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

2012

Open to public inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 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 | Room/suite | B Telephone number 302 658 5244 |
| City or town, state, and ZIP code WILMINGTON, DE 19807 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 38,917,686. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | 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 | 4,030. | 4,030. | | Statement 1 |
| | 4 Dividends and interest from securities | 254,908. | 254,908. | | Statement 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <57,669.> | | | Statement 3 |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 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 | 714,396. | 714,396. | | Statement 4 | |
| 12 Total. Add lines 1 through 11 | 915,665. | 973,334. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 90,640. | 90,640. | | 0. |
| | 14 Other employee salaries and wages | 14,283. | 14,283. | | 0. |
| | 15 Pension plans, employee benefits | 19,147. | 19,147. | | 0. |
| | 16a Legal fees | | | | |
| | b Accounting fees | | | | |
| | c Other professional fees Stmt 5 | 41,443. | 31,638. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes Stmt 6 | 18,015. | 18,015. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | 21,988. | 21,988. | | 0. |
| | 21 Travel, conferences, and meetings | 1,409. | 1,409. | | 0. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses Stmt 7 | 11,889. | 5,944. | | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 218,814. | 203,064. | | 0. |
| | 25 Contributions, gifts, grants paid | 2,050,200. | | | 2,050,200. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 2,269,014. | 203,064. | | 2,050,200. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | <1,353,349.> | | | | |
| b Net investment income (if negative, enter -0-) | | 770,270. | | | |
| 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 | 4,925. | 209,988. | 209,988. |
| | 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 | 37,612,399. | 38,707,698. | 38,707,698. |
| | 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) | 37,617,324. | 38,917,686. | 38,917,686. |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 37,617,324. | 38,917,686. | Statement 8 | |
| 30 Total net assets or fund balances | 37,617,324. | 38,917,686. | | |
| 31 Total liabilities and net assets/fund balances | 37,617,324. | 38,917,686. | | |

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 | 37,617,324. |
| 2 Enter amount from Part I, line 27a | 2 | <1,353,349.> |
| 3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS | 3 | 2,679,295. |
| 4 Add lines 1, 2, and 3 | 4 | 38,943,270. |
| 5 Decreases not included in line 2 (itemize) ▶ EXCISE TAX PAID | 5 | 25,584. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 38,917,686. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a | | | |
| b NONE | | | |
| c | | | |
| d | | | |
| e | | | |

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

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

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

| | | |
|--|---|----------|
| 2 Capital gain net income or (net capital loss) | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | 2 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 | | 3 |

Part 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 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)) |
|--|--|--|---|
| 2011 | 2,014,150. | 41,947,125. | .048016 |
| 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 |

| | | |
|---|----------|-------------|
| 2 Total of line 1, column (d) | 2 | .347498 |
| 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 | .069500 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 38,721,776. |
| 5 Multiply line 4 by line 3 | 5 | 2,691,163. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 7,703. |
| 7 Add lines 5 and 6 | 7 | 2,698,866. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,050,200. |

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 | 15,405. |
| 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 | 15,405. |
| 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 | 15,405. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 40,000. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 40,000. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 227. | |
| 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 | 24,368. | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 24,368. Refunded <input type="checkbox"/> 0. | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| 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. | 2 | 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 | 3 | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| 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? If "Yes," attach the statement required by General Instruction T. | 5 | 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? | 6 | 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. | 7 | 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 | 8b | 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | 9 | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | 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 2012, 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 | N/A | 1b |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2012 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 2012) | N/A | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Statement 10 | | 90,640. | 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

Form 990-PF (2012)

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 | 38,219,303. |
| b | Average of monthly cash balances | 1b | 1,092,145. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 39,311,448. |
| 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 | 39,311,448. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 589,672. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 38,721,776. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,936,089. |

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

| | | | |
|----|---|----|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,936,089. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 15,405. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 15,405. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,920,684. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,920,684. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,920,684. |

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 | 2,050,200. |
| 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 | 2,050,200. |
| 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 | 2,050,200. |

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 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 1,920,684. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | 354,809. | | | |
| b From 2008 | 1,057,993. | | | |
| c From 2009 | 1,445,090. | | | |
| d From 2010 | 1,453,249. | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 4,311,141. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,050,200. | | | | |
| a Applied to 2011, 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 2012 distributable amount | | | | 1,920,684. |
| e Remaining amount distributed out of corpus | 129,516. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 4,440,657. | | | |
| 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 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 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 2007 not applied on line 5 or line 7 | 354,809. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 4,085,848. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | 1,057,993. | | | |
| b Excess from 2009 | 1,445,090. | | | |
| c Excess from 2010 | 1,453,249. | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | 129,516. | | | |

