



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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  
**2011**

For calendar year 2011, or tax year beginning 12-01-2011 , and ending 11-30-2012

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 STE 205

**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 ☐

**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 ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,990,904

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)	1,026,874			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	262	262		
	4 Dividends and interest from securities. . . . .	580,042	580,042		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	460,223			
	b Gross sales price for all assets on line 6a _____ 3,016,598				
	7 Capital gain net income (from Part IV, line 2) . . . .		460,223		
	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 <b>Total.</b> Add lines 1 through 11 . . . . .	2,067,401	1,040,527		
	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)	92,295	92,295		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	61,896	61,896		
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	154,191	154,191		0
	25 Contributions, gifts, grants paid. . . . .	850,000			850,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,004,191	154,191		850,000
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,063,210			
	b <b>Net investment income</b> (if negative, enter -0-)		886,336		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2011)

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 . . . . .	352,199	731,650	731,650
	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) . . . . .	12,387,259	13,121,018	19,259,254
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	50,000		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,789,458	13,852,668	19,990,904
	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) . . . . .			
Net Assets or Fund Balances	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 . . . . .	12,789,458	13,852,668	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	12,789,458	13,852,668	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	12,789,458	13,852,668	

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	12,789,458
2	Enter amount from Part I, line 27a . . . . .	2	1,063,210
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	13,852,668
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	13,852,668

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a 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	460,223
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	-31

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))
2010	684,750	17,926,198	0 038198
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

2 Total of line 1, column (d). . . . .	2	0 199602
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 039920
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	18,967,551
5 Multiply line 4 by line 3. . . . .	5	757,185
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	8,863
7 Add lines 5 and 6. . . . .	7	766,048
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	850,000

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)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	8,863
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	
3		Add lines 1 and 2. . . . .		3	8,863
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	8,863
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	67,935	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	67,935
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	59,072
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 12,000	Refunded <input type="checkbox"/>	11	47,072

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
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 . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> DE, PA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did 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 <b>Form 1041</b> —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 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? . . . . .	16	Yes	No
See 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? ( <b>Exception.</b> 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 <b>any</b> 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 2011?. . . . .	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 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</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 2011?	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 <b>any</b> 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.	<input checked="" type="checkbox"/>	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>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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
ELEUTHERA S GRASSI STATION SQUARE ONE STE 205 PAOLI, PA 19301	PRESIDENT, C 1 00	0	0	0
STOCKTON N SMITH STATION SQUARE ONE STE 205 PAOLI, PA 19301	VICE PRESIDE 1 00	0	0	0
HENRY B DUPONT SMITH STATION SQUARE ONE STE 205 PAOLI, PA 19301	VICE PRESIDE 1 00	0	0	0
MICHELLE HUGHES STATION SQUARE ONE STE 205 PAOLI, PA 19301	TREASURER, S 1 00	0	0	0
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

[illegible]

<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .	▶
--	---

## Part IX-A

1	
2	
3	
4	

## Part IX-B

Form **990-PF** (2011)



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	18,423,018
b	Average of monthly cash balances. . . . .	1b	809,199
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	24,180
d	Total (add lines 1a, b, and c). . . . .	1d	19,256,397
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	19,256,397
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	288,846
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,967,551
6	Minimum investment return. Enter 5% of line 5. . . . .	6	948,378

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	948,378
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	8,863
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	8,863
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	939,515
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	939,515
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	939,515

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	850,000
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	850,000
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	8,863
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	841,137
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				939,515
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only. . . . .			848,643	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . .				
b From 2007. . . . .				
c From 2008. . . . .				
d From 2009. . . . .				
e From 2010. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ➤ \$ 850,000				
a Applied to 2010, but not more than line 2a			848,643	
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 2011 distributable amount. . . . .				1,357
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				938,158
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a . . . . .					
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . .					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets . . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

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

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 page 28 of the 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

HENRY B DUPONT SMITH  
STATION SQUARE ONE STE 205  
PAOLI, PA 19301  
(610) 647-5577

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

c

Any submission deadlines

NONE

d

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

GREATER PHILADELPHIA AREA

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	850,000
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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	262	
<b>4</b> Dividends and interest from securities. . . . .			14	580,042	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	460,223	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				1,040,527	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .					1,040,527

[illegible]

