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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/01/13, and ending 11/30/14

Name of foundation THORNEDGE FOUNDATION		A Employer identification number 51-6015711	
Number and street (or P O box number if mail is not delivered to street address) STATION SQUARE ONE STE 205		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code PAOLI PA 19301		B Telephone number (see instructions) 610-647-5577	
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 type="checkbox"/> Name change </div> </div>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 28,096,605		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	
(Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	36,255			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14	14		
	4 Dividends and interest from securities	724,596	724,596		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,353,414			
	b Gross sales price for all assets on line 6a	2,585,010			
	7 Capital gain net income (from Part IV, line 2)		1,353,414		
	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 Total. Add lines 1 through 11	2,114,279	2,078,024	0		
Operating and Administrative Expenses	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)	1,834	1,834		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch)	70,098	70,098		
	24 Total operating and administrative expenses. Add lines 13 through 23	71,932	71,932	0	0
25 Contributions, gifts, grants paid	1,162,000			1,162,000	
26 Total expenses and disbursements. Add lines 24 and 25	1,233,932	71,932	0	1,162,000	
27 Subtract line 26 from line 12	880,347				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		2,006,092			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

P 25-42

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	475,615	225,951	225,951
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	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) SEE STMT 3	13,981,620	15,111,631	27,870,654
	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)			
Liabilities	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	14,457,235	15,337,582	28,096,605
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	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	14,457,235	15,337,582	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	14,457,235	15,337,582	
	31 Total liabilities and net assets/fund balances (see instructions)	14,457,235	15,337,582	

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	14,457,235
2 Enter amount from Part I, line 27a	2	880,347
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,337,582
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	15,337,582

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET				
b				
c				
d				
e				

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

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	1,353,414
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-13,568

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))
2012	940,000	23,363,040	0.040234
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

2 Total of line 1, column (d)	2	0.195418
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.039084
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,954,037
5 Multiply line 4 by line 3	5	1,053,472
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,061
7 Add lines 5 and 6	7	1,073,533
8 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.	8	1,162,000

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	20,061
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	20,061
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	20,061
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,000
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	20,000
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	61
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 2014 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) DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MICHELLE HUGHES STATION SQUARE ONE, STE 205 Located at ► PAOLI 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 At any time during calendar year 2013, 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 ►	Telephone no ► 610-647-5577 PA ZIP+4 ► 19301 15 Yes No 16 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 2013?	N/A 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see 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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

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

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	26,373,261
b	Average of monthly cash balances	1b	991,244
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	27,364,505
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	27,364,505
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	410,468
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,954,037
6	Minimum investment return. Enter 5% of line 5	6	1,347,702

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	1,347,702
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,061
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,061
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,327,641
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,327,641
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,327,641

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,162,000
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B		
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	1,162,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	20,061
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,141,939

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,327,641
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,149,739	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,162,000				
a Applied to 2012, but not more than line 2a			1,149,739	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				12,261
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,315,380
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 ☐ 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 address 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
SEE STATEMENT 5

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 6				1,162,000
Total			▶ 3a	1,162,000
b Approved for future payment N/A				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

2/25/5

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**

Form **990-PF** (2013)

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

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

THORNEDGE FOUNDATION**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 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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	\$ 36,255	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(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 for noncash contributions)
(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 for noncash contributions)
(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 for noncash contributions)
(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 for noncash contributions)
(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 for noncash contributions)
(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 for noncash contributions)

Capital Gains and Losses for Tax on Investment Income		2013
Form 990-PF	For calendar year 2013, or tax year beginning 12/01/13 , and ending 11/30/14	
Name THORNEDGE FOUNDATION		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) AT&T INC - 4200 SHS	P	05/25/10	05/13/14
(2) CDK GLOBAL INC - CASH IN LIEU	P	02/01/07	05/13/14
(3) DARDEN RESTAURANTS INC - 1500 SHS	P	05/02/13	05/13/14
(4) DUPONT E I DE NEMOURS - 550 SHS	P	05/01/85	06/05/14
(5) DUPONT E I DE NEMOURS - 9450 SHS	P	05/01/85	06/05/14
(6) DUPONT E I DE NEMOURS - 500 SHS	P	05/01/85	06/11/14
(7) DUPONT E I DE NEMOURS - 4300 SHS	P	05/01/85	06/11/14
(8) DUPONT E I DE NEMOURS - 3500 SHS	P	05/01/85	06/11/14
(9) INTL BUSINESS MACHINES - 900 SHS	P	01/07/10	11/19/14
(10) INTL BUSINESS MACHINES - 1300 SHS	P	04/28/10	11/19/14
(11) PIMCO ALL ASSET FUND - 7855 SHS	P	01/14/13	09/30/14
(12) PIMCO FNDMTL ADV TOT RET - 22676 SHS	P	01/14/13	09/30/14
(13) ROYAL DUTCH SHELL PLC - 700 SHS	P	01/04/11	06/05/14
(14) ROYAL DUTCH SHELL PLC - 2300 SHS	P	01/04/11	06/05/14
(15) COVIDIEN PLC - 600 SHS	P	11/15/12	09/26/14

