



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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) 16 E LANCASTER AVE NO 102		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code ARDMORE, PA 19003		B Telephone number (see instructions) (610) 896-3868	
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) \$ 12,045,325		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 (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)				
	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	283,791	283,791		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-9,810			
	b Gross sales price for all assets on line 6a	1,272,046			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 37,028	30,740		
	12 Total. Add lines 1 through 11	311,009	314,531		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 2,900	1,450		1,450
	c Other professional fees (attach schedule)	 116,408	88,143		28,265
	17 Interest	5	5		0
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	24,039	0		24,039
	22 Printing and publications				
	23 Other expenses (attach schedule)	 16,282	4,867		11,415
	24 Total operating and administrative expenses. Add lines 13 through 23	159,634	94,465		65,169
	25 Contributions, gifts, grants paid	652,174			652,174
	26 Total expenses and disbursements. Add lines 24 and 25	811,808	94,465		717,343
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-500,799			
	b Net investment income (if negative, enter -0-)		220,066		
c Adjusted net income (if negative, enter -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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	191,269	239,859	239,859
	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)	139,717		
	b	Investments—corporate stock (attach schedule)	8,083,734	7,831,914	8,705,125
	c	Investments—corporate bonds (attach schedule)	2,097,373	1,974,178	1,998,226
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	398,393	363,736	1,102,115
	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)	10,910,486	10,409,687	12,045,325	
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	10,910,486	10,409,687	
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)	10,910,486	10,409,687	
31		Total liabilities and net assets/fund balances (see instructions) .	10,910,486	10,409,687	

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	10,910,486
2	Enter amount from Part I, line 27a	2	-500,799
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,409,687
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	10,409,687

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 PUBLICLY TRADED SECURITIES			
b FUGIO VC FUND IV LP PASS-THROUGH			
c FUGIO VC FUND V LP PASS-THROUGH			
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 1,222,942		1,281,856	-58,914
b 12,281			12,281
c 36,823			36,823
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			-58,914
b			12,281
c			36,823
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	-9,810
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 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	658,267	11,428,092	0 057601
2014	618,971	10,846,439	0 057067
2013	501,372	8,130,004	0 061669
2012	484,776	7,797,550	0 062170
2011	460,945	8,074,220	0 057088
2 Total of line 1, column (d)			2 0 295595
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 059119
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 11,239,698
5 Multiply line 4 by line 3			5 664,480
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,201
7 Add lines 5 and 6			7 666,681
8 Enter qualifying distributions from Part XII, line 4			8 717,343

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,201
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,201
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,201
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,760
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	6,760
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,559
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 4,559 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ► WWW.DONLEYFOUNDATION.ORG	13	Yes	
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 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?	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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 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).	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 2016?	4b		No

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	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

[illegible]

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	11,114,951
b	Average of monthly cash balances.	1b	295,910
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,410,861
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	11,410,861
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	171,163
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,239,698
6	Minimum investment return. Enter 5% of line 5.	6	561,985

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	561,985
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,201
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,201
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	559,784
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	559,784
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	559,784

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	717,343
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	717,343
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	2,201
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	715,142

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				559,784
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.				77,609
b From 2012.				101,267
c From 2013.				100,116
d From 2014.				116,241
e From 2015.				93,614
f Total of lines 3a through e.	488,847			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 717,343				
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.				559,784
e Remaining amount distributed out of corpus	157,559			
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	646,406			
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). . . .	77,609			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	568,797			
10 Analysis of line 9				
a Excess from 2012. . . .				101,267
b Excess from 2013. . . .				100,116
c Excess from 2014. . . .				116,241
d Excess from 2015. . . .				93,614
e Excess from 2016. . . .				157,559

Part XIV

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 organization 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	
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

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-BETHEHEM 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	652,174
b <i>Approved for future payment</i>				
Total			3b	0

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	283,791	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	37,028	
8 Gain or (loss) from sales of assets other than inventory			18	-9,810	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		0		311,009	0
13 Total. Add line 12, columns (b), (d), and (e).			13		311,009

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name BRUCE BRAUNEWELLCPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00075336
Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
Firm's address ▶ 610 W GERMANTOWN PIKE STE 400 PLYMOUTH MEETING, PA 19462				Phone no (215) 643-3900

