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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 06-01-2014 , and ending 05-31-2015

Name of foundation ELEANORE BENNETT CHARITABLE TRUST #1		A Employer identification number 30-6016982	
Number and street (or P O box number if mail is not delivered to street address) 161 WASHINGTON STREET NO 1500		Room/suite	B Telephone number (see instructions) (610) 941-7700
City or town, state or province, country, and ZIP or foreign postal code CONSHOHOCKEN, PA 19428		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 5,975,192		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	48,907	48,907		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	518,937			
	b Gross sales price for all assets on line 6a 2,675,484				
	7 Capital gain net income (from Part IV, line 2) . . .		518,937		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	567,844	567,844	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,000	15,000	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,007	2,007	0	0
	c Other professional fees (attach schedule)	50,666	50,666	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	20,196	20,196	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,128	2,128	0	0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	89,997	89,997	0	0
	25 Contributions, gifts, grants paid	284,000			284,000
	26 Total expenses and disbursements. Add lines 24 and 25	373,997	89,997	0	284,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	193,847			
	b Net investment income (if negative, enter -0-)		477,847		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	29,252	28,921	28,921
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,882,725	5,076,903	5,946,271
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,911,977	5,105,824	5,975,192	
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	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.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,911,977	5,105,824	
	30	Total net assets or fund balances (see instructions)	4,911,977	5,105,824	
31	Total liabilities and net assets/fund balances (see instructions) . . .	4,911,977	5,105,824		

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 4,911,977
2	Enter amount from Part I, line 27a	2 193,847
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 5,105,824
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 5,105,824

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)
1 a	MILL CREEK CAPITAL ADVISORS	D		
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 2,675,484		2,156,547	518,937
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			518,937
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	518,937
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	518,937

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	279,500	5,623,405	0 049703
2012	260,211	5,096,304	0 051059
2011	248,305	4,968,987	0 049971
2010	235,723	5,009,209	0 047058
2009	228,678	4,693,301	0 048724

2	Total of line 1, column (d).	2	0 246515
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 049303
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	5,882,809
5	Multiply line 4 by line 3.	5	290,040
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,778
7	Add lines 5 and 6.	7	294,818
8	Enter qualifying distributions from Part XII, line 4.	8	284,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	9,557
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	9,557
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	9,557
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,840	
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	10,840
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	2
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,281
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 1,281 Refunded ☐		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>		1b		No
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		2		No
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? <i>If "Yes," attach a conformed copy of the changes.</i>		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		5		No
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6		No
7		Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ MA				
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? <i>If "No," attach explanation.</i>		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		9		No
10		Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW BENNETT FOUNDATION ORG				
14	The books are in care of ▶ THOMAS CHAPIN Telephone no ▶ (610) 941-7700			
Located at ▶ 161 WASHINGTON STREET NO 1500 CONSHOHOCKEN PA ZIP +4 ▶ 19428				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶		15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ 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)? ☐ Yes ☒ No	1b		No
Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
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 2014? ☐ Yes ☒ No	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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). ☐ Yes ☒ No	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>) ☐ Yes ☒ No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ 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 4945(d)(4)(A)? (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)?		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?		☐ 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 No		
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?		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
THOMAS M CHAPIN	TRUSTEE	7,500	0	0
161 WASHINGTON STREET SUITE 1500 CONSHOHOCKEN, PA 19428	1 00			
STEWART B CHAPIN	TRUSTEE	7,500	0	0
161 WASHINGTON STREET SUITE 1500 CONSHOHOCKEN, PA 19428	1 00			
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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

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	5,927,210
b	Average of monthly cash balances.	1b	45,185
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,972,395
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	5,972,395
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	89,586
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,882,809
6	Minimum investment return. Enter 5% of line 5.	6	294,140

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	294,140
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	9,557
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,557
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	284,583
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	284,583
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	284,583

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	284,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	284,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	284,000
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				284,583
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			111,568	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 284,000				
a Applied to 2013, but not more than line 2a			111,568	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				172,432
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				112,151
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIVPrivate 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 2014, enter the date of the ruling.

b

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

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) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

b

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

2Information 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

TRUSTEES ELEANORE BENNETT CHARITABL
161 WASHINGTON STREET SUITE 1500
CONSHOCKEN,PA 19428
(610) 941-7700
TRUSTEES@BENNETTFOUNDATION.ORG

b

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

AN ORGANIZATION SEEKING FUNDING FROM THE BENNETT FAMILY FOUNDATION SHOULD FIRST SEND US A LETTER OF INQUIRY. YOU CAN USE THE ELECTRONIC FORM ON THIS SITE, OR SEND EMAIL TO TRUSTEES@BENNETTFOUNDATION.ORG. IF YOU SEND EMAIL, INCLUDE ENOUGH INFORMATION TO HELP US DECIDE WHETHER YOUR PROGRAM FITS WITH THE CURRENT FOCUS OF OUR GRANT MAKING, BEFORE YOU SPEND TIME WRITING A FORMAL GRANT PROPOSAL. YOUR LETTER CAN BE BRIEF. IT SHOULD INCLUDE: - A BRIEF DESCRIPTION OF YOUR ORGANIZATION - CONFIRMATION THAT YOU OR YOUR PARENT ORGANIZATION HAS 501(C)(3) STATUS - OVERVIEW OF THE SPECIFIC PROJECT, IF ANY, FOR WHICH YOU SEEK FUNDING - THE AMOUNT REQUESTED, IF KNOWN AT THE TIME OF INQUIRY - CONTACT INFORMATION IF WE'RE INTERESTED, WE'LL FOLLOW UP WITH YOU. WE MAY INVITE YOU TO SUBMIT A GRANT PROPOSAL NOW, ASK YOU SOME SPECIFIC QUESTIONS, OR ADVISE YOU TO WAIT FOR A LATER FUNDING PERIOD.

c

Any submission deadlines

SUBMIT YOUR INQUIRIES FOR US TO CONSIDER IN THE SPRING NO LATER THAN APR 1 AND FOR THE FALL BY OCT 1

d

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

THE BENNETT FAMILY FOUNDATION IS INTERESTED IN ORGANIZATIONS WITH STAFF EXPERTISE IN THEIR FIELD AND A TRACK RECORD OF PROVEN RESULTS. SMALLER, LOCAL ORGANIZATIONS ORGANIZATIONS THAT CAN DEMONSTRATE MOMENTUM TOWARDS SUSTAINABILITY OF PROGRAMS. PROJECTS MAY BE FUNDED FOR MORE THAN ONE YEAR BUT NOT TO EXCEED THREE YEARS. IN MOST CASES, PREFERENCE WILL BE GIVEN TO SMALL LOCAL PROJECTS OVER NATIONAL PROGRAMS. RESTRICTIONS FUNDING GENERALLY WILL NOT BE PROVIDED TO: - INDIVIDUEALS OR NON-501(C)(3) ORGANIZATIONS - EDUCATIONAL INSTITUTIONS FOR THEIR GENERAL OPERATING FUNDS OR ENDOWMENTS - RELIGIONS ORGANIZATIONS FOR RELIGIOUS PURPOSES - CITIES, COUNTIES OR OTHER GOVERNMENTAL ORGANIZATIONS - ORGANIZATIONS ENGAGED PRIMARILY IN PUBLIC POLICY OR POLITICAL ADVOCACY - NATIONAL ORGANIZATIONS OR THEIR LOCAL AFFILIATES, EXCEPT PROGRAMS DEVELOPED AT THE LOCAL LEVEL - APPLICATION TO BUDGET DEFICITS, DEBT REDUCTION, FUNDRAISING OR RECOGNITION EVENTS - SCHOLARSHIPS. THE BENNETT FAMILY FOUNDATION MAKES ITS GR

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	284,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2014)

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here	*****	2015-09-22	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Firm's name ▶ CLIFTONLARSONALLEN LLP	Firm's EIN ▶ 41-0746749
	Firm's address ▶ 610 W GERMANTOWN PIKE STE 400 PLYMOUTH MEETING, PA 19462	Phone no (215) 643-3900

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOLESCENT CONSULTING SERVICES 189 CAMBRIDGE STREET CAMBRIDGE,MA 02141	NONE	PC	CHARITY	7,500
ALLIANCE FOR INCLUSION AND PREVENTION 105 CUMMINS HWY ROSLINDALE,MA 02131	NONE	PC	CHARITY	15,000
BARTRAM'S GARDEN 54TH STREET LINDBERGH BLVD PHILADELPHIA,PA 19143	NONE	PC	CHARITY	15,000
BATES COLLEGE 2 ANDREWS ROAD LEWISTON,ME 04240	NONE	PC	CHARITY	750
BAY COVE HUMAN SERVICES 66 CANAL STREET BOSTON,MA 02114	NONE	PC	CHARITY	5,000
BRIDGE OVER TROUBLED WATERS 47 WEST STREET BOSTON,MA 02111	NONE	PC	CHARITY	10,000
CAMP LIGHTBULB PO BOX 1477 PROVINCETOWN,MA 02657	NONE	PC	CHARITY	2,500
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE DOWNINGTOWN,PA 19355	NONE	PC	CHARITY	12,500
CHESTER COUNTY FUTURES 28 WEST MARKET STREET WEST CHESTER,PA 19382	NONE	PC	CHARITY	7,500
COMMUNITY LEARNING CENTER 2701 N BROAD STREET PHILADELPHIA,PA 19132	NONE	PC	CHARITY	7,500
DARTMOUTH COLLEGE 10 NORTH MAIN STREET HANOVER,NH 03755	NONE	PC	CHARITY	500
EAST END HOUSE 105 SPRING STREET CAMBRIDGE,MA 02141	NONE	PC	CHARITY	6,000
FENWAY HEALTH 1340 BOYLSTON STREET BOSTON,MA 02215	NONE	PC	CHARITY	15,000
FRANCISCAN HOSPITAL FOR CHILDREN 30 WARREN STREET BRIGHTON,MA 02135	NONE	PC	CHARITY	6,000
GIRLS INC LYNN (MA) 50 HIGH STREET LYNN,MA 01902	NONE	PC	CHARITY	5,000
Total  3a				284,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HAMILTON COLLEGE 198 COLLEGE HILL RD CLINTON,NY 13323	NONE	PC	CHARITY	250
HEALTHCARE ACCESS FOUNDATION 723 WHEATLAND STREET PHOENIXVILLE,PA 19460	NONE	PC	CHARITY	12,500
HOME FOR NEW ENGLAND WANDERERS 10 GUEST STREET BOSTON,MA 02135	NONE	PC	CHARITY	8,000
JUDGE BAKER CHILDREN'S CENTER 53 PARKER HILL AVENUE BOSTON,MA 02120	NONE	PC	CHARITY	6,000
KIEVE-WAVUS AFFECTIVE EDUCATION 42 KIEVE ROAD NOBLEBORO,ME 04555	NONE	PC	CHARITY	250
LOTS TO GARDENS 208 BATES STREET LEWISTON,ME 04240	NONE	PC	CHARITY	2,500
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N 20TH STREET 500 PHILADELPHIA,PA 19130	NONE	PC	CHARITY	12,500
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PKWY PHILADELPHIA,PA 19130	NONE	PC	CHARITY	250
PHOENIXVILLE AREA CHILDREN'S LEARNING CENTER 310 MAIN STREET PHOENIXVILLE,PA 19460	NONE	PC	CHARITY	7,500
PUBLIC INTEREST LAW CENTER OF PHILA 1709 BENJAMIN FRANKLIN PKWY PHILADELPHIA,PA 19103	NONE	PC	CHARITY	11,500
RAWART WORKS 37 CENTRAL SQUARE LYNN,MA 01901	NONE	PC	CHARITY	8,000
REDISCOVERYYOUTH HARBORS 296 NEWTON STREET SUITE 150 WALTHAM,MA 02453	NONE	PC	CHARITY	5,000
ROCA 29 SCHOOL STREET SPRINGFIELD,PA 01105	NONE	PC	CHARITY	20,000
SAMARITANS 41 WEST STREET 4TH FLOOR BOSTON,MA 02111	NONE	PC	CHARITY	8,000
SHARE FOOD PROGRAM 2901 WEST HUNTING PARK AVENUE PHILADELPHIA,PA 19129	NONE	PC	CHARITY	20,000
Total  3a				284,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTH SHORE MENTAL HEALTH 500 VICTORY ROAD QUINCY,MA 02171	NONE	PC	CHARITY	5,000
THE FOOD TRUST 1617 JOHN F KENNEDY BLVD PHILADELPHIA,PA 19103	NONE	PC	CHARITY	10,000
TUCK SCHOOL OF BUSINESS 23 TUCK MALL HANOVER,NH 03755	NONE	PC	CHARITY	1,000
UNITARIAN UNIVERSALIST SOCIETY 10 PUTNAM STREET ROXBURY,MA 02119	NONE	PC	CHARITY	5,000
UNIVERSITY OF MA FOUNDATION 225 FRANKLIN STREET 12TH FLOOR BOSTON,MA 02110	NONE	PC	CHARITY	2,500
VICTIM RIGHTS LAW CENTER 115 BROAD STREET 3RD FLOOR BOSTON,MA 02110	NONE	PC	CHARITY	5,000
WEST PHILADELPHIA ALLIANCE FOR CHILDREN 5070 PARKSIDE AVENUE 1412 PHILADELPHIA,PA 19131	NONE	PC	CHARITY	7,500
ZOOLOGICAL SOCIETY OF PHILADELPHIA 3400 WEST GIRARD AVENUE PHILADELPHIA,PA 19104	NONE	PC	CHARITY	7,500
ZUMIX 260 SUMNER STREET EAST BOSTON,MA 02128	NONE	PC	CHARITY	2,500
Total  3a				284,000

TY 2014 Accounting Fees Schedule

Name: ELEANORE BENNETT CHARITABLE TRUST #1

EIN: 30-6016982

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SMART DEVINE	2,007	2,007	0	0

TY 2014 Investments - Other Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MILL CREEK CAPITAL ADVISORS	AT COST	5,076,903	5,946,271

TY 2014 Other Expenses Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	107	107	0	0
MASSACHUSETTS FILING FEE	70	70	0	0
SBC EXPENSE REIMBURSEMENT	251	251	0	0
MEMBERSHIP	1,700	1,700	0	0

TY 2014 Other Professional Fees Schedule

Name: ELEANORE BENNETT CHARITABLE TRUST #1

EIN: 30-6016982

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MILL CREEK CAPITAL ADVISORS	50,666	50,666	0	0

TY 2014 Taxes Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	20,196	20,196	0	0