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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning 12-01-2010 , and ending 11-30-2011

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
E NEWBOLD & MARGARET DUPONT SMITH
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
ROOM/SUITE 205

Room/suite

B Telephone number (see page 10 of the instructions)
(610) 647-5577

City or town, state, and ZIP code
PAOLI, PA 19301

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐



H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 17,363,233

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	700,724			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	85	85		
	4 Dividends and interest from securities.	489,390	489,390		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,800,818			
	b Gross sales price for all assets on line 6a _____ 3,789,459				
	7 Capital gain net income (from Part IV , line 2)		1,800,818		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,991,017	2,290,293		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 37,336	37,336		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 76,219	76,219		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	113,555	113,555		0
	25 Contributions, gifts, grants paid	684,750			684,750
	26 Total expenses and disbursements. Add lines 24 and 25	798,305	113,555		684,750
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,192,712			
	b Net investment income (if negative, enter -0-)		2,176,738		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	446,820	352,199	352,199
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,149,926	12,387,259	16,961,034
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)		50,000	50,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,596,746	12,789,458	17,363,233	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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	10,596,746	12,789,458	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	10,596,746	12,789,458	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,596,746	12,789,458		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	10,596,746
2	Enter amount from Part I, line 27a	2	2,192,712
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,789,458
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,789,458

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,800,818
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-7,613

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 page 18 of the 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	294,500	14,626,784	0 020134
2008	302,981	5,770,449	0 052506
2007	279,867	5,627,223	0 049734
2006	222,137	5,691,420	0 039030
2005	183,764	4,528,664	0 040578

2	Total of line 1, column (d).	2	0 201982
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 040396
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	17,926,198
5	Multiply line 4 by line 3.	5	724,147
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,767
7	Add lines 5 and 6.	7	745,914
8	Enter qualifying distributions from Part XII, line 4.	8	684,750

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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)			
bDomestic 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	43,535
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	43,535
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	43,535
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	19,200
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	
7Total credits and payments Add lines 6a through 6d.		7	19,200
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	24,335
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11Enter the amount of line 10 to be Credited to 2011 estimated tax 0 Refunded		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE, PA			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is 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 on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MICHELLE HUGHES Telephone no (610) 647-5577 Located at STATION SQUARE ONE STE 205 PAOLI PA ZIP+4 19301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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?	16		
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.				

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. <input type="checkbox"/>	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		
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? If "Yes," list the years 20____, 20____, 20____, 20____ <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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
--	----------

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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 page 24 of the instructions	
3		

Total. Add lines 1 through 3.

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	17,679,513
b	Average of monthly cash balances.	1b	512,002
c	Fair market value of all other assets (see page 24 of the instructions).	1c	7,671
d	Total (add lines 1a, b, and c).	1d	18,199,186
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	18,199,186
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	272,988
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,926,198
6	Minimum investment return. Enter 5% of line 5.	6	896,310

Part XI

Distributable Amount (see page 25 of the 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	896,310
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	43,535
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	43,535
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	852,775
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	852,775
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	852,775

Part XII

Qualifying Distributions (see page 25 of the 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	684,750
b	Program-related investments—total from Part IX-B.	1b	
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	684,750
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	684,750
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 680,618			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 684,750			
a	Applied to 2009, but not more than line 2a 680,618			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2010 distributable amount. 4,132			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 848,643			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

b 85% of line 2a

1 Information Regarding Foundation Managers:

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

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)

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 Additional Data Table				
Total			▶ 3a	684,750
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	85	
4 Dividends and interest from securities.			14	489,390	
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	1,800,818	
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).				2,290,293	
13 Total. Add line 12, columns (b), (d), and (e).			13		2,290,293

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

Sign Here

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

Signature of officer or trustee

2012-04-12

Date

Title

Paid Preparer's Use Only

Preparer's Signature

DANIEL C EMBON CPA

Date

2012-04-16

Check if self-employed ☐

PTIN

Firm's name

FISCHER CUNNANE & ASSOCIATES LTD

Firm's EIN

11 TURNER LN

Firm's address

WEST CHESTER, PA 193804805

Phone no

(610) 431-1003

Form 990-PF (2010)

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2010</div>

<div>Name of organization</div> <div>E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION</div>	<div>Employer identification number</div> <div>51-6015711</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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

General Rule—

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 33¹/₃% 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 lin 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)

Name of organization E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION	Employer identification number 51-6015711
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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 STE 205 PAOLI, PA 19301 	\$ 700,724	Person <input 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)
		\$	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 E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION	Employer identification number 51-6015711
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION	Employer identification number 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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP + 4Relationship of transferor to transferee</div>		
	<div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP + 4Relationship of transferor to transferee</div>		
	<div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP + 4Relationship of transferor to transferee</div>		
	<div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP + 4Relationship of transferor to transferee</div>		
	<div></div> <div></div> <div></div>		

Additional Data

Software ID:

Software Version:

EIN: 51-6015711

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	BANK OF NY MELLON CORP	P	2010-05-11	2011-01-04
B	HEWLETT PACKARD CO	P	2008-05-08	2011-04-29
C	ISHARES TR S&P SMALL CAP 600	P	2010-12-31	2011-03-11
D	V F CORPORATION	P	2010-05-25	2011-06-16
E	SYSCO CORP	P	2010-08-11	2011-03-11
F	ACCENTURE LTD	P	2009-10-22	2011-08-02
G	V F CORPORATION	P	2010-08-11	2011-06-16
H	HEWLETT PACKARD CO	P	2008-05-08	2011-08-09
I	ACCENTURE LTD	P	2010-08-11	2011-08-02
J	HEWLETT PACKARD CO	P	2008-02-08	2011-08-09
K	WHIRLPOOL	P	2011-01-04	2011-08-02
L	ABBOTT LABS	P	2010-08-11	2011-09-15
M	DUPONT E I DE NEMOURS CO	D	2009-10-14	2010-12-31
N	ABBOTT LABS	P	2009-05-04	2011-09-15
O	CONOCOPHILLIPS	P	2006-01-30	2011-02-09
P	EXELON CORP	P	2010-08-11	2011-09-15
Q	CONOCOPHILLIPS	P	2009-11-17	2011-02-09
R	EXELON CORP	P	2010-05-25	2011-09-15
S	LOCKHEED MARTIN CORP	P	2009-04-23	2011-03-11
T	MCDONALDS CORP	P	2010-01-07	2011-09-15
U	NYSE EURONEXT	P	2009-04-23	2011-03-11
V	V F CORPORATION	P	2010-05-25	2011-09-29
W	NYSE EURONEXT	P	2009-01-16	2011-03-11
X	INTERNATIONAL BUSINESS MACHINES	P	2010-01-07	2011-10-20
Y	SYSCO CORP	P	2004-05-21	2011-03-11
Z	SYSCO CORP	P	2005-11-21	2011-03-11
AA	DUPONT E I DE NEMOURS CO	D	2009-10-14	2011-04-08






Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	30,563		31,232	-669
B	80,113		98,400	-18,287
C	153,785		152,240	1,545
D	10,043		7,695	2,348
E	27,534		30,267	-2,733
F	58,753		38,031	20,722
G	50,218		38,887	11,331
H	9,234		14,760	-5,526
I	105,756		72,060	33,696
J	83,105		113,195	-30,090
K	145,179		195,962	-50,783
L	51,026		50,637	389
M	1,495,559		155,734	1,339,825
N	20,410		17,184	3,226
O	35,332		32,720	2,612
P	42,548		42,209	339
Q	84,796		64,325	20,471
R	114,880		102,961	11,919
S	79,448		77,019	2,429
T	228,049		161,731	66,318
U	102,371		68,303	34,068
V	148,712		92,345	56,367
W	68,247		42,758	25,489
X	196,026		142,850	53,176
Y	63,328		86,921	-23,593
Z	27,534		32,259	-4,725
AA	276,910		25,956	250,954


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		
A			-669
B			-18,287
C			1,545
D			2,348
E			-2,733
F			20,722
G			11,331
H			-5,526
I			33,696
J			-30,090
K			-50,783
L			389
M			1,339,825
N			3,226
O			2,612
P			339
Q			20,471
R			11,919
S			2,429
T			66,318
U			34,068
V			56,367
W			25,489
X			53,176
Y			-23,593
Z			-4,725
AA			250,954


Form 990PF Part VIII Line 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
ELEUTHERA S GRASSI 	PRESIDENT, C 1 00	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301				
E NEWBOLD SMITH 	TRUSTEE 1 00	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301				
STOCKTON N SMITH 	VICE PRESIDE 1 00	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301				
HENRY B DUPONT SMITH 	VICE PRESIDE 1 00	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301				
MICHELLE HUGHES 	TREASURER, S 1 00	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMERS ASSOCIATION PO BOX 96011 WASHINGTON,DC 20090	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ASPCA PO BOX 96929 WASHINGTON,DC 200906929	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
AVON OLD FARMS SCHOOL 500 OLD FARMS RD AVON,CT 06001	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	40,000
BARNES FOUNDATION 230 N 21ST ST 1ST FLOOR PHILADELPHIA,PA 19103	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
BETHESDA - CHEVY CHASE RESCUE SQUAD 5020 BATTERY LN BETHESDA,MD 20814	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
CADENCE CYCLING FDN 32 PARKING PLAZA STE 300 ARDMORE,PA 19003	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	10,000
CAMP TECUMSEH BLUE GREY FUND 813 MALIN RD NEWTOWN SQUARE,PA 19073	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
CHEVY CHASE HISTORICAL SOCIETY PO BOX 15145 CHEVY CHASE,MD 20815	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
CHRIST CHURCH GEORGETOWN 3116 O STREET NW WASHINGTON,DC 20007	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	3,000
COMMUNITY COALITION 174 BRIDGE ST PHOENIXVILLE,PA 19460	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
DELAWARE COMMUNITY FDN PO BOX 1636 WILMINGTON,DE 19899	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
DRAGONFLY FOREST 1100 E HECTOR ST 333 CONSHOHOCKEN,PA 19428	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
DUPONT DE NEMOURS CEMETARY COMPANY PO BOX 243 MONTCHANIN,DE 19719	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
EAGLEBROOK SCHOOL PINE NOOK RD DEERFIELD,MA 01342	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	100,000
EASTERN UNIVERSITY 1300 EAGLE RD ST DAVIDS,PA 19087	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	11,000
Total  3a				684,750


