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Return of Private Foundation

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

Treated as a Private Foundation

2010

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 2010, or tax year beginning , and ending

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

Name of foundation CHICHESTER DUPONT FOUNDATION, INC.		A Employer identification number 51-6011641
Number and street (or P.O. box number if mail is not delivered to street address) 5720 KENNETT PIKE	Room/suite	B Telephone number 302 658 5244
City or town, state, and ZIP code WILMINGTON, DE 19807		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 41,672,837.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		533.	533.		Statement 1
4 Dividends and interest from securities		382,886.	382,886.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		637,786.			
b Gross sales price for all assets on line 6a		4,358,872.			
7 Capital gain net income (from Part IV, line 2)			637,786.		
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		596,314.	596,314.		Statement 3
12 Total. Add lines 1 through 11		1,617,519.	1,617,519.		
13 Compensation of officers, directors, trustees, etc		88,000.	88,000.		0.
14 Other employee salaries and wages		13,867.	13,867.		0.
15 Pension plans, employee benefits		10,918.	10,918.		0.
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 4		43,297.	37,797.		5,500.
17 Interest					
18 Taxes Stmt 5		13,784.	13,784.		0.
19 Depreciation and depletion					
20 Occupancy		17,919.	17,919.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		18,050.	9,126.		8,924.
24 Total operating and administrative expenses. Add lines 13 through 23		205,835.	191,411.		14,424.
25 Contributions, gifts, grants paid		3,401,875.			3,401,875.
26 Total expenses and disbursements. Add lines 24 and 25		3,607,710.	191,411.		3,416,299.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,990,191.>			
b Net investment income (if negative, enter -0-)			1,426,108.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			153,210.	87,714.	87,714.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	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 9	40,325,095.	41,585,123.	41,585,123.		
	c Investments - corporate bonds					
Liabilities	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)	40,478,305.	41,672,837.	41,672,837.		
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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	0.	0.			
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.				
29 Retained earnings, accumulated income, endowment, or other funds	40,478,305.	41,672,837.	Statement 8			
30 Total net assets or fund balances	40,478,305.	41,672,837.				
31 Total liabilities and net assets/fund balances	40,478,305.	41,672,837.				

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	40,478,305.
2 Enter amount from Part I, line 27a	2	<1,990,191.>
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	3,184,723.
4 Add lines 1, 2, and 3	4	41,672,837.
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	41,672,837.

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 BESSEMER TRUST--SECURITIES	P	11/19/09	10/13/10
b BESSEMER TRUST--SECURITIES	P	10/06/09	10/13/10
c BESSEMER TRUST--SECURITIES	P	01/01/75	01/29/10
d BESSEMER TRUST--CAP. GAIN DIST.		10/06/09	10/13/10
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,008,807.		1,051,485.	<42,678.>
b 3,184,954.		2,680,583.	504,371.
c 165,111.		43,581.	121,530.
d			54,563.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<42,678.>
b			504,371.
c			121,530.
d			54,563.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	637,786.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div>	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))
2009	3,313,813.	37,450,982.	.088484
2008	3,507,448.	49,523,172.	.070824
2007	2,925,895.	54,036,115.	.054147
2006	2,741,119.	54,444,525.	.050347
2005	3,546,130.	51,227,933.	.069223

2 Total of line 1, column (d)	2	.333025
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	.066605
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	39,546,214.
5 Multiply line 4 by line 3	5	2,633,976.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,261.
7 Add lines 5 and 6	7	2,648,237.
8 Enter qualifying distributions from Part XII, line 4	8	3,416,299.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	14,261.
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	14,261.
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	14,261.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	20,000.	
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	20,000.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,739.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 5,739. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" type="checkbox"/> DE		
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 2010 or the taxable year beginning in 2010 (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

N/A

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 ► <u>chichesterdupont.org</u>	13	X	
14	The books are in care of ► <u>GREGORY F. FIELDS, CORPORATE SEC.</u> Telephone no. ► <u>302 658 5244</u> Located at ► <u>5720 KENNETT PIKE, WILMINGTON, DE</u> ZIP+4 ► <u>19807</u>			
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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 22 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 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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 2010 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 2010)	N/A	
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?**6b****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 10		88,000.	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.

