

Return of Private Foundation

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

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

Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

06/01, 2017, and ending

05/31, 2018

Name of foundation

ETHEL S C SMITH NO 5 CHARITABLE T/W

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

6325 S RAINBOW BLVD STE 300

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

LAS VEGAS, NV 89118

G Check all that apply.

☐ Initial return☐ Final return☒ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 14,416,558.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

23-6648857

B Telephone number (see instructions)

800-352-3705

C If exemption application is pending, check here.

D 1 Foreign organizations, check here.

2 Foreign organizations meeting the 85% test, check here and attach computation.

E If private foundation status was terminated under section 507(b)(1)(A), check here.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

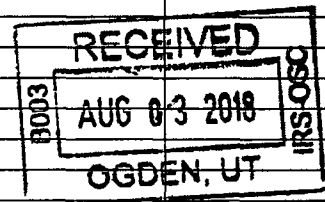
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments.				
4	Dividends and interest from securities	312,061.	312,061.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	313,387.			
b	Gross sales price for all assets on line 6a	1,582,818.			
7	Capital gain net income (from Part IV, line 2)		313,387.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,000.			STMT 4
12	Total Add lines 1 through 11	626,448.	625,448.		
13	Compensation of officers, directors, trustees, etc.	153,977.	115,483.		38,494.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 5	7,750.	NONE	NONE	7,750.
b	Accounting fees (attach schedule) STMT 6	1,000.	NONE	NONE	1,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 7	19,169.	6,778.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 8	18,000.			18,000.
24	Total operating and administrative expenses. Add lines 13 through 23.	199,896.	122,261.	NONE	65,244.
25	Contributions, gifts, grants paid	448,000.			448,000.
26	Total expenses and disbursements Add lines 24 and 25	647,896.	122,261.	NONE	513,244.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-21,448.			
b	Net investment income (if negative, enter -0-)		503,187.		
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	1,930.	1,902.	1,902.
	2	Savings and temporary cash investments	418,846.	598,290.	598,290.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)	751,370.	684,722.	668,326.
	b	Investments - corporate stock (attach schedule) . STMT 11.	8,132,976.	7,911,853.	10,861,330.
	c	Investments - corporate bonds (attach schedule) . STMT 13.	2,123,645.	2,210,160.	2,185,962.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 16.	100,000.	100,000.	100,748.	
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)	11,528,767.	11,506,927.	14,416,558.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	11,528,767.	11,506,927.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	11,528,767.	11,506,927.	
	31	Total liabilities and net assets/fund balances (see instructions)	11,528,767.	11,506,927.	

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	11,528,767.
2	Enter amount from Part I, line 27a	2	-21,448.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 17	3	4,007.
4	Add lines 1, 2, and 3	4	11,511,326.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND POSTING DATE AFTER TYE	5	4,399.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,506,927.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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					
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 1,582,818.		1,269,431.	313,387.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
a			313,387.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	313,387.	
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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the 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))
2016	508,609.	13,049,809.	0.038974
2015	670,159.	12,623,399.	0.053089
2014	712,752.	13,853,294.	0.051450
2013	591,987.	13,611,227.	0.043493
2012	519,067.	12,929,423.	0.040146
2 Total of line 1, column (d)			2 0.227152
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.045430
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 14,014,739.
5 Multiply line 4 by line 3.			5 636,690.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,032.
7 Add lines 5 and 6.			7 641,722.
8 Enter qualifying distributions from Part XII, line 4			8 513,244.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	10,064.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	NONE
3 Add lines 1 and 2		3	10,064.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,064.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 11,032.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	11,032.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	968.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ NONE Refunded ☐		11	968.

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► WELLS FARGO BANK NA Telephone no. ► (800) 352-3705 Located at ► 1 W 4TH ST 6TH FL, WINSTON SALEM, NC ZIP+4 ► 27101-3818		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15
16 At any time during calendar year 2017, 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 the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		X
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 2017?		X
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	☐ Yes ☒ No	
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)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2017 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 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2017?		X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☒ Yes	☐ No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		
	Organizations relying on a current notice regarding disaster assistance, check here	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . STMT. 18	☒ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		153,977.		

