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For calendar year 2016, or tax year beginning 06-01-2016, and ending 05-31-2017

Name of foundation ELEANORE BENNETT CHARITABLE TRUST #1		A Employer identification number 30-6016982	
Number and street (or P O box number if mail is not delivered to street address) 161 WASHINGTON STREET NO 1500		Room/suite	B Telephone number (see instructions) (610) 941-7700
City or town, state or province, country, and ZIP or foreign postal code CONSHOHOCKEN, PA 19428			
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
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	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,711,222		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	94,065	94,065		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	170,215			
	b Gross sales price for all assets on line 6a				
		2,660,234			
	7 Capital gain net income (from Part IV, line 2)		170,215		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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	264,280	264,280		
	13 Compensation of officers, directors, trustees, etc	15,000	0		15,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,000	0		2,000
	c Other professional fees (attach schedule)	39,886	39,886		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,119	0		1,119
	24 Total operating and administrative expenses. Add lines 13 through 23	58,005	39,886		18,119
	25 Contributions, gifts, grants paid	293,000			293,000
	26 Total expenses and disbursements. Add lines 24 and 25	351,005	39,886		311,119
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-86,725			
	b Net investment income (if negative, enter -0-)		224,394		
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	7,860	36,738	36,738
	2 Savings and temporary cash investments	128,545	90,283	90,283
	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)	3,293,522	2,930,195	3,600,996
	c Investments—corporate bonds (attach schedule)	971,231	998,718	996,628
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	607,389	865,888	986,577
	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)	5,008,547	4,921,822	5,711,222	
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 ▶ <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	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	5,008,547	4,921,822	
	30 Total net assets or fund balances (see instructions)	5,008,547	4,921,822	
	31 Total liabilities and net assets/fund balances (see instructions) .	5,008,547	4,921,822	

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	5,008,547
2 Enter amount from Part I, line 27a	2	-86,725
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	4,921,822
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	4,921,822

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,646,998		2,490,019	156,979
b 13,236			13,236
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			156,979
b			13,236
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	170,215
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	310,547	5,561,335	0 055840
2014	284,000	5,882,809	0 048276
2013	279,500	5,623,405	0 049703
2012	260,211	5,096,304	0 051059
2011	248,305	4,968,987	0 049971
2 Total of line 1, column (d)			0 254849
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			0 050970
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			5,496,089
5 Multiply line 4 by line 3			280,136
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,244
7 Add lines 5 and 6			282,380
8 Enter qualifying distributions from Part XII, line 4			311,119

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,244
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	2,244
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	2,244
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,240
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	2,240
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	4
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW BENNETTFOUNDATION ORG	13	Yes	
14	The books are in care of THOMAS CHAPIN Telephone no (610) 941-7700			

Located at **161 WASHINGTON STREET NO 1500 CONSHOHOCKEN PA** ZIP+4 **19428**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <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 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? 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 ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> 1b			No
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? <input type="checkbox"/> 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? <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). <input type="checkbox"/> 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 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). <input type="checkbox"/> 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)

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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ▶ <input 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)	5b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Expense account, (e) other allowances
THOMAS M CHAPIN 161 WASHINGTON STREET SUITE 1500 CONSHOHOCKEN, PA 19428	TRUSTEE 1 00	7,500	0	0
STEWART B CHAPIN 161 WASHINGTON STREET SUITE 1500 CONSHOHOCKEN, PA 19428	TRUSTEE 1 00	7,500	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	5,536,508
b	Average of monthly cash balances.	1b	43,278
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,579,786
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,579,786
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	83,697
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,496,089
6	Minimum investment return. Enter 5% of line 5.	6	274,804

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	274,804
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,244
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,244
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	272,560
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	272,560
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	272,560

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	311,119
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	311,119
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	2,244
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	308,875

