

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

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) 150 N RADNOR CHESTER ROAD NO A110		Room/suite	B Telephone number (see instructions) (610) 896-3868
City or town, state or province, country, and ZIP or foreign postal code RADNOR, PA 19087		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ▶ \$ 33,171,601	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	

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)	2,031,374			
	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 . . .	836,373	836,621		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,538,224			
	b Gross sales price for all assets on line 6a 8,635,193				
	7 Capital gain net income (from Part IV, line 2) . . .		1,552,001		
	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)	26,994	0		
	12 Total. Add lines 1 through 11	4,432,965	2,388,622		
	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)	5,000	0		5,000
	b Accounting fees (attach schedule)	4,142	1,934		2,208
	c Other professional fees (attach schedule)	279,295	140,163		139,132
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	15,000	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	26,820	0		26,820
	22 Printing and publications				
	23 Other expenses (attach schedule)	26,953	23,353		7,783
	24 Total operating and administrative expenses. Add lines 13 through 23	357,210	165,450		180,943
	25 Contributions, gifts, grants paid	1,157,000			1,157,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,514,210	165,450		1,337,943
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,918,755			
	b Net investment income (if negative, enter -0-)		2,223,172		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	792,082	3,028,950	3,028,950
	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)	1,499,519	1,899,032	1,897,296
	b Investments—corporate stock (attach schedule)	21,058,212	19,854,272	24,901,439
	c Investments—corporate bonds (attach schedule)	1,667,905	3,154,219	3,224,616
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	190,627	750,000	119,300
	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)	25,208,345	28,686,473	33,171,601	
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 FASB ASC 958, check here ▶ ☒ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	25,208,345	28,686,473	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg , and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	25,208,345	28,686,473	
30 Total liabilities and net assets/fund balances (see instructions) .	25,208,345	28,686,473		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	25,208,345
2 Enter amount from Part I, line 27a	2	2,918,755
3 Other increases not included in line 2 (itemize) ▶ _____	3	559,373
4 Add lines 1, 2, and 3	4	28,686,473
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 29 .	6	28,686,473

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 LP EIN 16-1676738 SHORT-TERM CAPITAL GAIN	P		
c LP EIN 16-1676738 LONG-TERM CAPITAL LOSS	P		
d LP EIN 20-3663487 SHORT-TERM CAPITAL GAIN	P		
e LP EIN 20-3663487 LONG-TERM CAPITAL GAIN	P		

(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 8,635,193		7,096,969	1,538,224
b 24			24
c		193	-193
d 239			239
e 13,707			13,707

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,538,224
b			24
c			-193
d			239
e			13,707

2 Capital gain net income or (net capital loss)	2	1,552,001
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))
2018	1,049,690	26,746,231	0 039246
2017	663,896	11,969,420	0 055466
2016	715,142	11,239,698	0 063626
2015	658,267	11,428,092	0 057601
2014	618,971	10,846,439	0 057067

2 Total of line 1, column (d)	2	0 273006
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 054601
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	30,643,229
5 Multiply line 4 by line 3	5	1,673,151
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,232
7 Add lines 5 and 6	7	1,695,383
8 Enter qualifying distributions from Part XII, line 4	8	1,337,943

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	44,463
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	44,463
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	44,463
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	5,430
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	5,430
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	211
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	39,244
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 2020 estimated tax ▶ Refunded ▶	11	

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). 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	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? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.DONLEYFOUNDATION.ORG	13	Yes	
14	The books are in care of ► DAPHNE ROWE PEMBROKE PHILANTHROPY Telephone no ► (610) 896-3868			

Located at ► 150 N RADNOR CHESTER ROAD SUITE A110 RADNOR PA ZIP+4 ► 19087

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 2019, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019?		☐ 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 2019 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 2019).	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 2019?	4b		No

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

		Yes	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes	☐ No
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? If "Yes" to 6b, file Form 8870	6b	
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	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes	☒ No

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HAVERFORD QUALITY INVESTING	INVESTMENT MANAGEMENT	127,827
THREE RADNOR CORP CTR STE 450 RADNOR, PA 190874546		
PEMBROKE PHILANTHROPY ADVISORS	FOUNDATION MANAGEMENT	123,360
150 N RADNOR CHESTER RD STE A110 RADNOR, PA 19087		

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.	