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	13,762,914.
b	Average of monthly cash balances	1b	465,247.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	14,228,161.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,228,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	213,422.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,014,739.
6	Minimum investment return. Enter 5% of line 5	6	700,737.

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	700,737.
2a	Tax on investment income for 2017 from Part VI, line 5 2a		10,064.
b	Income tax for 2017 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b	2c	10,064.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	690,673.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	690,673.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	690,673.

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	513,244.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	513,244.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	513,244.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				690,673.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			112,631.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 513,244.				
a Applied to 2016, but not more than line 2a			112,631.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount.				400,613.
e Remaining amount distributed out of corpus. . . .	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				290,060.
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013	NONE			
b Excess from 2014	NONE			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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))

SEE ATTACHED DETAIL

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.

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 20

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 39				448,000.
Total			▶ 3a	448,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part III Analysis of Income-Producing Activities						
Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		Related or exempt function income (See instructions)
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
			14	312,061.		
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						
			18	313,387.		
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	LOAN RECOVERY		1	1,000.		
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)						
				626,448.		
13 Total. Add line 12, columns (b), (d), and (e)						
				626,448.		

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

[illegible]

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABERDEEN EMERG MARKETS-INST #5840	5,669.	5,669.
INV BALANCE RISK COMM STR-Y #8611	18.	18.
AMERICAN EXPRESS CRE 2.700% 3/03/22	626.	626.
BB&T CORPORATION 2.050% 6/19/18	576.	576.
BANK OF AMERICA CORP 2.625% 4/19/21	394.	394.
BANK OF NEW YORK MEL 3.400% 5/15/24	680.	680.
BANK OF NOVA SCOTIA 2.800% 7/21/21	566.	566.
BAXTER INTERNATIONAL 2.400% 8/15/22	720.	720.
BERKSHIRE HATHAWAY 5.400% 5/15/18	1,350.	1,350.
CME GROUP INC 3.000% 3/15/25	600.	600.
CAPITAL ONE FINANCIA 2.450% 4/24/19	368.	368.
CATERPILLAR INC 1.350% 5/18/19	405.	405.
CITIGROUP INC 2.350% 8/02/21	353.	353.
DEUTSCHE BANK AG 1.875% 2/13/18	484.	484.
DISCOVERY COMMUNICAT 3.300% 5/15/22	825.	825.
DOW CHEMICAL CO/THE 4.125% 11/15/21	501.	501.
DRIEHAUS ACTIVE INCOME FUND	9,048.	9,048.
