

For calendar year 2016, or tax year beginning 12-01-2016, and ending 11-30-2017

Name of foundation E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEDGE FDN)		A Employer identification number 51-6015711	
Number and street (or P O box number if mail is not delivered to street address) 125 STRAFFORD AVE STE 380		Room/suite	B Telephone number (see instructions) (610) 647-5577
City or town, state or province, country, and ZIP or foreign postal code WAYNE, PA 19087		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 34,282,345		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> 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)	191,478			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	602	602		
	4 Dividends and interest from securities . . . .	680,479	680,479		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	587,461			
	b Gross sales price for all assets on line 6a 2,476,889				
	7 Capital gain net income (from Part IV, line 2) . . . .		587,461		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	18,074	18,074		
	12 Total. Add lines 1 through 11 . . . . .	1,478,094	1,286,616		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . .	12,154	12,154		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	78,361	78,361		
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	90,515	90,515		0
	25 Contributions, gifts, grants paid . . . . .	1,387,050			1,387,050
	26 Total expenses and disbursements. Add lines 24 and 25	1,477,565	90,515		1,387,050
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	529			
	b Net investment income (if negative, enter -0-)		1,196,101		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing . . . . .					
	2	Savings and temporary cash investments . . . . .		527,072		527,072	
	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) . . . . .	14,167,812	13,537,191		33,755,273	
	c	Investments—corporate bonds (attach schedule) . . . . .					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	14,167,812	14,064,263		34,282,345		
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 ▶ _____)	104,078				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	104,078	0			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	24	Unrestricted . . . . .					
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	27	Capital stock, trust principal, or current funds . . . . .	14,063,734	14,064,263			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	14,063,734	14,064,263				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	14,167,812	14,064,263				

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,063,734
2	Enter amount from Part I, line 27a	2	529
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	14,064,263
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,064,263

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	587,461
<b>3</b> 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		<b>3</b>	-31,797

**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	1,335,121	26,275,180	0 050813
2014	1,307,938	26,996,732	0 048448
2013	1,141,939	26,954,037	0 042366
2012	940,000	23,363,040	0 040234
2011	841,137	18,967,551	0 044346

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 226207
<b>3</b> 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	<b>3</b>	0 045241
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	30,953,965
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,400,388
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	11,961
<b>7</b> Add lines 5 and 6	<b>7</b>	1,412,349
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,387,050

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	23,922
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	23,922
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	23,922
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	15,545
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	15,545
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	8,377
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE _____		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>MICHELLE HUGHES</b> Telephone no <b>(610) 647-5577</b>			

Located at **125 STRAFFORD AVE STE 380 WAYNE PA** ZIP+4 **19087**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	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 <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/> <b>1b</b>			
<b>c</b>	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"/> <b>1c</b>			
<b>2</b>	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))			
<b>a</b>	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 <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> <b>2b</b>			
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	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>b</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"/> Yes <input checked="" type="checkbox"/> No <b>3b</b>			
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>			<b>No</b>
<b>b</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? <b>4b</b>			<b>No</b>

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

<b>5a</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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	<b>5b</b>		
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>c</b> 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 checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> 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>b</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	<b>6b</b>		No
If "Yes" to 6b, file Form 8870				
<b>7a</b> 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>b</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	<b>7b</b>		

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
ELEUTHERA S GRASSI 125 STRAFFORD AVE STE 380 WAYNE, PA 19087	PRESIDENT, C 1 00	0	0	0
STOCKTON N SMITH 125 STRAFFORD AVE STE 380 WAYNE, PA 19087	VICE PRESIDE 1 00	0	0	0
HENRY B DUPONT SMITH 125 STRAFFORD AVE STE 380 WAYNE, PA 19087	VICE PRESIDE 1 00	0	0	0
MICHELLE HUGHES 125 STRAFFORD AVE STE 380 WAYNE, PA 19087	TREASURER, S 1 00	0	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
<b>Total number of other employees paid over \$50,000.</b> <span style="float: right;">▶</span>				

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
Total. Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	30,678,299
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	747,046
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	31,425,345
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	31,425,345
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	471,380
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	30,953,965
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	1,547,698

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	1,547,698
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	23,922
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	23,922
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	1,523,776
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	1,523,776
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	1,523,776

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	1,387,050
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	1,387,050
<b>5</b>	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).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,387,050

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				1,523,776
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			1,307,101	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,387,050</u>				
<b>a</b> Applied to 2015, but not more than line 2a			1,307,101	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2016 distributable amount. . . . .				79,949
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				1,443,827
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> 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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

