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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

| | | |
|---|--|--|
| Name of foundation THE HALEY FOUNDATION | | A Employer identification number 23-2869076 |
| Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 205 | Room/suite | B Telephone number (see instructions) 215-862-5670 |
| City or town, state or province, country, and ZIP or foreign postal code New Hope, PA 18938 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <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 | | D 1. Foreign organizations, check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,000,668 | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| (Part I, column (d) must be on cash basis.) | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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) | 25,501 | | | |
| | 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 | 39,288 | 39,288 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 2,404 | | | |
| | b Gross sales price for all assets on line 6a 881 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 2,404 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 62,193 | 41,692 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 2,900 | 967 | | 1,933 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 817 | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | 660 | 220 | | 440 |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 1,773 | 591 | | 1,182 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 6,150 | 1,778 | | 3,555 |
| | 25 Contributions, gifts, grants paid | 91,225 | | | 91,225 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 97,375 | 1,778 | | 94,780 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | (30,182) | | | | |
| b Net investment income (if negative, enter -0-) | | 39,914 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2016)

SCANNED MAY 25 2017

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | Beginning of year | End of year | |
|------------------------------------|--|--|--|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | | | 143,827 | 87,769 | |
| | 2 Savings and temporary cash investments | | | | | |
| | 3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | | | |
| | 4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | | | |
| | 5 Grants receivable | | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (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) | | | 1,437,841 | 1,561,363 | |
| | c Investments—corporate bonds (attach schedule) | | | 261,564 | 289,219 | |
| | 11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | | | |
| | 12 Investments—mortgage loans | | | | | |
| | 13 Investments—other (attach schedule) | | | 59,785 | 62,317 | |
| | 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) | | | 1,903,017 | 2,000,668 | |
| 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 | | | 1,903,017 | 2,000,668 | |
| | 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) | | | 1,903,017 | 2,000,668 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | | | 1,903,017 | 2,000,668 | |

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 | 1,903,017 |
| 2 Enter amount from Part I, line 27a | 2 | (30,182) |
| 3 Other increases not included in line 2 (itemize) ▶ INCREASE IN MARKET VALUE | 3 | 127,833 |
| 4 Add lines 1, 2, and 3 | 4 | 2,000,668 |
| 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 | 2,000,668 |

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 | 120 SHS CHEMOURS Co | D | 10/3/11 | 4/1/16 |
| b | CAPITAL GAIN DISTRIBUTIONS | | | |
| 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 881 | | 643 | 238 |
| b | | | 2,166 |
| 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 | | | |
| 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 | 2,404 |
| 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)) |
|--|--|--|---|
| 2015 | 91,850 | 1,827,386 | .05026 |
| 2014 | 83,462 | 1,645,839 | .05071 |
| 2013 | 69,564 | 1,397,822 | .04977 |
| 2012 | 57,601 | 1,159,236 | .04969 |
| 2011 | 51,550 | 1,033,403 | .04988 |

| | | |
|--|----------|-----------|
| 2 Total of line 1, column (d) | 2 | .25031 |
| 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 | .05006 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 1,897,681 |
| 5 Multiply line 4 by line 3 | 5 | 94,998 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 399 |
| 7 Add lines 5 and 6 | 7 | 95,397 |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 | 94,780 |

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) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 798 | |
| 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 | | |
| 3 | Add lines 1 and 2 | 3 | 798 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 798 | |
| 6 | Credits/Payments: | | | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 | 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 | | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 798 | |
| 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 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements 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? | Yes | No |
| 1a | | | X |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | | X |
| 1b | | | |
| 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? | | X |
| 1c | | | |
| 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? If "Yes," attach a detailed description of the activities. | 2 | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | X |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? N/A | 4b | X |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | 5 | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | 7 | X |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ► PENNSYLVANIA | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | X |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV | 9 | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | X |

Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|---|------------------------------|----|
| 11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | | X |
| 12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | | X |
| 13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | |
| Website address ▶ N/A | | |
| 14. The books are in care of ▶ ROBERT HUXLEY | Telephone no. ▶ 215-862-5670 | |
| Located at ▶ P.O. Box 205 New Hope, PA | ZIP+4 ▶ 18938 | |
| 15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> | | |
| and enter the amount of tax-exempt interest received or accrued during the year . N/A . . . ▶ 15 | | |
| 16. At any time during calendar year 2016, 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? | Yes | No |
| See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ N/A | | X |

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)? | 1b | X |
| Organizations relying on a current notice regarding disaster assistance check here . N/A . . . ▶ <input 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 2016? | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| If "Yes," list the years ▶ 20 , 20 , 20 , 20 N/A | | |
| 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 | X |
| 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? <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2016 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 2016.) . . . N/A | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? | 4b | X |

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)? *N/A*Organizations relying on a current notice regarding disaster assistance check here *N/A* ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *N/A* ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? *N/A***Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-------------------------------------|---|---|---|---------------------------------------|
| ROBERT HUXLEY NEW HOPE, PA 18938 | EXEC. DIR 4 | 2,900 | -0- | -0- |
| SALLY HUXLEY NEW HOPE, PA 18938 | TRUSTEE 1/2 | -0- | -0- | -0- |
| HALEY HUXLEY NEW HOPE, PA 18938 | TRUSTEE 1/2 | -0- | -0- | -0- |

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3. Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services . NONE ▶

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. | Expenses |
|--|----------|
| 1 | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions) N/A

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

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

| | | | |
|----------|---|-----------|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,753,441 |
| b | Average of monthly cash balances | 1b | 110,822 |
| c | Fair market value of all other assets (see instructions) | 1c | 62,317 |
| d | Total (add lines 1a, b, and c) | 1d | 1,926,580 |
| 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 | 1,926,580 |
| 4 | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) | 4 | 28,899 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,897,681 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 94,884 |

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 | 94,884 |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 798 |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 798 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 94,086 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 94,086 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 94,086 |

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 | 94,780 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 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 | 94,780 |
| 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 | -0- |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 94,780 |

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 2015 | (c) 2015 | (d) 2016 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7 | | | | 94,086 |
| 2 Undistributed income, if any, as of the end of 2016: | | | | |
| a Enter amount for 2015 only | | | - 0 - | |
| b Total for prior years: 20____, 20____, 20____ | | - 0 - | | |
| 3 Excess distributions carryover, if any, to 2016: | | | | |
| a From 2011 | | | | |
| b From 2012 | | | | |
| c From 2013 | | | | |
| d From 2014 | | | | |
| e From 2015 | | | | |
| f Total of lines 3a through e | - 0 - | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ <u>94,780</u> | | | | |
| a Applied to 2015, 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 2016 distributable amount | | | | 94,086 |
| e Remaining amount distributed out of corpus | - 0 - | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).) | - 0 - | | | - 0 - |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | - 0 - | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | - 0 - | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | - 0 - | | |
| d Subtract line 6c from line 6b. Taxable amount—see instructions | | - 0 - | | |
| e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions | | | - 0 - | |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 | | | | - 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 2011 not applied on line 5 or line 7 (see instructions) | - 0 - | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a | - 0 - | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2012 | | | | |
| b Excess from 2013 | | | | |
| c Excess from 2014 | | | | |
| d Excess from 2015 | | | | |
| e Excess from 2016 | | | | |

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

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) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| 85% of line 2a | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | |
| a "Assets" alternative test—enter: | | | | |
| (1) Value of all assets | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | |
| c "Support" alternative test—enter: | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | |
| (3) Largest amount of support from an exempt organization | | | | |
| (4) Gross investment income | | | | |

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

1 Information Regarding Foundation Managers:

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

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, PA 18938
ROBHUX@AOL.COM

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:

SEE ATTACHED

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|-----------|
| a Paid during the year | | | | |
| CLIVEDON OF THE NATIONAL TRUST | | PUBLIC | PRODUCTION OF A PLAY | 6,500 |
| PHILADELPHIA, PA 19144 | | | | |
| FREE LIBRARY OF NEW HOPE | | PUBLIC | SUMMER READING PROGRAM | 6,000 |
| & SOLEBURY | | | CONSTRUCTION OF MURAL | 4,100 |
| NEW HOPE, PA 18938 | | | | |
| ARDEN THEATER | | PUBLIC | OPERATING FUNDS | 5,000 |
| PHILADELPHIA, PA 19106 | | | | |
| SOLEBURY TOWNSHIP HISTORICAL SOCIETY | | PUBLIC | SCHOLARSHIP | 1,625 |
| SOLEBURY, PA 18963 | | | | |
| ANN SILVERMAN COMMUNITY HEALTH | | PUBLIC | OPERATING FUNDS | 3,000 |
| DOYLESTOWN, PA 18901 | | | | |
| ENCHANTMENT THEATER | | PUBLIC | CHILDREN'S THEATER | 1,000 |
| PHILADELPHIA, PA 19110 | | | | |
| SOLEBURY SCHOOL | | PUBLIC | ALUMNI FUND | 500 |
| SOLEBURY, PA 18963 | | | THEATER SOUND SYSTEM | 14,000 |
| LANTERN THEATER CO | | PUBLIC | OPERATING FUNDS | 1,000 |
| PHILADELPHIA, PA 19105 | | | | |
| 1812 PRODUCTIONS | | PUBLIC | PUBLIC SCHOOL OUTREACH | 3,000 |
| PHILADELPHIA, PA 19148 | | | | |
| Total | | | | 3a |
| b Approved for future payment | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 3b |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|------------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| FRIENDS OF CECID NEW HOPE, PA 18938 | | PUBLIC | CONSTRUCTION OF PRE-SCHOOLS | 45,000 |
| NEW HOPE HISTORICAL SOCIETY NEW HOPE, PA 18938 | | PUBLIC | LECTURE SERIES | 500 |
| Total | | | | 3a 91,225 |
| b Approved for future payment | | | | |
| Total | | | | 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue: | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities | | | 14 | 39,288 | |
| 5 | Net rental income or (loss) from real estate: | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | 2,404 | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue: a | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | 41,692 | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 41,692 |

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

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

| |
|-----|
| N/A |
|-----|

[illegible]

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

N/A

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

[illegible]

- 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.

Signature of officer or trustee

5/12/17
Date

EXECUTIVE DIRECTOR
Title

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

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2016

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

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

Name of the organization

THE HALEY FOUNDATION

Employer identification number

23-2869076

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 $\frac{1}{3}$ % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

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 |
|------------|-------------------------------------|----------------------------|---|
| | ROBERT HUXLEY NEW HOPE, PA 18938 | \$ 25,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

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.

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.

2016 Form 990-PF Schedule Attachment

The Haley Foundation #23-2869076

Part VII-A Line 10

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

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



Trust brokerage account—25393614

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

Vanguard Flagship Services®

Brittany Warner, Registered Representative: 800-345-1344, Ext 3294

Balances and holdings for Vanguard Brokerage Account—25393614 continued

Settlement fund

| Name | Quantity | Price on 12/31/2016 | Balance on 12/31/2015 | Balance on 12/31/2016 |
|---|-------------|------------------------|--------------------------|--------------------------|
| VANGUARD FEDERAL MONEY MARKET FUND Est yield: 0.45% | 93,669.3100 | \$1.00 | - | \$93,669.31 |
| | | | \$0.00 | \$93,669.31 |