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				272,560
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			75,195	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>311,119</u>				
a Applied to 2015, but not more than line 2a			75,195	
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.				235,924
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				36,636
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).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 <input type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed	
TRUSTEES ELEANORE BENNETT CHARITABL 161 WASHINGTON STREET SUITE 1500 CONSHOHOCKEN, PA 19428 (610) 941-7700 TRUSTEES@BENNETTFOUNDATION.ORG	
b The form in which applications should be submitted and information and materials they should include	
AN ORGANIZATION SEEKING FUNDING FROM THE BENNETT FAMILY FOUNDATION SHOULD FIRST SEND US A LETTER OF INQUIRY USING THIS FORM ON OUR SITE. THIS WILL GIVE US ENOUGH INFORMATION TO DECIDE WHETHER YOUR PROGRAM FITS WITH THE CURRENT FOCUS OF OUR GRANT MAKING, BEFORE YOU SPEND TIME WRITING A FORMAL GRANT PROPOSAL. THE ONLINE FORM ASKS YOU FOR: 1 NAME, URL AND A BRIEF DESCRIPTION OF YOUR ORGANIZATION 2 OVERVIEW OF THE SPECIFIC PROJECT, IF ANY, FOR WHICH YOU SEEK FUNDING 3 THE AMOUNT REQUESTED, IF KNOWN AT THE TIME OF INQUIRY 4 CONTACT INFORMATION 5 DO YOU OR YOUR PARENT ORGANIZATION HAVE 501(C)(3) STATUS? 6 BOSTON-AREA ONLY: DO YOU HAVE A PROFILE ON THE GIVING COMMON? HTTPS://GIVINGCOMMON.ORG/ IF WE'RE INTERESTED, WE'LL FOLLOW UP WITH YOU. WE HAVE NO FULL-TIME STAFF, AND WE CANNOT ANSWER EVERY INQUIRY BEYOND THE AUTOMATED CONFIRMATION OF RECEIPT.	
c Any submission deadlines	
FOR THE SPRING, NO LATER THAN APRIL 1ST. FOR THE FALL, BY OCTOBER 1ST.	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	
THE BENNETT FAMILY FOUNDATION IS INTERESTED IN ORGANIZATIONS WITH STAFF EXPERTISE IN THEIR FIELD AND A TRACK RECORD OF PROVEN RESULTS. SMALLER, LOCAL ORGANIZATIONS ORGANIZATIONS THAT CAN DEMONSTRATE MOMENTUM TOWARDS SUSTAINABILITY OF PROGRAMS. PROJECTS MAY BE FUNDED FOR MORE THAN ONE YEAR BUT NOT TO EXCEED THREE YEARS. IN MOST CASES, PREFERENCE WILL BE GIVEN TO SMALL LOCAL PROJECTS OVER NATIONAL PROGRAMS. RESTRICTIONS FUNDING GENERALLY WILL NOT BE PROVIDED TO: - INDIVIDUALS OR NON-501(C)(3) ORGANIZATIONS - EDUCATIONAL INSTITUTIONS FOR THEIR GENERAL OPERATING FUNDS OR ENDOWMENTS - RELIGIOUS ORGANIZATIONS FOR RELIGIOUS PURPOSES - CITIES, COUNTIES OR OTHER GOVERNMENTAL ORGANIZATIONS - ORGANIZATIONS ENGAGED PRIMARILY IN PUBLIC POLICY OR POLITICAL ADVOCACY - NATIONAL ORGANIZATIONS OR THEIR LOCAL AFFILIATES, EXCEPT PROGRAMS DEVELOPED AT THE LOCAL LEVEL - APPLICATION TO BUDGET DEFICITS, DEBT REDUCTION, FUNDRAISING OR RECOGNITION EVENTS - SCHOLARSHIPS	

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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	293,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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.**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**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).**13 Total.** Add line 12, columns (b), (d), and (e). **13** 264,280
(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

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

[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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below
(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name DAVID JACOBSON	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01685411
Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
Firm's address ▶ 610 W GERMANTOWN PIKE STE 400 PLYMOUTH MEETING, PA 19462				Phone no (215) 643-3900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET 23RD FLOOR NEW YORK, NY 10004		PC	GENERAL OPERATIONS	2,500
AMOS TUCK SCHOOL OF BUSINESS ADMINISTRATION TUCK HALL DARTMOUTH COLLEGE HANOVER, NH 03755		PC	GENERAL OPERATIONS	1,000
ASSOCIATION FOR THE COLONIAL THEATER 227 BRIDGE STREET PHOENIXVILLE, PA 19460		PC	GENERAL OPERATIONS	12,000
BARTRAM'S GARDEN 54TH STREET LINDBERGH BLVD PHILADELPHIA, PA 19143		PC	GENERAL OPERATIONS	7,500
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240		PC	INTENSIVE COMMUNITY (ICP) PROGRAM	1,000
Total ► 3a				293,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BAY COVE HUMAN SERVICES INC 66 CANAL STREET BOSTON, MA 02114		PC	YOUTH COMPONENT OF THE CENTER CLUB EMPLOYMENT INITIATIVE	5,000
BOSTON YOUTH SYMPHONY ORCHESTRA 855 COMMONWEALTH AVENUE BOSTON, MA 02115		PC	GENERAL OPERATIONS	5,000
BRIDGE OVER TROUBLED WATERS 47 WEST STREET BOSTON, MA 02111		PC	COUNSELING AND SUPPORTIVE SERVICES	10,000
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE DOWNINGTOWN, PA 19382		PC	GENERAL OPERATIONS	12,500
CHILDREN'S FRIEND INC 21 CEDAR ST WORCESTER, MA 01609		PC	PROGRAM TO SUPPORT GENDER NON-CONFORMING YOUTH	7,500
Total ► 3a				293,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLLEGE BOUND DORCHESTER 18 SAMOSET STREET DORCHESTER, MA 02124		PC	MAP PROGRAM	5,000
COMMUNITY LEARNING CENTER 2701 N BROAD STREET PHILADELPHIA, PA 19132		PC	GENERAL OPERATIONS	7,500
DARTMOUTH COLLEGE 10 NORTH MAIN STREET HANOVER, NH 03755		PC	GENERAL OPERATIONS	1,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010		PC	GENERAL OPERATIONS	2,500
EV KIDS INC 218 ADAMS STREET 220502 DORCHESTER, MA 02122		PC	EXPANSION OF THE AFTER-SCHOOL PROGRAM	8,000
Total ▶ 3a				293,000