HENRY B DUPONT SMITH  
125 STRAFFORD AVE STE 380  
WAYNE, PA 19087  
(610) 647-5577

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

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

**c** Any submission deadlines

NONE

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

GREATER PHILADELPHIA AREA AND BOARD APPROVAL OF THE APPLICATIONS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	1,387,050
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

## Part XVII

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . . **1c**
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

- b** If "Yes," complete the following schedule

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

**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**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	RICHARD GIORDANO CPA		2018-02-12		P00629596
	Firm's name ▶ FISCHER CUNNANE & ASSOCIATES LTD				Firm's EIN ▶ 23-3060583
	Firm's address ▶ 11 TURNER LN WEST CHESTER, PA 193804805				Phone no (610) 431-1003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 FTSE EUROPE ETF - 2000 SHS	P	2014-10-29	2016-12-12
CLASS ACTION SETTLEMENT - AIG	P		2017-06-29
NOVARTIS A G SPN ADR - 1000 SHS	P		2016-12-12
ANHEUSER-BUSCH INBEV SPN - 1000 SHS	P	2014-06-05	2016-12-12
GILEAD SCIENCES INC - 2000 SHS	P	2016-05-13	2017-03-13
TARGET CORP - 2500 SHS	P		2017-03-13
APPLE INC - 1068 SHS	P		2017-06-02
MICROSOFT CORP - 4320 SHS	P		2017-06-02
ALTRIA GROUP INC - 2527 SHS	P		2017-06-14
BLACKROCK INC - 257 SHS	P	2011-12-21	2017-06-14

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)
95,325		106,610	-11,285
632			632
69,262		53,617	15,645
103,536		110,090	-6,554
135,277		167,070	-31,793
137,699		162,525	-24,826
164,225		87,737	76,488
378,279		137,175	241,104
190,132		69,012	121,120
107,524		44,426	63,098

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	
			-11,285
			632
			15,645
			-6,554
			-31,793
			-24,826
			76,488
			241,104
			121,120
			63,098

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
CHEVRON CORPORATION - 1061 SHS	P	2010-04-28	2017-06-14
PIMCO FUNDMTL ADV TTL RTN - 9132 SHS	P	2015-02-11	2017-08-02
DOWDUPONT INC - FRACTIONAL SHS	P	2017-09-21	2017-09-21
ISHARES MSCI EMERG MKT - 12000 SHS	P		2017-10-11
GENERAL ELECTRIC CO	P		2017-11-01
CLASS ACTION SETTLEMENT - FOREX	P		2017-06-22

**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)
113,709		85,315	28,394
91,050		100,000	-8,950
45		49	-4
708,594		587,522	121,072
179,456		178,280	1,176
2,144			2,144

**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	
			28,394
			-8,950
			-4
			121,072
			1,176
			2,144

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)				
<b>a</b> <i>Paid during the year</i>				
ACADEMY OF MUSIC 240 S BROAD ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,250
AIM ACADEMY 1200 RIVER RD CONSHOHOCKEN, PA 19428	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
ANDALUSIA FOUNDATION PO BOX 158 ANDALUSIA, PA 19020	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	28,200
AOPA FOUNDATION 421 AVIATION WAY FREDERICK, MD 21701	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
AVALON THEATRE 5505 CONNECTICUT AVE NW STE 226 WASHINGTON, DC 20015	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
<b>Total . . . . .</b> <b>3a</b>				1,387,050




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)				
<b>a</b> <i>Paid during the year</i>				
AVON OLD FARMS SCHOOL 500 OLD FARMS RD AVON, CT 06001	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PK PHILADELPHIA, PA 19130	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	8,000
BETHESDA - CHEVY CHASE RESCUE SQ 5020 BATTERY LN BETHESDA, MD 20814	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
BOYS LATIN OF PHILA CHARTER SCHOOL 5501 CEDAR AVE PHILADELPHIA, PA 19143	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
CAMP TECUMSEH 813 MALIN RD NEWTOWN SQUARE, PA 19073	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

**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)				
<b>a</b> <i>Paid during the year</i>				
CHEVY CHASE HISTORICAL SOCIETY PO BOX 15145 CHEVY CHASE, MD 20815	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
CHRIST CHURCH GEORGETOWN 3116 O STREET NW WASHINGTON, DC 20007	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	5,000
COMFORT CASES 12154 DARNESTOWN RD 305 GAITHERSBURG, MD 20878	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
COMMUNITY CLOTHES CHARITY PO BOX 153 WAYNE, PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
COMMUNITY COALITION 174 BRIDGE ST PHOENIXVILLE, PA 19460	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
<b>Total . . . . . ►</b> <b>3a</b>				1,387,050