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	29,841,120
b	Average of monthly cash balances.	1b	1,149,457
c	Fair market value of all other assets (see instructions).	1c	119,300
d	Total (add lines 1a, b, and c).	1d	31,109,877
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	31,109,877
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	466,648
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,643,229
6	Minimum investment return. Enter 5% of line 5.	6	1,532,161

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	1,532,161
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	44,463
b	Income tax for 2019 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	44,463
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,487,698
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,487,698
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	1,487,698

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	1,337,943
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	1,337,943
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	1,337,943

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,487,698
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019				
a From 2014.				
b From 2015.				34,968
c From 2016.				157,559
d From 2017.				71,351
e From 2018.				
f Total of lines 3a through e.	263,878			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>1,337,943</u>				
a Applied to 2018, 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 2019 distributable amount.				1,337,943
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	149,755			149,755
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	114,123			
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 2018 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	114,123			
10 Analysis of line 9				
a Excess from 2015.				
b Excess from 2016.				42,772
c Excess from 2017.				71,351
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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
150 NORTH RADNOR CHESTER ROAD SUITE
A110
RADNOR, PA 19087
(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 TO APPLY. THE FOLLOWING INFORMATION IS REQUIRED: 1. NAME AND PURPOSE OF THE APPLICANT ORGANIZATION; 2. PURPOSE OF THE GRANT; 3. SPECIAL NATURE OF THE PROJECT WITH EMPHASIS ON ITS INNOVATIVE QUALITIES AND POTENTIAL IMPACT; 4. LEADERSHIP INVOLVED IN THE PROJECT; 5. AMOUNT OF FUNDS REQUESTED, AMOUNT OF FUNDS NEEDED; 6. OTHER FUNDS AVAILABLE OR ANTICIPATED; CONTINUED ON STATEMENT 14. REQUIRED ATTACHMENTS: 1. FINANCIAL REPORTS, INCLUDING MOST RECENT AUDITED ANNUAL REPORT, CURRENT ANNUAL OPERATING BUDGET, AND PROJECT BUDGET, IF APPLICABLE; 2. LEADERSHIP OF THE ORGANIZATION, INCLUDING BOARD OF DIRECTORS; 3. DETERMINATION LETTER SHOWING THAT THE ORGANIZATION IS TAX-EXEMPT UNDER SECTION 501(C)(3) AND THAT IT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE.

c Any submission deadlines

FEBRUARY 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 INTERNAL REVENUE SERVICE CODE SECTION 501(C)(3) AS WELL AS PUBLIC CHARITIES UNDER INTERNAL REVENUE SERVICE CODE SECTION 509(A). THE DONLEY FOUNDATION SUPPORTS ORGANIZATIONS IN THE FOLLOWING COMMUNITIES: 1. THE UPPER CONNECTICUT RIVER VALLEY OF VERMONT (ESSEX, CALEDONIA, ORANGE, WINDSOR, AND WINDHAM COUNTIES) AND NEW HAMPSHIRE (COOS, GRAFTON, SULLIVAN, AND CHESHIRE COUNTIES); 2. GREATER YORK COUNTY, PENNSYLVANIA, CONTINUED ON STATEMENT 14; 3. THE COMMUNITIES OF WESTERN COOK COUNTY, ILLINOIS, INCLUDING NEIGHBORHOODS ON CHICAGO'S WEST SIDE, AND; 4. THE ALLENTOWN-BETHLEHEM AREA OF THE LEHIGH VALLEY, PENNSYLVANIA (PREVIOUS GRANTEEES ONLY). NO NEW APPLICATIONS ARE BEING ACCEPTED FROM THIS REGION AFTER SEPTEMBER 15, 2020. GRANTS ARE MADE FOR GENERAL OPERATING SUPPORT AND PROJECT OR PROGRAM SUPPORT. 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	1,157,000
b <i>Approved for future payment</i> See Additional Data Table				
Total			▶ 3b	549,500

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	836,373	
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	26,994	
8 Gain or (loss) from sales of assets other than inventory			18	1,538,224	
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		2,401,591	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		2,401,591

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

[illegible]

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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

Sign Here	*****	2020-06-04	*****	May the IRS discuss this return with the preparer shown below? (see instr.) ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	BRUCE BRAUNEWELL CPA		2020-06-04		P00075336
	Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
Firm's address ▶ 610 W GERMANTOWN PIKE SUITE 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
JOHN W DONLEY ESQ	CHAIR 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
THOMAS E DONLEY ESQ	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
MARTHA DONLEY ROBB	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
JENNIFER DONLEY CONVEY	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
CARA DONLEY	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
EDWARD S DONLEY	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
W GAVIN ROBB	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
CANTRELL DONLEY SKEHAN	TRUSTEE 1 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				
PEMBROKE - DAPHNE ROWE	EXECUTIVE DIRECTOR 10 00	0	0	0
150 N RADNOR CHESTER ROAD SUITE A110 RADNOR, PA 19087				

