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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

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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 12-01-2014 , and ending 11-30-2015

Name of foundation E NEWBOLD & MARGARET DUPONT SMITH FOUNDATION (DBA THORNEEDGE FDN)		A Employer identification number 51-6015711	
Number and street (or P O box number if mail is not delivered to street address) STATION SQUARE ONE STE 205		B Telephone number (see instructions) (610) 647-5577	
City or town, state or province, country, and ZIP or foreign postal code PAOLI, PA 19301		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,438,145		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15	15		
	4 Dividends and interest from securities.	719,452	719,452		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	253,443			
	b Gross sales price for all assets on line 6a 3,889,546				
	7 Capital gain net income (from Part IV, line 2) . . .		253,443		
	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	972,910	972,910		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	36,040	36,040		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	84,016	84,016		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	120,056	120,056		0
	25 Contributions, gifts, grants paid	1,316,467			1,316,467
	26 Total expenses and disbursements. Add lines 24 and 25	1,436,523	120,056		1,316,467
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-463,613			
	b Net investment income (if negative, enter -0-)		852,854		
	c Adjusted net income (if negative, enter -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			
	2	Savings and temporary cash investments	225,951	1,155,234	1,155,234
	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)	15,111,631	13,718,735	25,282,911
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,337,582	14,873,969	26,438,145	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	15,337,582	14,873,969	
	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)	15,337,582	14,873,969	
31	Total liabilities and net assets/fund balances (see instructions) . . .	15,337,582	14,873,969		

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 15,337,582
2	Enter amount from Part I, line 27a	2 -463,613
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 14,873,969
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 14,873,969

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	253,443
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	-43,989

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	1,141,939	26,954,037	0 042366
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

2	Total of line 1, column (d).	2	0 185278
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 037056
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	26,996,732
5	Multiply line 4 by line 3.	5	1,000,391
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,529
7	Add lines 5 and 6.	7	1,008,920
8	Enter qualifying distributions from Part XII, line 4.	8	1,316,467

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
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		18,529	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		38,529	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		58,529	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	30,000
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	30,000
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	21,471
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 21,471 Refunded <input type="checkbox"/>		11	

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶N/A				
14	The books are in care of ▶MICHELLE HUGHES Telephone no ▶(610) 647-5577 Located at ▶STATION SQUARE ONE STE 205 PAOLI PA ZIP +4 ▶19301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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? <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)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
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?. 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is 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). 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 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>). 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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	PRESIDENT, C	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301	1 00			
STOCKTON N SMITH	VICE PRESIDE	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301	1 00			
HENRY B DUPONT SMITH	VICE PRESIDE	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301	1 00			
MICHELLE HUGHES	TREASURER, S	0	0	0
STATION SQUARE ONE STE 205 PAOLI, PA 19301	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.				

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	
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	26,694,647
b	Average of monthly cash balances.	1b	713,203
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	27,407,850
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	27,407,850
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	411,118
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,996,732
6	Minimum investment return. Enter 5% of line 5.	6	1,349,837

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	1,349,837
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	8,529
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,529
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,341,308
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,341,308
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	1,341,308

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	1,316,467
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,316,467
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	8,529
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,307,938

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				1,341,308
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,315,380	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,316,467				
a Applied to 2013, but not more than line 2a			1,315,380	
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 2014 distributable amount.				1,087
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,340,221
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).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
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)

☐ 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

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
STATION SQUARE ONE STE 205
PAOLI, PA 19301
(610) 647-5577

b

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

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

c

Any submission deadlines

NONE

d

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

GREATER PHILADEPHIA AREA AND BOARD APPROVAL OF THE APPLICATIONS

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	1,316,467
b Approved for future payment				
Total			3b	

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	*****	2016-03-30	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name RICHARD GIORDANO CPA	Preparer's Signature	Date 2016-03-30	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00629596
	Firm's name <input checked="" type="checkbox"/> FISCHER CUNNANE & ASSOCIATES LTD			Firm's EIN <input checked="" type="checkbox"/> 23-3060583	
	Firm's address <input checked="" type="checkbox"/> 11 TURNER LN WEST CHESTER, PA 193804805			Phone no (610) 431-1003	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
EGSHARES EM CONSUMER ETF - 10000 SHS	P	2015-05-18	2015-10-21
KRAFT FOOD GROUP INC - 2000 SHS	P	2013-05-02	2015-07-07
AMERICAN EXPRESS CO - 2000 SHS	P	2014-06-05	2015-10-21
LEGGETT & PLATT INC - 7000 SHS	P	2014-05-13	2015-09-02
CANADIAN IMPERIAL BANK - 1500 SHS	P	2012-09-26	2015-05-18
MATTEL INC - 3800 SHS	P	2012-03-02	2015-05-18
CDK GLOBAL INC - 133 SHS	P	2007-02-01	2015-05-18
QUALCOMM INC - 600 SHS	P	2012-11-15	2015-09-02
CDK GLOBAL INC - 333 SHS	P	2010-08-11	2015-05-18
QUALCOMM INC - 1400 SHS	P	2011-04-29	2015-09-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
230,829		276,023	-45,194
135,584		102,584	33,000
153,860		183,341	-29,481
305,624		236,754	68,870
116,668		116,855	-187
99,457		118,665	-19,208
7,186		2,168	5,018
33,246		36,762	-3,516
18,011		5,040	12,971
77,574		80,897	-3,323

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-45,194
			33,000
			-29,481
			68,870
			-187
			-19,208
			5,018
			-3,516
			12,971
			-3,323

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CDK GLOBAL INC - 667 SHS	P	2003-03-24	2015-05-18
QUALCOMM INC - 2100 SHS	P	2011-10-20	2015-09-02
CISCO SYS INC - 5000 SHS	P	2012-05-30	2015-10-21
TOTAL FINA ELF S A SPON - 1200 SHS	P	2012-02-01	2015-05-18
DISNEY WALT CO - 1700 SHS	P	2008-02-19	2015-09-02
TOTAL FINA ELF S A SPON - 2300 SHS	P	2010-05-25	2015-05-18
EATON CORPORATION - 5500 SHS	P	2012-12-04	2015-10-21
VANGUARD MSCI EMERG MKT - 2000 SHS	P	2012-02-01	2015-02-10
HAYLARD HEALTH INC - 62 SHS	P	2010-08-11	2015-05-18
VANGUARD MSCI EMERG MKT - 2000 SHS	P	2010-05-25	2015-02-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
36,020		7,001	29,019
116,360		111,378	4,982
143,122		82,321	60,801
63,244		64,044	-800
172,317		55,558	116,759
121,201		103,015	18,186
288,769		280,658	8,111
81,032		86,080	-5,048
2,615		1,347	1,268
81,032		72,640	8,392

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			29,019
			4,982
			60,801
			-800
			116,759
			18,186
			8,111
			-5,048
			1,268
			8,392

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
HAYLARD HEALTH INC - 213 SHS	P	2010-05-25	2015-05-18
VANGUARD MSCI EMERG MKT - 12000 SHS	P	2010-05-25	2015-10-21
ISHARES DOW JONES EPAC SELECT DIV	P	2012-02-01	2015-08-21
VANGURAD REIT ETF - 4500 SHS	P	2010-12-31	2015-05-18
ISHARES MSCI CANADA IDX - 2000 SHS	P	2012-05-25	2015-05-18
AMERICAN INTL GROUP CLASS ACTION	P	2015-01-14	2015-01-14
JPMORGAN ALERIAN MLP IDX - 4500 SHS	P	2013-06-13	2015-10-21
MEDTRONICS PLC CLASS ACTION	P	2015-10-13	2015-10-13
JPMORGAN ALERIAN MLP IDX - 3500 SHS	P	2013-05-02	2015-10-21
CITIGROUP INC CLASS ACTION	P	2015-11-25	2015-11-25


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,893		4,214	4,679
426,233		435,756	-9,523
472,799		507,931	-35,132
363,699		246,518	117,181
57,286		51,239	6,047
854			854
151,940		206,817	-54,877
309			309
118,165		160,497	-42,332
42			42


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,679
			-9,523
			-35,132
			117,181
			6,047
			854
			-54,877
			309
			-42,332
			42


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>				
ACADEMY OF MUSIC 240 S BROAD ST PHILADELPHIA,PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,750
ALS ASSOCIATION 321 NORRISTOWN RD AMBLER,PA 19002	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
AMERICAN HORTICULTURAL SOCIETY 7931 E BOULEVARD DR ALEXANDRIA,VA 22308	N/A	OPERATING	FURTHER CHARITIABLE PURPOSES	250
ANDALUSIA FOUNDATION PO BOX 158 ANDALUSIA,PA 19020	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	6,800
AOPA FOUNDATION 421 AVIATION WAY FREDERICK,MD 21701	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
AVALON THEATRE 5505 CONNECTICUT AVE NW STE 226 WASHINGTON,DC 20015	N/A	OPERATING	FURTHER CHARIABLE PURPOSES	500
AVON OLD FARMS SCHOOL 500 OLD FARMS RD AVON,CT 06001	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	65,000
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PK PHILADELPHIA,PA 19130	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	4,667
BETHESDA - CHEVY CHASE RESCUE SQ 5020 BATTERY LN BETHESDA,MD 20814	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
BROADWAY DREAMS 8965 BROCKHAM WAY ALPHARETTA,GA 30022	N/A	OPERATING	FURTHER CHARIABLE PURPOSES	5,000
BUILDON 800 LONG RIDGE RD 2ND FL STAMFORD,CT 06902	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
CAMP TECUMSEH 813 MALIN RD NEWTOWN SQUARE,PA 19073	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
CANCER SUPPORT COMMUNITY 4100 CHAMOUNIX DR PHILADELPHIA,PA 19131	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
CEASAR RODNEY INSTITUTE 420 CORPORATE BLVD NEWARK,DE 19702	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
CHEVY CHASE HISTORICAL SOCIETY PO BOX 15145 CHEVY CHASE,MD 20815	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
Total  3a				1,316,467


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>				
CHRIST CHURCH GEORGETOWN 3116 O STREET NW WASHINGTON,DC 20007	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	5,000
CIVIL WAR TRUST PO BOX 17686 BALTIMORE,MD 21298	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
COMMEMORATIVE AIR FORCE PO BOX 1944 DELAND,FL 32721	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	15,000
COMMUNITY CLOTHES CHARITY PO BOX 153 WAYNE,PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
COMMUNITY COALITION 174 BRIDGE ST PHOENIXVILLE,PA 19460	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CORINTHIAN HISTORICAL FOUNDATION 295 UPPER GULPH RD WAYNE,PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
CRADLE OF LIB ROBERT MORRIS RECEPT 1485 VALLEY FORGE RD WAYNE,PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
DEERFIELD ACADEMY 7 BOYDEN RD DEERFIELD,MA 01342	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
DELAWARE COUNTY SPCA 555 SANDY BARK RD MEDIA,PA 19063	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
DUPONT DE NEMOURS CEMETARY CO PO BOX 243 MONTCHANIN,DE 19719	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
ELEPHANT SANCTUARY PO BOX 393 HOHANWALD,TN 38462	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ELEUTHERIAN MILLS ENDOWMENT FD PO BOX 3630 WILMINGTON,DE 198070630	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
EPISCOPAL ACADEMY 1785 BISHOP WHITE DR NEWTOWN SQUARE,PA 19073	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	100,000
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LN ALEXANDRIA,VA 22302	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
FLITE PO BOX 806 SOUTHEASTERN,PA 19399	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
Total  3a				1,316,467


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>				
FOXCROFT SCHOOL PO BOX 5555 MIDDLEBURG,VA 20118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	15,000
FRANKLIN & MARSHALL COLLEGE PO BOX 3003 LANCASTER,PA 176043003	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR,ME 04609	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	100,000
GETHSEMANE 1035 E GUADALUPE RD TEMPE,AZ 85283	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,500
GILMAN SCHOOL PO BOX 17216 BALTIMORE,MD 212988527	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
HAGLEY MUSEUM & LIBRARY PO BOX 3630 WILMINGTON,DE 19807	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
THE HAVERFORD SCHOOL 450 LANCASTER AVE HAVERFORD,PA 19041	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	30,000
HILL SCHOOL 717 EAST HIGH ST POTTSTOWN,PA 19464	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	15,000
ISLAND HOUSING TRUST PO BOX 851 MOUNT DESERT,ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
JEFFERSON HOSPITAL 125 S 9TH ST STE 700 PHILADELPHIA,PA 19107	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
JOURNEY THROUGH HALLOWED GROUND PARTNERSHIP 15481 SECOND ST PO BOX 77 WATERFORD,VA 20197	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
KIEVE-WAVUS ANNUAL FUND PO BOX 169 NOBLEBORO,ME 045550169	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
KINGSWOOD OXFORD SCHOOL 170 KINGSWOOD RD WEST HARTFORD,CT 06119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
LANKENAU MEDICAL CENTER 100 E LANCASTER AVE MOB EAST STE 564 WYNNEWOOD,PA 19096	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	50,000
LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE,NJ 08648	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
Total  3a				1,316,467

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>				
LITTLE FOLKS SCHOOL 3247 Q ST NW WASHINGTON,DC 20007	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
MAINE COAST HERITAGE TRUST PO BOX 426 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	17,000
MAINE MARITIME ACADEMY DEV OFFICE PLEASANT ST CASTLINE,ME 04420	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
MARET SCHOOL 3000 CATHEDRAL AVE NW WASHINGTON,DC 200083498	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
MCNAMEE SCHOLARS 6332 WOODBINE AVE PHILADELPHIA,PA 19151	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
METROPOLITAN CLUB 1700 H ST NW WASHINGTON,DC 20006	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
MIDDLEBURG SPRING RACE ASSOC PO BOX 1173 MIDDLEBURG,VA 20118	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
MILL REEF FUND 140 BROADWAY 5TH FLOOR NEWYORK,NY 100051101	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MILLBROOK SCHOOL 131 MILLBROOK SCHOOL RD MILLBROOK,NY 12545	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
MOUNT DESERT FIRE & RESCUE ASSOC PO BOX 248 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT ISLAND HISTORICAL SOC PO BOX 653 SOUND DR MOUNT DESERT,ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LN BAR HARBOR,ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR,ME 04675	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,000
MOUNT DESERT NURSING ASSOC PO BOX 397 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT VERNON LADIES' ASSN PO BOX 110 MOUNT VERNON,VA 22121	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
Total  3a				1,316,467

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>				
NATIONAL GALLERY OF ART 2000B S CLUB DR LANDOVER,MD 20785	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	12,000
NATIONAL OUTDOOR LEADERSHIP 284 LINCOLN ST LANDER,WY 82520	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,500
NORTHEAST HARBOR AMBULANCE SERVICE PO BOX 122 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	6,500
NORTHEAST HARBOR SAILING SCHOOL PO BOX 12 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NURTURING MINDS PO BOX 144 VALLEY FORGE,PA 19481	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
OUR CLOSET 300 CONSHOHOCKEN STATE RD STE 360 WEST CONSHOHOCKEN,PA 19428	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
PAOLI HOSPITAL FOUNDATION 255 W LANCASTER AVE PAOLI,PA 19301	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
PA ACADEMY OF THE FINE ARTS 118 N BROAD ST PHILADELPHIA,PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	42,000
PA SPCA BARK AND WHINE 350 E ERIE AVE PHILADELPHIA,PA 19134	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
RECTORY SCHOOL PO BOX 68 POMFRET,CT 06258	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
RENBROOK SCHOOL 2865 ALBANY AVE WEST HARTFORD,CT 06117	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
ROCKEND ART BARN PO BOX 1093 NORTHEAST HARBOR,ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
SALVATION ARMY PO BOX 269 ALEXANDRIA,VA 22314	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
Total  3a				1,316,467

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				
SCH ACADEMY 500 W WILLOW GROVE AVE PHILADELPHIA,PA 19118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	10,000
SIBLEY FOUNDATION 5255 LOUGHBORO RD NW WASHINGTON,DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
ST JAMES SCHOOL 17641 COLLEGE RD ST JAMES,MD 21781	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	200,000
ST JOHN'S COMMUNITY SERV 2201 WISCONSIN AVE NW STE C-150 WASHINGTON,DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
ST JUDE CHILDREN'S RESEARCH HOSP 501 ST JUDE PLACE MEMPHIS,TN 38105	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
ST ROSE OF LIMA SCHOOL 1522 N WANAMAKER ST PHILADELPHIA,PA 19131	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	500
STUDENT CONSERVATION ASSN PO BOX 550 CHARLESTOWN,NH 03603	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	5,000
TE CARE PO BOX 2111 SOUTHEASTERN,PA 19399	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
UBUNTU EDUCATION FUND 32 BROADWAY STE 414 NEWYORK,NY 10004	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,500
US COURT TENNIS PRESERVATION FDN PO BOX 232 NEWPORT,RI 02840	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	115,000
VOX AMA DEUS PO BOX 203 GLADWYNE,PA 19035	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	65,000
WADSWORTH PRESERVATION FD 1801 MASSACHUSETTS AVE WASHINGTON,DC 20036	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	4,000
WALDORF SCHOOL 7500 GERMANTOWN AVE PHILADELPHIA,PA 19119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	75,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST,VA 22989	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
WOUNDED WARRIER PROJECT PO BOX 758517 TOPEKA,KS 66675	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
Total 3a				1,316,467

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>				
WXPB 3025 WALNUT ST PHILADELPHIA, PA 19104	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
Total ▶ 3a				1,316,467

TY 2014 Investments Corporate Stock Schedule

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (DBA THORNEDGE FDN)

EIN: 51-6015711

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HAVERFORD TRUST	13,718,735	25,282,911

TY 2014 Other Expenses Schedule

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (DBA THORNEDGE FDN)

EIN: 51-6015711

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	69,540	69,540		
ADMINSTRATIVE FEES	14,476	14,476		

TY 2014 Taxes Schedule

Name: E NEWBOLD & MARGARET DUPONT SMITH
FOUNDATION (DBA THORNEDGE FDN)

EIN: 51-6015711

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	36,015	36,015		
DE TAXES	25	25		