## Part XVII

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	<b>1a(1)</b>		<b>No</b>
(2) Other assets.	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>		<b>No</b>
(2) Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>		<b>No</b>
(3) Rental of facilities, equipment, or other assets.	<b>1b(3)</b>		<b>No</b>
(4) Reimbursement arrangements.	<b>1b(4)</b>		<b>No</b>
(5) Loans or loan guarantees.	<b>1b(5)</b>		<b>No</b>
(6) Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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>b</b> If "Yes," complete the following schedule		
<b>(a)</b> Name of organization	<b>(b)</b> Type of organization	<b>(c)</b> 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				
	*****			2013-04-05	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature DANIEL C EMBON CPA		Date 2013-04-05	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name FISCHER CUNNANE & ASSOCIATES LTD 11 TURNER LN			Firm's EIN
Firm's address WEST CHESTER, PA 193804805			Phone no (610) 431-1003		

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☐ Yes ☒ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

<b>Name of organization</b> E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION	<b>Employer identification number</b> 51-6015711
--	---

Organization type (check one)

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

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 33<sup>1</sup>/<sub>3</sub>% 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 in the heading 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).

<b>Name of organization</b> E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION	<b>Employer identification number</b>  51-6015711
--	---

**Part I** Contributors (see instructions) Use duplicate copies of Part III  
 additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	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 )
<u>2</u>	MARGARET DUPONT SMITH E NEWBOLD STATION SQUARE ONE STE 205 PAOLI, PA 19301	\$ 326,150	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>    </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>    </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>    </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>    </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )





<b>Name of organization</b> E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION	<b>Employer identification number</b>  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 ) ➤ \$  
Use duplicate copies of Part III if additional space is needed

(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></div>	<div></div>	<div></div>
—	<div>(e) Transfer of gift</div>		
	Transferee's name, address, and ZIP 4		Relationship 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>
	<div></div>	<div></div>	<div></div>
—	<div>(e) Transfer of gift</div>		
	Transferee's name, address, and ZIP 4		Relationship 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>
	<div></div>	<div></div>	<div></div>
—	<div>(e) Transfer of gift</div>		
	Transferee's name, address, and ZIP 4		Relationship 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>
	<div></div>	<div></div>	<div></div>
—	<div>(e) Transfer of gift</div>		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	

**TY 2011 Compensation Explanation**

**Name:** E NEWBOLD & MARGARET DUPONT SMITH  
FOUNDATION

**EIN:** 51-6015711

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

**TY 2011 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	13,121,018	19,259,254

TY 2011 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		

## TY 2011 Other Expenses Schedule

**Name:** E NEWBOLD & MARGARET DUPONT SMITH  
FOUNDATION

**EIN:** 51-6015711

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADMINISTRATIVE	61,896	61,896		

# TY 2011 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	92,270	92,270		
DELAWARE TAXES	25	25		

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 )
JOHNSON CONTROLS - 1400 SHS	P	2011-09-15	2012-07-10
JOHNSON CONTROLS - 5000 SHS	P	2011-01-04	2012-07-10
METLIFE INCORPORATED - 2000 SHS	P	2011-09-15	2012-05-30
KRAFT FOODS INC - 1000 SHS	P	2010-08-11	2012-02-01
NORFOLK SOUTHERN CORP - 1500 SHS	P	2011-03-11	2012-02-01
KRAFT FOODS INC - 3600 SHS	P	2010-05-25	2012-02-01
ABBOTT LABS - 2600 SHS	P	2009-05-04	2012-10-22
METLIFE INCORPORATED - 2300 SHS	P	2011-03-11	2012-05-30
AIR PRODUCTS & CHEM INC - 2200 SHS	P	2009-01-16	2012-03-02
PHILLIPS 66	P	2009-11-17	2012-05-30
BANK OF NY MELLON CORP - 9000 SHS	P	2010-05-11	2012-10-10
PHILLIPS 66	P	2000-01-20	2012-05-30
BANK OF NY MELLON CORP - 2800 SHS	P	2008-11-06	2012-10-10
PHILLIPS 66	P	1999-01-06	2012-05-30
CATERPILLAR INC - 2900 SHS	P	2009-07-15	2012-07-24
TEVA PHARMACEUTICALS - 5000 SHS	P	2010-08-10	2011-12-21
CHEVRON CORPORATION - 2200 SHS	P	2010-04-28	2012-10-10
UNION PACIFIC CORP - 1300 SHS	P	2009-05-08	2012-10-10
CONSOLIDATED EDISON INC - 1000 SHS	P	2010-08-11	2012-09-26
UNITED TECHNOLOGIES CORP - 500 SHS	P	2008-10-14	2012-10-10
CONSOLIDATED EDISON INC - 2400 SHS	P	2010-05-25	2012-09-26
UNITED TECHNOLOGIES CORP - 1500 SHS	P	2007-07-19	2012-10-10
EXXON MOBIL - 1,300 SHS	P	2009-11-17	2012-03-02
WALMART STORES INC - 650 SHS	P	2009-11-17	2012-04-24
HOME DEPOT INC - 500 SHS	P	2010-05-25	2012-03-07
WALMART STORES INC - 900 SHS	P	2005-01-04	2012-04-24
HOME DEPOT INC - 2500 SHS	P	2010-05-25	2012-06-20
WALMART STORES INC - 1000 SHS	P	2005-11-21	2012-04-24
HOME DEPOT INC - 1000 SHS	P	2010-08-11	2012-06-20
WALMART STORES INC - 3550 SHS	P	2006-01-30	2012-04-24