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>				
826CHI1276 N MILWAUKEE AVENUE CHICAGO, IL 60622		PC	AMPLIFYING STUDENT VOICES THROUGH PUBLISHING	15,000
ACCESS COMMUNITY HEALTH NETWORK 600 WEST FULTON STREET CHICAGO, IL 606611259		PC	ADVANCING EARLY LITERACY IN WESTERN COOK COUNTY	5,000
AFTER SCHOOL MATTERS 66 EAST RANDOLPH STREET CHICAGO, IL 60601		PC	OUT-OF-SCHOOL TIME PROGRAMMING AT THE MICHAEL AND KARYN LUTZ FAMILY CENTER	10,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLENTOWN PUBLIC LIBRARY 1210 HAMILTON STREET ALLENTOWN, PA 18102		PC	OPERATING SUPPORT	20,000
ALLENTOWN SCHOOL DISTRICT (ASD) FOUNDATION 31 S PENN STREET ALLENTOWN, PA 18105		PC	TEACHER INNOVATION GRANT (TIG) AWARDS	15,000
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO, IL 60651		PC	ASSOCIATION HOUSE HIGH SCHOOL (AHHS) WRAPAROUND SERVICES	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS LEHIGH VALLEY 41 S CARLISLE STREET ALLENTOWN, PA 18109		PC	COMMUNITY-BASED MENTORING IN THE ALLENTOWN PROMISE ZONE	6,000
BIG BROTHERS BIG SISTERS OF METROPOLITAN CHICAGO 560 W LANE STREET 5TH FLOOR CHICAGO, IL 60661		PC	BIG BROTHERS BIG SISTERS MENTORING PROGRAMS	7,500
BOY SCOUTS OF AMERICA MINSI TRAILS COUNCIL PO BOX 20624 LEHIGH VALLEY, PA 18002		PC	SCOUTREACH IN THE LEHIGH VALLEY	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF ALLENTOWN 720 N SIXTH STREET ALLENTOWN, PA 18102		PC	MAKE YOUR M A R K (MOTIVATED ACADEMICALLY READY KIDS)	10,000
BOYS & GIRLS CLUB OF BRATTLEBORO 17 FLAT STREET BRATTLEBORO, VT 05301		PC	OPERATING SUPPORT	10,000
BY THE HAND CLUB FOR KIDS 415 N LARAMIE AVENUE CHICAGO, IL 60638		PC	AUSTIN NEIGHBORHOOD SITES	15,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA CENTRAL 1343 N CALIFORNIA AVENUE CHICAGO, IL 60622		PC	SCHOOL AGE PROGRAM (SAP) AND EARLY LEARNING ACADEMY (ELA)	10,000
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF CHICAGO 721 N LASALLE STREET CHICAGO, IL 60654		PC	ST MARY OF CELLE (SMOC) FAMILY STRENGTHENING CENTER	10,000
CENTRAL VERMONT ADULT BASIC EDUCATION 46 WASHINGTON STREET SUITE 100 BARRE, VT 05641		PC	EDUCATIONAL PROGRAMMING IN VERMONT'S UPPER VALLEY	5,000
Total ▶ 3a				1,157,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHANGING WORLDS 329 W 18TH STREET SUITE 506 CHICAGO, IL 60616		PC	SUPPORT FOR IN-SCHOOL PROGRAMS	5,000
CHICAGO HEIGHTENING OPPORTUNITY AND POTENTIAL FOR EDUCATION SUCCESS 641 W LAKE STREET SUITE 200 CHICAGO, IL 60661		PC	PROGRAMMING IN NORTH LAWNDALE AND AUSTIN SHELTERS	15,000
CHILD CARE CONSULTANTS INC 29 NORTH DUKE STREET YORK, PA 17401		PC	PARENTS AS TEACHERS (\$10,000), BOARD RECRUITMENT AND DEVELOPMENT AND DIVERSITY, EQUITY AND INCLUSION CAPACITY BUILDING REQUEST (\$30,000)	40,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S LITERACY FOUNDATION 1536 LOOMIS HILL ROAD WATERBURY CENTER, VT 05677		PC	CLIF YEAR OF THE BOOK SPONSORSHIP FOR AN UPPER VALLEY SCHOOL	15,000
CHILDREN'S LITERACY INITIATIVE (CLI) 641 W LAKE STREET SUITE 200 CHICAGO, IL 60661		PC	CHILDRENS LITERACY INITIATIVES 2020 CHICAGO EARLY LITERACY PROJECTS	15,000
