

For calendar year 2017, or tax year beginning 12-01-2017, and ending 11-30-2018

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 ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 32,588,956	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	412,941			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,148	2,148		
	4 Dividends and interest from securities	783,245	783,245		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 	-31,146			
	b Gross sales price for all assets on line 6a 838,723				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 Total. Add lines 1 through 11	1,167,188	785,393		
	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)	 20,620	20,620		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 108,297	108,297		
	24 Total operating and administrative expenses. Add lines 13 through 23	128,917	128,917		0
	25 Contributions, gifts, grants paid	1,451,885			1,451,885
	26 Total expenses and disbursements. Add lines 24 and 25	1,580,802	128,917		1,451,885
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-413,614			
	b Net investment income (if negative, enter -0-)		656,476		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	527,072	185,179	185,179
	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)	13,537,191	13,465,470	32,403,777
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,064,263	13,650,649	32,588,956	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	14,064,263	13,650,649	
	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)	14,064,263	13,650,649		
31	Total liabilities and net assets/fund balances (see instructions) .	14,064,263	13,650,649		

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	14,064,263
2	Enter amount from Part I, line 27a	2	-413,614
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	13,650,649
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	13,650,649

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,387,050	30,953,965	0 044810
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
2 Total of line 1, column (d)			2 0 226671
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 045334
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 33,720,738
5 Multiply line 4 by line 3			5 1,528,696
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,565
7 Add lines 5 and 6			7 1,535,261
8 Enter qualifying distributions from Part XII, line 4			8 1,451,885

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,130
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	13,130
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,130
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	12,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	17,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	91
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	3,779
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 3,779 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MICHELLE HUGHES Telephone no (610) 647-5577			

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

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			
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? ☐ 1c			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	7b		

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

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

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

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

Total number of other employees paid over \$50,000. ►**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. ►**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	33,420,216
b	Average of monthly cash balances.	1b	814,036
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	34,234,252
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	34,234,252
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	513,514
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	33,720,738
6	Minimum investment return. Enter 5% of line 5.	6	1,686,037

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,686,037
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	13,130
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,130
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,672,907
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,672,907
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,672,907

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,451,885
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,451,885
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,451,885

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				1,672,907
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,443,827	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,451,885</u>				
a Applied to 2016, but not more than line 2a			1,443,827	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				8,058
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 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				1,664,849
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,451,885
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments.				
3 Interest on savings and temporary cash investments				
		14	2,148	
4 Dividends and interest from securities.				
		14	783,245	
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income.				
8 Gain or (loss) from sales of assets other than inventory				
		18	-31,292	146
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e).				
			754,101	146
13 Total. Add line 12, columns (b), (d), and (e). 13 754,247				

