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Form **990-PF**

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

OMB No 1545-0052

**2012**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.

Open to Public Inspection

For calendar year 2012 or tax year beginning **12/01/12**, and ending **11/30/13**

Name of foundation <b>THORNEGE FOUNDATION FORMERLY E N &amp; MARGARET D SMITH FDN</b>		A Employer identification number <b>51-6015711</b>
Number and street (or P O box number if mail is not delivered to street address) <b>STATION SQUARE ONE STE 205</b>	Room/suite	B Telephone number (see instructions) <b>610-647-5577</b>
City or town, state, and ZIP code <b>PAOLI PA 19301</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input checked="" type="checkbox"/> Name change         </div> </div>		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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input 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) <b>\$ 25,956,014</b>	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	716,041			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	36	36		
4	Dividends and interest from securities	656,967	656,967		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	252,587			
b	Gross sales price for all assets on line 6a <b>2,150,020</b>				
7	Capital gain net income (from Part IV, line 2)		252,587		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
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	1,625,631	909,590	0	
13	Compensation of officers, directors, trustees, etc	0			
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 instructions) <b>STMT 1</b>	25	25		
19	Depreciation (attach schedule) <b>OGDEN, UT</b>				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (all sch) <b>STMT 2</b>	81,039	81,039		
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	81,064	81,064	0	0
25	Contributions, gifts, grants paid	940,000			940,000
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,021,064	81,064	0	940,000
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	604,567			
b	Net investment income (if negative, enter -0-)		828,526		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	731,650	475,615	475,615
	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 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) <b>SEE STMT 3</b>	13,121,018	13,981,620	25,480,399
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶ )			
	16 <b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	13,852,668	14,457,235	25,956,014
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	13,852,668	14,457,235	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	13,852,668	14,457,235	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	13,852,668	14,457,235	

**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	13,852,668
2 Enter amount from Part I, line 27a	2	604,567
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,457,235
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	14,457,235

**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.)
<b>1a SEE WORKSHEET</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

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

  

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	<b>252,587</b>
<b>3</b> 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 instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>26,912</b>

**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	841,137	18,967,551	0.044346
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

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.204918</b>
<b>3</b> 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	<b>3</b>	<b>0.040984</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>23,363,040</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>957,511</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>8,285</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>965,796</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	<b>940,000</b>

**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	16,571
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	16,571
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	16,571
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,000
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	12,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,571
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>DE, PA</b>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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)	<b>11</b>		<b>X</b>
<b>12</b>	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)	<b>12</b>		<b>X</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	<b>13</b>	<b>X</b>	
<b>14</b>	The books are in care of ► <b>MICHELLE HUGHES</b> <b>STATION SQUARE ONE, STE 205</b> Located at ► <b>PAOLI</b> PA ZIP+4 ► <b>19301</b> Telephone no ► <b>610-647-5577</b>			
<b>15</b>	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 ► <b>15</b>			
<b>16</b>	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 ►	<b>16</b>	Yes	No <b>X</b>

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b>	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>b</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 <b>N/A</b> ► <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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? <b>N/A</b>	<b>1c</b>	
<b>2</b>	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))		
<b>a</b>	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 ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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) <b>N/A</b>	<b>2b</b>	
<b>c</b>	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		
<b>3a</b>	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>b</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) <b>N/A</b>	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>X</b>
<b>b</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?	<b>4b</b>	<b>X</b>

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

<b>5a</b> 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))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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 instructions) (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>5b</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)? Organizations relying on a current notice regarding disaster assistance check <b>here</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A <input type="checkbox"/> Yes <input type="checkbox"/> No N/A <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	<b>6a</b> 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>6b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	<b>7a</b> 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 N/A	<b>7b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A
---	---	--	---	---	---	--	--	--	--	---	--

**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 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 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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	22,470,879
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,247,943
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	23,718,822
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	23,718,822
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	355,782
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	23,363,040
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,168,152

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,168,152
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	16,571
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	16,571
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,151,581
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,151,581
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,151,581

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	940,000
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	940,000
<b>5</b>	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 instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	940,000