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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILIES FOR DEPRESSION AWARENESS 395 TOTTEN POND ROAD SUITE 101 WALTHAM, MA 02451		PC	TEEN DEPRESSION PROGRAM	4,000
FENWAY HEALTH 1340 BOYLSTON STREET BOSTON, MA 02215		PC	GENERAL OPERATIONS	15,000
FOOD MOXIE (FKA WEAVER'S WAY COMMUNITY PROGRAMS) 559 CARPENTER LANE PHILADELPHIA, PA 19119		PC	GENERAL OPERATIONS	5,000
HEALTHCARE ACCESS 723 WHEATLAND STREET PHOENIXVILLE, PA 19460		PC	GENERAL OPERATIONS	12,500
JUSTICE RESOURCES INSTITUTE (JRI) 160 GOULD STREET SUITE 300 NEEDHAM, MA 02494		PC	TRANSITIONAL HOMES, YOUTH HARBORS	15,000
Total ► 3a				293,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIEVE-WAVUS AFFECTIVE EDUCATION 42 KIEVE ROAD NOBLEBORO, ME 04555		PC	GENERAL OPERATIONS	250
LOTS TO GARDENS ST MARYS NUTRITION CENTER PO BOX 7291 LEWISTON, ME 04243		PC	GENERAL OPERATIONS	2,500
MEDICAL STUDENTS FOR CHOICE PO BOX 40935 PHILADELPHIA, PA 19107		PC	GENERAL OPERATIONS	1,500
MORE THAN WORDS 376 MOODY STREET WALTHAM, MA 02453		PC	REQUEST FOR GENERAL OPERATING SUPPORT	5,000
NATIONAL IMMIGRATION LAW CENTER 3450 WILSHIRE BLVD 108-62 LOS ANGELES, CA 90010		PC	GENERAL OPERATIONS	1,500
Total 				293,000
3a				

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>				
NATIONALITIES SERVICE CENTER 1216 ARCH STREET 4TH FLOOR PHILADELPHIA, PA 19107		PC	GENERAL OPERATIONS	7,500
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N 20TH STREET 500 PHILADELPHIA, PA 19130		PC	GENERAL OPERATIONS	12,500
PHILADELPHIA MUSEUM OF ART 2600 BENJAMIN FRANKLIN PKWY PHILADELPHIA, PA 19130		PC	GENERAL OPERATIONS	250
PLANNED PARENTHOOD FEDERATION OF AMERICA P O BOX 2009 WASHINGTON, DC 20090		PC	GENERAL OPERATIONS	2,500
PLUMMER HOME FOR BOYS 37 WINTER ISLAND ROAD SALEM, MA 01970		PC	ON POINT PROGRAM	5,000
Total ► 3a				293,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRO PUBLICA 155 AVENUE OF THE AMERICAS 13TH FLOOR NEW YORK, NY 10013		PC	GENERAL OPERATIONS	1,500
PUBLIC INTEREST LAW CENTER 1709 BENJAMIN FRANKLIN PKWY PHILADELPHIA, PA 19103		PC	GENERAL OPERATIONS	15,000
REPORTERS COMMITTEE FOR FREEDOM OF THE PRESS 1156 15TH ST NW SUITE 1250 WASHINGTON, DC 20005		PC	GENERAL OPERATIONS	1,500
REPRODUCTIVE HEALTH CARE ACCESS PO BOX 21191 NEW YORK, NY 10025		PC	GENERAL OPERATIONS	1,500
ROCA INC 29 SCHOOL STREET SPRINGFIELD, MA 01105		PC	GENERAL OPERATIONS	20,000
Total 				293,000
3a				