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARTHA DONLEY ROBB 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	CHAIR 1 00	0	0	3,894
JOHN W DONLEY ESQ 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
THOMAS E DONLEY ESQ 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	6,577
JENNIFER DONLEY CONVEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
EDWARD S DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	4,664
W GAVIN ROBB 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
CATIE SKEHAN 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE 1 00	0	0	2,134
EDWARD J DONLEY 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003				
DAPHNE ROWE 16 E LANCASTER AVENUE SUITE 102 ARDMORE, PA 19003	TRUSTEE EMERITUS 1 00	0	0	0
EXECUTIVE DIRECTOR 10 00				

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 1276 N MILWAUKEE AVENUE CHICAGO, IL 60622	NONE	PC	GENERAL OPERATING SUPPORT	10,000
ALLENTOWN SCHOOL DISTRICT (ASD) FOUNDATION 31 S PENN STREET ALLENTOWN, PA 18105	NONE	PC	DONLEY INNOVATIVE EDUCATOR AWARDS	10,000
BIG BROTHERS BIG SISTERS OF YORK & ADAMS COUNTIES 227 WEST MARKET STREET SUITE 102 YORI, PA 17401	NONE	PC	THE SITE-BASED MENTORING PROGRAM	5,000
BOY SCOUTS OF AMERICA MINSI TRAILS COUNCIL PO BOX 20624 LEHIGH VALLEY, PA 180020624	NONE	PC	URBAN SCOUTING	5,000
CHILDREN'S LITERACY INITIATIVE (CLI) 55 E JACKSON BLVD SUITE 460 CHICAGO, IL 60604	NONE	PC	NORTH LAWNGDALE READS PROGRAM	10,000
CLUSTER TUTORING PROGRAM 5460 W AUGUSTA BLVD CHICAGO, IL 60651	NONE	PC	GENERAL OPERATING SUPPORT	7,500
CRISPUS ATTUCKS ASSOCIATION INC 605 SOUTH DUKE STREET YORK, PA 17401	NONE	PC	RISING STARS (STRIVING TO ACHIEVE SUCCESS)	10,000
THE DA VINCI DISCOVERY CENTER OF SCIENCE & TECHNOLOGY 3145 HAMILTON BOULEVARD BYPASS ALLENTOWN, PA 18103	NONE	PC	STEM SUMMER LITERACY	10,000
THE DREAM PROGRAM INC PO BOX 361 WINOOSKI, VT 05404	NONE	PC	GENERAL OPERATING SUPPORT	10,000
EAST VILLAGE YOUTH PROGRAM 3643 W BELMONT STREET CHICAGO, IL 60618	NONE	PC	GENERAL OPERATING SUPPORT	5,000
ERIE NEIGHBORHOOD HOUSE 1701 W SUPERIOR STREET CHICAGO, IL 60622	NONE	PC	PATHWAYS TO SUCCESS (PTS) WORKFORCE DEVELOPMENT PROGRAM	7,500
GIRL SCOUTS OF EASTERN PENNSYLVANIA 2633 MORAVIAN AVENUE ALLENTOWN, PA 18103	NONE	PC	FUNDED INITIATIVES PROGRAM	7,500
GOOD BEGINNINGS OF THE UPPER VALLEY PO BOX 5054 WEST LEBANON, NH 03784	NONE	PC	GENERAL OPERATING SUPPORT	10,000
HISPANIC CENTER LEHIGH VALLEY (HCLV) 520 EAST FOURTH STREET BETHLEHEM, PA 18015	NONE	PC	COMMUNITY EMPOWERMENT PROGRAM FOR STUDENTS	5,000
HOUSING ASSOCIATION & DEVELOPMENT CORPORATION 513-515 W CHEW STREET ALLENTOWN, PA 18102	NONE	PC	YOUTHBUILD ALLENTOWN	10,000
Total ► 3a				652,174