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>1,151,581</b>
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only			<b>938,158</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <b>940,000</b>				
<b>a</b> Applied to 2011, but not more than line 2a			<b>938,158</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				<b>1,842</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				<b>1,149,739</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**Part XIV Private Operating Foundations** (see 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 2012, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )	N/A
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	N/A
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs.	
Check here <input type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail of the person to whom applications should be addressed	HENRY B DUPONT SMITH 610-647-5577 STATION SQUARE ONE, STE 205 PAOLI PA 19301
b The form in which applications should be submitted and information and materials they should include	SEE STATEMENT 4
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)				
<b>a</b> Paid during the year <b>SEE STATEMENT 5</b>				<b>940,000</b>
<b>Total</b>			<b>► 3a</b>	<b>940,000</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>► 3b</b>	



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

		Yes	No
<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>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</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
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	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 instructions)? ☐ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Date \_\_\_\_\_

Check ☐ if self-employed

ROBERT F. FISCHER, CPA

ROBERT F. FISCHER, CPA

Firm's name ▶ FISCHER CUNNANE & ASSOCIATES, LTD

PTIN

Firm's address ▶ 11 TURNER LN  
WEST CHESTER, PA 19380-4805

Firm's EIN ▶

Phone no **610-431-1003**

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2012****Name of the organization****THORNEDGE FOUNDATION  
FORMERLY E N & MARGARET D SMITH FDN****Employer identification number****51-6015711****Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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, total 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 total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

**THORNEDGE FOUNDATION**

Employer identification number

**51-6015711****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARGARET D SMITH CLAT STATION SQUARE ONE, STE 205 PAOLI PA 19301	\$ 700,724	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MARGARET DUPONT SMITH & E NEWBOLD SMITH CRAT STATION SQUARE ONE, STE 205 PAOLI PA 19301	\$ 15,317	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



## Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2012**For calendar year 2012, or tax year beginning **12/01/12**, and ending **11/30/13**

Name

**THORNEDGE FOUNDATION  
FORMERLY E N & MARGARET D SMITH FDN**

Employer Identification Number

**51-6015711**

(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.)
(1) <b>EATON CORP - 1500 SHS</b>	<b>P</b>	<b>06/20/12</b>	<b>12/03/12</b>
(2) <b>EATON CORP - 1600 SHS</b>	<b>P</b>	<b>05/15/12</b>	<b>12/03/12</b>
(3) <b>NYSE EURONET - 6000 SHS</b>	<b>P</b>	<b>02/01/12</b>	<b>12/07/12</b>
(4) <b>QUEST DIAGNOSTICS - 2000 SHS</b>	<b>P</b>	<b>07/10/12</b>	<b>05/02/13</b>
(5) <b>TIFFANY &amp; CO - 500 SHS</b>	<b>P</b>	<b>05/30/12</b>	<b>05/02/13</b>
(6) <b>TIFFANY &amp; CO - 100 SHS</b>	<b>P</b>	<b>05/30/12</b>	<b>05/02/13</b>
(7) <b>TIFFANY &amp; CO - 800 SHS</b>	<b>P</b>	<b>05/30/12</b>	<b>05/02/13</b>
(8) <b>TIFFANY &amp; CO - 100 SHS</b>	<b>P</b>	<b>05/30/12</b>	<b>05/02/13</b>
(9) <b>APACHE CORP - 200 SHS</b>	<b>P</b>	<b>02/09/11</b>	<b>08/30/13</b>
(10) <b>APACHE CORP - 100 SHS</b>	<b>P</b>	<b>02/09/11</b>	<b>08/30/13</b>
(11) <b>APACHE CORP - 519 SHS</b>	<b>P</b>	<b>02/09/11</b>	<b>08/30/13</b>
(12) <b>APACHE CORP - 1181 SHS</b>	<b>P</b>	<b>02/09/11</b>	<b>08/30/13</b>
(13) <b>BRISTOL MYERS SQUIBB CO - 400 SHS</b>	<b>P</b>	<b>08/11/10</b>	<b>06/13/13</b>
(14) <b>BRISTOL MYERS SQUIBB CO - 500 SHS</b>	<b>P</b>	<b>08/11/10</b>	<b>06/13/13</b>
(15) <b>BRISTOL MYERS SQUIBB CO - 500 SHS</b>	<b>P</b>	<b>08/11/10</b>	<b>06/13/13</b>