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>				
ROXBURY PRESBYTERIAN CHURCH SOCIAL IMPACT CENTER 328 WARREN STREET BOSTON, MA 02119		PC	YOUTH TRAUMA EDUCATION PROGRAM	5,000
SAMARITANS 41 WEST STREET 4TH FLOOR BOSTON, MA 02111		PC	GENERAL OPERATIONS	12,000
SCREENING FOR MENTAL HEALTH ONE WASHINGTON STREET SUITE 304 WELLSELEY HILLS, MA 02481		PC	SOS PREVENTION PROGRAM	10,000
SHARE FOOD PROGRAM 2901 WEST HUNTING PARK AVENUE PHILADELPHIA, PA 19129		PC	GENERAL OPERATIONS	20,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104		PC	GENERAL OPERATIONS	2,500
Total 				293,000
3a				

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>				
THE FOOD TRUST 1617 JOHN F KENNEDY BLVD PHILADELPHIA, PA 19103		PC	GENERAL OPERATIONS	5,000
TRISKELES FOUNDATION 707 EAGLEVIES BLVD SUITE 105 EXTON, PA 19341		PC	GENERAL OPERATIONS	7,500
TRUSTEES OF HAMILTON COLLEGE 198 COLLEGE HILL ROAD CLINTON, NY 13323		PC	GENERAL OPERATIONS	1,000
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138		PC	GENERAL OPERATIONS	2,500
VICTIM RIGHTS LAW CENTER 115 BROAD STREET 3RD FLOOR BOSTON, MA 02110		PC	GENERAL OPERATIONS	5,000
Total ▶ 3a				293,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WHITTIER STREET HEALTH CENTER 1290 TREMONT STREET ROXBURY, MA 02120		PC	PROGRAM TO PROVIDE LGBTQ TEEN SERVICES	5,000
Total ▶ 3a				293,000

TY 2016 Accounting Fees Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLIFTONLARSONALLEN	2,000	0		2,000

TY 2016 Investments Corporate Bonds Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLELINE FDS TR CORE FIXINCM I, 13835.97 SH	151,508	152,057
METROPOLITAN WEST FDS TOTAL RET CL I, 34499.53 SH	374,770	368,456
VANGUARD INTERMEDIATE TERM CORPORATE BOND, 1154.44 SH	101,240	101,387
WESTERN ASSET FDS INC CORE BD FD CL I, 29763.9 SH	371,200	374,728

TY 2016 Investments Corporate Stock Schedule

Name: ELEANORE BENNETT CHARITABLE TRUST #1
EIN: 30-6016982

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO COM, 43 SH	6,868	8,791
ABBOTT LABS COM, 120 SH	4,098	5,478
ABBVIE INC COM, 76 SH	4,325	5,017
ABERDEEN ASSET MGMT PLC ADR, 239 SH	3,425	1,803
ACCENTURE PLC IRELAND SHS CLASS A, 92 SH	7,318	11,451
ADOBE SYS INC COM, 24 SH	2,423	3,405
AETNA INC NEW COM, 41 SH	4,987	5,939
AIR PRODS AND CHEMS INC COM, 18 SH	2,508	2,593
AIRBUS SE UNSPONSORED ADR, 197 SH	3,300	4,048
ALIBABA GROUP HLDG LTD SPONSORED ADS, 89 SH	8,537	10,899
ALLERGAN PLC SHS, 103 SH	24,600	23,046
ALLIANZ SE SP ADR 1/10 SH, 242 SH	3,938	4,659
ALPHABET INC CAP STK CL A, 12 SH	6,415	11,845
ALPHABET INC CAP STK CL C, 33 SH	20,248	31,840
AMADEUS IT GROUP S A ADS, 61 SH	1,137	3,558
AMAZON COM INC COM, 28 SH	20,320	27,849
AMCOR LTD ADR NEW, 113 SH	4,353	5,159
AMDOCS LTD SHS, 23 SH	1,376	1,490
AMERICAN EXPRESS CO COM, 184 SH	16,751	14,157
AMERICAN INTL GROUP INC COM NEW, 205 SH	10,364	13,044
ANHUI CONCH CEM CO LTD ADR, 103 SH	1,609	1,691
AON PLC SHS CL A, 46 SH	5,028	6,022
APPLE INC COM, 202 SH	19,227	30,858
ARCHER DANIELS MIDLAND CO COM, 75 SH	2,462	3,119
AUTODESK INC COM, 58 SH	4,970	6,483
BAIDU INC SPON ADR REP A, 32 SH	5,637	5,955
BANCO BILBAO VIZCAYA ARGENTARI SPONSORED ADR, 522 SH	3,439	4,291
BANCO BRADESCO S A SP ADR PFD NEW, 429 SH	4,117	3,638
BANK AMER CORP COM, 214 SH	4,417	4,796
BECTON DICKINSON AND CO COM, 20 SH	3,668	3,785