EASTMAN CHEMICAL CO 3.800% 3/15/25	874.	874.
EATON VANCE GLOBAL MACRO - I #0088	8,704.	8,704.
AMERICAN EUROPACIFIC GRTH CL F2 #616	8,713.	8,713.
EXPRESS SCRIPTS HOED 3.900% 2/15/22	585.	585.
FHLMC POOL #J15642 3.500% 6/01/26	539.	539.
FED NATL MTG ASSN 1.875% 12/28/20	375.	375.
FED NATL MTG ASSN 0.875% 5/21/18	1,007.	1,007.
FED NATL MTG ASSN 2.625% 9/06/24	525.	525.
FED HOME LN MTG CORP 2.375% 1/13/22	1,424.	1,424.
FEDEX CORP 2.625% 8/01/22	656.	656.
FID ADV EMER MKTS INC- CL I #607	27,526.	27,526.
GOLDMAN SACHS GROUP 3.500% 1/23/25	875.	875.
HARBOR CAPITAL APRCTION-INST #2012	1,087.	1,087.
HOME DEPOT INC 2.250% 9/10/18	602.	602.
ISHARES MSCI EMERGING MARKETS	6,596.	6,596.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES MSCI EAFE ETF	35,707.	35,707.
ISHARES CORE S&P MIDCAP ETF	1,074.	1,074.
ISHARES S&P MID-CAP 400 GROWTH	3,709.	3,709.
ISHARES RUSSELL 2000 ETF	3,267.	3,267.
ISHARES MBS ETF	929.	929.
JPMORGAN CHASE & CO 4.250% 10/15/20	1,063.	1,063.
JPMORGAN HIGH YIELD-I #3580	14,522.	14,522.
KOHL'S CORPORATION 4.000% 11/01/21	577.	577.
LAB CORP OF AMER HLD 2.200% 8/23/17	220.	220.
MANUFACTURERS & TRAD 2.100% 2/06/20	525.	525.
MERGER FUND-INST #301	2,633.	2,633.
FEDERATED MM TREAS OBLIG INST	2,638.	2,638.
MORGAN STANLEY 2.800% 6/16/20	560.	560.
NOVARTIS CAPITAL COR 3.000% 11/20/25	1,021.	1,021.
OMNICOM GROUP INC 3.625% 5/01/22	906.	906.
ORACLE CORP 3.875% 7/15/20	1,163.	1,163.
OPPENHEIMER DEVELOPING MKT-I #799	4,787.	4,787.
PIMCO HIGH YIELD FD-INST #108	13,344.	13,344.
PIMCO FOREIGN BD FD USD H-INST #103	2,261.	2,261.
PAX WORLD SMALL CAP-INS #3068	3,126.	3,126.
PRINCIPAL INV R/E SEC-IS FUND 4934	6,925.	6,925.
PRINCIPAL MIDCAP FD-IN #4749	16,295.	16,295.
QUALCOMM INC 3.450% 5/20/25	339.	339.
T ROWE PRICE BLUE CHIP-I #429	4,609.	4,609.
SPDR DOW JONES REIT ETF	11,091.	11,091.
SCRIPPS NETWORKS INT 2.800% 6/15/20	700.	700.
SHELL INTERNATIONAL 4.300% 9/22/19	860.	860.
TARGET CORP 2.300% 6/26/19	409.	409.
TOUCHSTONE MID CAP VAL-INST #552	4,117.	4,117.
US TREASURY NOTE 2.375% 8/15/24	713.	713.
US TREASURY NOTE 2.125% 9/30/21	587.	587.
US TREASURY NOTE 2.250% 11/15/24	1,350.	1,350.
US TREASURY NOTE 2.000% 2/15/25	1,260.	1,260.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE	1,381.	1,381.
US TREASURY NOTE	394.	394.
US TREASURY NOTE	678.	678.
US TREASURY NOTE	163.	163.
US TREASURY NOTE	406.	406.
US TREASURY NOTE	361.	361.
US TREASURY NOTE	590.	590.
US TREASURY NOTE	900.	900.
US TREASURY NOTE	495.	495.
US TREASURY NOTE	625.	625.
US TREASURY NOTE	500.	500.
VANGUARD 500 INDEX FD- ADM #540	44,691.	44,691.
VOYA INTL RL EST FD CL-I #2664	25,312.	25,312.
WESTPAC BANKING CORP 4.875% 11/19/19	1,463.	1,463.
GAI AGILITY INCOME FUND	4,827.	4,827.
FEDERATED TREAS OBL FD 68	2,717.	2,717.
TOTAL	312,061.	312,061.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
LOAN RECOVERY	1,000.

TOTALS	1,000.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
NON-ALLOCABLE LEGAL FEES	7,750.			7,750.
TOTALS	7,750.	NONE	NONE	7,750.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	1,359.	
FEDERAL ESTIMATES - PRINCIPAL	11,032.	
FOREIGN TAXES ON QUALIFIED FOR	5,796.	5,796.
FOREIGN TAXES ON NONQUALIFIED	982.	982.
	-----	-----
TOTALS	19,169.	6,778.
	=====	=====

ETHEL S C SMITH NO 5 CHARITABLE T/W

23-6648857

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ADVISORY FEES
BRENNAN & DONALDSON FEE

12,000.
6,000.