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)				
<b>a</b> <i>Paid during the year</i>				
DEERFIELD ACADEMY 7 BOYDEN RD DEERFIELD, MA 01342	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
DUPONT DE NEMOURS CEMETARY CO PO BOX 243 MONTCHANIN, DE 19719	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
ELEPHANT SANCTUARY PO BOX 393 HOHANWALD, TN 38462	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ELEUTHERIAN MILLS ENDOWMENT FD PO BOX 3630 WILMINGTON, DE 198070630	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
EPISCOPAL ACADEMY 1785 BISHOP WHITE DR NEWTOWN SQUARE, PA 19073	N/A	OPERATING	FURTHER EDCATIONAL PURPOSES	105,000
<b>Total . . . . .</b> <b>3a</b>				1,387,050

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)				
<b>a</b> <i>Paid during the year</i>				
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LN ALEXANDRIA, VA 22302	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
FOXCROFT SCHOOL PO BOX 5555 MIDDLEBURG, VA 20118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	15,000
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	100,000
THE GARDEN CONSERVANCY PO BOX 219 COLD SPRING, NY 10516	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
GILMAN SCHOOL PO BOX 17216 BALTIMORE, MD 212988527	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
<b>Total . . . . .</b> 				1,387,050
<b>3a</b>				

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)				
<b>a</b> <i>Paid during the year</i>				
HAGLEY MUSEUM & LIBRARY PO BOX 3630 WILMINGTON, DE 19807	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
THE HILL SCHOOL 860 BEECH ST POTTSTOWN, PA 19464	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
HISTORIC PRESRV & EDUC FUND OF RCOP 215 S 16TH ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
INDIAN RIVER MEDICAL CENTER FDN 1000 36TH ST VERO BEACH, FL 32960	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	25,000
ISLAND HOUSING TRUST PO BOX 851 MOUNT DESERT, ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

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)				
<b>a</b> Paid during the year				
JACKSON LABORATORY 600 MAIN ST BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	20,000
JOURNEY THROUGH HALLOWED GROUND PARTNERSHIP 15481 SECOND ST PO BOX 77 WATERFORD, VA 20197	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
KIEVE-WAVUS ANNUAL FUND PO BOX 169 NOBLEBORO, ME 045550169	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
LANKENAU MEDICAL CENTER 100 E LANCASTER AVE MOB EAST STE 564 WYNNEWOOD, PA 19096	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	25,000
LITTLE FOLKS SCHOOL 3247 Q ST NW WASHINGTON, DC 20007	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
<b>Total</b> . . . . . 				1,387,050
<b>3a</b>				

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)				
<b>a</b> <i>Paid during the year</i>				
MAINE COAST HERITAGE TRUST PO BOX 426 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	8,500
MAINE MARITIME ACADEMY DEV OFFICE PLEASANT ST CASTLINE, ME 04420	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
MARET SCHOOL 3000 CATHEDRAL AVE NW WASHINGTON, DC 200083498	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
METROPOLITAN CLUB 1700 H ST NW WASHINGTON, DC 20006	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	4,000
MIDDLEBURG SPRING RACE ASSOC PO BOX 1173 MIDDLEBURG, VA 20118	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

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)				
<b>a</b> <i>Paid during the year</i>				
MILL REEF FUND 140 BROADWAY 5TH FLOOR NEW YORK, NY 100051101	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MILLBROOK SCHOOL 131 MILLBROOK SCHOOL RD MILLBROOK, NY 12545	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
MOUNT DESERT FIRE & RESCUE ASSOC PO BOX 248 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT ISLAND HISTORICAL SOC PO BOX 653 SOUND DR MOUNT DESERT, ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LN BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050



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)				
<b>a</b> <i>Paid during the year</i>				
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,000
MOUNT VERNON LADIES' ASSN PO BOX 110 MOUNT VERNON, VA 22121	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
NATIONAL GALLERY OF ART 2000B S CLUB DR LANDOVER, MD 20785	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	12,000
NATIONAL OUTDOOR LEADERSHIP 284 LINCOLN ST LANDER, WY 82520	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NAVY SEAL FOUNDATION 1619 D ST VIRGINIA BEACH, VA 23459	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	25,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