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKLEY W R CORP COM, 212 SH	8,792	14,626
BERKSHIRE HATHAWAY INC DEL CL B NEW, 82 SH	10,179	13,553
BERNZOTT US SMALL CAP VALUE FUND, 6456.94 SH	80,449	88,396
BHP BILLITON LTD SPONSORED ADR, 136 SH	4,636	4,772
BIOMARIN PHARMACEUTICAL INC COM, 14 SH	1,196	1,227
BLACKROCK INC COM, 15 SH	5,832	6,139
BOEING CO COM, 49 SH	5,803	9,194
BP PLC SPONSORED ADR, 83 SH	3,784	3,000
BRAMBLES LTD SPONSORED ADR, 205 SH	2,994	3,185
BRITISH AMERN TOB PLC SPONSORED ADR, 100 SH	5,002	7,212
BROADCOM LTD SHS, 66 SH	8,855	15,806
BROWN ADVISORY FDS ADV SMCPGW INSTL, 2561.66 SH	86,512	88,788
BUNZL PUB LTD CO SPON ADR NEW, 69 SH	553	2,164
CANADIAN NATL RY CO COM, 84 SH	4,254	6,504
CARLSBERG AS SPONSORED ADR, 222 SH	4,354	4,835
CARNIVAL CORP PAIRED CTF, 113 SH	5,211	7,240
CAVIUM INC COM, 25 SH	1,536	1,824
CBS CORP NEW CL B, 132 SH	8,766	8,067
CELGENE CORP COM, 113 SH	10,795	12,928
CEMEX SAB DE CV SPON ADR NEW, 408.99 SH	3,441	3,382
CENOVUS ENERGY INC COM, 240 SH	3,918	2,141
CHINA BIOLOGIC PRODS INC COM, 19 SH	2,249	2,162
CHUBB LIMITED COM, 63 SH	6,227	9,021
CIELO S A SPONSORED ADR, 696.88 SH	4,954	4,907
CIGNA CORPORATION COM, 26 SH	3,621	4,192
CITIGROUP INC COM NEW, 158 SH	7,550	9,565
CK HUTCHISON HLDGS LTD ADR, 480.95 SH	4,251	6,243
COGNIZANT TECHNOLOGY SOLUTIONS CL A, 32 SH	1,982	2,141
COMCAST CORP NEW CL A, 390 SH	9,073	16,259
COMPAGNIE FIN RICHEMONTAG SWI ADR, 2447 SH	19,495	20,429

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMPASS GROUP PLC SPONSORED ADR NE, 180 SH	1,278	3,922
CONTINENTAL AG SPONSORED ADR, 70 SH	3,208	3,116
COSTCO WHSL CORP NEW COM, 37 SH	4,521	6,676
COTY INC COM CL A, 186 SH	4,281	3,523
CREDICORP LTD COM, 15 SH	2,435	2,513
CRH PLC ADR, 104 SH	3,293	3,756
CROWN CASTLE INTL CORP NEW COM, 53 SH	4,897	5,387
CSL LTD SPONSORED ADR, 87 SH	3,475	4,197
CVS HEALTH CORP COM, 80 SH	4,403	6,146
DANAHER CORP DEL COM, 63 SH	4,190	5,351
DANSKE BK A/S ADR, 161 SH	2,190	3,017
DELPHI AUTOMOTIVE PLC SHS, 66 SH	4,350	5,806
DEUTSCHE POST AG SPONSORED ADR, 66 SH	1,712	2,411
DEXCOM INC COM, 29 SH	1,985	1,938
DIAGEO P L C SPON ADR NEW , 108 SH	12,502	13,167
DISCOVERY COMMUNICATNS NEW COM SER C, 504 SH	15,738	13,018
DISNEY WALT CO COM DISNEY, 54 SH	5,354	5,829
DUKE ENERGY CORP NEW COM NEW, 37 SH	3,104	3,170
DXC TECHNOLOGY CO COM, 40 SH	3,053	3,101
EATON CORP PLC SHS, 74 SH	4,568	5,726
ECOLAB INC COM, 43 SH	4,945	5,712
ELBIT SYS LTD ORD, 22 SH	2,201	2,688
ELECTRONIC ARTS INC COM, 23 SH	1,941	2,607
EOG RES INC COM, 109 SH	9,850	9,844
EQUIFAX INC COM, 11 SH	1,305	1,505
ERICSSON ADR B SEK 10, 207 SH	2,462	1,499
ESSILOR INTL S A ADR, 36 SH	2,108	2,402
EXPEDIA INC DEL COM NEW, 54 SH	4,946	7,764
EXPERIAN PLC SPONSORED ADR, 113 SH	2,071	2,370
EXPRESS SCRIPTS HLDG CO COM, 169 SH	11,648	10,098

