

**Caution:** Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to paper size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x products, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

GOVERNMENT COPY

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2003**

Department of the Treasury  
Internal Revenue Service

*Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.*

For calendar year **2003**, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_  
**G** Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization <b>WILLARY FOUNDATION</b> <b>C/O PNC BANK, N. A.</b> Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>1600 MARKET STREET - TAX DEPARTMENT</b> City or town, state, and ZIP code <b>PHILADELPHIA, PA 19103-7240</b>	<b>A</b> Employer identification number 23-7014785 <b>B</b> Telephone number (570)961-6952
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>4,838,531.</b> (Part I, column (d) must be on cash basis.)		

	Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received ..... <small>Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B</small>			<b>N/A</b>	
	<b>2</b> Distributions from split-interest trusts .....				
	<b>3</b> Interest on savings and temporary cash investments .....	24.	24.		<b>Statement 1</b>
	<b>4</b> Dividends and interest from securities .....	129,137.	129,137.		<b>Statement 2</b>
	<b>5a</b> Gross rents .....				
	<b>b</b> (Net rental income or (loss) ) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	151,471.			
	<b>b</b> Gross sales price for all assets on line 6a ..... 556,958.				
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		151,471.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....					
<b>12 Total.</b> Add lines 1 through 11 .....	280,632.	280,632.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	19,991.	15,991.		4,000.
	<b>14</b> Other employee salaries and wages .....				
	<b>15</b> Pension plans, employee benefits .....				
	<b>16a</b> Legal fees ..... Stmt 3	250.	0.		250.
	<b>b</b> Accounting fees ..... Stmt 4	850.	0.		850.
	<b>c</b> Other professional fees .....				
	<b>17</b> Interest .....				
	<b>18</b> Taxes ..... Stmt 5	<2,909.>	<1,195.>		0.
	<b>19</b> Depreciation and depletion .....				
	<b>20</b> Occupancy .....				
	<b>21</b> Travel, conferences, and meetings .....	6,311.	0.		6,311.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... Stmt 6	3,582.	75.		3,507.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	28,075.	14,871.		14,918.
	<b>25</b> Contributions, gifts, grants paid .....	88,235.			88,235.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	116,310.	14,871.		103,153.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	164,322.				
<b>b Net investment income</b> (if negative, enter -0-) .....		265,761.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			<b>N/A</b>		

**WILLARY FOUNDATION**  
**C/O PNC BANK, N. A.**

Form 990-PF (2003)

23-7014785

Page 2

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
<b>Assets</b>	1	Cash - non-interest-bearing .....				
	2	Savings and temporary cash investments .....	256,047.			
	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 .....				
	7	Other notes and loans receivable ▶ .....				
		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 Stmt 8	980,050.	951,225.	1,039,491.	
	b	Investments - corporate stock Stmt 9	1,318,217.	1,389,895.	3,250,154.	
	c	Investments - corporate bonds .....	100,000.			
	11	Investments - land, buildings, and equipment: basis ▶ .....				
	Less: accumulated depreciation ▶ .....					
12	Investments - mortgage loans .....					
13	Investments - other Stmt 10	0.	497,773.	548,886.		
14	Land, buildings, and equipment: basis ▶ .....					
	Less: accumulated depreciation ▶ .....					
15	Other assets (describe ▶ .....					
16	<b>Total assets</b> (to be completed by all filers) .....	2,654,314.	2,838,893.	4,838,531.		
<b>Liabilities</b>	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 .....				
	22	Other liabilities (describe ▶ .....				
	23	<b>Total liabilities</b> (add lines 17 through 22) .....	0.	0.		
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted .....				
	25	Temporarily restricted .....				
	26	Permanently restricted .....				
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds .....	2,201,906.	2,838,893.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund .....	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds .....	452,408.	0.		
	30	<b>Total net assets or fund balances</b> .....	2,654,314.	2,838,893.		
31	<b>Total liabilities and net assets/fund balances</b> .....	2,654,314.	2,838,893.			

**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	2,654,314.
2	Enter amount from Part I, line 27a .....	2	164,322.
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	21,823.
4	Add lines 1, 2, and 3 .....	4	2,840,459.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BOOK CARRYING VALUE	5	1,566.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	2,838,893.