(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)
(1) <b>77,482</b>		<b>58,755</b>	<b>18,727</b>
(2) <b>82,648</b>		<b>70,836</b>	<b>11,812</b>
(3) <b>141,135</b>		<b>162,840</b>	<b>-21,705</b>
(4) <b>113,962</b>		<b>121,123</b>	<b>-7,161</b>
(5) <b>36,869</b>		<b>28,446</b>	<b>8,423</b>
(6) <b>7,377</b>		<b>5,689</b>	<b>1,688</b>
(7) <b>58,943</b>		<b>45,514</b>	<b>13,429</b>
(8) <b>7,367</b>		<b>5,689</b>	<b>1,678</b>
(9) <b>16,896</b>		<b>23,173</b>	<b>-6,277</b>
(10) <b>8,447</b>		<b>11,586</b>	<b>-3,139</b>
(11) <b>43,835</b>		<b>60,133</b>	<b>-16,298</b>
(12) <b>99,750</b>		<b>136,834</b>	<b>-37,084</b>
(13) <b>18,558</b>		<b>10,539</b>	<b>8,019</b>
(14) <b>23,192</b>		<b>13,174</b>	<b>10,018</b>
(15) <b>23,195</b>		<b>13,173</b>	<b>10,022</b>

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))
(1)			<b>18,727</b>
(2)			<b>11,812</b>
(3)			<b>-21,705</b>
(4)			<b>-7,161</b>
(5)			<b>8,423</b>
(6)			<b>1,688</b>
(7)			<b>13,429</b>
(8)			<b>1,678</b>
(9)			<b>-6,277</b>
(10)			<b>-3,139</b>
(11)			<b>-16,298</b>
(12)			<b>-37,084</b>
(13)			<b>8,019</b>
(14)			<b>10,018</b>
(15)			<b>10,022</b>

<b>Capital Gains and Losses for Tax on Investment Income</b>		<b>2012</b>
Form <b>990-PF</b>	For calendar year 2012, or tax year beginning <b>12/01/12</b> , and ending <b>11/30/13</b>	
Name <b>THORNEDGE FOUNDATION</b> <b>FORMERLY E N &amp; MARGARET D SMITH FDN</b>		Employer Identification Number <b>51-6015711</b>

(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.)
(1) BRISTOL MYERS SQUIBB CO - 600 SHS	P	08/11/10	06/13/13
(2) BRISTOL MYERS SQUIBB CO - 4500 SHS	P	05/25/10	06/13/13
(3) CONOCOPHILLIPS - 1100 SHS	P	11/17/09	06/13/13
(4) CONOCOPHILLIPS - 935 SHS	P	01/20/00	06/13/13
(5) CONOCOPHILLIPS - 635 SHS	P	01/06/99	06/13/13
(6) CONOCOPHILLIPS - 300 SHS	P	01/06/99	06/13/13
(7) EATON CORP - 2400 SHS	P	06/12/08	12/03/12
(8) EATON CORP - 3000 SHS	P	09/15/11	12/03/12
(9) EATON CORP - 2000 SHS	P	08/11/10	12/03/12
(10) HEINZ H J CO - 2500 SHS	P	09/29/11	05/02/13
(11) ISHARES S&P GLBL MAT - 5111 SHS	P	01/03/11	05/02/13
(12) ISHARES S&P GLBL MAT - 125 SHS	P	01/03/11	05/02/13
(13) ISHARES S&P GLBL MAT - 264 SHS	P	01/03/11	05/02/13
(14) NYSE EURONET - 3000 SHS	P	01/16/09	12/07/12
(15) MALLINCKRODT PLC - 75 SHS	P	11/15/12	11/20/13

(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)
(1) 27,832		15,808	12,024
(2) 208,742		102,406	106,336
(3) 66,855		44,830	22,025
(4) 56,802		19,084	37,718
(5) 38,618		11,554	27,064
(6) 18,230		5,455	12,775
(7) 123,972		115,528	8,444
(8) 154,965		121,599	33,366
(9) 103,310		76,917	26,393
(10) 180,801		128,402	52,399
(11) 294,745		378,265	-83,520
(12) 7,211		9,251	-2,040
(13) 15,227		19,539	-4,312
(14) 70,568		64,137	6,431
(15) 3,744		3,021	723