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FACEBOOK INC CL A, 134 SH	11,705	20,296
FANUC CORPORATION ADR, 237.99 SH	4,072	4,687
FASTENAL CO COM, 399 SH	17,741	17,225
FEDEX CORP COM, 37 SH	4,669	7,172
FIDELITY NATL INFORMATION SVCS COM, 155 SH	10,071	13,310
FISERV INC COM, 35 SH	3,751	4,385
FOMENTO ECONOMICO MEXICANO SAB SPON ADR UNITS, 66 SH	5,127	6,226
GETINGE AB ADR, 100 SH	2,329	2,075
GOLDMAN SACHS GROUP INC COM, 46 SH	8,124	9,718
GROUPE CGI INC CL A SUB VTG, 99 SH	3,064	4,910
GRUPO FINANCIERO BANORTE S A B ADR, 103 SH	3,382	2,961
GRUPO TELEvisa SA SPON ADR REP ORD, 86 SH	2,175	2,088
HALLIBURTON CO COM, 31 SH	1,452	1,401
HANG LUNG PPTYS LTD SPONSORED ADR, 236 SH	2,813	3,054
HARDING LOEVNER INSTITUTIONAL EMERGING MARKETS, 6513.18 SH	107,511	129,482
HARDING LOEVNER INTERNATIONAL SMALL CO FUND, 6436.46 SH	82,382	99,766
HD SUPPLY HLDGS INC COM, 57 SH	1,941	2,300
HENKEL AG AND CO KGAA SPON ADR PFD, 23 SH	2,492	3,240
HENNES AND MAURITZ AB ADR, 479 SH	2,299	2,366
HOME DEPOT INC COM, 77 SH	9,551	11,820
HONDA MOTOR LTD AMERN SHS, 115 SH	3,371	3,212
HONEYWELL INTL INC COM, 170 SH	16,837	22,608
HOYA CORP SPONSORED ADR, 107 SH	4,137	5,270
ICICI BK LTD ADR, 505 SH	3,844	5,010
ILLINOIS TOOL WKS INC COM, 141 SH	11,649	19,912
INCYTE CORP COM, 15 SH	1,455	1,940
INFORMA PLC SPONSORED ADR NE, 151 SH	2,496	2,609
INFOSYS LTD SPONSORED ADR, 263 SH	3,847	3,971
ING GROEP N V SPON ADR, 267 SH	3,611	4,507
INTERCONTINENTAL EXCHANGE INC COM, 102 SH	5,823	6,139

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTESA SANPAOLO S P A SPONSORED ADR, 78 SH	1,079	1,350
ISHARES EMERGING MARKETS SMALL CAP, 692 SH	29,925	31,970
ISHARES MSCI EURZONE ETF, 6,655 SH	235,188	274,053
ISHARES MSCI JAPAN, 4,000 SH	201,480	213,160
ISHARES TR CORE MSCITOTAL, 1,294 SH	67,430	74,560
ITAU UNIBANCO HLDG SA SPON ADR REP PFD, 464.99 SH	4,900	5,073
JAPAN TOB INC ADR, 445 SH	7,639	8,359
JOHNSON AND JOHNSON COM, 186 SH	15,751	23,855
JOHNSON CTLS INTL PLC SHS, 192 SH	8,692	8,018
JPMORGAN CHASE AND CO COM, 220 SH	12,323	18,073
JULIUS BAER GROUP LTD ADR, 415 SH	2,869	4,279
KAO CORP SPONSORED ADR, 31 SH	1,478	1,958
KASIKORNBANK PUB CO LTD ADR, 161 SH	3,929	3,562
KBC GROUP NV ADR, 97 SH	3,088	3,650
KOC HLDG ADR, 78 SH	1,751	1,767
KOMATSU LTD SPON ADR NEW, 65 SH	1,420	1,598
LAS VEGAS SANDS CORP COM, 31 SH	1,608	1,833
LENDINGCLUB CORP COM, 214 SH	1,299	1,177
LG DISPLAY CO LTD SPONS ADR REP, 262 SH	3,508	3,817
LINDE AG SPONSORED ADR LE, 138 SH	2,257	2,636
LLOYDS BANKING GROUP PLC SPONSORED ADR, 1,243 SH	5,289	4,599
LOWES COS INC COM, 146 SH	6,617	11,500
LVMH MOET HENNESSY LOU VUITTON ADR, 81 SH	2,995	4,146
MARKEL CORP COM, 14 SH	8,393	13,682
MASTERCARD INCORPORATED CL A, 172 SH	13,045	21,135
MATTHEWS EMERGING ASIA FUND, 8474.97 SH	102,066	122,718
MCCORMICK AND CO INC COM NON VTG, 45 SH	3,283	4,687
MCKESSON CORP COM, 32 SH	5,758	5,219
MEDTRONIC PLC SHS, 134 SH	10,119	11,294
MERCK AND CO INC COM, 58 SH	3,679	3,776

