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

2011

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

For calendar year 2011 or tax year beginning

and ending

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		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"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input 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		E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II col (c) line 16) \$ 37,617,324	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		9,807	9,807.		Statement 1
4 Dividends and interest from securities		349,458	349,458		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		721,519			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV line 2)			721,519		
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		676,792	676,792		Statement 3
12 Total Add lines 1 through 11		1,757,576	1,757,576		
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		8,149	8,149		0
16a Legal fees					
b Accounting fees					
c Other professional fees		36,510	32,955		3,555
17 Interest					
18 Taxes		29,568	29,568		0
19 Depreciation and depletion					
20 Occupancy		19,234	19,234		0
21 Travel conferences and meetings					
22 Printing and publications					
23 Other expenses		14,868	7,473.		7,395
24 Total operating and administrative expenses Add lines 13 through 23		210,196	199,246		10,950
25 Contributions gifts grants paid		2,003,200			2,003,200
26 Total expenses and disbursements Add lines 24 and 25		2,213,396	199,246		2,014,150
27 Subtract line 26 from line 12		<455,820 >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative enter 0)			1,558,330		
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		87,714.	4,925.	4,925.
	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	41,585,123	37,612,399	37,612,399	
	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)	41,672,837	37,617,324	37,617,324	
	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			
Foundations that follow SFAS 117 check here ▶ <input type="checkbox"/>	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117 check here ▶ <input checked="" type="checkbox"/>	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	41,672,837	37,617,324	Statement 8
		30	Total net assets or fund balances	41,672,837	37,617,324	
	31	Total liabilities and net assets/fund balances	41,672,837	37,617,324		

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	41,672,837
2	Enter amount from Part I line 27a	2	<455,820 >
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	870
4	Add lines 1 2 and 3	4	41,217,887
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES	5	3,600,563
6	Total net assets or fund balances at end of year (line 4 minus line 5) Part II, column (b), line 30	6	37,617,324

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				
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			721,519
b			
c			
d			
e			

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

(i) FMV 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			721,519
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	721,519
3 Net short term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I line 8 column (c) If (loss), enter 0 in Part I line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year. See instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,402,038	39,546,214	086027
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

2 Total of line 1 column (d)**2** 349829**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** 069966**4** Enter the net value of noncharitable use assets for 2011 from Part X line 5.**4** 41,947,125**5** Multiply line 4 by line 3.**5** 2,934,873**6** Enter 1% of net investment income (1% of Part I line 27b).**6** 15,583**7** Add lines 5 and 6.**7** 2,950,456**8** Enter qualifying distributions from Part XII line 4.**8** 2,014,150

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 type="checkbox"/> and enter 1% of Part I line 27b		1	31,167.
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	31,167
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	31,167
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,739	
b Exempt foreign organizations tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	20,739	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	156	
9 Tax due If the total of lines 5 and 8 is more than line 7 enter amount owed	9	10,584.	
10 Overpayment If line 7 is more than the total of lines 5 and 8 enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year did the foundation attempt to influence any national state or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is Yes to 1a or 1b attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120 POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If Yes attach a detailed description of the activities		X
3 Has the foundation made any changes not previously reported to the IRS in its governing instrument articles of incorporation or bylaws or other similar instruments? If Yes attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1 000 or more during the year?		X
b If "Yes" has it filed a tax return on Form 990 T for this year?		
5 Was there a liquidation termination dissolution or substantial contraction during the year? If Yes attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5 000 in assets at any time during the year? If Yes complete Part II col (c) and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes" attach statement (see instructions)	12		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 2011 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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 2011?	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 2011 did the foundation have any undistributed income (lines 6d and 6e Part XIII) for tax year(s) beginning before 2011? <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)	2b	N/A
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 2011 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 2011)	3b	N/A
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 2011?	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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation during the year receive any funds directly or indirectly to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation during the year pay premiums directly or indirectly on a personal benefit contract?