Form 990-PF (2010)

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	39,877,751.
b	Average of monthly cash balances	1b	270,690.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,148,441.
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	40,148,441.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	602,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,546,214.
6	Minimum investment return. Enter 5% of line 5	6	1,977,311.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,977,311.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14,261.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,261.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,963,050.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,963,050.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,963,050.

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	3,416,299.
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	3,416,299.
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	14,261.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,402,038.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,963,050.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	28,049.			
b From 2006	187,663.			
c From 2007	354,809.			
d From 2008	1,057,993.			
e From 2009	1,445,090.			
f Total of lines 3a through e	3,073,604.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	3,416,299.			
a Applied to 2009, 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 2010 distributable amount				1,963,050.
e Remaining amount distributed out of corpus	1,453,249.			
5 Excess distributions carryover applied to 2010 (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	4,526,853.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7	28,049.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,498,804.			
10 Analysis of line 9:				
a Excess from 2006	187,663.			
b Excess from 2007	354,809.			
c Excess from 2008	1,057,993.			
d Excess from 2009	1,445,090.			
e Excess from 2010	1,453,249.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED DETAILED LISTING OF GRANTS PAID DURING THE YEAR 2010				3,401,875.
Total			► 3a	3,401,875.
b Approved for future payment None				
Total			► 3b	0.

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

Source	Amount
BESSEMER TRUST	441.
MORGAN STANLEY-WEALTH	3.
WILMINGTON TRUST COMPANY	89.
Total to Form 990-PF, Part I, line 3, Column A	533.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BESSEMER TRUST-DIVIDENDS	382,886.	0.	382,886.
Total to Fm 990-PF, Part I, ln 4	382,886.	0.	382,886.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
MISCELLANEOUS	18.	18.	
BESSEMER OLD WESTBURY FUNDS	81,944.	81,944.	
NEW PROVIDENCE	514,352.	514,352.	
Total to Form 990-PF, Part I, line 11	596,314.	596,314.	

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BESSEMER TRUST-INVESTMENT FEES	32,297.	32,297.		0.
AUDITING	11,000.	5,500.		5,500.
To Form 990-PF, Pg 1, ln 16c	43,297.	37,797.		5,500.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN WITHHOLDING	3,884.	3,884.		0.	
FRANCHISE	128.	128.		0.	
PAYROLL TAXES	8,661.	8,661.		0.	
PAYROLL EXPENSE	1,111.	1,111.		0.	
To Form 990-PF, Pg 1, ln 18	13,784.	13,784.		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	
MEETING EXPENSES	8,186.	4,093.		4,093.	
MISCELLANEOUS	1,801.	901.		900.	
OFFICE EXPENSES	7,861.	3,930.		3,931.	
BANK SERVICE CHARGES	202.	202.		0.	
To Form 990-PF, Pg 1, ln 23	18,050.	9,126.		8,924.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description	Amount		
UNREALIZED GAINS	3,079,365.		
EXCISE TAX REFUND NOT INCLUDED ON TAX RETURN	105,358.		
Total to Form 990-PF, Part III, line 3	3,184,723.		

Form 990-PF	Other Funds	Statement	8
Description	(A) Beginning of Year	(B) End of Year	
FUND BALANCE-EQUITY	12,060,362.	6,640,669.	
FUND BALANCE-INCOME AND PRINCIPAL	37,240,305.	33,837,636.	
NET INCOME	<8,822,362.>	1,194,532.	
Total to Form 990-PF, Part II, line 29	40,478,305.	41,672,837.	