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)
37,429		42,154	-4,725
133,675		198,462	-64,787
59,475		64,038	-4,563
38,459		29,717	8,742
108,463		99,206	9,257
138,454		101,289	37,165
170,402		111,695	58,707
68,396		105,080	-36,684
202,958		123,162	79,796
16,621		14,135	2,486
208,622		281,086	-72,464
14,121		6,017	8,104
64,875		85,209	-20,334
14,134		5,363	8,771
239,403		97,986	141,417
206,592		250,245	-43,653
250,636		176,902	73,734
158,233		67,544	90,689
60,079		47,874	12,205
38,429		26,518	11,911
144,159		101,419	42,740
115,330		115,526	-196
112,309		97,477	14,832
38,106		34,715	3,391
23,410		16,900	6,510
52,762		47,983	4,779
131,297		84,490	46,807
58,625		49,816	8,809
52,519		28,048	24,471
58,625		46,319	12,306


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-4,725
			-64,787
			-4,563
			8,742
			9,257
			37,165
			58,707
			-36,684
			79,796
			2,486
			-72,464
			8,104
			-20,334
			8,771
			141,417
			-43,653
			73,734
			90,689
			12,205
			11,911
			42,740
			-196
			14,832
			3,391
			6,510
			4,779
			46,807
			8,809
			24,471
			12,306

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)				
<b>a</b> <i>Paid during the year</i>				
ALZHEIMERS ASSOCIATIONPO BOX 96011 WASHINGTON,DC 20090	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
AOPA FOUNDATION421 AVIATION WAY FREDERICK,MD 21701	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
ASPCAPO BOX 96929 WASHINGTON,DC 200906929	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
AVALON THEATRE5505 CONNECTICUT AVE NW 226 WASHINGTON,DC 20015	N/A	OPERATING	FURTHER CHARIABLE PURPOSES	1,000
AVON OLD FARMS SCHOOL500 OLD FARMS RD AVON,CT 06001	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	40,000
BETHESDA - CHEVY CHASE RESCUE SQUAD5020 BATTERY LN BETHESDA,MD 20814	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
BRYN MAWR HOSPITAL130 S BRYN MAWR AVE BRYN MAWR,PA 19010	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CAMP TECUMSEH BLUE GREY FUND813 MALIN RD NEWTOWN SQUARE,PA 19073	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
CHEVY CHASE HISTORICAL SOCIETYPO BOX 15145 CHEVY CHASE,MD 20815	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CHRIST CHURCH GEORGETOWN 3116 O STREET NW WASHINGTON,DC 20007	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	4,000
COMMUNITY COALITION174 BRIDGE ST PHOENIXVILLE,PA 19460	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CORINTHIAN HISTORICAL FOUNDATION295 UPPER GULPH RD WAYNE,PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
CRADLE OF LIBERTY1485 VALLEY FORGE RD WAYNE,PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
DUPONT DE NEMOURS CEMETARY COMPANYPO BOX 243 MONTCHANIN,DE 19719	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
E L HAYNES PUBLIC CHARTER SCHOOL3600 GEORGIA AVE NW WASHINGTON,DC 20010	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
EAGLEBROOK SCHOOLPINE NOOK RD DEERFIELD,MA 01342	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	120,000
ELEUTHERIAN MILLS ENDOWMENT FUNDPO BOX 3630 WILMINGTON,DE 198070630	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
EPISCOPAL HIGH SCHOOL1200 NORTH QUAKER LN ALEXANDRIA,VA 22302	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,000
FOXCROFT SCHOOLPO BOX 5555 MIDDLEBURG,VA 20118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	7,000
FRANKLIN & MARSHALL COLLEGEPO BOX 3003 LANCASTER,PA 176043003	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	105,000
FREEDOM OF HEALTH FDNPO BOX 11599 NEWPORT BEACH,CA 92658	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
FRIENDS OF ACADIAPPO BOX 45 BAR HARBOR,ME 04609	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	10,000
GILMAN SCHOOLPO BOX 17216 BALTIMORE,MD 212988527	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,000
HAGLEY MUSEUM & LIBRARYPO BOX 3630 WILMINGTON,DE 19807	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
HMS SCHOOL4400 BALTIMORE AVE PHILADELPHIA,PA 19104	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,000
ISLAND HOUSING TRUSTPO BOX 851 MOUNT DESERT,ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
JUBILEE JOBS2712 ONTARIO RD NW WASHINGTON,DC 20009	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
KIEVE-WAVUS ANNUAL FUNDPO BOX 169 NOBLEBORO,ME 045550169	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
KINGSWOOD OXFORD SCHOOL 170 KINGSWOOD RD WEST HARTFORD,CT 06119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
LEARNING ALLY20 ROSZEL RD PRINCETON,NJ 08540	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000