If Yes to 6b file Form 8870

6b

X

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid enter 0)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
See Statement 10		88,000	7,040	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 (2011)

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	41,641,008
b	Average of monthly cash balances	1b	944,906
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	42,585,914
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	42,585,914
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount see instructions)	4	638,789
5	Net value of noncharitable use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,947,125
6	Minimum investment return. Enter 5% of line 5	6	2,097,356

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	2,097,356
2a	Tax on investment income for 2011 from Part VI, line 5	2a	31,167
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,167
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,066,189
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,066,189
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	2,066,189

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	2,014,150
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	2,014,150
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,014,150

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI line 7				2,066,189
2 Undistributed income if any as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years		0		
3 Excess distributions carryover if any to 2011				
a From 2006	187,663			
b From 2007	354,809			
c From 2008	1,057,993			
d From 2009	1,445,090			
e From 2010	1,453,249			
f Total of lines 3a through e	4,498,804			
4 Qualifying distributions for 2011 from Part XII line 4 ▶ \$ 2,014,150.				
a Applied to 2010 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 2011 distributable amount				2,014,150
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d) the same amount must be shown in column (a).)	52,039			52,039.
6 Enter the net total of each column as indicated below	4,446,765			
a Corpus Add lines 3f 4c and 4e Subtract line 5				
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 2010 Subtract line 4a from line 2a Taxable amount see instr			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	135,624			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	4,311,141			
10 Analysis of line 9				
a Excess from 2007	354,809			
b Excess from 2008	1,057,993			
c Excess from 2009	1,445,090.			
d Excess from 2010	1,453,249			
e Excess from 2011				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 2011, enter the date of the ruling:



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

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

[illegible]

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

1 Information Regarding Foundation Managers

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan Scholarship, etc , Programs

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

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

GREGORY F. FIELDS, SECRETARY, 302 658 5244
5720 KENNETT PIKE, WILMINGTON, DE 19807

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

SEE WEBSITE @ chichesterdupont.org

c Any submission deadlines

SEPTEMBER 1

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

SEE WEBSITE @ chichesterdupont.org

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				2,003,200.
Total			3a	2,003,200.
b Approved for future payment				
None				
Total			3b	0.

Part XVII


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

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

[illegible]

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

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

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) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee KATHARINE GANOGAN		Title TREASURER		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	GREGORY F FIELDS, ESQ.		11/9/2011		P01464085
	Firm's name ▶ ELTON CORPORATION				Firm's EIN ▶ 51-0303143
	Firm's address ▶ 5720 KENNETT PIKE WILMINGTON, DE 19807				Phone no 302-658-5244

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

Source	Amount
BESSEMER TRUST	9,799
WILMINGTON TRUST COMPANY	8.
Total to Form 990-PF, Part I, line 3, Column A	9,807

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BESSEMER TRUST-DIVIDENDS	349,458.	0	349,458
Total to Fm 990-PF, Part I, ln 4	349,458.	0.	349,458

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
BESSEMER-CURRENCY LOSS	<30,446.>	<30,446 >	
BESSEMER OLD WESTBURY FUNDS	82,074	82,074	
NEW PROVIDENCE	625,164	625,164	
Total to Form 990-PF, Part I, line 11	676,792	676,792.	

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	29,400.	29,400.		0
AUDITING	7,110	3,555		3,555
To Form 990-PF, Pg 1, ln 16c	36,510	32,955.		3,555.

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	275	275		0	
FRANCHISE	25	25		0	
PAYROLL TAXES	8,661	8,661		0	
PAYROLL EXPENSE	20,607.	20,607		0	
To Form 990-PF, Pg 1, ln 18	29,568	29,568.		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	5,490	2,745		2,745	
MISCELLANEOUS	2,811	1,405.		1,406	
OFFICE EXPENSES	6,487	3,243		3,244	
BANK SERVICE CHARGES	80	80		0	
To Form 990-PF, Pg 1, ln 23	14,868	7,473		7,395	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description	Amount		
EXCISE TAX REFUND NOT INCLUDED ON TAX RETURN	870.		
Total to Form 990-PF, Part III, line 3	870.		