WILLARY FOUNDATION

Form 990-PF (2003)

C/O PNC BANK, N. A.

23-7014785

Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	<b>See Attached Statement</b>			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	556,958.	405,487.	151,471.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			151,471.	
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	151,471.	
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). If (loss), enter -0- in Part I, line 8	3	N/A	

**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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the organization 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))
2002	299,829.	4,667,800.	.0642335
2001	211,581.	5,422,970.	.0390157
2000	303,780.	5,924,448.	.0512757
1999	242,873.	5,772,825.	.0420718
1998	307,635.	4,859,226.	.0633095
2	Total of line 1, column (d)	2	.2599062
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	.0519812
4	Enter the net value of noncharitable-use assets for 2003 from Part X, line 5	4	4,488,674.
5	Multiply line 4 by line 3	5	233,327.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,658.
7	Add lines 5 and 6	7	235,985.
8	Enter qualifying distributions from Part XII, line 4	8	103,153.

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.

WILLARY FOUNDATION

Form 990-PF (2003)

C/O PNC BANK, N. A.

23-7014785

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,315.
c	All other domestic organizations 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	5,315.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	5,315.
6	Credits/Payments:		
a	2003 estimated tax payments and 2002 overpayment credited to 2003	6a	10,700.
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	10,700.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	11.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	5,374.
11	Enter the amount of line 10 to be: <b>Credited to 2004 estimated tax</b> 5,374. <b>Refunded</b>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
11		
12		
13		N/A

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
 1b 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 organization in connection with the activities.*  
 1c Did the organization file **Form 1120-POL** for this year?  
 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
 (1) On the organization. ▶ \$ 0. (2) On organization managers. ▶ \$ 0.  
 e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ 0.  
 2 Has the organization engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*  
 3 Has the organization 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*  
 4a Did the organization have unrelated business gross income of \$1,000 or more during the year?  
 b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A  
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*  
 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
 • By language in the governing instrument or  
 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?  
 7 Did the organization have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col. (c), and Part XV.*  
 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PENNSYLVANIA  
 b If the answer is "Yes" to line 7, has the organization 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*  
 9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV)? *If "Yes," complete Part XIV*  
 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*  
 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? N/A  
 Web site address ▶ WWW.WILLARY.ORG  
 12 The books are in care of ▶ PNC BANK, N. A. - TAX DEPARTMENT Telephone no. ▶ (215) 585-5597  
 Located at ▶ 1600 MARKRT STREET - PHILADELPHIA, PA ZIP+4 ▶ 19103-7240  
 13 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 ▶ N/A

323531 12-05-03

Form 990-PF (2003)

**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 organization (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No
- (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the organization 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 page 19 of the instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here

**c** Did the organization 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 2003?  Yes  No

**2** Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

**a** At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003?  Yes  No  
If "Yes," list the years  \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

**b** Are there any years listed in 2a for which the organization 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.)  Yes  No

**c** If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.  
 \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

**3a** Did the organization 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 2003 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2003.*)  Yes  No

**4a** Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?  Yes  No

**b** Did the organization 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 2003?  Yes  No

**5a** During the year did the organization 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 509(a)(1), (2), or (3), or section 4940(d)(2)?  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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

**b** Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If you answered "Yes" to 6b, also file Form 8870.

	Yes	No
1a		
1b		
1c		X
2a		
2b		
3a		
3b		
4a		X
4b		X
5a		
5b		
6a		
6b		X

**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:**

(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 Statement 11		20,841.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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

**3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
<b>Total.</b> 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	4,557,029.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,557,029.
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	4,557,029.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,355.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,488,674.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	224,434.

**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	224,434.
2a	Tax on investment income for 2003 from Part VI, line 5	2a	5,315.
b	Income tax for 2003. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,315.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	219,119.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	219,119.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	219,119.

**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	103,153.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	103,153.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	103,153.

