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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

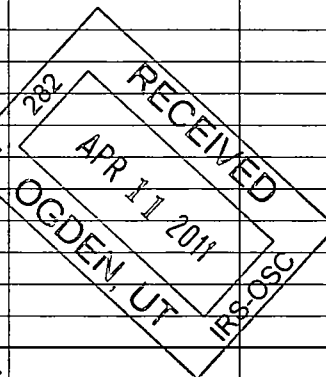
For calendar year 2009, or tax year beginning DEC 1, 2009, and ending NOV 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation E. NEWBOLD & MARGARET DUPONT SMITH FOUNDATION (FORMERLY BRADFORD FOUNDATION)		A Employer identification number 51-6015711
	Number and street (or P.O. box number if mail is not delivered to street address) STATION SQUARE ONE		B Telephone number (610) 647-5577
	Room/suite 205		C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code PAOLI, PA 19301		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,211,294.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	700,724.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	30.	30.		STATEMENT 1
	4 Dividends and interest from securities	401,581.	401,581.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	607,252.			
	b Gross sales price for all assets on line 6a	1,985,255.			
	7 Capital gain net income (from Part IV, line 2)		607,252.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	1,709,587.	1,008,863.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	1,501.	1,501.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 4	48,560.	48,560.		0.	
24 Total operating and administrative expenses Add lines 13 through 23	50,061.	50,061.		0.	
25 Contributions, gifts, grants paid	294,500.			294,500.	
26 Total expenses and disbursements Add lines 24 and 25	344,561.	50,061.		294,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,365,026.				
b Net investment income (if negative, enter -0-)		958,802.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED APR 13 2011



**E. NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (FORMERLY BRADFORD FOUNDATION)**

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Part II Balance Sheets		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		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			3,548,971.	446,820.	446,820.
	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					
	b Investments - corporate stock STMT 5			5,682,749.	10,149,926.	15,764,474.
	c Investments - corporate bonds					
11 Investments - land, buildings and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			9,231,720.	10,596,746.	16,211,294.	
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					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			9,231,720.	10,596,746.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30 Total net assets or fund balances			9,231,720.	10,596,746.		
31 Total liabilities and net assets/fund balances			9,231,720.	10,596,746.		

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	9,231,720.
2 Enter amount from Part I, line 27a	2	1,365,026.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,596,746.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,596,746.

**E. NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (FORMERLY BRADFORD FOUNDATION)**
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 SEE ATTACHED STATEMENTS				
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 1,985,255.		1,378,003.	607,252.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			607,252.

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	607,252.
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 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))
2008	302,981.	5,770,449.	.052506
2007	279,867.	5,627,223.	.049734
2006	222,137.	5,691,420.	.039030
2005	183,764.	4,528,664.	.040578
2004	166,141.	3,817,545.	.043520

2 Total of line 1, column (d)	2	.225368
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	.045074
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,626,784.
5 Multiply line 4 by line 3	5	659,288.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,588.
7 Add lines 5 and 6	7	668,876.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	294,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	19,176.
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	19,176.
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	19,176.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,040.	
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	1,040.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	18,136.	
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 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
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 foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MICHELLE HUGHES Telephone no. ► 610-647-5577 Located at ► STATION SQUARE ONE, PAOLI, PA ZIP+4 ► 19301			
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		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 6		0.	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**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	
Total. Add lines 1 through 3	0.

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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	12,521,592.
b	Average of monthly cash balances	1b	2,327,935.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,849,527.
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	14,849,527.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	222,743.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,626,784.
6	Minimum investment return. Enter 5% of line 5	6	731,339.

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	731,339.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	19,176.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	712,163.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	712,163.
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	712,163.

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	294,500.
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	294,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,500.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				712,163.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			262,955.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 294,500.				
a Applied to 2008, but not more than line 2a			262,955.	
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 2009 distributable amount				31,545.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				680,618.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

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.

3 Subtract line 2d from line 2c.
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(i)(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 7

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 8				
Total			3a	294,500.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	30.	
4 Dividends and interest from securities			14	401,581.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	607,252.	
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.		1,008,863.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,008,863.