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ELEUTHERIAN MILLS ENDOWMENT FUND PO BOX 3630 WILMINGTON,DE 198070630	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LN ALEXANDRIA,VA 22302	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
FOXCROFT SCHOOL PO BOX 5555 MIDDLEBURG,VA 20118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
FRANKLIN & MARSHALL COLLEGE PO BOX 3003 LANCASTER,PA 176043003	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	89,000
FREEDOM OF HEALTH FDN PO BOX 11599 NEWPORT BEACH,CA 92658	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR,ME 04609	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	7,000
GILMAN SCHOOL PO BOX 17216 BALTIMORE,MD 212988527	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,500
HMS SCHOOL 4400 BALTIMORE AVE PHILADELPHIA,PA 19104	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,500
HAGLEY MUSEUM & LIBRARY PO BOX 3630 WILMINGTON,DE 19807	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
E L HAYNES PUBLIC CHARTER SCHOOL 3600 GEORGIA AVE NW WASHINGTON,DC 20010	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
ISLAND HOUSING TRUST PO BOX 851 MOUNT DESERT,ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
JUBILEE JOBS 2712 ONTARIO RD NW WASHINGTON,DC 20009	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
KIEVE-WAVUS ANNUAL FUND PO BOX 169 NOBLEBORO,ME 045550169	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
KINGSWOOD OXFORD SCHOOL 170 KINGSWOOD RD WEST HARTFORD,CT 06119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
LEARNING ALLY FORMERLY RECORDING FOR THE BLIND 5225 WISCONSIN AVE NW 312 WASHINGTON,DC 20015	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
Total  3a				684,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MAINE COAST HERITAGE TRUST PO BOX 426 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	8,000
MAINE COAST MEMORIAL HOSPITAL PO BOX 962 ELLSWORTH, ME 04605	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
MARET SCHOOL 3000 CATHEDRAL AVE NW WASHINGTON, DC 200083498	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
MILL REEF FUND 140 BROADWAY 5TH FLOOR NEW YORK, NY 100051101	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
MOUNT DESERT FIRE & RESCUE ASSOC PO BOX 248 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,000
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LN BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
MYSTIC SEAPORT MUSEUM 75 GREENMANVILLE AVE MYSTIC, CT 06355	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
NATIONAL GALLERY OF ART 2000B S CLUB DR LANDOVER, MD 20785	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	7,750
NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	4,000
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
PAL PEOPLE ANIMALS LOVE 4900 MASSACHUSETTS AVE NW STE 330 WASHINGTON, DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
PENNSYLVANIA ACADEMY OF THE FINE ARTS 118 N BROAD ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	52,000
RECTORY SCHOOL PO BOX 68 POMFRET, CT 06258	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
RENBROOK SCHOOL 2865 ALBANY AVE WEST HARTFORD, CT 06117	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
Total  3a				684,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROCKEND ART BARN PO BOX 1093 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ST JAMES SCHOOL 17641 COLLEGE RD ST JAMES, MD 21781	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	45,000
ST JOHN'S COMMUNITY SERV 2201 WISCONSIN AVE NW STE C-150 WASHINGTON, DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
SO OTHERS MIGHT EAT 71 O STREET NW WASHINGTON, DC 20001	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
STUDENT CONSERVATION ASSN PO BOX 550 CHARLESTOWN, NH 03603	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,500
US COURT TENNIS PRESERVATION FDN PO BOX 232 NEWPORT, RI 02840	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	100,000
VOX AMA DEUS PO BOX 203 GLADWYNE, PA 19035	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	25,000
WADSWORTH PRESERVATION FD 1801 MASSACHUSETTS AVE WASHINGTON, DC 20036	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,000
WALDORF SCHOOL 7500 GERMANTOWN AVE PHILADELPHIA, PA 19119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
WESTERLY ROAD CHURCH 25 WESTERLY RD PRINCETON, NJ 08540	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	5,000
WILLIAM SMITH COLLEGE 300 PULTENEY ST GENEVA, NY 144569983	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
Total  3a				684,750

TY 2010 Compensation Explanation

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION

EIN: 51-6015711

Person Name	Explanation
ELEUTHERA S GRASSI	
E NEWBOLD SMITH	
STOCKTON N SMITH	
HENRY B DUPONT SMITH	
MICHELLE HUGHES	

**TY 2010 Investments Corporate
Stock Schedule**

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION
EIN: 51-6015711

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HAVERFORD TRUST	12,387,259	16,961,034

TY 2010 Other Assets Schedule

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION
EIN: 51-6015711

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ADVANCE RECEIVABLE		50,000	50,000

TY 2010 Other Expenses Schedule

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION
EIN: 51-6015711

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADMINISTRATIVE	76,219	76,219		

TY 2010 Taxes Schedule

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION
EIN: 51-6015711

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	37,336	37,336		