Form 990-PF	Corporate Stock	Statement	9
Description	Book Value	Fair Market Value	
BESSEMER TRUST	21,971,445.	21,971,445.	
MORGAN STANLEY	0.	0.	
AIP LIQUID ASSET FUND	0.	0.	
NEW PROVIDENCE	19,613,678.	19,613,678.	
Total to Form 990-PF, Part II, line 10b	41,585,123.	41,585,123.	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
CHRISTOPHER T. DUPONT P .O. BOX 727 KETCHUM, ID 83340	PRESIDENT 0.00	0.	0.	0.
KATHARINE GAHAGAN 601 SMITHS BRIDGE ROAD WILMINGTON, DE 19807	TREASURER 0.00	0.	0.	0.
CAROLINE PRICKETT P. O. BOX 403 CHESAPEAKE CITY, MD 21915	VICE-PRESIDENT 0.00	0.	0.	0.
LYNNE L. DORSEY 67200 SAGE RANCH ROAD BEND, OR 97701	VICE-PRESIDENT 0.00	0.	0.	0.
PHYLLIS M. WYETH 701 SMITHS BRIDGE ROAD WILMINGTON, DE 19807	TRUSTEE 0.00	0.	0.	0.
ALEXIS GAHAGAN 2303 WEST ELEVENTH STREET WILMINGTON, DE 19805	TRUSTEE 0.00	0.	0.	0.
LUCY W. DUNNE 2148 RUSH MEADOW ROAD READING, VT 05062	TRUSTEE 0.00	0.	0.	0.
MARY MILLS ABEL-SMITH BOX 1420 MIDDLEBURG, VA 22118	TRUSTEE 0.00	0.	0.	0.
SOPHIE M. DERRICKSON 2835 GOSHAWK DRIVE WILSON, WY 83301	TRUSTEE 0.00	0.	0.	0.
GREGORY F. FIELDS 5720 KENNETT PIKE WILMINGTON, DE 19807	CORPORATE SECRETARY 30.00	88,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		88,000.	0.	0.

Legal Desk 302-324-2676
Legal Fax 302-324-2249

Street Address
950 West Basin Road
New Castle, DE 19720

Mailing Address
PO Box 15505
Wilmington, DE 19850

(302) 324-2500
(800) 235-9100

AFFIDAVIT OF PUBLICATION

State of Delaware

Personally appeared before me this 30th day of March, 2011.

I, Kristin Segner, of The News Journal Company, a daily newspaper printed and published in the County of New Castle County, State of Delaware, who, being duly sworn states that the advertisement of NOTICE – The 2010 Annual Report of the Chichester DuPont Foundation, Inc. is available was published in The News Journal on March 30, 2011.

Kristin Segner

Name

Legal Coordinator

Title

Sworn to before me this 30th day of March, 2011

Wanda James

Notary Public

Wanda James

Notary Public

State of Delaware

Commission expires 11/02/2012

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Chichester duPont Foundation 2010

Lydia Fund					
Art Therapy Express Program Inc. P.O. Box 1661 Hockessin, DE 19707	501 (c) (3)		To make arts accessible to individuals with multiple disabilities through collaborations with community organizations and school	None	\$40,000.00
Autism Delaware 924 Old Harmony Road Suite 201 Newark, DE 19713	501 (c) (3)		To support a Day Camp Program for autistic children in collaboration with the Children's Beach House and the Adaptive Bike Program.	None	\$30,000.00
Best Buddies 1035 N. Lincoln Street Suite 400 Wilmington, DE 19805	501 (c) (3)		To support leadership development training for a school based program developing student leaders to assist those with intellectual and developmental disabilities.	None	\$14,375.00
Cathedral Choir School 10 Concord Avenue Wilmington, DE 19802-4197	501 (c) (3)		Provides youth from low-income families with choral training, piano study, mentoring, tutoring, literacy enrichment activities and leadership development	None	\$20,000.00
Center for the Creative Arts 410 Upper Snuff Mill Row Yorklyn, DE 19736	501 (c) (3)		Provides outreach arts classes for disadvantaged youth	None	\$5,000.00
Children's Beach House, Inc. 100 W. 10 th Street, Suite 411 Wilmington, DE 19801	501 (c) (3)		Youth development program and administrative and fundraising expenses.	None	\$735,000.00
Concord Soccer Association 12 Stone Crop Road Wilmington, DE 19810	501 (c) (3)		Expansion of the TOP Soccer program for physically and mentally challenged young athletes.	None	\$20,000.00
Delaware Children's Museum 550 Justison Street Wilmington, DE 19801	501 (c) (3)		Community Access programs for the benefit of children with disabilities.	None	\$20,000.00
Easter Seals 61 Corporate Circle New Castle, DE 19720	501 (c) (3)		Early intervention program for children with disabilities	None	\$50,000.00