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>				
LEHIGH VALLEY CHILDREN'S CENTERS INC 1501 LEHIGH STREET SUITE 208 ALLENTOWN, PA 181033892	NONE	PC	LVCC SCHOLARSHIP PROGRAM	10,000
LITERACY VOLUNTEERS OF WESTERN COOK COUNTY PO BOX 4502 OAK PARK, IL 60304	NONE	PC	ADULT VOLUNTEER LITERACY PROGRAM	10,000
LITERACY WORKS 6216 N CLARK STREET CHICAGO, IL 60661	NONE	PC	WEST SIDE COMMUNITY LITERACY	5,000
MARTIN LIBRARY ASSOCIATION 159 EAST MARKET STREET YORK, PA 17401	NONE	PC	LEAP INTO SCIENCE	10,000
MONTSHIRE MUSEUM OF SCIENCE ONE MONTSHIRE ROAD NORWICH, VT 05055	NONE	PC	THE DONLEY FELLOWS	15,000
NATIONAL COLLEGE ADVISING CORPS 301 W BARBEE CHAPEL ROAD SUITE 210 CHAPEL HILL, NC 27517	NONE	PC	ILLINOIS COLLEGE ADVISING CORPS	14,000
THE NEIGHBORHOOD CENTER 435 N 7TH STREET ALLENTOWN, PA 18102	NONE	PC	GENERAL OPERATING SUPPORT	5,000
NORTHEAST MINISTRY PO BOX 1463 BETHLEHEM, PA 18017	NONE	PC	GENERAL OPERATING SUPPORT	5,000
ONWARD NEIGHBORHOOD HOUSE 5413 W DIVERSEY AVENUE CHICAGO, IL 60639	NONE	PC	ADULT EDUCATION PROGRAM	10,000
PEACE CORNER YOUTH CENTER 5022 WEST MADISON CHICAGO, IL 60644	NONE	PC	PEACE CORNER UNIVERSITY AND SUMMER PROGRAM	10,000
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 116 PINE STREET SUITE 430 HARRISBURG, PA 17101	NONE	PC	PRE-K FOR PA CAMPAIGN	15,000
SACRED HEART HOSPITAL FOUNDATION 421 CHEW STREET ALLENTOWN, PA 18102	NONE	PC	REACH OUT AND READ PROGRAM	2,000
ST LUKE'S UNIVERSITY HEALTH NETWORK DONEGAN FAMILY CENTER 801 OSTRUM STREET BETHLEHEM, PA 18015	NONE	PC	AFTER-SCHOOL PROGRAMMING AT RAUB MIDDLE SCHOOL	5,000
UNITED WAY OF THE GREATER LEHIGH VALLEY 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109	NONE	PC	MCKINLEY COMMUNITY SCHOOL AFTER-SCHOOL PROGRAM	10,000
VALLEY YOUTH HOUSE COMMITTEE INC 829 W LINDEN STREET ALLENTOWN, PA 18101	NONE	PC	THE DONLEY SCHOLARSHIP FUND	10,000
Total ► 3a				652,174

Form 990FP 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				
VERMONT HUMANITIES COUNCIL 11 LOOMIS STREET MONTPELIER, VT 05602	NONE	PC	NEVER TOO EARLY	9,000
ALLENTOWN PUBLIC LIBRARY 1210 HAMILTON STREET ALLENTOWN, PA 18102	NONE	PC	GENERAL OPERATING SUPPORT	15,000
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO, IL 60651	NONE	PC	ASSOCIATION HOUSE HIGH SCHOOL AND ITS WRAP-AROUND SERVICES	7,000
BIG BROTHERS BIG SISTERS LEHIGH VALLEY 878 MINESITE RD ALLENTOWN, PA 18103	NONE	PC	COMMUNITY-BASED MENTORING IN ALLENTOWN PROMISE NEIGHBORHOOD	5,000
BOYS & GIRLS CLUB OF ALLENTOWN 720 NORTH SIXTH STREET ALLENTOWN, PA 18102	NONE	PC	MAKE YOUR MARK (MOTIVATED ACADEMICALLY READY KIDS)	10,000
BUILDING 21 265 LEHIGH STREET ALLENTOWN, PA 18102	NONE	PC	BUILDING 21 ALLENTOWN	10,000
BY THE HAND CLUB FOR KIDS 415 NORTH LARAMIE CHICAGO, IL 60644	NONE	PC	BY THE HAND-AUTISM & MOVING EVEREST	5,000
CHANGING WORLDS 329 W 18TH STREET 506 CHICAGO, IL 60616	NONE	PC	ARTS, CULTURAL AND LITERACY (ACL) CONNECTIONS IN-SCHOOL PROGRAM	5,000
THE IWS CHILDREN'S CLINIC 320 LANE STREET OAK PARK, IL 60302	NONE	PC	BOOKS FOR LOW-INCOME CHILDREN	4,674
CHILDREN'S LITERACY FOUNDATION 1536 LOOMIS HILL ROAD WATERBURY CENTER, VT 05677	NONE	PC	CLIF'S YEAR OF THE BOOK IN CLAREMONT, NH	10,000
CIVIC THEATRE OF ALLENTOWN PA 527 N 19TH STREET ALLENTOWN, PA 18104	NONE	PC	READING WITH THE CAT IN THE HAT & FRIENDS	5,000
COLLEGE POSSIBLE CHICAGO 1035 W LAKE STREET SUITE 101E CHICAGO, IL 60607	NONE	PC	GENERAL OPERATING SUPPORT	10,000
COMMUNITIES IN SCHOOLS OF PENNSYLVANIA 1429 NORTH 3RD STREET SUITE 201 HARRISBURG, PA 17102	NONE	PC	CIS YORK	10,000
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY INC 1501 LEHIGH STREET SUITE 206 ALLENTOWN, PA 18103	NONE	PC	INTEGRATED STUDENT SUPPORTS	10,000
COMMUNITY BIKE WORKS 235 NORTH MADISON STREET ALLENTOWN, PA 18102	NONE	PC	JUNIOR EARN-A-BIKE	6,000
Total ► 3a				652,174

