY	CAT IN THE HAT AND FRIENDS	3,000
CLUSTER TUTORING PROGRAM 5460 WAUGUSTA BLVD CHICAGO,IL 60651	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY INC 1501 LEHIGH ST SUITE 206 ALLENTOWN,PA 18103	NONE	PUBLIC CHARITY	COMPREHENSIVE SITE SERVICES	10,000
Total  3a				611,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY BIKE WORKS 235 NORTH MADISON STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	EARN-A-BIKE	5,000
COMMUNITY SERVICES FOR CHILDREN INC 1520 HANOVER AVENUE BETHLEHEM,PA 18109	NONE	PUBLIC CHARITY	SAFE/START CENTER	50,000
EAST VILLAGE YOUTH PROGRAM 3643 W BELMONT ST CHICAGO,IL 60618		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ERIE NEIGHBORHOOD HOUSE 1701 W SUPERIOR ST CHICAGO,IL 60622	NONE	PUBLIC CHARITY	PATHWAYS TO SUCCESS (PTS)	7,500
EVERYBODY WINS VERMONT PO BOX 34 MONTPELIER,VT 05601	NONE	PUBLIC CHARITY	UPPER VALLEY POWER LUNCH	7,000
GIRL SCOUTS OF EASTERN PENNSYLVANIA 330 MANOR ROAD MIQUON,PA 19444	NONE	PUBLIC CHARITY	THE FUNDED TROOP PROGRAM	5,000
GOOD BEGINNINGS OF THE UPPER VALLEY PO BOX 5054 WEST LEBANON,NH 03784	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
JUDITH'S READING ROOM PO BOX 20711 LEHIGH VALLEY,PA 180020711	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
JUNIOR ACHIEVEMENT OF SOUTH CENTRAL PENNSYLVANIA 610 SOUTH GEORGE STREET YORK,PA 17401	NONE	PUBLIC CHARITY	JA PROGRAMMING FOR THE SCHOOL DISTRICT OF THE CITY OF YORK	10,000
KIDZEXPRESS NFP 342 S LARAMIE AVE CHICAGO,IL 60644		PUBLIC CHARITY	JOBS TRAINING AND EMPLOYMENT PROGRAM	5,000
LAWRENCE TECHNOLOGICAL UNIVERSITY 21000 WEST TEN MILE ROAD SOUTHFIELD,MI 480751058		PUBLIC CHARITY	DONLEY STEM SCHOLARSHIP	150,000
LEHIGH VALLEY CHILDREN'S CENTERS INC 1501 LEHIGH STREET SUITE 208 ALLENTOWN,PA 181033892	NONE	PUBLIC CHARITY	LVCC EARLY EDUCATION SCHOLARSHIP FUND	10,000
LEHIGH COUNTY CONFERENCE OF CHURCHES 534 CHEW STREET ALLENTOWN,PA 18102		PUBLIC CHARITY	ASPIRES MENTORING	5,000
LEHIGH VALLEY HOSPITAL 2100 MACK BLVD PO BOX 4000 ALLENTOWN,PA 18105		PUBLIC CHARITY	REACH OUT AND READ	5,000
LITERACY VOLUNTEERS OF WESTERN COOK COUNTY PO BOX 4502 OAK PARK,IL 60304		PUBLIC CHARITY	ADULT VOLUNTEER LITERACY PROGRAM	8,000
Total  3a				611,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MARTIN LIBRARY ASSOCIATION 159 EAST MARKET STREET YORK,PA 17401	NONE	PUBLIC CHARITY	LEAP INTO SCIENCE	8,000
MONTSHIRE MUSEUM OF SCIENCE ONE MONTSHIRE ROAD NORWICH,VT 05055	NONE	PUBLIC CHARITY	SCHOOL PARTNERSHIP INITIATIVE	15,000
NORTHEAST MINISTRY 1161 FRITZ DRIVE PO BOX 1463 BETHLEHEM,PA 18017	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
ONEGOAL 215 W SUPERIOR SUITE 700 CHICAGO,IL 60654	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
PCC COMMUNITY WELLNESS CENTER 14 LAKE STREET OAK PARK,IL 60302		PUBLIC CHARITY	REACH OUT AND READ	5,000
PEACE CORNER YOUTH CENTER PO BOX 440113 CHICAGO,IL 60644	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
PENNSYLVANIA ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN (PENNAEYC) 415 MARKET STREET SUITE 206 HARRISBURG,PA 17101		PUBLIC CHARITY	PRE-K FOR PA (YORK AND LEHIGH COUNTY)	15,000
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE ST SUITE 430 HARRISBURG,PA 17101	NONE	PUBLIC CHARITY	PRE-K FOR PA CAMPAIGN	15,000