THE CHILDREN'S MUSEUM OF OAK PARK 6445 W NORTH AVENUE OAK PARK, IL 60302		PC	COMMUNITY PARTNER PROGRAM	8,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRISTOPHER HOUSE 5235 W BELDEN AVENUE CHICAGO, IL 60639		PC	OPERATING SUPPORT	10,000
CIVIC THEATRE OF ALLENTOWN PA 527 N 19TH STREET ALLENTOWN, PA 18104		PC	ARTS-INFUSED LITERACY PROGRAM READING WITH THE CAT IN THE HAT AND FRIENDS	5,000
CLUSTER TUTORING PROGRAM 118 N CENTRAL AVENUE SUITE 210 CHICAGO, IL 60644		PC	OPERATING SUPPORT	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLLEGE POSSIBLE CHICAGO 215 W SUPERIOR SUITE 300 CHICAGO, IL 60654		PC	OPERATING SUPPORT	15,000
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY INC 739 N 12TH STREET ALLENTOWN, PA 18102		PC	LEHIGH VALLEY COMMUNITY SCHOOLS	10,000
COMMUNITIES UNITED4749 N KEDZIE CHICAGO, IL 60625		PC	BIKES N' ROSES	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY BIKE WORKS 235 N MADISON STREET ALLENTOWN, PA 18102		PC	JUNIOR EARN A BIKE	6,500
COMMUNITY PROGRESS COUNCIL INC 226 E COLLEGE AVENUE YORK, PA 17403		PC	WRAPAROUND CHILD CARE (\$12,000), BUILD FUNDRAISING INFRASTRUCTURE AND STAFFING NEEDED TO ESTABLISH A SUSTAINABLE FUNDRAISING CAPACITY (\$30,000)	42,000
CREATIVE LIVES 194 HOUGHTON HILL ROAD PO BOX 23 THETFORD, CT 05074		PC	OPERATING SUPPORT	10,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CRISPUS ATTUCKS ASSOCIATION INC 605 S DUKE STREET YORK, PA 17401		PC	OPERATING SUPPORT (\$15,000), STRENGTHENING THE CRISPUS ATTUCKS TEAM, ENSURING SUSTAINABILITY (\$30,000)	45,000
THE DA VINCI DISCOVERY CENTER OF SCIENCE & TECHNOLOGY 3145 HAMILTON BOULEVARD BYPASS ALLENTOWN, PA 18103		PC	DA VINCI CHILDREN'S DISCOVERY CENTER THE EDWARD AND INEZ DONLEY GALLERY FEATURING THE BEST OF DA VINCI EXHIBITS	20,000
ERIE FAMILY HEALTH FOUNDATION INC 1701 W SUPERIOR STREET 3RD FLOOR CHICAGO, IL 60622		PC	REACH OUT AND READ ACROSS WEST COOK COUNTY AND CHICAGOS WEST SIDE	5,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ERIE NEIGHBORHOOD HOUSE 1701 W SUPERIOR STREET CHICAGO, IL 60622		PC	PATHWAYS TO SUCCESS	10,000
EVERYBODY WINS VERMONT PO BOX 34 25 SCHOOL STREET MONTPELIER, VT 05601		PC	UPPER VALLEY POWER LUNCH INFRASTRUCTURE FOR EXPANSION	10,000
THE FAMILY PLACE 319 US ROUTE 5 SOUTH NORWICH, VT 05055		PC	FAMILIES LEARNING TOGETHER (FLT)	15,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GADS HILL CENTER 1919 W CULLERTON STREET CHICAGO, IL 60608		PC	EARLY CHILDHOOD EDUCATION LITERACY AND SCHOOL READINESS	10,000
GOOD BEGINNINGS OF THE UPPER VALLEY PO BOX 5054 WEST LEBANON, NH 03784		PC	OPERATING SUPPORT	10,000
HOUSING ASSOCIATION & DEVELOPMENT CORPORATION 513-515 W CHEW STREET ALLENTOWN, PA 18102		PC	YOUTHBUILD ALLENTOWN	12,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INSIGHT PROJECT FOR KIDS 1111 N DEARBORN STREET CHICAGO, IL 60610		PC	STRESS MANAGEMENT SOLUTIONS	10,000