Form 990-PF	Other Funds	Statement	8
Description	(A) Beginning of Year	(B) End of Year	
FUND BALANCE-EQUITY	6,640,669	9,720,033	
FUND BALANCE-INCOME AND PRINCIPAL	33,837,636	31,952,804	
NET INCOME	1,194,532	<4,055,513 >	
Total to Form 990-PF, Part II, line 29	41,672,837	37,617,324	

Form 990-PF	Corporate Stock	Statement	9
Description	Book Value	Fair Market Value	
BESSEMER TRUST	19,712,300.	19,712,300	
NEW PROVIDENCE	17,900,099	17,900,099	
Total to Form 990-PF, Part II, line 10b	37,612,399	37,612,399	

Form 990-PF Part VIII - List of Officers, Directors Statement 10
 Trustees and Foundation Managers

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.
ELISE GAHAGAN 2303 WEST ELEVENTH STREET WILMINGTON, DE 19805	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	7,040.	0
Totals included on 990-PF, Page 6, Part VIII		88,000	7,040	0

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

Street Address
950 West Basin Road
New Castle DE 19720

Mailing Address
P.O. Box 15505
Wilmington DE 19850

(302) 324 2500
(800) 235 9100

AFFIDAVIT OF PUBLICATION

State of Delaware

Personally appeared before me this 15th day of March, 2012

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 The 2011 Annual Report of the Chichester duPont Foundation, Inc is available

was published in The News Journal on March 15, 2012

Kristin Segner

Name

Legal Coordinator

Title

Sworn to before me this 15th day of March 2012

Wanda James

Notary Public

Wanda James
Notary Public
State of Delaware
Commission expires 11/02/2012

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Marketing 324 2557
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Retail 324 5518



NOTICE
The 2011 Annual Report of the Chichester duPont Foundation Inc is available for inspection during regular business hours within 180 days from the date hereof at its principal office located at 5720 Kennet Pike, Wilmington DE 19807
Christopher T. duPont
President

3/15-NJ

011068857-01

Chichester duPont Foundation 2011

<u>Lydia Fund</u>	501 (c) (3)			
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	\$10,000 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	\$15,000 00
Cab Calloway School Fund P O Box 4642 Wilmington, DE 19807	501 (c) (3)	To support the Cab Summer School of the Arts program, a 7 week summer arts program economically disadvantaged youth	None	\$10,000 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
Children's Beach House, Inc 100 W 10 th Street, Suite 411 Wilmington, DE 19801	501 (c) (3)	To support a portion of the developmental director's salary and expenses for a preschool and incorporation of energy reducing technology to the Lewes facility which offers programs for children with special needs	None	\$677,500 00
Delaware Art Museum 2301 Kentmere Parkway Wilmington, DE 19806	501 (c) (3)	To support Project Art Scope a visual arts curriculum with Kuumba Academy Charter school that serves inner-city underprivileged children	None	\$15,000 00
Delaware Museum of Natural History 4840 Kennett Pike Wilmington, DE 19807	501 (c) (3)	To make it possible for underprivileged children to engage in the museum's on and off site natural sciences education programs	None	\$10,000 00

Chichester duPont Foundation 2011

Paws for People P O Box 9955 Newark, DE 19714	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 2470 Sunset Lake Road Newark, DE 19702	501 (c) (3)	To assist in the support of specialty treatment of children developmental disabilities	None	\$20,000 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
Ronald McDonald House of DE 1901 Rockland Road Wilmington, DE 19803	501 (c) (3)	To support the development of a handicapped accessible playground for the Ronald McDonald House	None	\$7,900 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
St Michael's School & Nursery 700 N Walnut Street Wilmington, DE 19801	501 (c) (3)	Provides scholarships to children at risk	None	\$20,000 00
University of DE College School 104 Hullahen Hall Newark, DE 19716-0101	501 (c) (3)	To provide innovative instruction programs for students in grades 1 – 8 with learning, attention, mild social, emotional, and/or mild behavioral issues	None	\$30,000 00
Variety 100 W Rockland Road Rockland, DE 19732	501 (c) (3)	To support an after school program for children with disabilities	None	\$10,000 00