(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) 151,166		101,375	49,791
(2) 9		6	3
(3) 75,986		78,021	-2,035
(4) 37,696		5,280	32,416
(5) 647,594		90,720	556,874
(6) 34,489		4,800	29,689
(7) 296,570		41,280	255,290
(8) 241,355		33,600	207,755
(9) 145,359		116,878	28,481
(10) 209,964		168,381	41,583
(11) 96,465		100,000	-3,535
(12) 85,261		100,000	-14,739
(13) 55,120		47,284	7,836
(14) 181,109		155,360	25,749
(15) 54,021		30,436	23,585

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)			49,791
(2)			3
(3)			-2,035
(4)			32,416
(5)			556,874
(6)			29,689
(7)			255,290
(8)			207,755
(9)			28,481
(10)			41,583
(11)			-3,535
(12)			-14,739
(13)			7,836
(14)			25,749
(15)			23,585

Form 990-PF	Capital Gains and Losses for Tax on Investment Income		2013
For calendar year 2013, or tax year beginning		12/01/13 , and ending	11/30/14
Name THORNEDGE FOUNDATION			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) COVIDIEN PLC - 149 SHS	P	03/02/12	09/26/14
(2) COVIDIEN PLC - 2300 SHS	P	03/02/12	09/26/14
(3) COVIDIEN PLC - 551 SHS	P	03/02/12	09/26/14
(4) LOCKHEED MARTIN CLASS ACTION PROCEED	P	01/23/14	01/23/14
(5) CITIGROUP CLASS ACTION PROCEEDS	P	07/28/14	07/28/14
(6) AMER INTL GROUP CLASS ACTION PROCEED	P	11/19/14	11/19/14
(7) AMER INTL GROUP CLASS ACTION PROCEED	P	11/25/14	11/25/14
(8) MATTEL INC - RETURN OF CAP ADJ	P	04/24/14	04/24/14
(9) VANGUARD REIT - RETURN OF CAP ADJ	P	04/24/14	04/24/14
(10) EATON CORP - RETURN OF CAP ADJ	P	04/24/14	04/24/14
(11) HAVERFORD TRUST #7997			
(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) 13,415		7,071	6,344
(2) 207,081		109,149	97,932
(3) 49,609		26,147	23,462
(4) 145			145
(5) 731			731
(6) 1,292			1,292
(7) 72			72
(8)		5,472	-5,472
(9)		3,760	-3,760
(10)		6,576	-6,576
(11) 501			501
(12)			
(13)			
(14)			
(15)			

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)			6,344
(2)			97,932
(3)			23,462
(4)			145
(5)			731
(6)			1,292
(7)			72
(8)			-5,472
(9)			-3,760
(10)			-6,576
(11)			501
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	\$ 1,834	\$ 1,834	\$	\$
TOTAL	\$ 1,834	\$ 1,834	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ADMINISTRATIVE	70,098	70,098		
TOTAL	\$ 70,098	\$ 70,098	\$ 0	\$ 0

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	\$ 13,981,620	\$ 15,111,631	COST	\$ 27,870,654
TOTAL	\$ 13,981,620	\$ 15,111,631		\$ 27,870,654