12,000.
6,000.

TOTALS

18,000.
=====

18,000.
=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
3128PVHT0 FHLMT POOL #J15642		
313379DD8 FED HOME LN BK	14,798.	14,211.
3135G0BA0 FED NATL MTG ASSN		
3135G0JA2 FED NATL MTG ASSN		
3137EADB2 FED HOME LN MTG CORP		
912828LL2 US TREASURY NOTE		
912828NG1 US TREASURY NOTE		
912828QY9 US TREASURY NOTE		
912828SF8 US TREASURY NOTE		
912828TJ9 US TREASURY NOTE		
912828TY6 US TREASURY NOTE		
912828UN8 US TREASURY NOTE		
3135G0WJ8 FED NATL MTG ASSN		
912828QB9 US TREASURY NOTE		
912828VS6 US TREASURY NOTE		
912828WJ5 US TREASURY NOTE		
3135G0ZR7 FED NATL MTG ASSN		
3137EADJ5 FED HOME LN MTG CORP		
912828D56 US TREASURY NOTE		
912828G38 US TREASURY NOTE		
912828J27 US TREASURY NOTE		
912828WL0 US TREASURY NOTE		
3135G0H55 FED NATL MTG ASSN		
912828P46 US TREASURY NOTE		
912828P87 US TREASURY NOTE		
912828P95 US TREASURY NOTE		
912828U32 US TREASURY NOTE		
912828UR9 US TREASURY NOTE		
9128283W8 US TREASURY NOTE		
	14,798.	14,211.
	9,248.	9,599.
	23,478.	23,933.
	45,297.	43,701.
	24,688.	24,776.
	20,152.	19,745.
	19,664.	19,741.
	29,544.	29,366.
	60,180.	58,207.
	62,653.	60,054.
	19,983.	19,677.
	82,853.	78,078.
	35,009.	33,712.
	53,787.	53,488.
	58,367.	57,864.
	24,900.	24,823.

ETHEL S C SMITH NO 5 CHARITABLE T/W

23-6648857

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
912828F21 US TREASURY NOTE	75,480.	73,901.
912828U24 US TREASURY NOTE	24,641.	23,450.
	-----	-----
TOTALS	684,722.	668,326.
	=====	=====

DESCRIPTION -----	ENDING BOOK VALUE		ENDING FMV	
	-----		---	
277923728 EATON VANCE GLOBAL M	259,942.		243,227.	
411511504 HARBOR CAPITAL APRCT	366,217.		744,136.	
464287234 ISHARES MSCI EMERGIN	255,036.		298,401.	
464287465 ISHARES MSCI EAFE ET	673,178.		1,268,701.	
464287655 ISHARES RUSSELL 2000	69,357.		279,964.	
78464A607 SPDR DOW JONES REIT	212,335.		363,600.	
949915367 WELLS FARGO ADV ENTE				
870297801 MLN ELEMENTS ROGERS				
22544R305 CREDIT SUISSE COMM R				
487300600 KEELEY MID CAP VALUE				
589509108 MERGER FD SH BEN INT				
902641646 E-TRACS ALERIAN MLP				
92913K595 VOYA REAL ESTATE FUN				
92914A810 VOYA INTL RL EST FD				
589509207 MERGER FUND-INST #30	270,361.	278,703.		
683974604 OPPENHEIMER DEVELOPI	373,840.	472,790.		
922908710 VANGUARD 500 INDEX F	1,556,692.	2,150,809.		
003021714 ABERDEEN EMERG MARKE	270,000.	335,326.		
00888Y508 INV BALANCE RISK COM	106,826.	131,080.		
29875E100 AMERICAN EUROPACIFIC	560,000.	715,732.		
617440508 MSIF MID CAP GROWTH				
704223817 PAX WORLD SMALL CAP-	404,334.	445,987.		
74253Q580 PRINCIPAL INV R/E SE	414,500.	414,988.		
74253Q747 PRINCIPAL MIDCAP FD-	377,000.	496,430.		
74925K581 BOSTON P LNG/SHRT RE	241,577.	280,400.		
77954Q106 T ROWE PRICE BLUE CH				
89155H389 TOUCHSTONE MID CAP V	189,674.	218,402.		
464287507 ISHARES CORE S&P MID	75,268.	86,088.		
464287606 ISHARES S&P MID-CAP	329,972.	402,322.		