Form 990FP 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				
THE DREAM PROGRAM INC PO BOX 361 WINOOSKI, VT 05404	NONE	PC	RENOVATIONS TO SUMMER CAMP IN FLETCHER, VT	25,000
EVERYBODY WINS VERMONT PO BOX 34 MONTPELIER, VT 05601	NONE	PC	UPPER VALLEY POWER LUNCH READING MENTORS	8,000
HISTORIC BETHLEHEM PARTNERSHIP 74 W BROAD STREET SUITE 260 BETHLEHEM, PA 18018	NONE	PC	AMERICA'S FIRST INDUSTRIES ALONG THE MONACACY CREEK	2,000
JUNIOR ACHIEVEMENT OF SOUTH CENTRAL PENNSYLVANIA 610 SOUTH GEORGE STREET YORK, PA 17401	NONE	PC	K-12 PROGRAMMING FOR THE SCHOOL DISTRICT OF THE CITY OF YORK	10,000
LEHIGH CARBON COMMUNITY COLLEGE FOUNDATION 4525 EDUCATION PARK DRIVE SCHNECKSVILLE, PA 18078	NONE	PC	CUSTOMER SERVICES JOB TRAINING FOR ESL AND PRE-GED	8,000
THE LITERACY CENTER 1132 W HAMILTON STREET SUITE 300 ALLENTOWN, PA 181011025	NONE	PC	GENERAL OPERATING SUPPORT	10,000
NEW LONDON HOSPITAL 273 COUNTY ROAD NEW LONDON, NH 03257	NONE	PC	REACH OUT AND READ	5,000
OPEN BOOKS LTD 651 W LAKE STREET CHICAGO, IL 60661	NONE	PC	BOOK WORM ANGELS	10,000
PCC COMMUNITY WELLNESS CENTER 14 LAKE STREET OAK PARK, IL 60302	NONE	PC	REACH OUT AND READ	5,000
PINEBROOK FAMILY SERVICES 402 NORTH FULTON STREET ALLENTOWN, PA 18102	NONE	PC	MAKING THE GRADE	5,000
THE POSSE FOUNDATION INC 111 WEST JACKSON BLVD SUITE 1900 CHICAGO, IL 60604	NONE	PC	POSSE CHICAGO	10,000
READING IN MOTION 65 EAST WACKER PLACE SUITE 305 CHICAGO, IL 60601	NONE	PC	BENCHMARKS	5,000
SALVATION ARMY 50 EAST KING STREET YORK, PA 17401	NONE	PC	YOUTH SERVICES/BRIDGING THE GAP	8,000
SPARK PROGRAM INC 223 W JACKSON BLVD SUITE 520 CHICAGO, IL 60606	NONE	PC	SPARK CHICAGO WEST SIDE YOUTH APPRENTICESHIP PROGRAM	5,000
SPECIAL NEEDS SUPPORT CENTER OF THE UPPER VALLEY 12 FLYNN STREET LEBANON, NH 03766	NONE	PC	ARTLAB	3,000
Total ►				652,174
3a				