**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 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7 .....				219,119.
2 Undistributed income, if any, as of the end of 2002:				
a Enter amount for 2002 only .....			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2003:				
a From 1998 .....				
b From 1999 .....				
c From 2000 .....				
d From 2001 .....				
e From 2002 .....	61,960.			
f Total of lines 3a through e .....	61,960.			
4 Qualifying distributions for 2003 from Part XII, line 4: ▶ \$ 103,153.				
a Applied to 2002, 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 2003 distributable amount .....				103,153.
e Remaining amount distributed out of corpus .....	0.			
5 Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a).)	61,960.			61,960.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed .....		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions .....		0.		
e Undistributed income for 2002. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2003. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2004 .....				54,006.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) .....	0.			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7 .....	0.			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a .....	0.			
10 Analysis of line 9:				
a Excess from 1999 .....				
b Excess from 2000 .....				
c Excess from 2001 .....				
d Excess from 2002 .....				
e Excess from 2003 .....				

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 of the 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).)

None

**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.

None

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

Check here  if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 of the person to whom applications should be addressed:

**M. LINDA DONOVAN - PNC ADVISORS - P. O. BOX 937 - SCRANTON, PA 18501-0937  
TELEPHONE NUMBER: (570) 961-6952**

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

**THE WILLARY FOUNDATION GRANT APPLICATION FORM.**

**c** Any submission deadlines:

**SEE APPLICATION FORM**

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

**SEE APPLICATION FORM**

WILLARY FOUNDATION

Form 990-PF (2003)

C/O PNC BANK, N. A.

23-7014785 Page 10

**Part XV** **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
REFUND OF PRIOR GRANTS			ADJUSTMENT	<5,000.>
INTERBORO PUBLIC LIBRARY			GENERAL USE OF THE LIBRARY	10,000.
GIRL SCOUTS - SCRANTON-POCONO COUNCIL - SCRANTON, PA 18510			GENERAL USE OF THE ORGANIZATION	3,300.
KEYSTONE COLLEGE - LA PLUME, PA 18440			GENERAL USE OF THE COLLEGE	24,960.
GREAT VALLEY TECHNOLOGY ALLIANCE, INC. - WILKES BARRE, PA 18701			GENERAL USE OF THE ORGANIZATION	5,000.
WYOMING COUNTY CULTURAL CENTER, INC./DIETRICH THEATER - TUNKHANNOCK, PA 18657			GENERAL USE OF THE ORGANIZATION	25,000.
RURAL URBAN BOARD INVITES ECONOMIC SUCCESS - SCRANTON, PA 18509			GENERAL USE OF THE ORGANIZATION	24,975.
<b>Total</b> .....				<b>88,235.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b> .....				<b>0.</b>





**Part IV** Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,400 SHARES CHECK POINT SOFTWARE TECHNOLOGIES LT	P	04/16/02	02/20/03
b	1,968 SHARES BP PLC SPONSORED ADR	P	01/20/95	05/12/03
c	1,100 SHARES CITIGROUP INC.	P	02/06/02	02/20/03
d	1,000 SHARES FANNIE MAE	P	01/20/95	07/31/03
e	750 SHARES ISHARES NASDAQ BIOTECH INDEX	P	Various	06/11/03
f	120 SHARES MEDCO SEALTH SOLUTIONS INC.	P	Various	11/06/03
g	1,000 SHARES MERCK & CO. INC.	P	Various	11/06/03
h	3,400 SHARES PEPSICO INC.	P	01/20/95	05/12/03
i	2,000 SHARES SUNGUARD DATA SYSTEMS INC.	P	11/07/01	02/20/03
j	100,000 PAR UNITED STATES TREASURY STRIPPED INTER	P	11/10/97	05/12/03
k	.6 SHARE MEDCO HEALTH SOLUTIONS INC.	P	10/29/02	08/28/03
l				
m				
n				
o				

	(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	36,503.		51,648.	<15,145.>
b	78,913.		63,000.	15,913.
c	36,244.		44,505.	<8,261.>
d	64,197.		17,560.	46,637.
e	54,605.		40,425.	14,180.
f	4,050.		2,914.	1,136.
g	43,208.		50,523.	<7,315.>
h	148,029.		54,171.	93,858.
i	40,039.		51,900.	<11,861.>
j	51,154.		28,826.	22,328.
k	16.		15.	1.
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<15,145.>
b			15,913.
c			<8,261.>
d			46,637.
e			14,180.
f			1,136.
g			<7,315.>
h			93,858.
i			<11,861.>
j			22,328.
k			1.
l			
m			
n			
o			

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	151,471.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

---

---

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

---

<u>Source</u>	<u>Amount</u>
UNITED STATES TREASURY - I.R.S.	24.
Total to Form 990-PF, Part I, line 3, Column A	24.