Name of Stock	End of Year Book Value	End of Year Fair Market Value
METLIFE INC COM, 129 SH	4,272	6,526
MICROCHIP TECHNOLOGY INC COM, 111 SH	8,207	9,246
MICRON TECHNOLOGY INC COM, 84 SH	2,173	2,585
MICROSOFT CORP COM, 340 SH	18,263	23,746
MOLSON COORS BREWING CO CL B, 17 SH	1,708	1,611
MORGAN STANLEY COM NEW, 94 SH	2,666	3,924
MUNICH RE GROUP UNSPONSORED ADR, 227 SH	4,384	4,476
NASDAQ INC COM, 77 SH	3,036	5,209
NESTLE S A SPONSORED ADR, 91 SH	6,179	7,750
NETFLIX INC COM, 34 SH	4,447	5,544
NEWCREST MNG LTD SPONSORED ADR, 175 SH	2,916	2,762
NEWELL BRANDS INC COM, 55 SH	2,678	2,912
NOMURA HLDGS INC SPONSORED ADR, 492 SH	3,144	2,947
NORDEA BK SWEDEN A B SPONSORED ADR, 248 SH	2,631	3,197
NORTHROP GRUMMAN CORP COM, 45 SH	8,436	11,665
NORWEGIAN CRUISE LINE HLDGS LT SHS, 52 SH	2,867	2,598
NOVARTIS A G SPONSORED ADR, 25 SH	1,285	2,044
NXP SEMICONDUCTORS N V COM, 93 SH	8,135	10,221
OCCIDENTAL PETE CORP DEL COM, 46 SH	3,556	2,711
OPEN TEXT CORP COM, 83 SH	2,779	2,708
P T TELEKOMUNIKASI INDONESIA SPONSORED ADR, 108 SH	3,299	3,561
PEPSICO INC COM, 151 SH	13,429	17,647
PERFORMANCE FOOD GROUP CO COM, 50 SH	1,226	1,415
PERNOD RICARD S A ADR, 49 SH	1,024	1,333
PFIZER INC COM, 251 SH	6,814	8,195
PHILIP MORRIS INTL INC COM, 181 SH	14,936	21,684
PING AN INS GROUP CO CHINA LTD SPON ADR REP H, 184 SH	1,791	2,383
PIONEER NAT RES CO COM, 24 SH	4,130	4,005
PJSC LUKOIL SPONSORED ADR, 41 SH	2,245	1,978
PNC FINL SVCS GROUP INC COM, 65 SH	5,655	7,716

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POSCO SPONSORED ADR, 36 SH	2,200	2,264
POTASH CORP SASK INC COM, 184 SH	3,200	3,040
PPG INDS INC COM, 85 SH	8,860	9,041
PRADA S P A ADR, 168 SH	2,519	1,416
PROSIEBENSAT 1 MEDIA SE ADR, 354 SH	4,032	3,749
PT ASTRA INTL TBK ADR, 235 SH	2,901	3,029
PT BK MANDIRI PERSERO TBK ADR, 321 SH	2,219	2,998
PUBLICIS S A NEW SPONSORED ADR, 189 SH	3,251	3,608
PVH CORP COM, 23 SH	2,289	2,437
RAKUTEN INC ADR, 229 SH	2,691	2,796
REGENERON PHARMACEUTICALS COM, 18 SH	7,309	8,263
RELX NV SPONSORED ADR, 224 SH	3,710	4,632
RELX PLC SPONSORED ADR, 310 SH	3,191	6,721
ROCHE HLDG LTD SPONSORED ADR, 212 SH	6,418	7,289
ROCKWELL AUTOMATION INC COM, 23 SH	3,640	3,651
ROYAL BK CDA MONTREAL QUE COM, 43 SH	2,963	2,971
ROYAL DSM N V SPON ADR, 138 SH	2,069	2,563
ROYAL DUTCH SHELL PLC SPON ADR B, 48 SH	3,166	2,698
ROYAL DUTCH SHELL PLC SPONS ADR A, 84 SH	4,210	4,570
RYOHIN KEIKAKU CO LTD ADR, 69 SH	2,840	3,603
SAFRAN S A SPON ADR, 142 SH	2,724	3,147
SALESFORCE COM INC COM, 103 SH	8,327	9,233
SAMPO OYJ ADR, 113 SH	2,608	2,871
SAP SE SPON ADR, 66 SH	4,460	7,099
SBERBANK RUSSIA SPONSORED ADR, 250 SH	2,760	2,798
SCHLUMBERGER LTD COM, 264 SH	19,948	18,372
SCHNEIDER ELECTRIC SE ADR, 242 SH	3,545	3,734
SERVICENOW INC COM, 18 SH	1,436	1,884
SHIRE PLC SPONSORED ADR, 9 SH	1,737	1,554
SIBANYE GOLD LTD SPONSORED ADR, 197 SH	1,651	997