PINEBROOK FAMILY SERVICES 402 NORTH FULTON STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	MAKING THE GRADE	5,000
ST JOSEPH SERVICES 1501 N OAKLEY BLVD CHICAGO,IL 60622		PUBLIC CHARITY	AFTER SCHOOL PROGRAM	5,000
ST LUKE'S NEIGHBORHOOD CENTER 435 N 7TH STREET ALLENTOWN,PA 18102	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
STRAND-CAPITOL PERFORMING ARTS CENTER 50 N GEORGE STREET YORK,PA 17401		PUBLIC CHARITY	STAGE THE PAGE	3,000
THE DA VINCI DISCOVERY CENTER OF SCIENCE & TECHNOLOGY 3145 HAMILTON BOULEVARD BYPASS ALLENTOWN,PA 18103	NONE	PUBLIC CHARITY	PRESCHOOL EXHIBIT AREA	10,000
THE DREAM PROGRAM INC PO BOX 361 WINOOSKI,VT 05404	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
THE LITERACY CENTER 801 HAMILTON MALL SUITE 201 ALLENTOWN,PA 181012420		PUBLIC CHARITY	BRIDGE GRANT REQUEST FOR PROGRAM SUPPORT & GENERAL OPERATING SUPPORT	20,000
Total  3a				611,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE POSSE FOUNDATION 111 WEST JACKSON BLVD SUITE 1900 CHICAGO,IL 60604	NONE	PUBLIC CHARITY	POSSE CHICAGO PROGRAM	10,000
UNITED WAY OF THE GREATER LEHIGH VALLEY 1110 AMERICAN PARKWAY NE ALLENTOWN,PA 18109	NONE	PUBLIC CHARITY	PARTNERSHIPS TO ACHIEVE SUCCESS, AFTER-SCHOOL PROGRAMS AT MCKINLEY COMMUNITY SCHOOL	10,000
UNITED WAY OF YORK COUNTY 800 EAST KING STREET YORK,PA 17403	NONE	PUBLIC CHARITY	FOCUS - READY FREDDY	10,000
UPPER VALLEY HAVEN INC 713 HARTFORD AVENUE WHITE RIVER JUNCTION,VT 05001		PUBLIC CHARITY	CHILDREN'S SERVICES PROGRAM	10,000
VALLEY YOUTH HOUSE COMMITTEE INC 829 W LINDEN STREET ALLENTOWN,PA 18101		PUBLIC CHARITY	DONLEY SCHOLARSHIP FUND FOR LEHIGH VALLEY INDEPENDENT LIVING PROGRAMS	10,000
VERMONT HUMANITIES COUNCIL 11 LOOMIS STREET MONTPELIER,VT 05602	NONE	PUBLIC CHARITY	NEVER TOO EARLY	7,000
VERMONT INSTITUTE OF NATURAL SCIENCE 6565 WOODSTOCK ROAD PO BOX 1281 QUEECHEE,VT 05059	NONE	PUBLIC CHARITY	ENVIRONMENTAL LITERACY SCHOLARSHIP FUND	5,000
YMCA OF BERWYN-CICERO INC 2947 S OAK PARK AVE BERWYN,IL 60402		PUBLIC CHARITY	SCHOOL DISTRICT #100 BEFORE & AFTER SCHOOL CARE	5,000
YMCA OF YORK COUNTY 90 N NEWBERRY STREET YORK,PA 17401		PUBLIC CHARITY	SEVENTH GRADE INITIATIVE	5,000
YORK COLLEGE OF PENNSYLVANIA 441 COUNTRY CLUB ROAD YORK,PA 174033651		PUBLIC CHARITY	YORK COLLEGE COMMUNITY OPPORTUNITY SCHOLARSHP PROGRAM (YCCOSP)	5,000
YORK COUNTY LITERACY COUNCIL 800 E KING STREET YORK,PA 17403	NONE	PUBLIC CHARITY	EMPOWERING ADULTS AND FAMILIES WITH LITERACY SKILLS FOR LIFE	10,000
Total  3a				611,000

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTHA DONLEY ROBB	TRUSTEE 1 00	0	0	1,235
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
JOHN W DONLEY	CHAIR 1 00	0	0	1,277
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
THOMAS E DONLEY	TRUSTEE 1 00	0	0	1,095
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
JENNIFER DONLEY	TRUSTEE 1 00	0	0	1,364
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
CARA DONLEY	TRUSTEE 1 00	0	0	0
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
EDWARD S DONLEY	TRUSTEE EMERITUS 1 00	0	0	0
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
ANDREW ROBB	TRUSTEE 1 00	0	0	158
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
EDWARD J DONLEY	TRUSTEE 1 00	0	0	466
16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				