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

Statement 5 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

GREATER PHILADELPHIA AREA AND BOARD APPROVAL OF THE
APPLICATIONS

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
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	7,300
AOPA FOUNDATION	FREDERICK MD 21701	N/A	421 AVIATION WAY OPERATING	FURTHER CHARITABLE PURPOSES	10,000
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	45,000
BARNES FOUNDATION	PHILADELPHIA PA 19130	N/A	2025 BENJAMIN FRANKLIN PK OPERATING	FURTHER CHARITABLE PURPOSES	1,000
BATTLE HARBOUR HISTORIC TRUST	CORNER BROOK NL A2H2X1	N/A	49-51 PARK ST, OPERATING	FURTHER CHARITABLE PURPOSES	75,000
BETHESDA - CHEVY CHASE	BETHESDA MD 20814	N/A	5020 BATTERY LN OPERATING	FURTHER CHARITABLE PURPOSES	1,000
BOY'S LATIN OF PHILA CHARTER SCHOOL	PHILADELPHIA PA 19143	N/A	5501 CEDAR AVE OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
BROADWAY DREAMS	ALPHARETTA GA 30022	N/A	8965 BROCKHAM WAY OPERATING	FURTHER CHARIABLE PURPOSES	5,000
CABRINI COLLEGE	RADNOR PA 19087	N/A	610 KING OF PRUSSIA RD OPERATING	FURTHER EDUCATIONAL PURPOSES	6,000
CAMP TECUMSEH BLUE GREY	NEWTOWN SQUARE PA 19073	N/A	813 MALIN RD OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
CANCER SUPPORT COMMUNITY	PHILADELPHIA PA 19131	N/A	4100 CHAMOUNIX DR OPERATING	FURTHER CHARITABLE PURPOSES	3,750
CHEVY CHASE HISTORICAL	CHEVY CHASE MD 20815	N/A	PO BOX 15145 OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CHRIST CHURCH GEORGETOWN	WASHINGTON DC 20007	N/A	3116 O STREET NW OPERATING	FURTHER RELIGIOUS PURPOSES	5,000
CIVIL WAR TRUST	BALTIMORE MD 21298	N/A	PO BOX 17686 OPERATING	FURTHER CHARITABLE PURPOSES	2,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
COMMEMORATIVE AIR FORCE DELAND FL 32721	N/A	PO BOX 1944	OPERATING			FURTHER CHARITABLE PURPOSES	10,000
COMMUNITY CLOTHES CHARITY WAYNE PA 19087	N/A	PO BOX 153	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
COMMUNITY COALITION PHOENIXVILLE PA 19460	N/A	174 BRIDGE ST	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
CORINTHIAN HISTORICAL FOUNDATION WAYNE PA 19087	N/A	295 UPPER GULPH RD	OPERATING			FURTHER CHARITABLE PURPOSES	10,000
DELAWARE COUNTY SPCA MEDIA PA 19063	N/A	555 SANDY BARK RD	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
DUPONT DE NEMOURS MONTCHANIN DE 19719	N/A	PO BOX 243	OPERATING			FURTHER CHARITABLE PURPOSES	5,000
ELEPHANT SANCTUARY HOHANWALD TN 38462	N/A	PO BOX 393	OPERATING			FURTHER CHARITABLE PURPOSES	1,000
ELEUTHERIAN MILLS WILMINGTON DE 19807-0630	N/A	PO BOX 3630	OPERATING			FURTHER CHARITABLE PURPOSES	5,000
EPISCOPAL HIGH SCHOOL ALEXANDRIA VA 22302	N/A	1200 NORTH QUAKER LN	OPERATING			FURTHER EDUCATIONAL PURPOSES	3,000
FIRST TEE OF GREATER PHILADELPHIA PHILADELPHIA PA 19134	N/A	1952 E ALLEGHANY AVE	OPERATING			FURTHER CHARITABLE PURPOSES	2,000
FOXCROFT SCHOOL MIDDLEBURG VA 20118	N/A	PO BOX 5555	OPERATING			FURTHER EDUCATIONAL PURPOSES	20,000
FRANKLIN & MARSHALL LANCASTER PA 17604-3003	N/A	PO BOX 3003	OPERATING			FURTHER EDUCATIONAL PURPOSES	50,250
FREEDOM OF HEALTH FDN NEWPORT BEACH CA 92658	N/A	PO BOX 11599	OPERATING			FURTHER CHARITABLE PURPOSES	5,000
FRIENDS OF ACADIA BAR HARBOR ME 04609	N/A	PO BOX 45	OPERATING			FURTHER CONSERVATIONAL PURPOSES	12,000
GILMAN SCHOOL BALTIMORE MD 21298-8527	N/A	PO BOX 17216	OPERATING			FURTHER EDUCATIONAL PURPOSES	3,000
HAGLEY MUSEUM & LIBRARY WILMINGTON DE 19807	N/A	PO BOX 3630	OPERATING			FURTHER CHARITABLE PURPOSES	10,000
HILL SCHOOL POTTSTOWN PA 19464	N/A	717 EAST HIGH ST	OPERATING			FURTHER EDUCATIONAL PURPOSES	15,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
HMS SCHOOL	4400 BALTIMORE AVE	OPERATING		FURTHER EDUCATIONAL PURPOSES	2,000
PHILADELPHIA PA 19104	PO BOX 851	OPERATING		FURTHER CHARITABLE PURPOSES	5,000
ISLAND HOUSING TRUST	15481 SECOND ST PO BOX 77	OPERATING		FURTHER CHARITABLE PURPOSES	2,000
MOUNT DESERT ME 04660	2712 ONTARIO RD NW	OPERATING		FURTHER CHARITABLE PURPOSES	1,000
JOURNEY THROUGH HALLOWED GROUND	PO BOX 169	OPERATING		FURTHER CHARITABLE PURPOSES	7,000
WATERFORD VA 20197	170 KINGSWOOD RD	OPERATING		FURTHER EDUCATIONAL PURPOSES	5,000
JUBILEE JOBS	100 E LANCASTER AVE	OPERATING		FURTHER CHARITABLE PURPOSES	75,000
WASHINGTON DC 20009	3247 Q ST NW	OPERATING		FURTHER EDUCATIONAL PURPOSES	1,000
KIEVE-WAVUS ANNUAL FUND	PO BOX 426	OPERATING		FURTHER CONSERVATIONAL PURPOSES	22,000
NOBLEBORO ME 04555-0169	PO BOX 962	OPERATING		FURTHER CHARITABLE PURPOSES	5,000
KINGSWOOD OXFORD SCHOOL	3000 CATHEDRAL AVE NW	OPERATING		FURTHER EDUCATIONAL PURPOSES	3,000
WEST HARTFORD CT 06119	1700 H ST NW	OPERATING		FURTHER CHARITABLE PURPOSES	5,000
LANKENAU MEDICAL CENTER	PO BOX 1173	OPERATING		FURTHER CHARITABLE PURPOSES	5,000
WYNNEWOOD PA 19096	140 BROADWAY, 5TH FLOOR	OPERATING		FURTHER CHARITABLE PURPOSES	2,000
LITTLE FOLKS SCHOOL	131 MILLBROOK SCHOOL RD	OPERATING		FURTHER EDUCATIONAL PURPOSES	20,000
WASHINGTON DC 20007	PO BOX 248	OPERATING		FURTHER CHARITABLE PURPOSES	3,000
MAINE COAST HERITAGE	10 WAYMAN LN	OPERATING		FURTHER CHARITABLE PURPOSES	5,000
NORTHEAST HARBOR ME 04662					
MAINE COAST MEMORIAL					
ELLSWORTH ME 04605					
MARET SCHOOL					
WASHINGTON DC 20008-3498					
METROPOLITAN CLUB					
WASHINGTON DC 20006					
MIDDLEBURG SPRING RACE ASSOC					
MIDDLEBURG VA 20118					
MILL REEF FUND					
NEW YORK NY 10005-1101					
MILLBROOK SCHOOL					
MILLBROOK NY 12545					
MOUNT DESERT FIRE &					
NORTHEAST HARBOR ME 04662					
MOUNT DESERT ISLAND					
BAR HARBOR ME 04609					