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SKF AB SPONSORED ADR, 145 SH	2,936	2,971
SKY PLC SPONSORED ADR, 95 SH	5,329	4,887
SMC CORP JAPAN SPONSORED ADR, 155 SH	2,244	2,475
SMITH AND NEPHEW PLC SPDN ADR NEW, 155.97 SH	4,787	5,493
SOFTBANK GROUP CORP ADR, 79 SH	2,681	3,205
SPDR MSCI ACWI EX-US ETF, 5185.84 SH	165,931	186,225
STANLEY BLACK AND DECKER INC COM, 9 SH	1,236	1,239
STARBUCKS CORP COM, 211 SH	10,116	13,422
STATE STR CORP COM, 60 SH	4,673	4,888
STRYKER CORP COM, 110 SH	10,380	15,726
SUNCOR ENERGY INC NEW COM, 178 SH	5,683	5,573
SWATCH GROUP AG ADR, 137 SH	2,355	2,654
T MOBILE US INC COM, 32 SH	2,138	2,157
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR, 296 SH	5,988	10,467
TATA MTRS LTD SPONSORED ADR, 62 SH	2,425	2,283
TDK CORP AMERN DEP SH, 31 SH	2,290	1,866
TECHTRONIC INDS LTD SPONSORED ADR, 124 SH	1,498	2,920
TEVA PHARMACEUTICAL INDS LTD SPONSORED ADR, 139 SH	6,477	3,873
TEXAS INSTRS INC COM, 89 SH	5,043	7,342
THERMO FISHER SCIENTIFIC INC COM, 111 SH	12,522	19,180
TIME WARNER INC COM NEW, 34 SH	2,735	3,383
TJX COS INC NEW COM, 263 SH	14,594	19,780
TOKIO MARINE HOLDINGS INC ADR, 65 SH	2,820	2,761
TOTAL S A SPONSORED ADR, 46 SH	2,273	2,406
TRAVELERS COMPANIES INC COM, 54 SH	4,492	6,742
UBS GROUP AG SHS, 233 SH	4,379	3,702
UNILEVER N V N Y SHS NEW, 103 SH	3,682	5,848
UNION PAC CORP COM, 72 SH	6,632	7,942
UNITED OVERSEAS BK LTD SPONSORED ADR, 119 SH	4,041	3,969
UNITED TECHNOLOGIES CORP COM, 117 SH	14,010	14,190

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITEDHEALTH GROUP INC COM, 88 SH	13,351	15,416
US BANCORP DEL COM NEW, 186 SH	7,775	9,466
VANGUARD INDEX GROWTH ETF, 2308.6 SH	197,740	295,327
VANGUARD INDEX VALUE ETF, 4414.44 SH	286,230	421,148
VERTEX PHARMACEUTICALS INC COM, 22 SH	1,980	2,719
VISA INC COM CL A, 190 SH	12,253	18,094
WALGREENS BOOTS ALLIANCE INC COM, 92 SH	7,281	7,454
WELLS FARGO CO NEW COM, 159 SH	6,985	8,131
WESTERN DIGITAL CORP COM, 50 SH	3,851	4,503
WH GROUP LTD SPONSORED ADR, 333 SH	4,325	6,207
WNS HOLDINGS LTD SPON ADR, 117 SH	3,341	3,896
WOLTERS KLUWER N V SPONSORED ADR, 60 SH	2,331	2,638
WPP PLC NEW ADR, 30 SH	2,399	3,382
XCEL ENERGY INC COM, 132 SH	5,387	6,324
YAHOO JAPAN CORP ADR, 363 SH	2,669	3,245
UNKNOWN DIFFERENCE	0	116

TY 2016 Investments - Other Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MILL CREEK INTERNATIONAL ABSOLUTE RETURN, 5288.82 SH	AT COST	610,000	722,028
ALTEGRIS FUTURES EVOLUTION, 5463.28 SH	AT COST	54,737	52,665
AQR FDS STYLE PR ALT I, 5,192 SH	AT COST	51,672	52,076
AQR LONG-SHORT EQUITY FUND, 4133.09 SH	AT COST	45,018	56,913
OTTER CREEK LONG SHORT, 4177.62 SH	AT COST	51,677	47,876
WESTERN ASSET MACRO OPPORTUNITIES, 4877.55 SH	AT COST	52,784	55,019

TY 2016 Other Expenses Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	44	0		44
MASSACHUSETTS FILING FEE	35	0		35
EXPENSE REIMBURSEMENT	1,040	0		1,040

TY 2016 Other Professional Fees Schedule**Name:** ELEANORE BENNETT CHARITABLE TRUST #1**EIN:** 30-6016982

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MILL CREEK CAPITAL ADVISORS	20,258	20,258		0
BRINKER FEE	19,628	19,628		0