(See worksheet in line 13 instructions to verify calculations)

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

MARC P RIDDELL, CPA

Date

02/10/11

Check if self-employed	
------------------------	--

Preparer's identifying number

Firm's name (or yours if self-employed),
address, and ZIP code

FISCHER CUNNANE & ASSOCIATES LTD

11 TURNER LANE

WEST CHESTER, PA 19380

FIN ▶

Phone no. 610-431-1003

Form **990-PF** (2009)

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.

OMB No 1545-0047

2009

Name of the organization

E. NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (FORMERLY BRADFORD FOUNDATION)

Employer identification number

51-6015711

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

E. NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (FORMERLY BRADFORD FOUNDATION)

Employer identification number

51-6015711

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARGARET D. SMITH CLAT STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	\$ 700,724.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

E. NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (FORMERLY BRADFORD FOUNDATION)

51-6015711

Part II Noncash Property (see instructions)[illegible]

Name of organization

Employer identification number

**E. NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (FORMERLY BRADFORD FOUNDATION)**

51-6015711

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. 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.) ▶ \$

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

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	NOKIA - 6200 SHS	P	07/15/09	01/07/10
b	TARGET COPR - 2200 SHS	P	07/05/06	01/07/10
c	GOLDMAN SACHS - 700 SHS	P	03/11/10	04/23/10
d	DUPONT - 25,760 SHS	D	10/14/09	05/25/10
e	AFLAC INC - 650 SHS	P	02/01/07	05/07/10
f	AFLAC INC - 3000 SHS	P	02/03/04	05/07/10
g	BECTON DICKINSON - 800 SHS	P	11/17/09	08/11/10
h	LILLY ELI & CO - 3100 SHS	P	05/25/10	08/11/10
i	NOKIA - 10,000 SHS	P	05/25/10	08/11/10
j	FRONTIER COMMUNICATIONS - 0.148 SH	P	05/20/10	07/22/10
k	MEDTRONIC INC - 2000 SHS	P	02/01/07	09/10/10
l	MEDTRONIC INC - 1500 SHS	P	01/04/05	09/10/10
m	FRONTIER COMMUNICATIONS - 888 SHS	P	05/20/10	09/14/10
n	LOWES COS INC - 4000 SHS	P	11/21/05	01/07/10
o	AT&T - 5650 SHS	P	10/14/08	02/24/10

(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 81,958.		97,518.	<15,560.>
b 110,221.		105,860.	4,361.
c 116,150.		120,746.	<4,596.>
d 899,093.		133,723.	765,370.
e 28,870.		31,311.	<2,441.>
f 133,245.		117,750.	15,495.
g 56,964.		58,885.	<1,921.>
h 114,152.		100,985.	13,167.
i 89,999.		101,700.	<11,701.>
j 1.		1.	0.
k 64,977.		106,940.	<41,963.>
l 48,733.		73,890.	<25,157.>
m 6,775.		6,380.	395.
n 93,560.		122,862.	<29,302.>
o 140,192.		199,452.	<59,260.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<15,560.>
b			4,361.
c			<4,596.>
d			765,370.
e			<2,441.>
f			15,495.
g			<1,921.>
h			13,167.
i			<11,701.>
j			0.
k			<41,963.>
l			<25,157.>
m			395.
n			<29,302.>
o			<59,260.>

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

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

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 CLASS ACTION SETTLEMENTS		P	VARIOUS	VARIOUS
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
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 365.			365.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
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			365.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
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	607,252.
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