Mutual funds

| Symbol | Name | Average price per share | Total cost | Quantity | Price on 12/31/2016 | Balance on 12/31/2015 | Balance on 12/31/2016 |
|--------|--|----------------------------|-------------|-------------|------------------------|--------------------------|--------------------------|
| VBIRX | VANGUARD SHORT TERM BOND INDEX ADMIRAL CL Est annual income: \$1,055.07; Est yield: 1.45% | \$10.47 | \$73,161.29 | 6,987.2410 | \$10.43 | - | \$72,876.91 |
| VFLUX | VANGUARD GNMA ADMIRAL CL Est annual income: \$2,687.39; Est yield: 2.45% | 10.43 | 107,782.29 | 10,338.7450 | 10.54 | - | 108,970.36 |
| PYHRX | PAYDEN & RYSEL HIGH INCOME INVESTOR CL Est annual income: \$3,180.16; Est yield: 5.06% | - | - | 9,725.2680 | 6.46 | 56,800.86 | 62,825.23 |
| STMDX | STERLING CAPITAL STRATTON REAL ESTATE INSTL CL Est annual income: \$615.03; Est yield: 1.38% | - | - | 1,235.0040 | 36.07 | 44,472.49 | 44,546.59 |
| | Total Est. annual income: \$7,517.65; Est. yield: 2.60% | | | | | \$101,273.35 | \$289,219.09 |



Trust brokerage account—25393614

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

Vanguard Flagship Services®

Brittany Warner, Registered Representative: 800-345-1344, Ext 3294

Balances and holdings for Vanguard Brokerage Account—25393614 continued

Stocks

| Symbol | Name | Total cost | Quantity | Price on 12/31/2016 | Balance on 12/31/2016 | Balance on 12/31/2016 |
|--------|---|------------|------------|------------------------|--------------------------|--------------------------|
| ABT | ABBOTT LABORATORIES Est annual income: \$318 00, Est yield: 2.76% | - | 300 0000 | \$38 4100 | \$13,473 00 | \$11,523 00 |
| ABBV | ABBVIE INC Est annual income: \$768 00; Est yield: 4.09% | - | 300 0000 | 62 6200 | 17,772 00 | 18,786 00 |
| MO | ALTRIA GROUP INC Est annual income: \$2,928 00; Est yield: 3.61% | - | 1,200 0000 | 67 6200 | 69,852 00 | 81,144 00 |
| BAC | BANK AMERICA CORP Est annual income: \$180 00, Est yield: 1.36% | - | 600 0000 | 22 1000 | 10,098 00 | 13,260 00 |
| BK | BANK NEW YORK MELLON CORP Est annual income: \$1,024 48; Est yield: 1.60% | - | 1,348 0000 | 47 3800 | 55,564 56 | 63,868 24 |
| B | BARNES GROUP INC Est annual income: \$1,560 00, Est yield: 1.10% | - | 3,000 0000 | 47 4200 | 106,170 00 | 142,260 00 |
| BP | BP PLC SPONSORED ADR Est annual income: \$849 60, Est yield: 6.42% | \$9,362 37 | 354 0000 | 37 3800 | 11,066 04 | 13,232.52 |
| CI | CIGNA CORP Est annual income: \$68 00; Est yield: 0.03% | - | 1,700 0000 | 133 3900 | 248,761 00 | 226,763 00 |
| D | DOMINION RESOURCES INC VA NEW Est annual income: \$4,592 00, Est yield: 3.66% | - | 1,640 0000 | 76 5900 | 110,929 60 | 125,607 60 |