Chichester duPont Foundation 2011

West Center City Early Learning Center 600 N Madison Street Wilmington, DE 19801	501 (c) (3)	To support the ability to continue to serve low-income, at-risk children providing quality early care and education	None	\$20,000 00
YMCA of Delaware 100 W 10 th Street Suite 1100 Wilmington, DE 19801	501 (c) (3)	For the Water Wise program to provide swimming instruction for 3 rd grade students in the Red Clay School District	None	\$20,000 00
Clark Fund				
Apprenticeshop 643 Main Street Rockland, Maine 04841	501 (c) (3)	To support the hiring of a new instructor to expand the 2 year internship boatbuilding programs	None	\$10,000 00
Boise State Univ Veterans Grad 1910 University Drive Boise, ID 83725-1600	501 (c) (3)	To be used toward scholarships for veterans of the United States Armed forces	None	\$40,000 00
Boys & Girls Clubs of Cecil Co 101 East Main Street Elkton, MD 21921	501 (c) (3)	For the Project Learn program which enhances the skills and knowledge young people learn at school during the hours they are at the Boys & Girls Club	None	\$20,000 00
Boys & Girls Clubs of Rutland P O Box 636 Rutland, VT 05702-0636	501 (c) (3)	To fund behavioral programming to increase self-esteem, build character, communication skills and conflict resolution skills and create a more balanced and calm club atmosphere	None	\$30,000 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

Chichester duPont Foundation 2011

Cancer Care Connection Delaware Technology Park One Innovation Way Suite 400 Newark, DE 19711	501 (c) (3)	To support their unique delivery model combining information and referral services, therapeutic interventions and practical solutions for individuals navigating a cancer experience	None	\$20,000 00
Challenge Program 1124 East Seventh Street Wilmington, DE 19801	501 (c) (3)	For construction training and an education program for at-risk youth	None	\$50,000 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 cafe for homeless individuals and families	None	\$30,000 00
Delaware Humane Society 701 A Street Wilmington, DE 19801	501 (c) (3)	To support the funding of a new animal shelter	None	\$25,000 00
Delaware Nature Society Ashland Nature Center P O Box 700 Hockessin, DE 19707	501 (c) (3)	Supporting the Healthy Eating, Healthy Living Program Series and the community supported agriculture program	None	\$15,000 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
Elizabeth W Murphey School 42 Kings Highway East Dover, Delaware 19901	501 (c) (3)	To support the process of converting the heating and air conditioning systems to geothermal systems	None	\$30,000 00
Girls on the Run	501 (c) (3)	Aids in scholarship funding for five teams of girls from Title	None	\$10,000 00

Chichester duPont Foundation 2011

P O Box 4098 Wilmington, DE 19807		1 schools in financial need		
Greener Pastures Equine Sanctuary 560 Budds Landing Road Warwick, MD 21912	501 (c) (3)	Funds toward the construction of an indoor riding facility to expand therapeutic and at-risk youth programs	None	\$30,000 00
Habitat for Humanity of NCC 1920 Hutton Street Wilmington, DE 19802	501 (c) (3)	The Brush with Kindness program is a facade improvement program for homeowners whose income falls between 30-60% of the area median income	None	\$15,000 00
Henrietta Johnson Medical Ctr 601 New Castle Avenue Wilmington, DE 19801	501 (c) (3)	For the expansion of the dental and women's services programs at the Medical Center serving low income families	None	\$20,000 00
Horse Warriors P O Box 602 Jackson Hole, Wyoming 83001	501 (c) (3)	To support the expansion of the Horse Warriors program which teaches children and families to act with compassion, respect others feelings, reverse habitual feelings of anger, abuse and victimhood through working and caring for horses	None	\$20,000 00
Ingleside Homes, Inc 1010 N Broom St Wilmington, DE 19806	501 (c) (3)	To provide funding for emergency call pendants for the elderly individuals in residence	None	\$20,000 00
Kinfolk 1600 Rockland Road Wilmington, DE 19803	501 (c) (3)	To support the purchase of computers provided for the use of hospitalized children	None	\$40,000 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	\$25,000 00