N/A

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

- (4) Gross investment income**

[illegible]

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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 | | | | 2,050,200. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 2,050,200. |
| b Approved for future payment | | | | |
| None | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

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

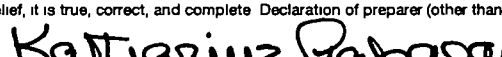
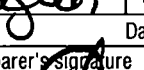
| | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| 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 | | 11/14/13 Date | | TREASURER Title | | |
| Paid Preparer Use Only | Print/Type preparer's name GREGORY F. FIELDS, ESQ. | | Preparer's signature  | | Check <input type="checkbox"/> if self-employed 11/14/2013 Date | | |
| | 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 | 4,030. |
| Total to Form 990-PF, Part I, line 3, Column A | 4,030. |

| | | | |
|-------------|--|-----------|---|
| Form 990-PF | Dividends and Interest from Securities | Statement | 2 |
|-------------|--|-----------|---|

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|----------------------------------|--------------|----------------------------|----------------------|
| BESSEMER TRUST-DIVIDENDS | 254,908. | 0. | 254,908. |
| Total to Fm 990-PF, Part I, ln 4 | 254,908. | 0. | 254,908. |

| Form 990-PF | Gain or (Loss) from Sale of Assets | | | | Statement | 3 |
|---------------------------------------|------------------------------------|---------------------------|------------------|---------------------|-----------|---|
| (a) Description of Property | Manner Acquired | | Date Acquired | | Date Sold | |
| BESSEMER TRUST-SALE OF STOCK | Purchased | | | | | |
| (b) Gross Sales Price | (c) Cost or Other Basis | (d) Expense of Sale | (e) Deprec. | (f) Gain or Loss | | |
| 0. | 0. | 0. | 0. | <57,669.> | | |
| Net Gain or Loss from Sale of Assets | | | | <57,669.> | | |
| Capital Gains Dividends from Part IV | | | | 0. | | |
| Total to Form 990-PF, Part I, line 6a | | | | <57,669.> | | |

| Form 990-PF | Other Income | | Statement | 4 |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|---|
| Description | (a) Revenue Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | |
| BESSEMER-CURRENCY GAIN | 14,673. | 14,673. | | |
| NEW PROVIDENCE | 699,723. | 699,723. | | |
| Total to Form 990-PF, Part I, line 11 | 714,396. | 714,396. | | |

| Form 990-PF | Other Professional Fees | | | Statement | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| INVESTMENT FEES-BESSEMER | 21,833. | 21,833. | | 0. | |
| AUDITING | 19,610. | 9,805. | | 0. | |
| To Form 990-PF, Pg 1, ln 16c | 41,443. | 31,638. | | 0. | |

| Form 990-PF | Taxes | | Statement | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
| FOREIGN WITHHOLDING | 7,450. | 7,450. | | 0. |
| FRANCHISE | 25. | 25. | | 0. |
| PAYROLL TAXES | 7,912. | 7,912. | | 0. |
| PAYROLL EXPENSE | 1,458. | 1,458. | | 0. |
| ACCOUNTING SOFTWARE | 1,170. | 1,170. | | 0. |
| To Form 990-PF, Pg 1, ln 18 | 18,015. | 18,015. | | 0. |

| Form 990-PF | Other Expenses | | Statement | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
| MEETING EXPENSES | 4,777. | 2,388. | | 0. |
| MISCELLANEOUS | 118. | 59. | | 0. |
| OFFICE EXPENSES | 6,501. | 3,250. | | 0. |
| BANK SERVICE CHARGES | 493. | 247. | | 0. |
| To Form 990-PF, Pg 1, ln 23 | 11,889. | 5,944. | | 0. |

| Form 990-PF | Other Funds | | Statement | 8 |
|--|-----------------------------|-----------------------|-----------|---|
| Description | (A) Beginning of Year | (B) End of Year | | |
| FUND BALANCE-EQUITY | 9,720,033. | 6,119,471. | | |
| FUND BALANCE-INCOME AND PRINCIPAL | 31,952,804. | 31,497,853. | | |
| NET INCOME | <4,055,513.> | 1,300,362. | | |
| Total to Form 990-PF, Part II, line 29 | 37,617,324. | 38,917,686. | | |

| Form 990-PF | Corporate Stock | Statement | 9 |
|---|-----------------|-------------------|---|
| Description | Book Value | Fair Market Value | |
| BESSEMER TRUST | 20,283,289. | 20,283,289. | |
| NEW PROVIDENCE | 18,424,409. | 18,424,409. | |
| Total to Form 990-PF, Part II, line 10b | 38,707,698. | 38,707,698. | |