ETHEL S C SMITH NO 5 CHARITABLE T/W
FORM 990PF, PART II - CORPORATE STOCK
=====

23-6648857

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
316389584 FIDELITY ADV INTER R	363,000.	367,392.
77954Q403 T ROWE PRICE BLUE CH	542,744.	866,852.
	-----	-----
TOTALS	7,911,853.	10,861,330.
	=====	=====

ETHEL S C SMITH NO 5 CHARITABLE T/W
 FORM 990PF, PART II - CORPORATE BONDS
 =====

23-6648857

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
94985D582 WELLS FARGO ADV INTL		
055451AP3 BHP BILLITON FIN USA		
05565QBY3 BP CAPITAL MARKETS		
06051GEK1 BANK OF AMERICA CORP		
06366QW86 BANK OF MONTREAL		
071813BF5 BAXTER INTERNATIONAL	29,902.	28,802.
084664BE0 BERKSHIRE HATHAWAY		
14912L4X6 CATERPILLAR FINANCIA		
25468PCM6 WALT DISNEY COMPANY/		
25470DAF6 DISCOVERY COMMUNICAT	25,543.	24,613.
278865AN0 ECOLAB INC		
30219GAF5 EXPRESS SCRIPTS HOLD	15,936.	15,096.
31428XAS5 FEDEX CORP	24,937.	24,301.
35671DAU9 FREEMPORT-MCMORAN C		
36962G3U6 GENERAL ELEC CAP COR		
428236BW2 HEWLETT-PACKARD CO		
459200GX3 IBM CORP		
46625HHU7 JPMORGAN CHASE & CO	26,948.	25,597.
4812C0803 JPMORGAN HIGH YIELD-	253,449.	249,220.
50540RAK8 LAB CORP OF AMER HLD		
539473AQ1 LLOYDS BANK PLC		
59156RAU2 METLIFE INC		
61747YDD4 MORGAN STANLEY		
681919AZ9 OMNICOM GROUP INC	26,365.	24,997.
68389XAK1 ORACLE CORP	34,731.	30,792.
693390882 PIMCO FOREIGN BD FD	129,655.	137,438.
693391559 PIMCO EMERG MKTS BD-		
713448BT4 PEPSICO INC		
76720AAF3 RIO TINTO FIN USA PL		

ETHEL S C SMITH NO 5 CHARITABLE T/W

23-6648857

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
822582AJ1 SHELL INTERNATIONAL	23,705.	20,457.
883556BB7 THERMO FISHER SCIENT		
88732JAH1 TIME WARNER CABLE IN		
961214BK8 WESTPAC BANKING CORP	33,668.	30,872.
05531FAN3 BB&T CORPORATION		
2515A14E8 DEUTSCHE BANK AG		
260543CD3 DOW CHEMICAL CO/THE		
262028855 DRIEHAUS ACTIVE INCO	259,779.	243,346.
437076BB7 HOME DEPOT INC		
04315J860 ABERDEEN GLOBAL HIGH		
06739FGF2 BARCLAYS BANK PLC		
120569AA6 BUNGE NA FINANCE LP		
12572QAG0 CME GROUP INC	20,397.	19,460.
315920702 FID ADV EMER MKTS IN	553,000.	561,796.
38148LAC0 GOLDMAN SACHS GROUP	25,413.	24,272.
55279HAJ9 MANUFACTURERS & TRAD	25,121.	24,614.
25152RYD9 DEUTSCHE BANK AG		
277432AR1 EASTMAN CHEMICAL CO	22,694.	23,037.
61761JB32 MORGAN STANLEY	20,427.	19,879.
693390841 PIMCO HIGH YIELD FD-	245,000.	251,482.
747525AF0 QUALCOMM INC		
811065AE1 SCRIPPS NETWORKS INT	24,790.	24,675.
0258M0EG0 AMERICAN EXPRESS CRE	24,962.	24,526.
06051GFW4 BANK OF AMERICA CORP	15,302.	14,769.
06406HCV9 BANK OF NEW YORK MEL	20,532.	19,875.
064159FL5 BANK OF NOVA SCOTIA	25,313.	24,763.
14040HBE4 CAPITAL ONE FINANCIA	15,105.	14,970.
14912L6R7 CATERPILLAR INC	30,144.	29,641.
172967KV2 CITIGROUP INC	15,123.	14,569.