Chichester duPont Foundation 2010

Eastside Learning Center 3000 N. Claymont St. Wilmington, DE 19802	501 (c) (3)	Provides programs for East Lake and Riverside Neighborhoods of Wilmington, DE for children culturally, economically and socially at risk. Funding for supplemental educational programs.	None	\$50,000.00
Faithful Friends 12 Germay Drive Wilmington, DE 19804	501 (c) (3)	Literacy Education Assistance Program using pet therapy	None	\$7500.00
Food Bank of Delaware 14 Garfield Way Newark, DE 19713	501 (c) (3)	To fund the Backpack Program, providing food outside school hours for children in need.	None	\$25,000.00
Ministry of Caring Inc. 506 North Church Street Wilmington, DE 19801-4812	501 (c) (3)	Guardian Angel Child Care Program provides affordable child care and early learning to children of low income families	None	\$30,000.00
NAMI – DE 2400 West 4 th Street Wilmington, DE 19805	501 (c) (3)	Funds provided to support an educational program for parents or caregivers of mentally ill children.	None	\$10,000.00
Operation Warm 576 Rosedale Road, Suite 8 Kennett Square, PA 19348	501 (c) (3)	Providing new warm winter coats for at-risk children in Delaware.	None	\$25,000.00
Paws for People 14 South Parkway Elkton, MD 21921	501 (c) (3)	Pet Assisted Visitation volunteer services. Funds to support the children's health and disability program.	None	\$10,000.00
Practice Without Pressure 20 Russell Road New Castle, DE 19720	501 (c) (3)	To assist in the development of a practice to procedure center serving individuals with developmental disabilities	None	\$40,000.00
Reading Assist 100 West 10 th Street Suite 910 Wilmington, DE 19801	501 (c) (3)	Volunteer tutor program in ten schools with a high enrollment of minority and poverty students.	None	\$20,000.00
St. Michael's School & Nursery 700 N. Walnut Street Wilmington, DE 19801	501 (c) (3)	Provides scholarships to children at risk	None	\$30,000.00

Chichester duPont Foundation 2010

Clark Fund:						
Boys & Girls Clubs of DE 669 South Union Street Wilmington, DE 19805	501 (c) (3)		Provides program services to school age youth. Funding to support the teen programs.	None		\$50,000.00
Boys & Girls Clubs of Fauquier 169 Keith Street Warrenton, VA 20186	501 (c) (3)		Educates and assists disadvantaged youth. Funding to support youth programs.	None		\$10,000.00
Brandywine Conservancy P.O. Box 141 Chadds Ford, PA 19317	501 (c) (3)		Preservation of natural and cultural resources. Funding in support of the Environmental Management Center initiatives.	None		\$50,000.00
Children's Advocacy Center of DE A.I. duPont Hospital for Children 1600 Rockland Road Wilmington, DE 19899	501 (c) (3)		Supports children in crisis. The funding is to support an upgraded closed circuit television recording system to allow victims of abuse to relate their story one time, rather than repeating the story numerous times.	None		\$10,000.00
Christiana Health Care System 13 Read's Way Suite 203 New Castle, DE 19720	501 (c) (3)		Cancer research. Funding supports the Center for Translational Cancer Research.	None		\$30,000.00
Compassionate Care Hospice Foundation 11 Independence Way Newark, DE 19713	501 (c) (3)		Supports the needs of low income or no-income hospice patients and their families	None		\$10,000.00
Connections Community Support Programs 500 West 10 th Street Wilmington, DE 19801	501 (c) (3)		Organization provides community based housing and support services to individuals and families with disabilities and disadvantages. Funding is for operation of a café for homeless individuals and families.	None		\$30,000.00
Craighead Beringia South 5880 Highland Dr. Kelly, WY 83011	501 (c) (3)		Supports a national public relations campaign for the reduction of lead ammunition used in hunting.	None		\$15,000.00