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

| Name and Address | Title and Avrg Hrs/Wk | Compen- sation | Employee Ben Plan Expense Contrib Account | |
|---|--------------------------|-------------------|---|----|
| CHRISTOPHER T. DUPONT P .O. BOX 727 KETCHUM, ID 83340 | PRESIDENT 0.00 | 0. | 0. | 0. |
| KATHARINE GAHAGAN 601 SMITHS BRIDGE ROAD WILMINGTON, DE 19807 | TREASURER 0.00 | 0. | 0. | 0. |
| CAROLINE PRICKETT P. O. BOX 403 CHESAPEAKE CITY, MD 21915 | VICE-PRESIDENT 0.00 | 0. | 0. | 0. |
| LYNNE L. DORSEY 67200 SAGE RANCH ROAD BEND, OR 97701 | VICE-PRESIDENT 0.00 | 0. | 0. | 0. |
| PHYLLIS M. WYETH 701 SMITHS BRIDGE ROAD WILMINGTON, DE 19807 | TRUSTEE 0.00 | 0. | 0. | 0. |
| ALEXIS GAHAGAN 2303 WEST ELEVENTH STREET WILMINGTON, DE 19805 | TRUSTEE 0.00 | 0. | 0. | 0. |
| ELISE GAHAGAN 2303 WEST ELEVENTH STREET WILMINGTON, DE 19805 | TRUSTEE 0.00 | 0. | 0. | 0. |

CHICHESTER DUPONT FOUNDATION, INC.

51-6011641

| | | | | |
|--|------------------------------|---------|--------|----|
| 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 | 90,640. | 7,040. | 0. |

Totals included on 990-PF, Page 6, Part VIII

| | | |
|----------------|---------------|-----------|
| <u>90,640.</u> | <u>7,040.</u> | <u>0.</u> |
|----------------|---------------|-----------|

Chichester duPont Foundation 2012

| <u>Lydia Fund</u> | | | | | | |
|---|-------------|--|------|--------------|--|--|
| Best Buddies 1035 N. Lincoln Street Suite 400 Wilmington, DE 19805 | 501 (c) (3) | To support the expansion of the Best Buddies Citizens Program in Kent and Sussex County 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 summer arts program economically disadvantaged youth. | None | \$10,000.00 | | |
| Center for the Creative Arts 410 Upper Snuff Mill Road Yorklyn, DE 19736 | 501 (c) (3) | For Outreach Arts classes for disadvantaged youth. | None | \$5,200.00 | | |
| Centreville School 601 Kennett Pike Wilmington, DE 19807 | | For the Expansion of the Animal Science and Therapy Program for children with learning disabilities. | None | \$25,000.00 | | |
| Children's Beach House, Inc. 100 W. 10 th Street, Suite 411 Wilmington, DE 19801 | 501 (c) (3) | To support the operation of the Children's Beach House. | None | \$645,000.00 | | |
| Ministry of Caring 506 N. Church Street Wilmington, DE 19801 | 501 (c) (3) | To provide two new HVAC units for the Child Care Center. | None | \$25,000.00 | | |
| Operation Warm 1653 Brintons Bridge Road Chadds Ford, PA 19317 | 501 (c) (3) | To aid in the distribution of 17,500 new coats for the needy. | None | \$25,000.00 | | |
| Paws for People P.O. Box 9955 Newark, DE 19714 | 501 (c) (3) | Pet Assisted Visitation volunteer services. Funds to support the expansion of the children's health and disability program. | None | \$15,000.00 | | |
| Reading Assist 100 West 10 th Street Suite 910 Wilmington, DE 19801 | 501 (c) (3) | Volunteer tutor program to expand literacy in schools with a high enrollment of minority and poverty students. | None | \$15,000.00 | | |

Chichester duPont Foundation 2012

| | | | | |
|---|-------------|--|------|-------------|
| 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. | None | \$25,000.00 |
| St. Michael's School & Nursery 700 N. Walnut Street Wilmington, DE 19801 | 501 (c) (3) | Provides education and childcare scholarships for 6 children at risk | None | \$30,000.00 |
| Supporting Kidds 1213 Old Lancaster Pike Hockessin, DE 19707 | 501 (c) (3) | Funds are to support the community outreach program for mental health services. | None | \$30,000.00 |
| University of DE College School 104 Hulliher 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 | \$75,000.00 |
| Clark Fund: | | | None | |
| Advocates for Survivors of Domestic Violence P.O. Box 3216 Hailey, Idaho 83333 | 501 (c) (3) | To support the Skills for Success Employability Program for low income abused people. | None | \$25,000.00 |
| Aids Delaware 100 West 10 th Street Wilmington DE 19801 | 501 (c) (3) | For the support of the expansion of services to drug and alcohol counseling. | None | \$8,000.00 |
| Berkshire School 245 North Undermountain Road Sheffield MA 01257-9672 | 501 (c) (3) | For funding equipment purchases in the Advanced Math/Science Research Program . | None | \$20,000.00 |
| Boys & Girls Clubs of Fauquier 169 Keith Street Warrenton, Virginia 20186 | 501 (c) (3) | To support the education programs such as homework help, tutoring, Computer Club, prevention programs and career preparation. | 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. | None | \$40,000.00 |