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>				
ST JOSEPH SERVICES 1501 N OAKLEY BLVD CHICAGO, IL 60622	NONE	PC	AFTER SCHOOL PROGRAM	8,000
ONEGOAL 215 W SUPERIOR SUITE 700 CHICAGO, IL 60654	NONE	PC	GENERAL OPERATING SUPPORT	10,000
VERMONT INSTITUTE OF NATURAL SCIENCE 6565 WOODSTOCK ROAD PO BOX 1281 QUECHEE, VT 05059	NONE	PC	ENVIRONMENTAL EDUCATION SCHOLARSHIP FUND FOR NATURE CAMP AND OUTREACH	10,000
YORK CITY DOLLARS FOR SCHOLARS PO BOX 5112 YORK, PA 174065112	NONE	PC	SCHOLARSHIPS	5,000
YORK COLLEGE OF PENNSYLVANIA 441 COUNTRY CLUB ROAD YORK, PA 174033651	NONE	PC	YORK COLLEGE OF PENNSYLVANIA OPPORTUNITY SCHOLARSHIP PROGRAM	5,000
YORK COLLEGE OF PENNSYLVANIA 441 COUNTRY CLUB ROAD YORK, PA 174033651	NONE	PC	YORK COLLEGE OF PENNSYLVANIA OPPORTUNITY SCHOLARSHIP PROGRAM	5,000
YORK COUNTY LITERACY COUNCIL 800 E KING STREET YORK, PA 17403	NONE	PC	EMPOWER ADULTS AND FAMILIES WITH LITERACY SKILLS FOR LIFE	10,000
LAWRENCE TECHNICAL UNIVERSITY 21000 WEST TEN MILE ROAD SOUTHFIELD, MI 480751058	NONE	PC	DONLEY STEM SCHOLARSHIP	100,000
Total ► 3a				652,174

TY 2016 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	2,900	1,450		1,450

TY 2016 Investments Corporate Bonds Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMAZON.COM INC 3.8% 12/5/24 75,000 SH	75,410	78,812
APPLE INC 2.40% 5/3/23 100,000.00 SH	92,412	97,372
AT&T INC 1.70% 6/1/17 100,000 SH	100,190	100,137
BANK OF MONTREAL 1.40% 9/11/17 100,000.00 SH	99,986	100,005
BANK OF NOVA SCOTIA 1.25% 4/11/17 100,000.00 SH	100,115	100,031
BERKSHIRE HATHAWAY INC 1.55% 2/9/18 100,000.00 SH	99,850	100,202
BLACKROCK INC 3.375% 6/1/22 100,000.00 SH	102,446	103,674
COSTCO COMPANIES 1.75% 2/15/20 100,000.00 SH	98,693	99,189
CVS CAREMARK CORP 2.25% 12/5/18 100,000.00 SH	100,467	100,877
EATON CORP 1.5% 11/2/17 100,000.00 SH	100,245	100,083
GENERAL ELECTRIC CAP CORP 3.10% 1/9/23 100,000.00 SH	97,825	101,348
JOHN DEERE CAPITAL CORP 2.8% 9/18/17 100,000.00 SH	102,109	101,159
JPMORGAN CHASE & CO 2.2% 10/22/19 75,000.00 SH	74,113	75,302
KELLOGG CO 1.75% 5/17/17 100,000 SH	100,422	100,235
MASTERCARD INC 2.00% 4/1/19 100,000.00 SH	99,617	100,633
MCDONALDS CORP 2.625% 1/15/22 100,000.00 SH	97,222	99,705
MEDTRONIC INC 3.15% 3/15/22 120,000.00 SH	119,749	122,906
ROYAL BANK OF CANADA 2.15% 3/15/19 100,000.00 SH	99,243	100,394
VERIZON COMMUNICATIONS INC 3.00% 11/1/21 115,000.00 SH	114,276	115,838
WELLS FARGO & COMPANY 2.125% 4/22/19 100,000.00 SH	99,788	100,324