SOURCE	AMOUNT
WILMINGTON TRUST 7782	30.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	30.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HAVERFORD TRUST 7997	401,581.	0.	401,581.
TOTAL TO FM 990-PF, PART I, LN 4	401,581.	0.	401,581.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	126.	126.		0.
FEDERAL TAXES	1,375.	1,375.		0.
TO FORM 990-PF, PG 1, LN 18	1,501.	1,501.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE	48,560.	48,560.		0.
TO FORM 990-PF, PG 1, LN 23	48,560.	48,560.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
HAVERFORD TRUST	10,149,926.	15,764,474.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,149,926.	15,764,474.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELEUTHERA S GRASSI STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	PRESIDENT, CEO 1.00	0.	0.	0.
LEWIS DUPONT SMITH STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	VICE PRESIDENT 1.00	0.	0.	0.
STOCKTON N SMITH STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	VICE PRESIDENT 1.00	0.	0.	0.
HENRY B DUPONT SMITH STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	TRUSTEE, V PRESIDENT, CIO 1.00	0.	0.	0.
MICHELLE HUGHES STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	TREASURER, SECRETARY 1.00	0.	0.	0.
E NEWBOLD SMITH STATION SQUARE ONE, SUITE 205 PAOLI, PA 19301	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HENRY B DUPONT SMITH
STATION SQUARE ONE
PAOLI, PA 19301

TELEPHONE NUMBER

610-647-5577

FORM AND CONTENT OF APPLICATIONS

ONE-PAGE LETTER DESCRIBING REASON FOR THE GRANT ALONG WITH FINANCIAL STATEMENTS. ALSO INCLUDE A COPY OF IRS EXEMPTION APPROVAL.

ANY SUBMISSION DEADLINES

NO

RESTRICTIONS AND LIMITATIONS ON AWARDS

GREATER PHILADELPHIA AREA

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	8
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMERS ASSOCIATION PO BOX 96011 WASHINGTON, DC 20090	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	1,000.
ASPCA PO BOX 96929 WASHINGTON, DC 20090	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
AVON OLD FARMS SCHOOL 500 OLD FARMS ROAD AVON, CT 06001	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	20,000.
BETHESDA-CHEVY CHASE RESCUE SQUAD 5020 BATTERY LANE BETHESDA, MD 20814	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
CADENCE CYCLING FOUNDATION 32 PARKING PLAZA, SUITE 300 ARDMORE, PA 19003	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	10,000.
CAMP HILL SPECIAL SCHOOL 1784 FAIRVIEW ROAD GLENMOORE, PA 19343	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	750.
CAMP TECUMSEH CENTENNIAL FUND 813 MALIN ROAD NEWTOWN SQUARE, PA 19073	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	1,500.
CHESTNUT HILL HISTORICAL SOCIETY 9808 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	500.

CHEVY CHASE HISTORICAL SOCIETY PO BOX 15145 CHEVY CHASE, MD 20815	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
CHRIST CHURCH GEORGETOWN 3116 O STREET NW WASHINGTON, DC 20007	NONE FURTHER RELIGIOUS PURPOSES	OPERATING FDN	2,500.
DUPONT DE NEMOURS CEMETARY CO PO BOX 243 MONTCHANIN, DE 19719	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
E L HAYNES PUBLIC CHARTER SCHOOL 3600 GEORGIA AVE, NW WASH, DC 20010	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	1,000.
EAGLEBROOK SCHOOL PINE NOOK ROAD DEERFIELD, MA 01342	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	100,000.
ELEUTHERIAN MILLS ENDOWMENT FUND PO BOX 3630 WILMINGTON, DE 198070630	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	1,100.
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LN ALEXANDRIA, VA 22302	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	1,000.
FOXCROFT SCHOOL PO BOX 5555 MIDDLEBURG, VA 20118	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	2,500.
FRANKLIN & MARSHALL COLLEGE PO BOX 3003 LANCASTER, PA 176043003	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	35,000.
FREEDOM OF HEALTH FOUNDATION PO BOX 11599 NEWPORT BEACH, CA 92658	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	3,000.