ETHEL S C SMITH NO 5 CHARITABLE T/W
FORM 990PF, PART II - CORPORATE BONDS
=====

23-6648857

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
500255AR5 KOHL'S CORPORATION		
66989HAJ7 NOVARTIS CAPITAL COR	35,581.	33,877.
87612EBB1 TARGET CORP	25,333.	24,942.
260543CF8 DOW CHEMICAL CO/THE	26,376.	25,592.
437076BM3 HOME DEPOT INC	33,895.	33,744.
464288588 ISHARES MBS ETF	96,168.	94,922.
59156RBH0 METLIFE INC	24,866.	25,026.
	-----	-----
TOTALS	2,210,160.	2,185,962.
	=====	=====

ETHEL S C SMITH NO 5 CHARITABLE T/W

23-6648857

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
34528QBP8 FORD CREDIT FLOORPLA	C	100,000.	100,748.
GTY995004 GAI AGILITY INCOME F	C	100,000.	100,748.
TOTALS		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3,836.
ACCRUED INTEREST PAID POSTED BEFORE TYE	170.
ROUNDING	1.

TOTAL	4,007.
	=====

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
=====

NAME:

Delco Tennis Association

ADDRESS:

122 Marie Circle

Aston, PA 19014

GRANT DATE: 06/30/2015

GRANT AMOUNT 25,000.

GRANT PURPOSE:

To promote the lifetime sport of tennis

ANY DIVERSION BY GRANTEE:

To the Foundation's knowledge, no funds have been diverted
to any activity other than the activity for which the grant

DATES OF REPORTS BY GRANTEE:

9/21/2016

DATE OF VERIFICATION: 01/09/2017

RESULTS OF VERIFICATION:

The Foundation has no reason to doubt the accuracy or reliability of
information supplied by the grantee.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 W WT Harris Blvd D1114-044

Charlotte, NC 28288-1161

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 118,549.

COMPENSATION EXPLANATION:

see attached

OFFICER NAME:

WELLS FARGO BANK, N.A.

ADDRESS:

1525 W WT Harris Blvd D1114-044

Charlotte, NC 28288-1161

TITLE:

GRANT ADMIN

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 35,428.

COMPENSATION EXPLANATION:

see attached

TOTAL COMPENSATION:

153,977.

=====

ETHEL S C SMITH NO 5 CHARITABLE T/W
FORM 990PF, PART XV - LINES 2a - 2d

23-6648857

RECIPIENT NAME:

WELLS FARGO

ADDRESS:

One West 4th Street

Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 888-234-1999

FORM, INFORMATION AND MATERIALS:

www.wellsfargo.com/privatefoundationgrants/smith

SUBMISSION DEADLINES:

March 1 and Sept 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Grants are for SE Pennsylvania charities with an emphasis on those serving community needs in Delaware County for capital projects, operating expenses, & special programs.