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			12,024
(2)			106,336
(3)			22,025
(4)			37,718
(5)			27,064
(6)			12,775
(7)			8,444
(8)			33,366
(9)			26,393
(10)			52,399
(11)			-83,520
(12)			-2,040
(13)			-4,312
(14)			6,431
(15)			723

# Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2012**

For calendar year 2012, or tax year beginning

12/01/12, and ending

11/30/13

Name

**THORNEDGE FOUNDATION**  
**FORMERLY E N & MARGARET D SMITH FDN**

Employer Identification Number

**51-6015711**(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.)

(1)	<b>MALLINCKRODT PLC - 19 SHS</b>	<b>P</b>	<b>03/02/12</b>	<b>11/20/13</b>
(2)	<b>MALLINCKRODT PLC - 288 SHS</b>	<b>P</b>	<b>03/02/12</b>	<b>11/20/13</b>
(3)	<b>MALLINCKRODT PLC - 69 SHS</b>	<b>P</b>	<b>03/02/12</b>	<b>11/20/13</b>
(4)	<b>TYCO INTL CLASS ACTION PROCEEDS</b>	<b>P</b>	<b>06/25/13</b>	<b>06/25/13</b>
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

(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)

(1)	<b>930</b>		<b>702</b>	<b>228</b>
(2)	<b>14,353</b>		<b>10,836</b>	<b>3,517</b>
(3)	<b>3,438</b>		<b>2,595</b>	<b>843</b>
(4)	<b>21</b>			<b>21</b>
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))

(1)			<b>228</b>
(2)			<b>3,517</b>
(3)			<b>843</b>
(4)			<b>21</b>
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
DELAWARE TAXES	\$ 25	\$ 25	\$	\$
TOTAL	\$ 25	\$ 25	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ADMINISTRATIVE	81,039	81,039		
TOTAL	\$ 81,039	\$ 81,039	\$ 0	\$ 0

## Federal Statements

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HAVERFORD TRUST	\$ 13,121,018	\$ 13,981,620	COST	\$ 25,480,399
TOTAL	\$ 13,121,018	\$ 13,981,620		\$ 25,480,399

## Federal Statements

### Statement 4 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

#### Description

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

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

#### Description

NONE

### Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

#### Description

GREATER PHILADELPHIA AREA

## Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
ACADEMY OF MUSIC PHILADELPHIA PA 19102	N/A	240 S BROAD ST	OPERATING			FURTHER CHARITABLE PURPOSES	3,500
ALS ASSOCIATION AMBLER PA 19002	N/A	321 NORRISTOWN RD	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
ALZHEIMERS ASSOCIATION WASHINGTON DC 20090	N/A	PO BOX 96011	OPERATING			FURTHER CHARITABLE PURPOSES	3,000
ANDALUSIA FOUNDATION ANDALUSIA PA 19020	N/A	PO BOX 158	OPERATING			FURTHER CHARITABLE PURPOSES	8,600
AOPA FOUNDATION FREDERICK MD 21701	N/A	421 AVIATION WAY	OPERATING			FURTHER CHARITABLE PURPOSES	10,000
ASPCA WASHINGTON DC 20090-6929	N/A	PO BOX 96929	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
AVALON THEATRE WASHINGTON DC 20015	N/A	5505 CONNECTICUT AVE NW	OPERATING			FURTHER CHARIABLE PURPOSES	1,000
AVON OLD FARMS SCHOOL AVON CT 06001	N/A	500 OLD FARMS RD	OPERATING			FURTHER EDUCATIONAL PURPOSES	10,000
BARNES FOUNDATION PHILADELPHIA PA 19130	N/A	2025 BENJAMIN FRANKLIN PK	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
BATTLE HARBOUR HISTORIC TRUST CORNER BROOK NL A2H 2X1	N/A	49-51 PARK ST,	OPERATING			FURTHER CHARITABLE PURPOSES	70,000
BETHESDA - CHEVY CHASE BETHESDA MD 20814	N/A	5020 BATTERY LN	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
BROADWAY DREAMS ALPHARETTA GA 30022	N/A	8965 BROCKHAM WAY	OPERATING			FURTHER CHARIABLE PURPOSES	5,000
BRYN MAWR HOSPITAL BRYN MAWR PA 19010	N/A	130 S BRYN MAWR AVE	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
CAMP TECUMSEH BLUE GREY NEWTOWN SQUARE PA 19073	N/A	813 MALIN RD	OPERATING			FURTHER EDUCATIONAL PURPOSES	25,000
CANCER SUPPORT COMMUNITY PHILADELPHIA PA 19131	N/A	4100 CHAMOUNIX DR	OPERATING			FURTHER CHARITABLE PURPOSES	10,000
CHESTER COUNTY SPCA WEST CHESTER PA 19380	N/A	1212 PHOENIXVILLE PK	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
CHEVY CHASE HISTORICAL CHEVY CHASE MD 20815	N/A	PO BOX 15145	OPERATING			FURTHER CHARITABLE PURPOSES	1,000