THE IWS CHILDREN'S CLINIC 320 LAKE STREET OAK PARK, IL 60302		PC	THERAPEUTIC BOOKS FOR LOW-INCOME CHILDREN	12,000
JUNIOR ACHIEVEMENT OF SOUTH CENTRAL PENNSYLVANIA 610 S GEORGE STREET YORK, PA 17401		PC	2019-20 JA PROGRAMS IN SCHOOLS IN THE CITY OF YORK	15,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED STREET CHICAGO, IL 60614		PC	CONNECT TO KIDS (C2K)	10,000
LEHIGH CARBON COMMUNITY COLLEGE FOUNDATION 4525 EDUCATION PARK DRIVE SCHNECKSVILLE, PA 18078		PC	THE LCCC DONLEY CENTER COMMUNITY SERVICE INITIATIVE	10,000
LEHIGH VALLEY CHILDREN'S CENTERS INC 1501 LEHIGH STREET SUITE 208 ALLENTOWN, PA 18103		PC	LVCC SCHOLARSHIP PROGRAM	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LET'S GROW KIDS 19 MARBLE AVENUE SUITE 4 BURLINGTON, VT 05401		PC	MAKE WAY FOR KIDS	20,000
THE LITERACY CENTER 1132 W HAMILTON STREET SUITE 300 ALLENTOWN, PA 18101		PC	OPERATING SUPPORT	10,000
LITERACY WORKS 641 W LAKE STREET FLOOR 2 CHICAGO, IL 60661		PC	THE WEST SIDE COMMUNITY LITERACY PROJECT	10,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAYHEW 29 W SHORE ROAD PO BOX 120 BRISTOL, NH 03222		PC	CAMP AND MENTORING FOR AT-RISK NEW HAMPSHIRE BOYS	8,000
MONTSHIRE MUSEUM OF SCIENCE 1 MONTSHIRE ROAD NORWICH, VT 05055		PC	THE DONLEY FELLOWS	18,000
NATIONAL COLLEGE ADVISING CORPS 301 W BARBEE CHAPEL ROAD SUITE 210 CHAPEL HILL, NC 27517		PC	CAC - F&M ADVISER WILLIAM PENN SENIOR HIGH SCHOOL	15,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NEIGHBORHOOD CENTER 3440 LEHIGH STREET PO BOX 412 ALLENTOWN, PA 18103		PC	OPERATING SUPPORT	5,000
NH-JAG175 AMMON DRIVE MANCHESTER, NH 03103		PC	WOODSVILLE, NH JAG PROGRAM CULTIVATING WORKFORCE READINESS AND YOUTH SUCCESS	12,000
NORTHEAST MINISTRY 1161 FRITZ DRIVE BETHLEHEM, PA 18017		PC	OPERATING SUPPORT FOR YOUTH PROGRAMMING	5,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ONEGOAL 180 NORTH WABASH AVENUE SUITE 800 CHICAGO, IL 60601		PC	OPERATING SUPPORT	10,000
ONWARD NEIGHBORHOOD HOUSE 5413 W DIVERSEY AVENUE CHICAGO, IL 606391413		PC	OPERATING SUPPORT	15,000
OPEN BOOKS LTD651 W LAKE STREET CHICAGO, IL 60661		PC	OPERATING SUPPORT	15,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OTTAUQUECHEE HEALTH FOUNDATION INC 30 PLEASANT STREET WOODSTOCK, VT 05091		PC	OTTAUQUECHEE HEALTH FOUNDATIONS (OHF) WINDSOR CENTRAL WELLNESS INITIATIVE (WCWI)	10,000
PCC COMMUNITY WELLNESS CENTER 14 LAKE STREET OAK PARK, IL 60302		PC	REACH OUT AND READ	10,000
PEACE CORNER YOUTH CENTER 5022 W MADISON STREET CHICAGO, IL 60644		PC	OPERATING SUPPORT	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PENNSYLVANIA ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN (PENNAEYC) 415 MARKET STREET SUITE 206 HARRISBURG, PA 17101		PC	PRE-K FOR PA REGIONAL CAMPAIGNS IN LEHIGH VALLEY AND YORK COUNTY	15,000
PENNSYLVANIA PARTNERSHIPS FOR CHILDREN 200 N THIRD STREET 13TH FLOOR HARRISBURG, PA 17101		PC	PRE-K FOR PA CAMPAIGN AND BUILDING A COMPREHENSIVE PRENATAL-TO-AGE-THREE POLICY AGENDA IN PENNSYLVANIA	15,000