STATEMENT 20

RECIPIENT NAME:
CHRIST LUTHERAN COMMUNITY
OUTREACH DBA UPPER DARBY OUTREACH
ADDRESS:
74240 WALMURT STREET
UPPER DARBY, PA 19082
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CRADLES TO CRAYONS
ADDRESS:
POB 799
WEST CONSHOHOCKEN, PA 19428
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EVERYDAY ESSENTIALS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
The Salvation Army
ADDRESS:
701 N BROAD ST
Philadelphia, PA 19123
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

The Chester Fund for Educational
and The Arts

ADDRESS:

200 COMMERCE DR.
Aston, PA 19014

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

~~SUPPORT~~

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

DREXEL NEUMANN ACADEMY

ADDRESS:

1901 POTTER STREET
CHESTER, PA 19013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PHILABUNDANCE

ADDRESS:

3616 SOUTH GALLOWAY ST
PHILADELPHIA, PA 19148

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

KIDS BITES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:
DELAWARE COUNTY SYMPHONY
ADDRESS:
PO BOX 421
NEWTON SQUARE, PA 19073
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
PHILADELPHIA FREEDOM VALLEY YOUNG MENS
YOUNG MENS CHRISTIAN ASSOCIATION
ADDRESS:
400 FAYETTE ST, SUITE 250
CONSHOHOCKEN, PA 19428
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
Cradle of Liberty Council, Boy Scouts
of America
ADDRESS:
1485 VALLEY FORGE RD.
Wayne, PA 19087
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

JEVS Human Services

ADDRESS:

1845 WALNUT ST

Philadelphia, PA 19103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

Easter Seals of Southeastern

ADDRESS:

3975 CONSHOJHOCKEN AVE

Philadelphia, PA 19131

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

GIRL SCOUTS OF EASTERN PHILADELPHIA

ADDRESS:

POB 27540

PHILADELPHIA, PA 19118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

THE FUNDED TROOP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Williamson College of the Trades

ADDRESS:

106 S. NEW MIDDLETOWN RD
Media, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

SCHOOL

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

St. Edmonds Home for Children

ADDRESS:

320 SOUTH ROBERTS RD
Rosemont, PA 19010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

JUNIOR ACHIEVMENT OF DELARWARE VALLEY

ADDRESS:

993 OLD EAGLE ROAD
WAYNE, PA 19087

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

Haverford Township Free Library Assoc

ADDRESS:

1601 DARBY RD

Hvertown, PA 19083

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

USO OF PENNSYLVANIA & SOUTHERN

NEW JERSEY

ADDRESS:

2700 SOUTHHAMPTON ROAD

PHILADELPHIA, PA 19154

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DELAWARE COUNTY SPCA

ADDRESS:

555 SANDY BANK RD

MEDIA, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

VETERINARY SUITE EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF CHESTER
ADDRESS:
201 EAST 7TH STREET
CHESTER, PA 19013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Holy Family Home
ADDRESS:
5300 CHESTER AVE
Philadelphia, PA 19143
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
The ARC of Pennsylvania
ADDRESS:
740 SOUTH CHESTER RD
Swarthmore, PA 19081
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

=====

RECIPIENT NAME:

HEDGEROW THEATRE, INC

ADDRESS:

146 WEST ROSE VALLEY ROAD

ROSE VALLEY, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CASA/YOUTH ADVOCATES INC

ADDRESS:

PO BOX 407

MEDIA, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Womans Resource Center

ADDRESS:

113 W WAYNE AVE

Wayne, PA 19087

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PATHWAYS PA, INC

ADDRESS:

310 AMOSLAND RD
HOLMES, PA 19043

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EARLY CHILDHOOD LEARNING CENTER PLAYGROUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ASTON PUBLIC LIBRARY

ADDRESS:

3270 CONCORD BLVD
ASTON, PA 19014

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

SPECIAL OLYMPICS PENNSYLVANIA
INC

ADDRESS:

2570 BLVD OF THE GENERALS
NORRISTOWN, PA 19403

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

2015 FALL FESTIVAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

DARLINGTON ARTS CENTER

ADDRESS:

977 SHAVERTOWN ROAD

GARNET VALLEY, PA 19061

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

PHILADELPHIA YOUNG PLAYWRIGHTS

ADDRESS:

1709 BENJAMIN FRANKLIN PARKWAY

PHILADELPHIA, PA 19103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

YOUNG PLAYWRIGHTS CLASSIC PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ARDEN THEATRE COMPANY

ADDRESS:

40 NORTH SECOND STREET

PHILADELPHIA, PA 19106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

FAMILY SUPPORT LINE OF DELAWARE
COUNTY, INC

ADDRESS:

100 WEST SIXTH STREET
MEDIA, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

ROSE TREE POPS ORCHESTRA

ADDRESS:

POB 932
MEDIA, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ROSE TREE POPS YOUTH ADUDITIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

Metropolitan Area Neighborhood
Nutroton Alliance

ADDRESS:

420 N 20TH ST
Philadelphia, PA 19130

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

Surey Services for Seniors Inc

ADDRESS:

60 SURREY WAY
Devon, PA 19333

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

Mothers Home Inc

ADDRESS:

51 N MACDADE BLVD
Darby, PA 19023

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ASTRAL ARTISTIC SERVICES

ADDRESS:

230 SOUTH BROAD ST
PHILADELPHIA, PA 19102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY CLAISSIC FOR RESIDENTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
DELCO TENNIS ASSOCIATION, INC
ADDRESS:
122 MARLE CIRCLE
ASTON, PA 19063
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
Be Proud Foundation
ADDRESS:
600 N. JACKSON ST
Media, PA 19063
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
Aston Township Historical Society
ADDRESS:
3270 CONCORD RD.
Aston, PA 19014
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

MEDIA THEATRE FOR THE PERFORMING
ART

ADDRESS:

104 E STATE STREET
MEDIA, PA 19063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CENTER FOUNDATION

ADDRESS:

220 NORTH JACKSON STREET
MEDIA, PA 19145-2902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PHILADELPHIA SINFONIA ASSOCIATION
INC

ADDRESS:

PO BOX 996
PHILADELPHIA, PA 19105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Entrepreneur Works Fund

ADDRESS:

111 S INDEPENDENCE MALL EAST
Philadelphia, PA 19106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DELAWARE COUNTY INTERFAITH
HOSPITALITY NETWORK

ADDRESS:

PO BOX 2384
ASTON, PA 19014-2384

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Valley Forge Educational Program

ADDRESS:

POB 354
Newon Square, PA 19073

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

TRI-COUNTY CONCERTS ASSOC. INC

ADDRESS:

BOX 222

WAYNE, PA 19087

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

WAYNE ART CENTER

ADDRESS:

413 MAPLEWOOD AVENUE

WAYNE, PA 19087

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

LANSDOWNE SYMPHONY ORCHESTRA
ASSOCIATION

ADDRESS:

28 NORTH LANSDOWNE AVE

LANSDOWNE, PA 19050

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:
VALLEY YOUTH HOUSE COMMITTEE
ADDRESS:
829 LINDEN ST
ALLENTOWN, PA 18101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
Musicopia Inc
ADDRESS:
2001 MARKET ST
Philadelphia, PA 19103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
Musicworks
ADDRESS:
2050 WESY CHESTER PIKE
Havertown, PA 19083
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
VETERAN'S NATIONAL EDUCATION
PROGRAM
ADDRESS:
PO BOX 354
NEWTON SQUARE, PA 19073-0354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
College Possible
ADDRESS:
2000 HAMILTON ST
Philadelphia, PA 19130
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
DMAX Fondaion
ADDRESS:
401 DARTMOUH RD
Bryn Mawr, PA 19010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

ETHEL S C SMITH NO 5 CHARITABLE T/W 23-6648857
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
BERNARDINE CENTER
ADDRESS:
2625 WEST NINTH STREET
CHESTER, PA 19013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
PENNSYLVANIA VETERANS MUSEUM
ADDRESS:
12 EAST STATE STREET, PO BOX 73
MEDIA, PA 19063
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Orchestra Concordia Association
ADDRESS:
POB 149
Wayne, PA 19087
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID: 448,000.
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