TY 2016 Investments Corporate Stock Schedule

Name: DONLEY FOUNDATION-UD DTD 12-8-86
EIN: 23-6859909

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC 1,160 SH	90,639	135,871
AIR PRODS & CHEMS INC 496 SH	66,132	71,335
ALTRIA GROUP INC 1,510 SH	54,946	102,106
AMERICAN ELEC PWR INC 1,793 SH	110,570	112,887
ANHEUSER?BUSCH INBEV SPN ADR 1,020 SH	107,303	107,549
APPLE INC 1,450 SH	94,674	167,939
AUTOMATIC DATA PROCESSING IN 865 SH	59,158	88,905
BAXTER INTL INC 1,856 SH	68,827	82,295
BECTON DICKINSON & CO 755 SH	89,467	124,990
BLACKROCK INC 380 SH	116,968	144,605
CHEVRON CORPORATION 950 SH	79,958	111,815
COCA COLA CO COM 3,745 SH	147,512	155,268
COMCAST CORP NEW ? CL A 2,206 SH	118,508	152,324
CVS HEALTH CORPORATION 895 SH	67,860	70,624
DISNEY WALT CO COM 1,245 SH	87,006	129,754
DU PONT E I DE NEMOURS & CO COM 1,240 SH	75,344	91,016
EATON CORPORATION PLC 1,825 SH	117,164	122,439
EXXON MOBIL CORP COM 1,817 SH	136,241	164,002
GENERAL ELECTRIC CO COM 3,730 SH	70,745	117,868
GENUINE PARTS CO COM 645 SH	55,237	61,623
GILEAD SCIENCES INC 1,617 SH	138,396	115,793
GLAXOSMITHKLINE PLC SPONSORED ADR 1,720 SH	80,522	66,237
INTEL CORP COM 2,215 SH	54,910	80,338
JOHNSON & JOHNSON COM 1,255 SH	123,207	144,587
JPMORGAN CHASE & CO COM 2,040 SH	107,559	176,032
KIMBERLY CLARK CORP COM 1,000 SH	99,966	114,120
KRAFT HEINZ CO 1,190 SH	66,887	103,911
MASTERCARD INC CLASS A 1,050 SH	73,649	108,413
MEDTRONIC PLC 1,366 SH	102,607	97,300
MERCK & CO. INC. 1,655 SH	94,169	97,430

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP COM 2,483 SH	96,253	154,294
MONDELEZ INTERNATIONAL INC 2,191 SH	94,649	97,127
NIKE INC 1,804 SH	93,066	91,697
ORACLE CORP COM 3,110 SH	122,665	119,580
PEPSICO INC COM 1,410 SH	106,983	147,528
PFIZER INC COM 2,931 SH	88,048	95,199
PHILIP MORRIS INTERNATIONAL 1,219 SH	88,213	111,526
PROCTER AND GAMBLE CO COM 750 SH	44,058	63,060
SCHLUMBERGER LTD COM 1,370 SH	117,662	115,012
TARGET CORP COM 1,170 SH	69,926	84,509
TJX COS INC NEW COM 1,960 SH	121,768	147,255
UNITED PARCEL SERVICE INC CL B 1,010 SH	95,833	115,786
UNITED TECHNOLOGIES CORP 1,155 SH	119,520	126,611
UNITEDHEALTH GROUP INC COM 1,075 SH	82,570	172,043
VERIZON COMMUNICATIONS INC COM 2,185 SH	98,427	116,635
WELLS FARGO & CO NEW COM 2,345 SH	96,070	129,233
WW GRAINGER INC 555 SH	136,703	128,899
BLACKROCK STRATEGIC INC OPP 9756.09 SH	100,000	95,902
ISHARES CORE MSCI EAFE ETF 9,294 SH	517,552	498,437
ISHARES CORE MSCI EMERGING 16,335 SH	780,702	693,421
ISHARES MSCI EMERG MKT MIN 6,293 SH	311,898	307,791
ISHARES S&P MIDCAP 400 INDEX 2,373 SH	336,720	392,352
ISHARES S&P SMALLCAP 600 FND 3,058 SH	342,324	420,536
JPMORGAN ALERIAN MLP INDEX ETN 10,148 SH	410,350	320,525
VANGUARD FTSE ALL WORLD EX-US SMALL-CAP ETF 1,875 SH	191,605	176,306
VANGUARD FTSE EUROPE ETF 5,685 SH	321,187	272,539
VANGUARD FTSE PACIFIC ETF 1,582 SH	91,031	91,946

TY 2016 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
FUGIO VC FUND IV LP	AT COST	226,691	658,461
FUGIO VC FUND V LP	AT COST	137,045	443,654

TY 2016 Other Expenses Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	9,644	0		9,644
WEBSITE EXPENSE	271	0		271
INSURANCE EXPENSE	750	0		750
DUES & SUBSCRIPTIONS	750	0		750
OTHER K1 EXPENSES	4,867	4,867		0

TY 2016 Other Income Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER K1 INCOME	34,001	34,001	34,001
2015 FEDERAL TAX REFUND	6,288	0	6,288
COST BASIS ADJUSTMENT	-3,261	-3,261	-3,261

TY 2016 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	50,000	30,000		20,000
INVESTMENT MANAGEMENT	52,482	52,482		0
OTHER	13,926	5,661		8,265