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)				
<b>a</b> Paid during the year				
MAINE COAST HERITAGE TRUSTPO BOX 426 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	11,000
MAINE COAST MEMORIAL HOSPITALPO BOX 962 ELLSWORTH, ME 04605	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	4,000
MARET SCHOOL3000 CATHEDRAL AVE NW WASHINGTON, DC 200083498	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,000
MILL REEF FUND140 BROADWAY 5TH FLOOR NEW YORK, NY 100051101	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
MILLBROOK SCHOOL131 MILLBROOK SCHOOL RD MILLBROOK, NY 12545	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
MOUNT DESERT FIRE & RESCUE ASSOCPO BOX 248 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
MOUNT DESERT ISLAND HOSPITAL10 WAYMAN LN BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	4,000
MOUNT DESERT LAND & GARDEN PRESERVEPO BOX 208 SEAL HARBOR, ME 04675	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	3,000
NATIONAL GALLERY OF ART2000B S CLUB DR LANDOVER, MD 20785	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
NATIONAL OUTDOOR LEADERSHIP284 LINCOLN ST LANDER, WY 82520	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
NEIGHBORHOOD HOUSEPO BOX 332 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	4,000
NORTHEAST HARBOR AMBULANCE SERVICEPO BOX 122 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NORTHEAST HARBOR LIBRARYPO BOX 279 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	4,000
NORTHEAST HARBOR SAILING SCHOOLPO BOX 12 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NURTURING MINDSPO BOX 144 VALLEY FORGE, PA 19481	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
PAL PEOPLE ANIMALS LOVE4900 MASSACHUSETTS AVE NW STE 330 WASHINGTON, DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
PENNSYLVANIA ACADEMY OF THE FINE ARTS118 N BROAD ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	85,000
RECTORY SCHOOLPO BOX 68 POMFRET, CT 06258	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	45,000
RENBROOK SCHOOL2865 ALBANY AVE WEST HARTFORD, CT 06117	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
ROCKEND ART BARNPO BOX 1093 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
SO OTHERS MIGHT EAT71 O STREET NW WASHINGTON, DC 20001	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ST JAMES SCHOOL17641 COLLEGE RD ST JAMES, MD 21781	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	75,000
ST JOHN'S COMMUNITY SERV2201 WISCONSIN AVE NW STE C-150 WASHINGTON, DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
STUDENT CONSERVATION ASSN PO BOX 550 CHARLESTOWN, NH 03603	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	3,000
US COURT TENNIS PRESERVATION FDNPO BOX 232 NEWPORT, RI 02840	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	100,000
VOX AMA DEUSPO BOX 203 GLADWYNE, PA 19035	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	55,500
WADSWORTH PRESERVATION FD1801 MASSACHUSETTS AVE WASHINGTON, DC 20036	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	4,000
WALDORF SCHOOL7500 GERMANTOWN AVE PHILADELPHIA, PA 19119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	15,000
WILLIAM SMITH COLLEGE300 PULTENEY ST GENEVA, NY 144569983	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
WOODBERRY FOREST SCHOOL898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	6,000
<b>Total</b> . . . . .  <b>3a</b>				850,000