PENNSYLVANIA STATE UNIVERSITY PHILANTHROPIC FUND 2809 SAUCON VALLEY ROAD CENTER VALLEY, PA 18034		PC	CHARLIE DENT STEM WING	50,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PINEBROOK FAMILY ANSWERS 402 N FULTON STREET ALLENTOWN, PA 18102		PC	UNCONDITIONAL CHILD CARE	10,000
THE POSSE FOUNDATION INC 111 W JACKSON BLVD SUITE 1100 CHICAGO, IL 60604		PC	POSSE CHICAGO	10,000
PROJECT SYNCERE 9012 S STONY AVENUE CHICAGO, IL 60617		PC	ENPOWERED PROGRAM - AN INTRODUCTION TO THE STEM FIELDS	15,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READING IN MOTION 65 E WACKER PLACE SUITE 305 CHICAGO, IL 60601		PC	BENCHMARKS	15,000
SALVATION ARMY50 E KING STREET YORK, PA 17401		PC	YOUTH SERVICES/COMMUNITY CENTER (AFTER-SCHOOL PROGRAM, LEARNING CENTER, DAY CAMP AND BRIDGING THE GAP)	20,000
SCHOOL AND TUTORS ON WHEELS DBA TUTORING ENGLISH TO ADVANCE CHANGE (TEACH) 100 S 6TH AVENUE LA GRANGE, IL 60525		PC	OPERATING SUPPORT	7,500
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SITSTAYREAD2849 N CLARK STREET CHICAGO, IL 60657		PC	OPERATING SUPPORT	10,000
SPARK PROGRAM INC 67 E MADISON SUITE 2101 CHICAGO, IL 60603		PC	SPARK PROGRAM - CHICAGO WEST SIDE	7,500
ST JOSEPH SERVICES 1501 N OAKLEY BLVD CHICAGO, IL 60622		PC	SJS YOUTH PROGRAM	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF THE GREATER LEHIGH VALLEY 1110 AMERICAN PARKWAY NE SUITE F-120 ALLENTOWN, PA 18109		PC	MCKINLEY COMMUNITY SCHOOL AFTER SCHOOL PROGRAM	15,000
UNITED WAY OF YORK COUNTY 800 E KING STREET YORK, PA 17403		PC	FOCUS	15,000
UPPER VALLEY HAVEN INC 713 HARTFORD AVENUE WHITE RIVER JUNCTION, VT 05001		PC	CHILDREN'S PROGRAM SUPPORT	15,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VALLEY YOUTH HOUSE COMMITTEE INC 3400 HIGH POINT BLVD BETHLEHEM, PA 18017		PC	THE DONLEY SCHOLARSHIP FUND	10,000
VERMONT CHILDREN'S TRUST FOUNDATION 95 ST PAUL STREET SUITE 330 BURLINGTON, VT 05401		PC	UPPER VALLEY PROGRAM SUPPORT	50,000
VERMONT HUMANITIES COUNCIL 11 LOOMIS STREET MONTPELIER, VT 056023021		PC	EARLY CHILDHOOD EDUCATION PROGRAMS	10,000
Total ▶ 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VERMONT INSTITUTE OF NATURAL SCIENCE 149 NATURES WAY QUECHEE, VT 05959		PC	ENVIRONMENTAL EDUCATION SCHOLARSHIP FUND AND NATURE CAMP SCHOLARSHIP FUND	10,000
YMCA OF YORK COUNTY 90 N NEWBERRY STREET YORK, PA 17401		PC	Y ACHIEVERS	5,000
YORK COLLEGE OF PENNSYLVANIA 441 COUNTRY CLUB ROAD YORK, PA 174033651		PC	YORK COLLEGE COMMUNITY OPPORTUNITY SCHOLARSHIP PROGRAM	10,000
Total ► 3a				1,157,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YORK COUNTY LIBRARY SYSTEM 159 E MARKET STREET YORK, PA 17401		PC	CAPITAL CAMPAIGN TO TRANSFORM LIVES AND BUILD COMMUNITY (\$30,000), LEAP INTO SCIENCE (\$10,000)	40,000
YORK COUNTY LITERACY COUNCIL 800 E KING STREET YORK, PA 17403		PC	OPERATING SUPPORT AND PRE-NURSE AIDE TRAINING COURSE	25,000
YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF YORK (YWCA YORK) 320 E MARKET STREET YORK, PA 17403		PC	CONNECTING YOUTH TO A PATH TO COLLEGE THROUGH YOUTH PROGRAMS	15,000
Total ▶ 3a				1,157,000