Trust brokerage account—25393614

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

Vanguard Flagship Services®

Brittany Warner, Registered Representative: 800-345-1344, Ext 3294

Balances and holdings for Vanguard Brokerage Account — 25393614 continued

Stocks continued

| Symbol | Name | Total cost | Quantity | Price on 12/31/2016 | Balance on 12/31/2015 | Balance on 12/31/2016 |
|--------|--|------------|------------|------------------------|--------------------------|--------------------------|
| DD | DUPONT E.I. DE NEMOURS & COMPANY Est annual income: \$912.00, Est yield: 2.07% | - | 600 0000 | 73 4000 | 39,960.00 | 44,040.00 |
| DNB | DUN & BRADSTREET CORP NEW DE Est annual income: \$482.50, Est yield: 1.59% | - | 250 0000 | 121 3200 | 25,982.50 | 30,330.00 |
| EMR | EMERSON ELECTRIC COMPANY Est annual income: \$384.00, Est yield: 3.44% | - | 200 0000 | 55 7500 | 9,566.00 | 11,150.00 |
| XOM | EXXON MOBIL CORP Est annual income: \$1,500.00, Est yield: 3.32% | - | 500 0000 | 90 2600 | 38,975.00 | 45,130.00 |
| FISV | FISERV INC | - | 500 0000 | 106 2800 | 45,730.00 | 53,140.00 |
| K | KELLOGG COMPANY Est annual income: \$1,248.00, Est yield: 2.82% | - | 600 0000 | 73 7100 | 43,362.00 | 44,226.00 |
| KMB | KIMBERLY CLARK CORP Est annual income: \$552.00, Est yield: 3.22% | - | 150 0000 | 114 1200 | 19,095.00 | 17,118.00 |
| KHC | KRAFT HEINZ CO Est annual income: \$331.20, Est yield: 2.75% | - | 138 0000 | 87 3200 | 10,040.88 | 12,050.16 |
| LLY | LILLY ELI & COMPANY Est annual income: \$1,040.00, Est yield: 2.83% | 7,803.13 | 500 0000 | 73 5500 | 42,130.00 | 36,775.00 |
| MMC | MARSH & MCLENNAN COS INC Est annual income: \$1,360.00, Est yield: 2.01% | 3,759.08 | 1,000 0000 | 67 5900 | 55,450.00 | 67,590.00 |



Trust brokerage account—25393614

Vanguard Flagship Services®

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

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

Balances and holdings for Vanguard Brokerage Account — 25393614 continued

Stocks continued

| Symbol | Name | Total cost | Quantity | Price on 12/31/2016 | Balance on 12/31/2015 | Balance on 12/31/2016 |
|---|---|------------|------------|------------------------|--------------------------|--------------------------|
| MRK | MERCK & COMPANY INC NEW Est annual income: \$2,820.00; Est yield: 3.19% | - | 1,500 0000 | 58.8700 | 79,230 00 | 88,305.00 |
| MDLZ | MONDELEZ INTERNATIONAL INC CL A Est annual income: \$315.40; Est yield: 1.71% | - | 415 0000 | 44.3300 | 18,608.60 | 18,396.95 |
| MCO | MOODY'S CORP Est annual income: \$1,520.00; Est yield: 1.61% | - | 1,000 0000 | 94.2700 | 100,340 00 | 94,270.00 |
| PFE | PFIZER INC Est annual income: \$2,017.28; Est yield: 3.94% | 27,603.64 | 1,576 0000 | 32.4800 | 50,873.28 | 51,188.48 |
| PM | PHILIP MORRIS INTL INC Est annual income: \$2,496.00; Est yield: 4.55% | - | 600 0000 | 91.4900 | 52,746 00 | 54,894.00 |
| TXT | TEXTRON INC Est annual income: \$192.00; Est yield: 0.16% | - | 2,400 0000 | 48.5600 | 100,824 00 | 116,544.00 |
| UPS | UNITED PARCEL SERVICE INC CL B Est annual income: \$468.00; Est yield: 2.72% | - | 150 0000 | 114.6400 | 14,434.50 | 17,196.00 |
| VMC | VULCAN MATERIALS COMPANY Est annual income: \$400.00; Est yield: 0.64% | 13,258.98 | 500 0000 | 125.1500 | 47,485 00 | 62,575.00 |
| Total Est. annual income: \$30,326.46; Est. yield: 1.94% | | | | | \$1,438,518.96 | \$1,561,362.95 |

2016 Form 990-PF Schedule Attachment

Part I Line 23

| | |
|-----------------------|-------|
| P O Box Rental | 86 |
| Filing Fees & Postage | 37 |
| Insurance | 750 |
| Dues | 750 |
| Office Expense | 150 |
| | <hr/> |
| | 1,773 |

Part II Line 13

| | |
|-----------------------|--------|
| Life Insurance Policy | |
| Cash Value | 62,317 |