## Federal Statements

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
CHILDRENS HOSPITAL OF PHILADELPHIA	3401 CIVIC CENTER BLVD	PHILADELPHIA PA 19104	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	5,000
CHRIST CHURCH GEORGETOWN	3116 O STREET NW	WASHINGTON DC 20007	N/A		OPERATING	FURTHER RELIGIOUS PURPOSES	5,000
COMMUNITY CLOTHES CHARITY	PO BOX 153	WAYNE PA 19087	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	1,000
COMMUNITY COALITION	174 BRIDGE ST	PHOENIXVILLE PA 19460	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CORINTHIAN HISTORICAL FOUNDATION	295 UPPER GULPH RD	WAYNE PA 19087	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	7,000
DUPONT DE NEMOURS	PO BOX 243	MONTCHANIN DE 19719	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	5,000
EAGLEBROOK SCHOOL	PINE NOOK RD	DEERFIELD MA 01342	N/A		OPERATING	FURTHER EDUCATIONAL PURPOSES	120,000
ELEPHANT SANCTUARY	PO BOX 393	HOHANWALD TN 38462	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ELEUTHERIAN MILLS	PO BOX 3630	WILMINGTON DE 19807-0630	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	5,000
EPISCOPAL HIGH SCHOOL	1200 NORTH QUAKER LN	ALEXANDRIA VA 22302	N/A		OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
FOXCROFT SCHOOL	PO BOX 5555	MIDDLEBURG VA 20118	N/A		OPERATING	FURTHER EDUCATIONAL PURPOSES	11,000
FRANKLIN & MARSHALL	PO BOX 3003	LANCASTER PA 17604-3003	N/A		OPERATING	FURTHER EDUCATIONAL PURPOSES	105,000
FREEDOM OF HEALTH FDN	PO BOX 11599	NEWPORT BEACH CA 92658	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	5,000
FRIENDS OF ACADIA	PO BOX 45	BAR HARBOR ME 04609	N/A		OPERATING	FURTHER CONSERVATIONAL PURPOSES	12,000
GILMAN SCHOOL	PO BOX 17216	BALTIMORE MD 21298-8527	N/A		OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
HAGLEY MUSEUM & LIBRARY	PO BOX 3630	WILMINGTON DE 19807	N/A		OPERATING	FURTHER CHARITABLE PURPOSES	10,000
HILL SCHOOL	717 EAST HIGH ST	POTTSTOWN PA 19464	N/A		OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000