TY 2019 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 FEES	4,142	1,934		2,208

TY 2019 Investments Corporate Bonds Schedule

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

EIN: 23-6859909

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMAZON COM INC - 75000 SH	75,270	81,055
APPLE INC - 100000 SH	93,976	101,624
AQUA AMERICA INC - 140000 SH	140,794	147,526
BB&T CORP - 50000 SH	49,960	50,591
BLACKROCK INC - 100000 SH	101,207	103,540
BLACKROCK STRATEGIC INCOME OPPORTUNITY FD - 9756 SH	100,000	97,268
COMCAST CORP - 203000 SH	199,214	202,396
COSTCO COMPANIES - 100000 SH	98,693	100,001
CVS CAREMARK CORP - 232000 SH	229,333	235,643
DIGITAL REALTY - 78000 SH	79,822	80,608
DIGITAL REALTY TRUST - 50000 SH	53,250	55,473
FFCB - 50000 SH	50,000	50,014
GENERAL ELECTRIC CAP CORP - 100000 SH	98,278	102,080
GOLDMAN SACHS GROUP - 200000 SH	209,368	209,940
HOME DEPOT INC - 65000 SH	66,131	66,653
ISHARES BARCLAY MBS - 2600 SH	280,223	280,956
JPMORGAN CHASE & CO - 160000 SH	165,302	172,602
MCDONALDS CORP - 100000 SH	97,222	101,351
MEDTRONIC INC - 120000 SH	119,818	123,370
OKLAHOMA G&E CO - 168000 SH	176,062	176,024

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PHILLIPS 66 - 215000 SH	222,733	225,507
POWERSHARES INVESCO TAXABLE MUNICIPAL BOND ETF - 3327 SH	99,976	105,366
VERIZON COMMUNICATIONS - 120000 SH	121,197	127,008
WELLS FARGO CO - 225000 SH	226,390	228,020

TY 2019 Investments Corporate Stock Schedule

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

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC ADR - 1485 SH	129,332	312,696
AIR PRODS & CHEMS INC - 1010 SH	167,429	237,340
ALTRIA GROUP INC - 5310 SH	273,610	265,022
AMERICAN TOWER CORPORATION - 1475 SH	226,673	338,985
APPLE INC - 1715 SH	86,851	503,610
AUTOMATIC DATA PROCESSING INC - 1630 SH	156,640	277,915
BAXTER INTL INC - 4135 SH	223,052	345,769
BECTON DICKINSON & CO - 1028 SH	139,587	279,585
BLACKROCK INC - 760 SH	273,635	382,052
CHEVRON CORPORATION - 1930 SH	194,636	232,584
CISCO SYS INC - 6010 SH	195,814	288,240
COCA COLA CO - 3820 SH	152,801	211,437
COMCAST CORP - 8305 SH	265,026	373,476
CVS HEALTH CORPORATION - 6335 SH	452,665	470,627
DISNEY WALT CO - 2434 SH	222,196	352,029
DOLLAR GENERAL CORP - 1514 SH	177,006	236,154
DUPONT DE NEMOURS INC - 2985 SH	243,994	191,637
EMERSON ELEC CO - 3715 SH	271,849	283,306
EXXON MOBIL CORP - 2510 SH	183,796	175,148
FEDERATED INST PRIME VALUE OBLIGATIONS - 386299 SH	386,390	386,377
FEDEX CORP - 1805 SH	360,059	272,934
GENUINE PARTS CO - 2335 SH	237,553	248,047
HONEYWELL INTL INC - 1490 SH	178,331	263,730
ISHARES CORE MSCI EAFE ETF - 35575 SH	2,149,251	2,320,913
ISHARES CORE MSCI EMERGING - 58930 SH	2,897,627	3,168,077
ISHARES S&P 500 INDEX FUND - 3315 SH	958,581	1,071,541
ISHARES S&P MIDCAP 400 INDEX - 3730 SH	621,011	767,708
ISHARES S&P SMALLCAP 600 FND - 21430 SH	1,502,756	1,796,905
JOHNSON & JOHNSON - 2440 SH	247,923	355,923
JOHNSON CONTROLS INTL - 5088 SH	193,819	207,132