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2019-10-11 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	RICHARD GIORDANO CPA		2019-10-11		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 XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY OF MUSIC240 S BROAD ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	8,000
ACADIA REPERTORY THEATER PO BOX 106 MT DESERT, ME 04660	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	500
AGNES IRWIN SCHOOL275 S ITHAN AVE BRYN MAWR, PA 19010	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AIM ACADEMY1200 RIVER RD CONSHOHOCKEN, PA 19428	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
ALS ASSOCIATION 321 NORRISTOWN RD AMBLER, PA 19002	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
ANDALUSIA FOUNDATIONPO BOX 158 ANDALUSIA, PA 19020	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	30,040
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AVALON THEATRE 5505 CONNECTICUT AVE NW STE 226 WASHINGTON, DC 20015	N/A	OPERATING	FURTHER CHARIABLE PURPOSES	500
AVON OLD FARMS SCHOOL 500 OLD FARMS RD AVON, CT 06001	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PK PHILADELPHIA, PA 19130	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	17,265
Total ► 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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 TECUMSEH813 MALIN RD NEWTOWN SQUARE, PA 19073	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHEVY CHASE HISTORICAL SOCIETY PO BOX 15145 CHEVY CHASE, MD 20815	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	500
CHOP FOUNDATIONPO BOX 40930 PHILADELPHIA, PA 19107	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,080
CHRIST CHURCH GEORGETOWN 3116 O STREET NW WASHINGTON, DC 20007	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	5,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHURCH OF THE REDEEMER 230 PENNSWOOD RD BRYN MAWR, PA 19010	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	25,000
COMFORT CASES 12154 DARNESTOWN RD 305 GAITHERSBURG, MD 20878	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	250
COMMUNITY CLOTHES CHARITY PO BOX 153 WAYNE, PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY COALITION174 BRIDGE ST PHOENIXVILLE, PA 19460	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
CRADLE OF LIBERTY 1485 VALLEY FORGE RD WAYNE, PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
DEERFIELD ACADEMY7 BOYDEN RD DEERFIELD, MA 01342	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DUPONT DE NEMOURS CEMETARY CO PO BOX 243 MONTCHANIN, DE 19719	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
ELEPHANT SANCTUARYPO 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
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LN ALEXANDRIA, VA 22302	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
FOXCROFT SCHOOLPO BOX 5555 MIDDLEBURG, VA 20118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
FRIENDS OF ACADIAP BOX 45 BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	17,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GETHSEMANE LUTHERAN SCHOOL 1035 E GUADALUPE RD TEMPE, AZ 85283	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
GILMAN SCHOOLPO BOX 17216 BALTIMORE, MD 212988527	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
HAGLEY MUSEUM & LIBRARY PO BOX 3630 WILMINGTON, DE 19807	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HISTORIC PRESRV & EDUC FUND OF RCOP 215 S 16TH ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	7,500
ISLAND HOUSING TRUSTPO BOX 851 MOUNT DESERT, ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
JACKSON LABORATORY600 MAIN ST BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	25,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JEFFERSON HOSPITAL 125 S 9TH STREET STE 700 PHILADELPHIA, PA 19107	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
JOURNEY THROUGH HALLOWED GROUND PARTNERSHIP 15481 SECOND ST PO BOX 77 WATERFORD, VA 20197	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
KIEVE-WAVUS ANNUAL FUND PO BOX 169 NOBLEBORO, ME 045550169	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
Total ► 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LAND AND GARDEN CONSERVANCY PO BOX 208 SEAL HARBOR, ME 04675	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
LANKENAU MEDICAL CENTER 100 E LANCASTER AVE MOB EAST STE 564 WYNNEWOOD, PA 19096	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	25,000
LITTLE FOLKS SCHOOL3247 Q ST NW WASHINGTON, DC 20007	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	2,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAINE COAST HERITAGE TRUST PO BOX 426 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	16,000
MAINE MARITIME ACADEMY DEV OFFICE PLEASANT ST CASTLINE, ME 04420	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	20,000
MARET SCHOOL 3000 CATHEDRAL AVE NW WASHINGTON, DC 200083498	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
METROPOLITAN CLUB1700 H ST NW WASHINGTON, DC 20006	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
MIDDLEBURG SPRING RACE ASSOC PO BOX 1173 MIDDLEBURG, VA 20118	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
MILL REEF FUND 140 BROADWAY 5TH FLOOR NEW YORK, NY 100051101	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOUNT DESERT FIRE & RESCUE ASSOC PO BOX 248 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT ISLAND HISTORICAL SOC PO BOX 653 SOUND DR MOUNT DESERT, ME 04660	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LN BAR HARBOR, ME 04609	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	15,000
Total ► 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	2,000
MOUNT DESERT NURSING ASSOCIATION PO BOX 397 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
NATIONAL GALLERY OF ART 2000B S CLUB DR LANDOVER, MD 20785	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	12,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL OUTDOOR LEADERSHIP 284 LINCOLN ST LANDER, WY 82520	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
NAVY SEAL FOUNDATION1619 D ST VIRGINIA BEACH, VA 23459	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	25,000
NEIGHBORHOOD HOUSEPO BOX 332 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,500
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	37,500
NORTHEAST HARBOR SAILING SCHOOL PO BOX 12 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
Total ► 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NURTURING MINDSPO BOX 144 VALLEY FORGE, PA 19481	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
PA ACADEMY OF THE FINE ARTS 118 N BROAD ST PHILADELPHIA, PA 19102	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	73,500
PA SPCA BARK AND WHINE 350 E ERIE AVE PHILADELPHIA, PA 19134	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	15,500
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PAOLI FIRE COMPANY69 DARBY RD PAOLI, PA 19301	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	250
PAOLI LIBRARY18 DARBY RD PAOLI, PA 19301	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	3,000
PEGGY ADAMS ANIMAL RESCUE 3100-3200 N MILITARY TRL WEST PALM BEACH, FL 33409	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PETER'S PLACE 336 KING OF PRUSSIA RD RADNOR, PA 19087	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	5,000
RECTORY SCHOOLPO BOX 68 POMFRET, CT 06258	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	50,000
ROBERT A GARDNER SCHOLARSHIP FUND PO BOX 382 NORTHEAST HARBOR, ME 04462	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	5,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROCKEND ART BARNPO BOX 1093 NORTHEAST HARBOR, ME 04662	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,000
SAFE HARBOR20 N MATLACK ST WEST CHESTER, PA 19380	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
SCH ACADEMY 500 W WILLOW GROVE AVE PHILADELPHIA, PA 19118	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	10,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIBLEY FOUNDATION 5255 LOUGHBORO RD NW WASHINGTON, DC 20016	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	3,000
ST JAMES SCHOOL17641 COLLEGE RD ST JAMES, MD 21781	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	220,000
ST ROSE OF LIMA SCHOOL 1522 N WANAMAKER ST PHILADELPHIA, PA 19131	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
T&E CAREPO BOX 2111 SOUTHEASTERN, PA 19399	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	1,000
TCSR1633 MONTGOMERY AVE VILLANOVA, PA 19085	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	1,000
TEACH FOR AMERICA 1714 MEMPHIS ST STE C1 PHILADELPHIA, PA 19125	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	10,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE GARDEN CONSERVANCY PO BOX 219 COLD SPRINGS, NY 10516	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	2,500
THE HAVERFORD SCHOOL 450 LANCASTER AVE HAVERFORD, PA 19041	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	25,000
UNC LACROSSE344 RIDGE RD CHAPEL HILL, NC 27515	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	10,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
US COURT TENNIS PRESERVATION FDN PO BOX 232 NEWPORT, RI 02840	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	293,000
VALIANT AIR COMMAND Warbird Museum 6600 Tico Rd Titusville, FL 327808009	N/A	OPERATING	FURTHER CHARITABLE PURPOSES	30,000
VILLANOVA UNIVERSITY 800 Lancaster Ave Villanova, PA 19085	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	500
Total ► 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VOX AMA DEUSPO BOX 203 GLADWYNE, PA 19035	N/A	OPERATING	FURTHER RELIGIOUS PURPOSES	100,000
WADSWORTH PRESERVATION FD 1801 MASSACHUSETTS AVE WASHINGTON, DC 20036	N/A	OPERATING	FURTHER CONSERVATIONAL PURPOSES	5,000
WEST HILL SCHOOL1455 WEST HILL RD ROSEMONT, PA 19010	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	10,000
Total ▶ 3a				1,451,885