Chichester duPont Foundation 2010

Croy Canyon Ranch 706 S. Main Street Suite 7 Hailey, ID 83333	501 (c) (3)	To support the creation of Croy Canyon Ranch which will provide a full continuum of care for seniors.	None	\$45,000.00
Delaware Center for the Inland Bays 39375 Inlet Road Rehoboth Beach, DE 19971	501 (c) (3)	Watershed based Schoolyard Habitat Program	None	\$20,000.00
Delaware Hospice 3515 Silverside Road Wilmington, DE 19810	501 (c) (3)	Delaware Hospice Center Capital Campaign to build a Hospice center in Newark, DE.	None	\$40,000.00
Delaware Museum of Natural History 4840 Kennett Pike Wilmington, DE 19807	501 (c) (3)	To support the museum's education fund which provides opportunities for underprivileged children to participate in Museum offerings.	None	\$15,000.00
Delmarva Comm Wellnet 32191 Nassau Road Suite 3 Lewes, DE 19958	501 (c) (3)	Provides innovative nutrition lesson through hands on experience in Sussex County. used to support the SNAC Program	None	\$18,000.00
Education Together P.O. Box 523 Junction City, OR 97448	501 (c) (3)	Funding to support an endowment fund and for continuing education scholarships and grants.	None	\$40,000.00
Equal Footing Foundation 2214 Rock Hill Road Suite 300 Herndon, VA 20170	501 (c) (3)	Enhancement of science, technology, engineering and math skills, for underserved youth, through the computer clubhouse programs.	None	\$15,000.00
Fair Hill Nature Center 630 Tawes Drive Elton, MD 21921	501 (c) (3)	Environmental education facility serving children and adults through nature and environmental programs, school field trips and nature-based summer camps. Funding is to support the upgrade of the Nature Center's infrastructure.	None	\$25,000.00

Chichester duPont Foundation 2010

Family Promise of Northern NCC 2033 Graves Road Hockessin, DE 19707	501 (c) (3)	Provides food and shelter and social services for homeless families in Wilmington,	None	\$20,000.00
Freedom Hills Therapeutic Riding Program, Inc. P.O. Box 222 Port Deposit, MD 21904-0222	501 (c) (3)	Provides equine facilitated learning and therapy for physically, mentally and emotionally challenged individuals. Funding is to support their equipment needs.	None	\$50,000.00
Green Mountain Horse Assoc. P.O. Box 8 South Woodstock, Vermont 05071	501 (c) (3)	Scholarships to young equestrians with financial need to be able to participate in youth programs and equestrian education.	None	\$15,000.00
Herring Gut Learning Center 59 Factory Rd. Port Clyde, ME 04855	501 (c) (3)	Engages children in real world collaborative problem solving in an authentic project based setting. Funding is to support the Herring Gut Student Data Collection and Program Analysis project.	None	\$70,000.00
Kalmar Nyckel 1124 East Seventh St. Wilmington, DE 19801	501 (c) (3)	Funds are to support the "Thinking Chronologically" educational initiative and the field trip program.	None	\$10,000.00
La Red Health Center 505 W. Market St. Georgetown, DE 19947	501 (c) (3)	Health care for underserved residents in Sussex County. Funding is to support the expansion of organizational capabilities via a Family Practice Service Satellite site in Seaford, DE.	None	\$50,000.00
Multiple Sclerosis Society Two Mill Road, Suite 106 Wilmington, DE 19806	501 (c) (3)	Making homes handicapped accessible for people with M.S. with the HomeAble Plus Home Modification program.	None	\$25,000.00
Natural Resources Council of Maine 3 Wade Street Augusta, ME 04330	501 (c) (3)	Commits to ensuring clean, free flowing waterways that promote healthy fish and wildlife. Funding is to support the Restoring and Protecting Maine's Watersheds initiative.	None	\$10,000.00
Penobscot East 13 Atlantic Avenue Stonington, ME 04681	501 (c) (3)	Ensuring that coastal fisherman are able to survive the recent changes in federal fisheries policy. Funding to support the Northeast Coastal Communities Sector and the	None	\$50,000.00