## Federal Statements

**Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status		Purpose	Amount
Address								
HMS SCHOOL		4400 BALTIMORE AVE			OPERATING		FURTHER EDUCATIONAL PURPOSES	2,000
PHILADELPHIA PA 19104	N/A	PO BOX 851			OPERATING		FURTHER CHARITABLE PURPOSES	5,000
ISLAND HOUSING TRUST		2712 ONTARIO RD NW			OPERATING		FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT ME 04660	N/A	PO BOX 169			OPERATING		FURTHER CHARITABLE PURPOSES	7,000
JUBILEE JOBS		170 KINGSWOOD RD			OPERATING		FURTHER EDUCATIONAL PURPOSES	5,000
WASHINGTON DC 20009	N/A	3247 Q ST NW			OPERATING		FURTHER EDUCATIONAL PURPOSES	1,000
KIEVE-WAVUS ANNUAL FUND		PO BOX 426			OPERATING		FURTHER CONSERVATIONAL PURPOSES	13,000
NOBLEBORO ME 04555-0169	N/A	PO BOX 962			OPERATING		FURTHER CHARITABLE PURPOSES	5,000
KINGSWOOD OXFORD SCHOOL		4742 N 24TH ST, STE 400			OPERATING		FURTHER CHARITABLE PURPOSES	2,000
WEST HARTFORD CT 06119	N/A	3000 CATHEDRAL AVE NW			OPERATING		FURTHER EDUCATIONAL PURPOSES	3,000
LITTLE FOLKS SCHOOL		1700 H ST NW			OPERATING		FURTHER CHARITABLE PURPOSES	5,000
WASHINGTON DC 20007	N/A	PO BOX 1173			OPERATING		FURTHER CHARITABLE PURPOSES	5,000
MAINE COAST HERITAGE		140 BROADWAY, 5TH FLOOR			OPERATING		FURTHER CHARITABLE PURPOSES	2,000
NORTHEAST HARBOR ME 04662	N/A	PO BOX 248			OPERATING		FURTHER CHARITABLE PURPOSES	3,000
MAINE COAST MEMORIAL		10 WAYMAN LN			OPERATING		FURTHER CHARITABLE PURPOSES	5,000
ELLSWORTH ME 04605	N/A	PO BOX 208			OPERATING		FURTHER CONSERVATIONAL PURPOSES	4,000
MAKE-A-WISH		PO BOX 397			OPERATING		FURTHER CHARITABLE PURPOSES	1,000
PHOENIX AZ 85016	N/A							
MARET SCHOOL								
WASHINGTON DC 20008-3498	N/A							
METROPOLITAN CLUB								
WASHINGTON DC 20006	N/A							
MIDDLEBURG SRPING RACE ASSOC								
MIDDLEBURG VA 20118	N/A							
MILL REEF FUND								
NEW YORK NY 10005-1101	N/A							
MOUNT DESERT FIRE &								
NORTHEAST HARBOR ME 04662	N/A							
MOUNT DESERT ISLAND								
BAR HARBOR ME 04609	N/A							
MOUNT DESERT LAND &								
SEAL HARBOR ME 04675	N/A							
MOUNT DESERT NURSING ASSOC								
NORTHEAST HARBOR ME 04662	N/A							

## Federal Statements

**Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
NAMI NYC METRO NEW YORK NY 10018	N/A	505 EIGHTH AVE, STE 110	OPERATING			FURTHER CHARITABLE PURPOSES	6,000
NATIONAL GALLERY OF ART LANDOVER MD 20785	N/A	2000B S CLUB DR	OPERATING			FURTHER CHARITABLE PURPOSES	12,000
NATIONAL OUTDOOR LEADERSHIP LANDER WY 82520	N/A	284 LINCOLN ST	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
NATIONAL SAILING CENTER ANNAPOLIS MD 21404	N/A	69 PRINCE GEORGE ST	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
NEIGHBORHOOD HOUSE NORTHEAST HARBOR ME 04662	N/A	PO BOX 332	OPERATING			FURTHER EDUCATIONAL PURPOSES	5,000
NORTHEAST HARBOR AMBULANCE SERVICE NORTHEAST HARBOR ME 04662	N/A	PO BOX 122	OPERATING			FURTHER CHARITABLE PURPOSES	2,000
NORTHEAST HARBOR LIBRARY NORTHEAST HARBOR ME 04662	N/A	PO BOX 279	OPERATING			FURTHER CHARITABLE PURPOSES	5,000
NORTHEAST HARBOR SAILING SCHOOL NORTHEAST HARBOR ME 04662	N/A	PO BOX 12	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
NURTURING MINDS VALLEY FORGE PA 19481	N/A	PO BOX 144	OPERATING			FURTHER CHARITABLE PURPOSES	5,000
PA ACADEMY OF THE FINE ARTS PHILADELPHIA PA 19102	N/A	118 N BROAD ST	OPERATING			FURTHER CHARITABLE PURPOSES	68,000
PHILABUNDANCE PHILADELPHIA PA 19148	N/A	3161 S GALLOWAY ST	OPERATING			FURTHER CHARITABLE PURPOSES	2,000
RECORDING FOR THE BLIND WASHINGTON DC 20015	N/A	5225 WISCONSIN AVE NW	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
RECTORY SCHOOL POMFRET CT 06258	N/A	PO BOX 68	OPERATING			FURTHER EDUCATIONAL PURPOSES	25,000
RENBROOK SCHOOL WEST HARTFORD CT 06117	N/A	2865 ALBANY AVE	OPERATING			FURTHER EDUCATIONAL PURPOSES	5,000
ROCKEND ART BARN NORTHEAST HARBOR ME 04662	N/A	PO BOX 1093	OPERATING			FURTHER CHARITABLE PURPOSES	2,000
SIBLEY FOUNDATION WASHINGTON DC 20016	N/A	5255 LOUGHBORO RD NW	OPERATING			FURTHER CHARITABLE PURPOSES	5,000
SO OTHERS MIGHT EAT WASHINGTON DC 20001	N/A	71 O STREET NW	OPERATING			FURTHER CHARITABLE PURPOSES	1,000