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	N/A	OPERATING	FURTHER EDUCATIONAL PURPOSES	10,000
Total 				1,451,885
3a				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Gain/Loss from Sale of Other Assets Schedule

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

EIN: 51-6015711

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
AMERICAN ELEC PWR CO INC - 4,000 SHS	2016-05	PURCHASE	2018-04		276,294	262,904			13,390	
ANHEUSER-BUSCH INBEV - 2,000 SHS		PURCHASE	2018-11		151,234	216,686			-65,452	
GLAXOSMITHKLINE PLC - 5,000 SHS		PURCHASE	2018-08		200,505	178,095			22,410	
MONDELEZ INTERNATIONAL - 5,000 SHS	2016-11	PURCHASE	2018-04		210,310	212,184			-1,874	
CLASS ACTION SETTLEMENT - AIG		PURCHASE	2018-07		234				234	
CLASS ACTION SETTLEMENT - BNYMFX		PURCHASE	2018-07		146				146	

TY 2017 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	13,465,470	32,403,777

TY 2017 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	83,642	83,642		
ADMINISTRATIVE FEES	24,655	24,655		

TY 2017 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	243	243		
FEDERAL TAXES	20,377	20,377		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ 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 www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEGE FDN)	Employer identification number 51-6015711

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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 33¹ 3% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEDGE FDN)	Employer identification number 51-6015711
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Part I Contributors (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	\$ 412,941	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization E NEWBOLD & MARGARET DUPONT SMITH F FOUNDATION (DBA THORNEDGE FDN)	Employer identification number 51-6015711
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Part III	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.) ▶ \$ _____ 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
(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
(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
(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