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
MOUNT DESERT LAND & SEAL HARBOR ME 04675	PO BOX 208	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	4,000
MOUNT DESERT NURSING ASSOC	PO BOX 397	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NORTHEAST HARBOR ME 04662	PO BOX 110	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
MOUNT VERNON LADIES' ASSN	2000B S CLUB DR	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	12,000
MOUNT VERNON VA 22121	284 LINCOLN ST	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
NATIONAL GALLERY OF ART	PO BOX 332	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	6,500
LANDOVER MD 20785	PO BOX 122	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
NATIONAL OUTDOOR LEADERSHIP	PO BOX 279	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	6,500
LANDER WY 82520	PO BOX 12	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NEIGHBORHOOD HOUSE	PO BOX 144	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
NORTHEAST HARBOR ME 04662	118 N BROAD ST	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	43,200
NORTHEAST HARBOR AMBULANCE SERVICE	350 E ERIE AVE	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
NORTHEAST HARBOR ME 04662	3161 S GALLOWAY ST	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
NORTHEAST HARBOR LIBRARY	PO BOX 68	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	60,000
NORTHEAST HARBOR ME 04662	2865 ALBANY AVE	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
NORTHEAST HARBOR SAILING SCHOOL	PO BOX 1093	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
NORTHEAST HARBOR ME 04662	PO BOX 269	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
NURTURING MINDS	ALEXANDRIA VA 22314	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
VALLEY FORGE PA 19481					
PA ACADEMY OF THE FINE ARTS					
PHILADELPHIA PA 19102					
PA SPCA BARK AND WHINE					
PHILADELPHIA PA 19134					
PHILABUNDANCE					
PHILADELPHIA PA 19148					
RECTORY SCHOOL					
POMFRET CT 06258					
RENBROOK SCHOOL					
WEST HARTFORD CT 06117					
ROCKEND ART BARN					
NORTHEAST HARBOR ME 04662					
SALVATION ARMY					

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
SCH ACADEMY		500 W WILLOW GROVE AVE				FURTHER EDUCATIONAL PURPOSES	5,000
PHILADELPHIA PA 19118	N/A	OPERATING					
SIBLEY FOUNDATION		5255 LOUGHBORO RD NW				FURTHER CHARITABLE PURPOSES	5,000
WASHINGTON DC 20016	N/A	OPERATING					
ST JAMES SCHOOL		17641 COLLEGE RD				FURTHER EDUCATIONAL PURPOSES	100,000
ST JAMES MD 21781	N/A	OPERATING					
ST JOHN'S COMMUNITY SERV		2201 WISCONSIN AVE NW				FURTHER CHARITABLE PURPOSES	1,000
WASHINGTON DC 20016	N/A	OPERATING					
ST JUDE CHILDREN'S RESEARCH HOSP		501 ST JUDE PLACE				FURTHER CHARITABLE PURPOSES	1,000
MEMPHIS TN 38105	N/A	OPERATING					
STUDENT CONSERVATION ASSN		PO BOX 550				FURTHER CONSERVATIONAL PURPOSES	5,000
CHARLESTOWN NH 03603	N/A	OPERATING					
T/E CARE		PO BOX 2111				FURTHER EDUCATIONAL PURPOSES	1,000
SOUTHEASTERN PA 19399	N/A	OPERATING					
US COURT TENNIS		PO BOX 232				FURTHER EDUCATIONAL PURPOSES	110,000
NEWPORT RI 02840	N/A	OPERATING					
VOX AMA DEUS		PO BOX 203				FURTHER RELIGIOUS PURPOSES	75,000
GLADWYNE PA 19035	N/A	OPERATING					
WADSWORTH PRESERVATION FD		1801 MASSACHUSETTS AVE				FURTHER CONSERVATIONAL PURPOSES	55,000
WASHINGTON DC 20036	N/A	OPERATING					
WALDORF SCHOOL		7500 GERMANTOWN AVE				FURTHER EDUCATIONAL PURPOSES	60,000
PHILADELPHIA PA 19119	N/A	OPERATING					
WILLIAM SMITH COLLEGE		300 PULTENEY ST				FURTHER EDUCATIONAL PURPOSES	1,000
GENEVA NY 14456-9983	N/A	OPERATING					
WOODBERRY FOREST SCHOOL		898 WOODBERRY FOREST RD				FURTHER EDUCATIONAL PURPOSES	10,000
WOODBERRY FOREST VA 22989	N/A	OPERATING					
WOUNDED WARRIER PROJECT		PO BOX 758517				FURTHER EDUCATIONAL PURPOSES	25,000
TOPEKA KS 66675	N/A	OPERATING					
WXPN		3025 WALNUT ST				FURTHER CHARITABLE PURPOSES	2,500
PHILADELPHIA PA 19104	N/A	OPERATING					

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Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount			
Address										
TOTAL										
							1,162,000			