---

---

---



---

Form 990-PF Dividends and Interest from Securities Statement 2

---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS - FOREIGN	821.	0.	821.
DIVIDENDS OTHER	31,805.	0.	31,805.
DOMESTIC DIVIDENDS	39,323.	0.	39,323.
U. S. GOVERNMENT INTEREST	57,188.	0.	57,188.
Total to Fm 990-PF, Part I, ln 4	129,137.	0.	129,137.



Form 990-PF

Legal Fees

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
KREDER, BROOKS, HAILSTONE & LUDWIG - LEGAL COUNSEL	250.	0.		250.
To Fm 990-PF, Pg 1, ln 16a	250.	0.		250.

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PNC ADVISORS TAX PROCESSING FEES	850.	0.		850.
To Form 990-PF, Pg 1, ln 16b	850.	0.		850.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FORM 990-PF REFUND EXCISE TAXES	<3,425.>	0.		0.	
FORM 990-PF EXCISE TAX PAID	911.	0.		0.	
FORM 990-PF EXCISE TAX PAID	400.	0.		0.	
FORM 990-PF EXCISE TAX PAID	400.	0.		0.	
FOREIGN TAXES - DIVIDENDS	<1,195.>	<1,195.>		0.	
To Form 990-PF, Pg 1, ln 18	<2,909.>	<1,195.>		0.	

Form 990-PF	Other Expenses			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
VALUE WEB - WEBSITE FEES	275.	0.		275.
OFFICE SUPPLIES	34.	0.		34.
MAILING/SHIPPING EXPENSES	43.	0.		43.
DIRECTORS AND OFFICERS				
LIABILITY INSURANCE	2,421.	0.		2,421.
DIVIDEND PROCESSING FEES	75.	75.		0.
POSTMASTER FEES	57.	0.		57.
COUNCIL ON FOUNDATIONS 2003				
MEMBERSHIP DUES	620.	0.		620.
A T & T	57.	0.		57.
To Form 990-PF, Pg 1, ln 23	3,582.	75.		3,507.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description			Amount
ADJUSTMENT TO BEGINNING BALANCE TAX COST VS. BOOK CARRYING VALUE			21,562.
ADJUSTMENT BOOK CARRYING VALUE VS. TAX COST ON LISTED SALES			261.
Total to Form 990-PF, Part III, line 3			21,823.

Form 990-PF		U.S. and State/City Government Obligations			Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value		
U. S. GOVERNMENT BONDS AND NOTES	X		951,225.	1,039,491.		
Total U.S. Government Obligations			951,225.	1,039,491.		
Total State and Municipal Government Obligations						
Total to Form 990-PF, Part II, line 10a			951,225.	1,039,491.		

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
COMMON STOCK	1,389,895.	3,250,154.
Total to Form 990-PF, Part II, line 10b	1,389,895.	3,250,154.

Form 990-PF

Other Investments

Statement 10

Description	Book Value	Fair Market Value
CASH EQUIVALENTS	102,774.	102,774.
MUTUAL FUNDS - FIXED	395,000.	446,112.
ROUNDING ADJUSTMENT	<1.>	0.
Total to Form 990-PF, Part II, line 13	<u>497,773.</u>	<u>548,886.</u>



Form 990-PF                      Part VIII - List of Officers, Directors                      Statement 11  
    Trustees and Foundation Managers

Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
PNC BANK, N. A. 201 PENN STREET SCRANTON, PA 18501	AGENT FOR TRUSTEES N/A	20,841.	0.	0.
WILLIAM W. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5	0.	0.	0.
MARY L. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5	0.	0.	0.
JOSEPH C. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5	0.	0.	0.
SUSAN SCRANTON DAWSON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5	0.	0.	0.
PETER K. SCRANTON C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5	0.	0.	0.
WILLIAM W. SCRANTON, III C/O PNC BANK, N. A. - 201 PENN STREET SCRANTON, PA 18501	TRUSTEE 5	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		20,841.	0.	0.