Chichester duPont Foundation 2012

| | | | | |
|--|-------------|--|------|-------------|
| 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 |
| Cancer Support Community 4810 Lancaster Pike Wilmington, DE 19807 | 501 (c) (3) | Supporting the Hope Connection Series for underserved cancer patients and their families. | None | \$20,000.00 |
| Contact Lifeline 314 Brandywine Blvd Wilmington, DE 19809 | 501 (c) (3) | For the development and distribution of brochures on the Rape Prevention Education program. | None | \$10,000.00 |
| Delaware Adolescent Program 2900 N. Van Buren Street Wilmington, DE 19801 | 501 (c) (3) | For Prevention Support Services Program for teen mothers. | None | \$15,000.00 |
| Delaware Center for the Inland Bays | 501 (c) (3) | To benefit Delaware Coast Aid for distribution to Hurricane Sandy relief efforts. | None | \$50,000.00 |
| Delmarva Community Wellnet FDN (SNAC) 32191 Nassau Road, Suite 3 Lewes, DE 19958 | 501 (c) (3) | To support the School Nutrition Agri-Culture (SNAC) Garden Program; educating children on nutrition and gardening. | None | \$15,000.00 |
| Eastside Learning 100 S. West Street Wilmington, DE 19801 | 501 (c) (3) | For educational programs to supplement to enhance student test scores and for improvements to the heating system. | None | \$60,000.00 |
| Education Together P.O. Box 523 Junction City, OR 97448 | 501 (c) (3) | To support training adults to enhance their ability to obtain employment. | None | \$30,000.00 |
| Environmental Studies on the Piedmont 6712 Blantyre Road Warrenton, VA 20187 | 501 (c) (3) | For environmental education programs. | None | \$25,000.00 |
| Episcopal Church of St. Andrew and Matthew 719 North Shipley Street Wilmington, DE 19801 | 501 (c) (3) | To support the renovation of the community kitchen. | None | \$25,000.00 |
| Faithful Friends Animal Society | 501 (c) (3) | Funding for the Pet Therapy Program providing people with | None | \$5,000.00 |

Chichester duPont Foundation 2012

| | | | | | |
|---|-------------|--|--|------|-------------|
| 12 Gernay Drive Wilmington, DE 19804 | | | challenging circumstances to experience the benefits of interacting with animals. | | |
| Family Counseling Center of St. Paul's 1010 W. 4 th Street Wilmington, DE 19805-3602 | 501 (c) (3) | | To support the mental and behavioral health counseling program and the parenting skills program | None | \$10,000.00 |
| Family Promise NCC 2104 St. James Church Road Wilmington, DE 19808 | 501 (c) (3) | | In support of the Pathway to Housing program, laptop loaner programs and the purchase of 3 new sets of beds for hosting congregations. | None | \$20,000.00 |
| Farnsworth Art Museum 16 Museum Street Rockland, ME 04841 | 501 (c) (3) | | For the expansion of the museum's professional teacher development – arts in education program. | None | \$30,000.00 |
| Flourish Foundation 403 2 nd Avenue N Hailey, ID 83333 | 501 (c) (3) | | In support of the mindful awareness program broadening the scope of education to include social and emotional skills and attention training. | None | \$30,000.00 |
| Food Bank of Delaware 14 Garfield Way Newark, DE 19713 | 501 (c) (3) | | For the Backpack Program, providing food for at risk children when school is not in session. | None | \$30,000.00 |
| Habitat for Humanity 1920 Hutton Street Wilmington, DE 19802 | 501 (c) (3) | | To support the New Castle County Revitalization efforts in Northeast Wilmington. | None | \$25,000.00 |
| Herring Gut P.O. Box 286 Port Clyde, ME 04855 | 501 (c) (3) | | For the expansion of the professional development institute researching the needs of educators. | None | \$25,000.00 |
| Idaho Rivers P.O. Box 633 Boise, ID 83701 | 501 (c) (3) | | Toward the Wild Salmon Legacy Campaign for the restoration of Salmon and Steelhead runs in Idaho. | None | \$20,000.00 |
| LaRed Health Center 21444 Carmean Way Georgetown, DE 19947 | 501 (c) (3) | | For the expansion of LaRed Health Center's mental health services in Sussex County, Delaware | None | \$25,000.00 |
| Latin American Community Center 403 N. VanBuren Street | 501 (c) (3) | | To provide scholarships to the La Fiesta Early Development Centers, after school programs and the summer day camp for those in need. | None | \$25,000.00 |