Chichester duPont Foundation 2010

	501 (c) (3)	Sentinel Fishery data collection.		
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20186	501 (c) (3)	Launching a new sustainable habitat program to manage private lands for wildlife.	None	\$45,000.00
Planned Parenthood 625 Shipley Street Wilmington, DE 19801	501 (c) (3)	To support the updating of the telephone system.	None	\$20,000.00
Prestige Academy 1121 Thatcher Street Wilmington, DE 19802	501 (c) (3)	Provides a tuition free public school alternative for middle school boys. The funding is to support the purchase of the READ 180 reading intervention program.	None	\$35,000.00
Sage School P.O. Box 30 Hailey, ID 83333	501 (c) (3)	Encourages students grades 6 – 12 in active learning and engaged problem solving through integrating environmental, service, sustainability and entrepreneurial education. This funding will support the Greenhouse Program.	None	\$35,000.00
Saint Andrews School 350 Noxontown Road Middletown, DE 19709	501 (c) (3)	Grant toward the multi-purpose athletic building	None	1,000,000.00
Save our Sound 4 Barnstable Road Hyannis, MA 02601	501 (c) (3)	Educates the public on the cost impact of the proposed Cape Wind project in Nantucket Sound.	None	\$22,000.00
S.O.A.R. 405 Foulk Road Wilmington, DE 19803	501 (c) (3)	Provides professional mental health services to survivors of sexual abuse and their families without regard to ability to pay. Funds used to support the Child Recovery Treatment Program in Sussex County.	None	\$25,000.00
Stand Up for What's Right and Just 100 West 10 th Street Suite 615 Wilmington, DE 19801	501 (c) (3)	A criminal justice advocacy program to assist geriatric inmate reentry with the Project for Older Prisoners program.	None	\$15,000.00
Sun Valley Performing Arts NexStage P.O. Box 3092	501 (c) (3)	Provides theatrical productions in South Central Idaho. Funding to support the programs and operations for the NexStage.	None	\$35,000.00

Chichester duPont Foundation 2010

Sun Valley, ID 83353					
Sunday Breakfast Mission 110 N. Poplar Street Wilmington, DE 19899	501 (c) (3)	Funding to support the Family Rescue Campaign for a new shelter for homeless women and children	None	\$40,000.00	
TreeFight – Project Wild 5880 Highland Dr. Kelly, WY 83011	501 (c) (3)	Funding to support Project Wild a volunteer naturalist program documenting wildlife responses to the decline of the Whitebark Pine in the southern Greater Yellowstone Ecosystem.	None	\$20,000.00	
Vermont Institute of Natural Science 6565 Woodstock Road Quechee, VT 05059	501 (c) (3)	Supports the upgrade of a ¾ mile trail at the VINS Nature Center to a more universally accessible trail, enabling those with disabilities to access the nature trail.	None	\$ 30,000.00	
Virginia Outdoors Foundation 324 Waterloo St. Warrenton, VA 20186	501 (c) (3)	Funding to help support land conservation in Virginia	None	\$50,000.00	
Walker Center 605 11 th Avenue East Gooding, Idaho 83330		An alcohol and drug abuse treatment center. Funding to support the growth of the family program.			
Windy Hill Foundation, Inc. 102 West Washington Street Middleburg, VA 20117	501 (c) (3)	To support the Resident Services Program, providing housing to low income and elderly in Middleburg, VA.	None	\$30,000.00	
Woodstock Recreation Center 54 River Street Woodstock, Vermont 05091	501 (c) (3)	Support of the scholarship program for disadvantaged youth.	None	\$20,000.00	
YMCA of Columbia – Willamette 9500 Southwest Barbur Blvd Suite 200 Portland, OR 97219	501 (c) (3)	YMCA Camp providing overnight and day camp opportunities for children. Funding to support the YMCA Camp Collins remodeling project.	None	\$45,000.00	