FRIENDS OF ACADIA PO BOX 45 BAR HARBOR, ME 04609	NONE FURTHER CONSERVATIONAL PURPOSES	OPERATING FDN	6,000.
FRIENDS OF WISSAHICKON 8708 GERMANTOWN AVE PHILADELPHIA, PA 19118	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
GILMAN SCHOOL, THE GILMAN FUND PO BOX 17216 BALTIMORE, MD 212988527	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	1,000.
HAGLEY MUSEUM & LIBRARY PO BOX 3630 WILMINGTON, DE 19807	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
HMS SCHOOL 4400 BALTIMORE AVE PHILADELPHIA, PA 19104	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	1,500.
ISLAND HOUSING TRUST PO BOX 851 MOUNT DESERT, ME 04660	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	1,500.
JUBILEE JOBS 2712 ONTARIO ROAD NW WASHINGTON, DC 20009	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
KIEVE-WAVUS ANNUAL FUND PO BOX 169 NOBLEBORO, ME 045550169	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	2,000.
MAINE COAST HERITAGE TRUST PO BOX 426 NORTHEAST HARBOR, ME 04662	NONE FURTHER CONSERVATIONAL PURPOSES	OPERATING FDN	7,000.
MAINE COAST MEMORIAL HOSPITAL PO BOX 962 ELLSWORTH, ME 04605	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	2,000.

MILL REEF FUND 140 BROADWAY, FLOOR 5 NEW YORK, NY 100051101	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	1,000.
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LANE BAR HARBOR, ME 04609	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	2,000.
MOUNT DESERT LAND AND GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	NONE FURTHER CONSERVATIONAL PURPOSES	OPERATING FDN	2,000.
NATIONAL GALLERY OF ART 2000B S. CLUB DRIVE LANDOVER, MD 20785	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	6,000.
NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR, ME 04662	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	2,650.
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	1,000.
PAL: PEOPLE ANIMALS LOVE 4900 MASSACHUSETTS AVE NW, STE 330 WASHINGTON, DC 20016	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
PENNSYLVANIA ACADEMY OF THE FINE ARTS 118 N BROAD STREET PHILADELPHIA, PA 19102	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	25,000.
RECORDING FOR THE BLIND 5225 WISCONSIN AVE NW, STE 312 WASHINGTON, DC 20015	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
RECTORY SCHOOL PO BOX 68 POMFRET, CT 06258	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	5,000.

ROCKEND ART BARN PO BOX 1093 NORTHEAST HARBOR, ME 04662	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	1,000.
SO OTHERS MIGHT EAT 71 "O" STREET, NW WASHINGTON, DC 20001	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
ST JOHN'S COMMUNITY SERV 2201 WISCONSIN AVE NW, C-150 WASH, DC 20016	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
ST MICHAEL'S CHAPEL 154 SCHOOL HOUSE ROAD SOMERSET, NJ 08873	NONE FURTHER RELIGIOUS PURPOSES	OPERATING FDN	2,500.
STUDENT CONSERVATION ASSOCIATION PO BOX 550 CHARLESTOWN, NH 03603	NONE FURTHER CHARITABLE PURPOSES	OPERATING FDN	500.
U.S. COURT TENNIS PRESERVATION PO BOX 232 NEWPORT, RI 02840	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	6,500.
VOX AMA DEUS PO BOX 203 GLADWYNE, PA 19035	NONE FURTHER RELIGIOUS PURPOSES	OPERATING FDN	5,000.
WADSWORTH PRESERVATION FUND 1801 MASSACHUSETTS AVENUE WASHINGTON, DC 20036	NONE FURTHER CONSERVATIONAL PURPOSES	OPERATING FDN	2,000.
WALDORF SCHOOL 7500 GERMANTOWN AVENUE PHILADELPHIA, PA 19119	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	20,000.
WEST CATHOLIC HIGH SCHOOL 1001 S 47TH ST PHILADELPHIA, PA 19143	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	2,000.

WILLIAM SMITH COLLEGE 300 PULTENEY ST GENEVA, NY 144569983	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	1,000.
WISSAHICKON WATERSHED 12 MORRIS RD AMBLER, PA 19002	NONE FURTHER CONSERVATIONAL PURPOSES	OPERATING FDN	500.
WOODBERRY FOREST SCHOOL, AMICI FUND 898 WOODBERRY FOREST ROAD WOODBERRY FOREST, VA 22989	NONE FURTHER EDUCATIONAL PURPOSES	OPERATING FDN	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			294,500.