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JPMORGAN CHASE & CO - 3175 SH	207,221	442,595
KIMBERLY CLARK CORP - 1670 SH	190,092	229,708
LOWES COS INC - 2755 SH	240,261	329,939
MASTERCARD INC - 1140 SH	83,772	340,392
MCDONALDS CORP - 1630 SH	316,315	322,104
MEDTRONIC PLC ADR - 2970 SH	240,067	336,947
MERCK & CO. INC - 3445 SH	220,632	313,323
MICROSOFT CORP - 2287 SH	63,810	360,660
ORACLE CORP - 5745 SH	240,423	304,370
PEPSICO INC - 2555 SH	248,543	349,192
PHILIP MORRIS INTERNATIONAL - 3620 SH	304,413	308,026
ROYAL DUTCH SHELL PLC ADR - 3115 SH	210,551	186,807
S&P GLOBAL INC - 1340 SH	253,106	365,887
STARBUCKS CORP - 3002 SH	186,577	263,936
TJX COS INC - 5680 SH	191,388	346,821
TRUST FINANCIAL CORP - 6910 SH	363,313	389,171
UNITED PARCEL SERVICE INC - 2715 SH	285,111	317,818
UNITED TECHNOLOGIES CORP - 2002 SH	177,501	299,819
UNITEDHEALTH GROUP INC - 1360 SH	180,971	399,813
US BANCORP DEL - 5676 SH	293,266	336,530
VANGUARD FTSE ALL WORLD EX-US SMALL-CAP ETF - 4490 SH	464,418	498,839
VANGUARD FTSE PACIFIC ETF - 14265 SH	932,467	992,559
VERIZON COMMUNICATIONS INC - 4060 SH	190,161	249,284

TY 2019 Investments Government Obligations Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909**US Government Securities - End
of Year Book Value:**

648,815

**US Government Securities - End
of Year Fair Market Value:**

654,532

**State & Local Government
Securities - End of Year Book
Value:**

1,250,217

**State & Local Government
Securities - End of Year Fair
Market Value:**

1,242,764

TY 2019 Investments - Other Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MELLON PRIVATE EQUITY FUND IV LP	AT COST	500,000	21,950
MELLON PRIVATE EQUITY FUND V LP	AT COST	250,000	97,350

TY 2019 Legal Fees Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,000	0		5,000

TY 2019 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	346	0		346
WEBSITE EXPENSE	540	0		540
INSURANCE EXPENSE	750	0		750
DUES & SUBSCRIPTIONS	1,083	0		1,083
INFORMATION TECHNOLOGY	2,048	0		2,048
AMORTIZATION OF BOND PREMIUM	19,170	19,170		0
CLASS ACTION FEE	18	0		18
BOARD EDUCATION	2,998	0		2,998
LP EIN 20-3663487 INVESTMENT INTEREST DEDUCTIONS	0	1		0
LP EIN 16-1676738 PORTFOLIO DEDUCTIONS	0	1,998		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LP EIN 20-3663487 PORTFOLIO DEDUCTIONS	0	1,736		0
LP EIN 16-1676738 OTHER DEDUCTIONS	0	75		0
LP EIN 20-3663487 OTHER DEDUCTIONS	0	373		0

TY 2019 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
CLASS ACTION PROCEEDS	617	0	617
LP DISTRIBUTIONS	26,377	0	26,377
LP EIN 16-1676738 OTHER INCOME	0	4	0
LP EIN 20-3663487 OTHER LOSS	0	-17	0
REMOVE LP EIN 16-1676738 OTHER INCOME UBI	0	-4	0
REMOVE LP EIN 20-3663487 OTHER LOSS UBI	0	17	0

TY 2019 Other Increases Schedule

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

EIN: 23-6859909

Description	Amount
COST BASIS ADJUSTMENT	559,373

TY 2019 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 FEES	123,360	12,336		111,024
INVESTMENT MANAGEMENT FEES	127,827	127,827		0
OTHER PROFESSIONAL FEES	28,108	0		28,108

TY 2019 Taxes Schedule**Name:** DONLEY FOUNDATION-UD DTD 12-8-86**EIN:** 23-6859909

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	15,000	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047
		2019
Name of the organization DONLEY FOUNDATION-UD DTD 12-8-86		Employer identification number 23-6859909

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose 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 990PF, 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
DONLEY FOUNDATION-UD DTD 12-8-86Employer identification number
23-6859909**Part I****Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD AND INEZ DONLEY TRUST C/O PEMBROKE PHILANTHROPY 150 N RAD RADNOR, PA 19087	\$ 2,031,374	☒ Person ☐ Payroll ☒ Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)

Name of organization DONLEY FOUNDATION-UD DTD 12-8-86	Employer identification number 23-6859909
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	PUBLICLY TRADED BONDS	\$ 743,658	2019-03-29
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization DONLEY FOUNDATION-UD DTD 12-8-86	Employer identification number 23-6859909
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee