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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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

A Employer identification number
23-6238148

Number and street (or P O box number if mail is not delivered to street address) PO BOX 665
Room/suite

B Telephone number (see instructions)
(610) 970-3080

City or town, state or province, country, and ZIP or foreign postal code
DOWNINGTOWN, PA 19335

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)*▶$ 9,304,999

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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	209,034	209,034		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	259,616			
	b	Gross sales price for all assets on line 6a 550,226				
	7	Capital gain net income (from Part IV, line 2)		259,616		
	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	468,650	468,650		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,600	0		5,600
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,871	1,935		1,936
	c	Other professional fees (attach schedule)	9,600	0		9,600
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,147	2,264		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	3,398	1,699		1,699
	21	Travel, conferences, and meetings	1,225	0		1,225
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,482	89		2,392
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,323	5,987		22,452
	25	Contributions, gifts, grants paid	489,700			489,700
	26	**Total expenses and disbursements.** Add lines 24 and 25	523,023	5,987		512,152
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-54,373			
	b	**Net investment income** (if negative, enter -0-)		462,663		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	208,014	196,420	196,420
	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)	6,771,580	6,728,801	9,108,579
	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)	6,979,594	6,925,221	9,304,999
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	6,979,594	6,925,221	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
	30 **Total net assets or fund balances** (see instructions)	6,979,594	6,925,221	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,979,594	6,925,221	

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	6,979,594
2	Enter amount from Part I, line 27a	2	-54,373
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,925,221
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	6,925,221

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			(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	
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	259,616
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	

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))
2015	509,713	9,466,491	0 053844
2014	505,492	9,461,321	0 053427
2013	441,077	8,519,802	0 051771
2012	401,127	7,625,029	0 052607
2011	397,932	7,579,892	0 052498

2 Total of line 1, column (d)	2	0 264147
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 052829
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,126,706
5 Multiply line 4 by line 3	5	482,155
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,627
7 Add lines 5 and 6	7	486,782
8 Enter qualifying distributions from Part XII, line 4	8	512,152

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	4,627
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	4,627
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	4,627
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 5,960		
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	5,960
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,333
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,333	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ 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? *If "Yes," attach a detailed description of the activities*	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? *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? *If "Yes," attach the statement required by General Instruction T*	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	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) ▶ PA			
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 2016 or the taxable year beginning in 2016 (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)

			Yes	No
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 ▶CHARLES P BARBER Telephone no ▶(610) 970-3080

Located at ▶PO BOX 665 DOWNINGTOWN PA ZIP+4 ▶193350415

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 |

			Yes	No
16	At any time during calendar year 2016, 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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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)	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 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	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 2016?	4b		No

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

			Yes	No
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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation (**If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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	Title, and average hours per week **(b)** 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 NONE	0
2 NONE	0
3 NONE	0
4 NONE	0

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 NONE	0
2 NONE	0
All other program-related investments See instructions **3**	0
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	9,140,240
b	Average of monthly cash balances.		1b	125,451
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	9,265,691
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	9,265,691
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	138,985
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	9,126,706
6	**Minimum investment return.** Enter 5% of line 5.		6	456,335

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	456,335
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 4,627		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	4,627
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	451,708
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	451,708
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	451,708

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	512,152
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	512,152
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	4,627
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	507,525

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					451,708
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	25,251				
b From 2012.	26,652				
c From 2013.	30,315				
d From 2014.	46,398				
e From 2015.	48,234				
f Total of lines 3a through e.		176,850			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 512,152					
a Applied to 2015, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2016 distributable amount.					451,708
e Remaining amount distributed out of corpus		60,444			
5 Excess distributions carryover applied to 2016 *(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		237,294			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					0
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 2011 not applied on line 5 or line 7 (see instructions) . . .		25,251			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		212,043			
10 Analysis of line 9					
a Excess from 2012. . . .	26,652				
b Excess from 2013. . . .	30,315				
c Excess from 2014. . . .	46,398				
d Excess from 2015. . . .	48,234				
e Excess from 2016. . . .	60,444				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)

	Tax year	Prior 3 years			**(e) Total**
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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

CHARLES P BARBER
PO BOX 665
DOWNINGTOWN, PA 19335
(610) 970-3080

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

LETTER

c Any submission deadlines

BEFORE AUGUST 31ST OF EACH YEAR

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

SOUTHEASTERN PENNSYLVANIA ONLY

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				489,700
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	209,034	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	259,616	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		468,650	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 468,650

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-03-20	******	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

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
BRUCE BRAUNEWELLCPA				P00075336
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 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)
VANGUARD 500 INDEX FUND ADMIRAL	P		
VANGUARD PRIMECAP FUND ADMIRAL	P		
VANGUARD INTER-TERM INVEST-GR ADM	P		
JOHNSON & JOHNSON	P		
UGI CORP NEW	P		
CAPITAL GAINS DIVIDENDS	P		

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)
50,000		23,370	26,630
100,000		52,230	47,770
200,000		197,682	2,318
23,262		10,864	12,398
21,868		6,464	15,404
155,096			155,096

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	
			26,630
			47,770
			2,318
			12,398
			15,404
			155,096

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHARLES P BARBER PO BOX 665 DOWNINGTOWN, PA 19335	PRESIDENT 1 00	700	0	190
WILLIAM W HEILIG PO BOX 665 DOWNINGTOWN, PA 19335	FIRST VP 1 00	700	0	0
MARK T LEDGER PO BOX 665 DOWNINGTOWN, PA 19335	SECOND VP 1 00	700	0	0
LEE E DANEY PO BOX 665 DOWNINGTOWN, PA 19335	ASSISTANT SECRETARY 1 00	700	0	0
BRUCE M BROWN PO BOX 665 DOWNINGTOWN, PA 19335	BOARD MEMBER 1 00	700	0	0
JACK T TOMARCHIO PO BOX 665 DOWNINGTOWN, PA 19335	BOARD MEMBER 1 00	700	0	0
KENNETH L BRIER PO BOX 665 DOWNINGTOWN, PA 19335	BOARD MEMBER 1 00	700	0	0
PAUL F PUGH PO BOX 665 DOWNINGTOWN, PA 19335	BOARD MEMBER 1 00	700	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 191031101	NONE	PC	SUPPORT WOMEN IN NATURAL SCIENCE (WINS)	10,000
ACHIEVEABILITY 35 N 60TH STREET PHILADELPHIA, PA 191393018	NONE	PC	COMPREHENSIVE FAMILY SELF-SUFFICIENCY PROGRAM	10,000
ARC OF CHESTER COUNTY 900 LAWRENCE DRIVE WEST CHESTER, PA 19380	NONE	PC	ADVOCACY PROGRAM	8,000
BAKER INDUSTRIES 184 PENNSYLVANIA AVENUE MALVERN, PA 193552864	NONE	PC	OPERATING EXPENSES	10,000
BETHESDA PROJECT 1630 SOUTH STREET PHILADELPHIA, PA 19146	NONE	PC	OPERATING EXPENSES	10,000
BOY SCOUTS OF AMERICA 504 SOUTH CONCORD ROAD WEST CHESTER, PA 193825261	NONE	PC	SCOUTREACH PROGRAM	10,000
CAMPHILL SPECIAL SCHOOL-BEAVER RUN 1784 FAIRVIEW ROAD GLENMOORE, PA 19343	NONE	PC	FINANCIAL ASSISTANCE TO RESIDENTS	10,000
CAMPHILL VILLAGE KIMBERTON HILLS PO BOX 1045 KIMBERTON, PA 19442	NONE	PC	STAND-BY GENERATOR	9,000
CARE CENTER FOUNDATION 127-129 S MATLACK STREET WEST CHESTER, PA 193823103	NONE	PC	OPERATING EXPENSES	10,000
CHESTER COUNTY FUTURES 704 HAYWOOD DRIVE EXTON, PA 19341	NONE	PC	PASSPORT TO COLLEGE PROGRAM	4,000
CITYTEAM CHESTER 634 SPROUL ROAD CHESTER, PA 191031195	NONE	PC	OPERATING EXPENSES	10,000
COVENANT HOUSE PENNSYLVANIA 31 EAST ARMAT STREET PHILADELPHIA, PA 19144	NONE	PC	OPERATING EXPENSES	2,500
CRADLES TO CRAYONS 30 CLIPPER ROAD PO BOX 799 WEST CONSHOHOCKEN, PA 19428	NONE	PC	OPERATING EXPENSES	10,000
DARLINGTON ARTS CENTER 977 SHAVERTOWN ROAD GARNET VALLEY, PA 190611104	NONE	PC	OUTREACH PROGRAM	4,000
DREXEL UNIVERSITY ARMY ROTC 3205 LANCASTER AVENUE PHILADELPHIA, PA 19104	NONE	PC	CADET SCHOLARSHIP AWARDS	7,000
Total . . . . ▶ **3a**				489,700

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ENTREPRENEUR WORKS 111 S INDEPENDENCE MALL EAST SUITE 528 PHILADELPHIA, PA 19106	NONE	PC	OPERATING EXPENSES	7,500
ESPERANZA IMMIGRATION LEGAL SERVICES 4261 NORTH FIFTH STREET PHILADELPHIA, PA 19140	NONE	PC	SERVICE COORDINATOR	6,500
FAMILY SERVICE OF CHESTER COUNTY 310 N MATLACK STREET WEST CHESTER, PA 193802620	NONE	PC	CHILD ABUSE PREVENTION	4,000
FRANKLIN INSTITUTE SCIENCE MUSUEM 222 NORTH 20TH STREET PHILADELPHIA, PA 19103	NONE	PC	PACTS PROGRAM	7,500
FREEDOMS FOUNDATION AT VALLEY FORGE PO BOX 67 VALLEY FORGE, PA 194810067	NONE	PC	OPERATING EXPENSES	10,000
FRIENDS HOME IN KENNETT SQUARE 147 WEST STATE STREET KENNETT SQUARE, PA 19348	NONE	PC	RESIDENT ASSISTANCE PROGRAM	8,000
GOOD WORKS INC PO BOX 1441 COATESVILLE, PA 19320	NONE	PC	REPAIR SUBSTANDARD HOUSING	8,500
GREATER EXODUS BAPTIST CHURCHFREDERICK DOUGLAS CHRISTIAN SCHOOL 704-714 NORTH BROAD STREET PHILADELPHIA, PA 19130	NONE	PC	OPERATING EXPENSES RESTRICTED TO FREDERICK DOUGLAS CHRISTIAN SCHOOL	10,000
HANDI-CRAFTERS INC PO BOX 72646 THORNDALE, PA 19372	NONE	PC	SKILL TRAINING PROGRAM	10,000
HOME OF THE SPARROW 969 E SWEDESFORD ROAD EXTON, PA 19341	NONE	PC	OPERATING EXPENSES	5,000
KELLY ANNE DOLAN MEMORIAL FUND 580 VIRGINIA DRIVE SUITE 110 FORT WASHINGTON, PA 19034	NONE	PC	RESTRICTED TO WARD ADAPTIVE ASSISTANCE PROGRAM IN THE FIVE COUNTY AREA AND PHILADELPHIA	7,500
MEALS ON WHEELS OF CENTRAL BUCKS 252 BELMONT AVENUE DOYLESTOWN, PA 18901	NONE	PC	OPERATING EXPENSES	2,500
MELMARK 2600 WAYLAND ROAD BERWYN, PA 193122307	NONE	PC	SUPPORT CHRIS MAURER VOCATIONAL PROGRAM	8,000
MERCY VOCATIONAL HIGH SCHOOL 2900 WEST HUNTING PARK AVENUE PHILADELPHIA, PA 191291803	NONE	PC	COLLEGE SCHOLARSHIP SUPPORT	10,000
MILITARY ORDER OF WORLD WARS 1528 BRIAN DRIVE WEST CHESTER, PA 19380	NONE	PC	SCHOLARSHIP AWARDS	9,500
Total . . . . ▶ 3a				489,700

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MUSICOPIA INC 2001 MARKET STREET SUITE 700 PHILADELPHIA, PA 191037080	NONE	PC	MUSIC EDUCATION PROGRAM IN CHESTER	7,000
NET TREATMENT SERVICES 499 N FIFTH STREET SUITE A PHILADELPHIA, PA 19123	NONE	PC	EMERGENCY FAMILY FUND	7,500
NEW HORIZONS SENIOR CENTER 206 PRICE AVENUE PO BOX 85 NARBERTH, PA 19072	NONE	PC	OPERATING EXPENSES	6,000
PAOLI 1 BOY SCOUTS OF AMERICA 1038 RADNOR ROAD WAYNE, PA 19087	NONE	PC	CAMP LISLE BUNK HOUSE ROOF	4,000
PENN STATE ABINGTON 1600 WOODLAND AVENUE ABINGTON, PA 190013990	NONE	PC	TWO ROTC SCHOLARHIPS	3,000
PENNSYLVANIA COLLEGE OF OPTOMETRY 8360 OLD YORK ROAD ELKINS PARK, PA 190271516	NONE	PC	SPECIAL NEEDS VISION IMPAIRMENT (SPARC)	7,500
PENNSYLVANIA SCHOOL FOR THE DEAF 100 W SCHOOL HOUSE LANE PHILADELPHIA, PA 19144	NONE	PC	REAL EAR SYSTEM	7,000
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 191488402	NONE	PC	OPERATING EXPENSES	10,000
PHILADELPHIA FUTURES 230 S BROAD STREET 7TH FLOOR PHILADELPHIA, PA 19102	NONE	PC	SPONSOR-A-SCHOLAR PROGRAM	10,000
PHILADELPHIA MONTESSORI CHARTER SCHOOL 2227 ISLAND AVENUE PHILADELPHIA, PA 19142	NONE	PC	GUIDANCE COUNSELOR POSITION	5,000
PHILADELPHIA WOODEN BOAT FACTORY 4520 WORTH STREET SUITE L2 PHILADELPHIA, PA 19124	NONE	PC	OPERATING EXPENSES	5,000
POLICE ATHLETIC LEAGUE 2524 EAST CLEARFIELD STREET PHILADELPHIA, PA 191345098	NONE	PC	VAN FOR GRAY'S FERRY CENTER	10,000
ROSEMONT COLLEGE 1400 MONTGOMERY AVENUE ROSEMONT, PA 19010	NONE	PC	VETERANS' SCHOLARSHIP AID	2,500
SALVATION ARMY 533 SWEDE STREET BOX 308 NORRISTOWN, PA 194040308	NONE	PC	OPERATING EXPENSES	8,000
SAUNDERS HOUSE 100 LANCASTER AVENUE WYNNEWOOD, PA 190963494	NONE	PC	SUPPORT FOR BRYN MAWR TERRACE OPERATION	8,000
Total . . . . ▶ **3a**				489,700

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SENIOR COMMUNITY SERVICES 600 SWARTHMORE AVENUE FOLSOM, PA 19033	NONE	PC	COGNITIVE STIMULATION PROGRAM	5,000
SPECIAL OLYMPICS PENNSYLVANIA 2570 BLVD OF THE GENERALS 124 WASHINGTON SQUARE NORRISTOWN, PA 194033697	NONE	PC	SUPPORT INTERSCHOLASTIC UNIFIED SPORTS (IUS)	6,500
STARTUP CORPS PO BOX 409 AMBLER, PA 190020409	NONE	PC	OPERATING EXPENSES	2,500
SUPPORT CENTER FOR CHILD ADVOCATES 1617 JFK BLVD SUITE 1200 PHILADELPHIA, PA 19103	NONE	PC	YES PROGRAM	6,000
SURREY SERVICES FOR SENIORS 69 CHESTNUT AVENUE DEVON, PA 19333	NONE	PC	AT HOME PROGRAM	7,500
THE CENTER FOR AUTISM 3905 FORD ROAD SUITE 6 PHILADELPHIA, PA 191312824	NONE	PC	OPERATING EXPENSES	8,000
THE CHESTER FUND 200 COMMERCE DRIVE ASTON, PA 19014	NONE	PC	OPERATING EXPENSES	10,000
THE CITY SCHOOL 860 NORTH 24TH STREET PHILADELPHIA, PA 19130	NONE	PC	OPERATING EXPENSES	10,000
THE CLINIC MEDICAL CENTER FOR THE UNINSURED 143 CHURCH STREET PHOENIXVILLE, PA 19460	NONE	PC	OPERATING EXPENSES	10,000
THE FOOD TRUST ONE PENN CENTER 1617 JFK BLVD SUITE 900 PHILADELPHIA, PA 191031195	NONE	PC	EDUCATION OF YOUTH IN FARM TO SCHOOL ACTIVITIES	8,000
THE VILLAGE 452 SOUTH ROBERTS ROAD ROSEMONT, PA 19010	NONE	PC	VILLAGE SCHOOL	10,000
TRAVIS MANION FOUNDATION PO BOX 1485 DOYLESTOWN, PA 18901	NONE	PC	SUPPORT ROSS ANZIANO, KRISTIN STEWARD & STEVE CROUTHAMEL	10,700
TRISKELES 707 EAGLEVIEW BLVD SUITE 105 EXTON, PA 19341	NONE	PC	GREEN PROGRAM	5,000
VETERANS MULTI-SERVICE CENTER 213-217 N 4TH STREET PHILADELPHIA, PA 191061801	NONE	PC	ESSENTIALS FOR VETERANS IN HOUSING PROGRAM	6,000
VILLANOVA UNIVERSITY NROTC UNIT 800 LANCASTER AVENUE VILLANOVA, PA 19085	NONE	PC	CADET SCHOLARSHIP AWARDS	3,000
Total 3a . . . . ▶				489,700

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VISITING NURSE ASSOCIATION COMMUNITY SERVICES 1421 HIGHLAND AVENUE ABINGTON, PA 190012685	NONE	PC	OPERATING EXPENSES	6,500
WAGNER FREE INSTITUTE OF SCIENCE 1700 W MONTGOMERY AVENUE PHILADELPHIA, PA 191213227	NONE	PC	OPERATING EXPENSES	10,000
WEST CHESTER AREA SENIOR CENTER 530 EAST UNION STREET WEST CHESTER, PA 19380	NONE	PC	OPERATING EXPENSES	10,000
WEST CHESTER UNIVERSITY FOUNDATIONROTC PO BOX 541 WEST CHESTER, PA 19381	NONE	PC	TWO CADET SCHOLARSHIP AWARDS	3,000
WILLIAMSON COLLEGE OF THE TRADES 106 S NEW MIDDLETOWN ROAD MEDIA, PA 190635299	NONE	PC	OPERATING EXPENSES	7,500
ZOOLOGICAL SOCIETY OF PHILADELPHIA 3400 W GIRARD AVENUE PHILADELPHIA, PA 191041196	NONE	PC	OPERATING EXPENSES	5,000
Total . . . . ▶ **3a**				489,700

TY 2016 Accounting Fees Schedule

Name: THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

EIN: 23-6238148

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,871	1,935		1,936

TY 2016 All Other Program Related Investments Schedule

Name: THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

EIN: 23-6238148

Category	Amount
NONE	0

TY 2016 Investments - Other Schedule

Name: THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

EIN: 23-6238148

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD INTERMEDIATE-TERM INVESTMENT-GRADE FD ADM, 60,135.807 SH	AT COST	585,263	579,709
VANGUARD SHORT-TERM INVESTMENT-GRADE FD ADM, 102,539.618 SH	AT COST	1,102,793	1,089,996
VANGUARD HIGH-YIELD CORP FD ADM, 103,218.047 SH	AT COST	599,022	601,761
VANGUARD 500 INDEX FUND ADM, 6,315.751 SH	AT COST	595,459	1,305,264
VANGUARD PRIMECAP FUND ADM, 15,504.452 SH	AT COST	1,013,838	1,687,350
VANGUARD HEALTH CARE FUND ADM, 11,904.402 SH	AT COST	774,202	927,710
APPLE INC, 700 SH	AT COST	41,007	81,074
CATERPILLAR INC, 500 SH	AT COST	29,923	46,370
CHESAPEAKE ENERGY CORP, 1000 SH	AT COST	28,369	7,020
CHEVERON CORP COM, 1000 SH	AT COST	65,020	117,700
CUMMINS INC, 300 SH	AT COST	28,186	41,001
DEVON ENERGY CORP, 1000 SH	AT COST	65,007	45,670
EXXON MOBIL CORP COM, 1100 SH	AT COST	22,620	99,286
FREEPORT MORGAN, 2700 SH	AT COST	18,244	35,613
HSBC HOLDINGS PLC, 708 SH	AT COST	43,726	28,447
INTEL CORP COM, 2200 SH	AT COST	49,435	79,794
JOHNSON & JOHNSON COM, 1000 SH	AT COST	54,322	115,210
JP MORGAN CHASE, 1000 SH	AT COST	43,166	86,290
L3 COMMUNICATIONS HOLDINGS INC, 400 SH	AT COST	26,846	60,844
MAGNA INTERNATIONAL INC CLASS A, 1100 SH	AT COST	45,514	47,740
NESTLE SA SPONSORED ADRS REGISTERED, 1300 SH	AT COST	38,125	93,262
PEPSICO INC, 700 SH	AT COST	33,503	73,241
PROCTER & GAMBLE CO, 750 SH	AT COST	31,882	63,060
SYNGENTA AG SPONSORED ADR, 500 SH	AT COST	36,113	39,525
UGI CORP, 2500 SH	AT COST	33,152	115,200
UNITED TECHNOLOGIES CORP, 400 SH	AT COST	28,324	43,848
WALMART STORES INC, 1000 SH	AT COST	49,684	69,120
WEYERHAUSER COMPANY, 1500 SH	AT COST	39,546	45,135
HARBOR INTERNATIONAL FUND, 5465.863 SH	AT COST	357,584	319,261
OAKMARK FUND, 8725.594 SH	AT COST	265,616	632,431

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROYCE SMALLER COMPANIES GROWTH SERVICE, 7355.46126618705 SH	AT COST	97,129	80,984
ROYCE MICRO CAP TR INC, 11640.8251 SH	AT COST	129,310	94,989
VANGUARD FTSE EMERGING MARKETS ETF, 7350 SH	AT COST	320,413	262,983
SPDR SER TR KBW REGL BKG ETF, 1650 SH	AT COST	36,458	91,691

TY 2016 Other Expenses Schedule

Name: THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

EIN: 23-6238148

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	2,482	89		2,392

TY 2016 Other Professional Fees Schedule

Name: THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

EIN: 23-6238148

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES	9,600	0		9,600

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TY 2016 Taxes Schedule

Name: THE SMITH FOUNDATION
AKA THE HOXIE HARRISON SMITH FOUNDATION

EIN: 23-6238148

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES AND FEES	2,264	2,264		0
FEDERAL TAXES	4,883	0		0