Chichester duPont Foundation 2012

| | | | | |
|--|-------------|---|------|-------------|
| Wilmington, DE 19805 | 501 (c) (3) | | | |
| Limen House 624 N. Broom Street Wilmington, DE 19805 | | Toward the purchase of a new womans facility for the treatment and recovery from alcohol addiction. | None | \$40,000.00 |
| Literacy Volunteers Serving Adults P.O. Bo 2083 Wilmington, DE 19899 | 501 (c) (3) | To expand the adult literacy educational program. | None | \$10,000.00 |
| Little Sisters of the Poor Jeanne Jugan Residence 185 Salem Church Road Newark, DE 19713-2997 | 501 (c) (3) | For the Share the Care Campaign to insure the accessibility, safety and security needs of elderly residents | None | \$15,000.00 |
| Mental Health Association in Delaware 100 West 10 th Street Suite 600 Wilmington, DE 19801 | 501 (c) (3) | Suicide prevention training to help reduce the number of suicides in Delaware. | None | \$20,000.00 |
| Multiple Sclerosis Society Two Mill Road Suite 106 Wilmington, DE 19806 | 501 (c) (3) | In support of the HomeAble Plus program which provides home modifications for those with Multiple Sclerosis. | None | \$30,000.00 |
| Nativity Preparatory School of Wilmington 1515 Linden Street Wilmington, DE 19805 | 501 (c) (3) | Funds toward the expanded education program, extending the school day to provide additional needed educational support. | None | \$25,000.00 |
| Nature Conservancy 100 West 10 th Street Suite 1107 | 501 (c) (3) | To assist in the purchase of degenerated wetlands in the Southbridge section of Wilmington, DE | None | \$20,000.00 |

Chichester duPont Foundation 2012

| | | | | |
|--|-------------|--|------|-------------|
| Wilmington, DE 19801 | | | | |
| Npower Delaware 100 West 10 th Street Suite 10047 Wilmington, DE 19801 | 501 (c) (3) | Funds to be used for the immersive IT Works Technology training program for at-risk young adults. | None | \$20,000.00 |
| Planned Parenthood 625 N. Shipley Street Wilmington, DE 19801-2228 | 501 (c) (3) | To aid in the implementation of an electronic health records systems as mandated by the American Recovery and Reinvestment Act and the Affordable Health Care Act. | None | \$20,000.00 |
| Serviam Girls Academy 14 Halcyon Drive New Castle, DE 19720 | 501 (c) (3) | To provide program enhancement and the necessary materials funding for economically disadvantaged girls in grades 5 – 8. | None | \$12,000.00 |
| St. Anne's Episcopal School 211 Silver Lake Road Middletown, DE 19709 | 501 (c) (3) | Funding to enhance the school's technology infrastructure and to provide technology based instruction tools. | None | \$40,000.00 |
| 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, specifically the Higher Ground Program and the SVAS Summer camp program. | None | \$80,000.00 |
| Three Bays P.O. Box 215 Osterville, MA 02655 | 501 (c) (3) | To provide funding to conduct off-shore bathymetric services and update technical studies necessary for the implementation of channel maintenance and habitat restoration programs. | None | \$45,000.00 |
| Union Hospital 147 West High Street Elkton, Maryland 21921 | 501 (c) (3) | Supports the "Right Care in the Right Place" initiative which creates or expands their Palliative Care, Physician Home visits and Patient Navigation assistance. | None | \$40,000.00 |
| West End Neighborhood House 710 N. Lincoln Street Wilmington, DE 19805-3016 | 501 (c) (3) | Supports the CAS-Carrera youth development program to help reduce the rate of high school drop outs, crime, teen parents in the West End of Wilmington. | None | \$25,000.00 |

Chichester duPont Foundation 2012

| | | | | |
|--|-------------|--|-------|-------------|
| Wilmington Senior Center 1901 N. Market Street. Wilmington, DE 19802 | 501 (c) (3) | To assist in the transportation expenses to enable elderly attend classes and programs. | None. | \$10,000.00 |
|--|-------------|--|-------|-------------|