## Federal Statements

**Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
SOCIETY OF ST VINCENT DE PAUL MARYLAND HEIGHTS MO 63043	N/A	58 PROGRESS PKWY OPERATING				FURTHER CHARITABLE PURPOSES	2,000
ST JAMES SCHOOL ST JAMES MD 21781	N/A	17641 COLLEGE RD OPERATING				FURTHER EDUCATIONAL PURPOSES	50,000
ST JOHN'S COMMUNITY SERV WASHINGTON DC 20016	N/A	2201 WISCONSIN AVE NW OPERATING				FURTHER CHARITABLE PURPOSES	1,000
ST JOSEPH'S UNIVERSITY PHILADELPHIA PA 19131	N/A	5600 CITY LINE AVE OPERATING				FURTHER EDUCATIONAL PURPOSES	10,000
ST JUDE CHILDREN'S RESEARCH HOSP MEMPHIS TN 38105	N/A	501 ST JUDE PLACE OPERATING				FURTHER CHARITABLE PURPOSES	1,900
STUDENT CONSERVATION ASSN CHARLESTOWN NH 03603	N/A	PO BOX 550 OPERATING				FURTHER CONSERVATIONAL PURPOSES	5,000
TEACH FOR AMERICA PHILADELPHIA PA 19125	N/A	1714 MEMPHIS ST STE C1 OPERATING				FURTHER EDUCATIONAL PURPOSES	5,000
US COURT TENNIS NEWPORT RI 02840	N/A	PO BOX 232 OPERATING				FURTHER EDUCATIONAL PURPOSES	100,000
VOX AMA DEUS GLADWYNE PA 19035	N/A	PO BOX 203 OPERATING				FURTHER RELIGIOUS PURPOSES	56,000
WADSWORTH PRESERVATION FD WASHINGTON DC 20036	N/A	1801 MASSACHUSETTS AVE OPERATING				FURTHER CONSERVATIONAL PURPOSES	5,000
WALDORF SCHOOL PHILADELPHIA PA 19119	N/A	7500 GERMANTOWN AVE OPERATING				FURTHER EDUCATIONAL PURPOSES	15,000
WILLIAM SMITH COLLEGE GENEVA NY 14456-9983	N/A	300 PULTENEY ST OPERATING				FURTHER EDUCATIONAL PURPOSES	1,000
WINTERTHUR GARDEN & LANDSCAPE SOC WINTERTHUR DE 19735	N/A	5015 KENNETT PIKE OPERATING				FURTHER CHARITABLE PURPOSES	5,000
WOODBERRY FOREST SCHOOL WOODBERRY FOREST VA 22989	N/A	898 WOODBERRY FOREST RD OPERATING				FURTHER EDUCATIONAL PURPOSES	10,000
TOTAL							<u>940,000</u>