**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
<b>a</b> <i>Paid during the year</i>				
NEIGHBORHOOD HOUSE PO BOX 332 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,500
NORTHEAST HARBOR AMBULANCE SERVICE PO BOX 122 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	6,500
NORTHEAST HARBOR SAILING SCHOOL PO BOX 12 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NURTURING MINDS PO BOX 144 VALLEY FORGE, PA 19481	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

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)				
<b>a</b> <i>Paid during the year</i>				
OAKMONT FIRE COMPANY 23 W BENEDICT AVE HAVERTOWN, PA 19083	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
PA ACADEMY OF THE FINE ARTS 118 N BROAD ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	51,000
PA SPCA BARK AND WHINE 350 E ERIE AVE PHILADELPHIA, PA 19134	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	4,100
RECTORY SCHOOL PO BOX 68 POMFRET, CT 06258	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
RIVERSIDE THEATER 3250 RIVERSIDE PARK DR VERO BEACH, FL 32963	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,500
<b>Total . . . . .</b> ► <b>3a</b>				1,387,050

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)				
<b>a</b> <i>Paid during the year</i>				
ROCKEND ART BARN PO BOX 1093 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
SIBLEY FOUNDATION 5255 LOUGHBORO RD NW WASHINGTON, DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
ST JAMES SCHOOL 17641 COLLEGE RD ST JAMES, MD 21781	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	220,000
STUDENT CONSERVATION ASSN PO BOX 550 CHARLESTOWN, NH 03603	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,000
THE HAVERFORD SCHOOL 450 LANCASTER AVE HAVERFORD, PA 19041	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
<b>Total . . . . .</b> <b>3a</b>				1,387,050

**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)				
<b>a</b> <i>Paid during the year</i>				
UNC LACROSSE 344 RIDGE RD CHAPEL HILL, NC 27515	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
US COURT TENNIS PRESERVATION FDN PO BOX 232 NEWPORT, RI 02840	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	195,000
VALIANT AIR COMMAND Warbird Museum 6600 TICO RD TITUSVILLE, FL 327808009	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	30,000
VERO BEACH MUSEUM OF ART 3001 RIVERSIDE PARK DR VERO BEACH, FL 32963	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,500
VOX AMA DEUS PO BOX 203 GLADWYNE, PA 19035	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	75,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

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)				
<b>a</b> <i>Paid during the year</i>				
WADSWORTH PRESERVATION FD 1801 MASSACHUSETTS AVE WASHINGTON, DC 20036	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	4,000
WALDORF SCHOOL 7500 GERMANTOWN AVE PHILADELPHIA, PA 19119	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
WEST HILL SCHOOL 1455 WEST HILL RD ROSEMONT, PA 19010	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,387,050

**TY 2016 Investments Corporate Stock Schedule**

**Name:** E NEWBOLD & MARGARET DUPONT SMITH F  
FOUNDATION (DBA THORNEGE FDN)

**EIN:** 51-6015711

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HAVERFORD TRUST	13,537,191	33,755,273

**TY 2016 Other Expenses Schedule**

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

**EIN:** 51-6015711

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	74,625	74,625		
ADMINISTRATIVE FEES	3,736	3,736		



**TY 2016 Other Income Schedule**

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

**EIN:** 51-6015711

**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUNDS	18,074	18,074	

**TY 2016 Other Liabilities Schedule**

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

**EIN:** 51-6015711

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH SETTLEMENT IN TRANSIT	104,078	

**TY 2016 Taxes Schedule**

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

**EIN:** 51-6015711

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DE TAXES	154	154		
FEDERAL TAXES	12,000	12,000		

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF)  Department of the Treasury Internal Revenue Service	<b>Schedule of Contributors</b>  ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>	OMB No 1545-0047  <b>2016</b>
	<b>Name of the organization</b> E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEIDGE FDN)	<b>Employer identification number</b> 51-6015711

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEDGE FDN)	<b>Employer identification number</b> 51-6015711
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<b>Part I</b> <b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARGARET D SMITH CLAT 125 STRAFFORD AVE STE 380  WAYNE, PA 19087	\$ 191,478	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )
-		\$	<b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input type="checkbox"/> (Complete Part II for noncash contributions )

<b>Name of organization</b> E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEDGE FDN)	<b>Employer identification number</b> 51-6015711
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<b>Part II</b>	<b>Noncash Property</b>
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DOWDUPONT INC - 2,523 SHS	\$ 171 131	2017-09-21
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

<b>Name of organization</b> E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEDGE FDN)	<b>Employer identification number</b> 51-6015711
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<b>Part III</b>	<b>Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____</b> Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	