Chichester duPont Foundation 2011

Latin American Community Center 403 N VanBuren Street Wilmington, DE 19805	501 (c) (3)	To support the La Fiesta Early Development Centers, after school programs and the summer day camp for those in need	None	\$40,000 00
Life Flight Foundation P O Box 899 Camden, Maine 04843	501 (c) (3)	For the purchase of medical monitors to carry aboard the LifeFlight's helicopters	None	\$30,000 00
Mary Campbell Center 900 Prides Crossing Newark, DE 19713	501 (c) (3)	To support the purchase of Maxi Sky 600 lifts for the safety and well-being of the residents with disabilities	None	\$25,000 00
Meeting Ground P O Box 808 Elkton, MD 21922	501 (c) (3)	To strengthen the individual case management services at Mary Randall Center, to enable more people to move from homelessness to permanent housing	None	\$15,000 00
Mount Harmon Plantation P O Box 65 Earleville, MD 21919	501 (c) (3)	To support the Mount Harmon Plantation's education and capital improvement project	None	\$20,000 00
NPower Delaware 100 W 10 th Street Suite 1004 Wilmington, DE 19801	501 (c) (3)	For the 16 week technology training program for at-risk young adults	None	\$30,000 00
Paws for Life, Inc P O Box 407 Chesapeake City, MD 21915	501 (c) (3)	To enable them to purchase a new minivan to transport animals in need	None	\$25,000 00
Penobscot East 13 Atlantic Avenue Stonington, ME 04681	501 (c) (3)	Funding to support the Northeast Coastal Communities Sector and the Sentinel Fishery data collection	None	\$25,000 00
Piedmont Environmental Council 45 Horner Street	501 (c) (3)	For the continued work with the Piedmont area's rural and agricultural economy	None	\$50,000 00

Chichester duPont Foundation 2011

Warrenton, VA 20186				
Saint Joseph's School 640 Buck Run Road East Fallowfield, PA 19320	501 (c) (3)	Funds to be used to fabricate and install two fire escapes for the St Philomena Academy	None	\$30,000 00
Serviam Girls Academy 14 Halcyon Drive New Castle, DE 19720	501 (c) (3)	To provide program enhancement funding for economically disadvantaged girls in grades 5 - 8	None	\$20,000 00
Sisters Folk Festival P O Box 3500 PMB 304 Sisters, OR 97759	501 (c) (3)	To assist in funding the expansion of the Luthier Program, part of the Americana Project teaching the cultural and historical significance of American roots music, visual arts and cultural expression		\$20,000 00
Snake River Alliance P O Box 1731 Boise, ID 83702	501 (c) (3)	Funding to support the protection of the Snake River Aquifer		\$25,000 00
St Anne's Episcopal School 211 Silver Lake Road Middletown, DE 19709	501 (c) (3)	Funding to support the upgrade of a computer server and software		\$17,800 00
St Martin de Porres School 2300 West Lehigh Avenue Philadelphia, PA 19132	501 (c) (3)	To support a building basement renovation project in a school serving poor and minority families		\$25,000 00
Sun Valley Adaptive Sports Box 6791 Ketchum, ID 83340	501 (c) (3)	To fund innovative methods of teaching adaptive sports, building physical skills and stress management for disabled participants		\$75,000 00
Teach for America 100 West 10 th Street Suite 500 Wilmington, DE 19801	501 (c) (3)	To support the recruitment and training of educators for students in low income communities in Delaware		\$25,000 00
Windy Hill Foundation, Inc 102 West Washington Street Middleburg, VA 20117	501 (c) (3)	To support workforce housing units in The Plains and the Family Services Program, providing housing to low income and elderly in Middleburg, Virginia	None	\$50,000 00