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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning 07/01, 2018, and ending 06/30,2019

Name of foundation: THE W W SMITH CHARITABLE TRUST T/U/W

A Employer identification number: 23-6648841

Number and street (or P.O. box number if mail is not delivered to street address) / Room/suite: 6325 S RAINBOW BLVD STE 300

B Telephone number (see instructions): 610-397-1844

City or town, state or province, country, and ZIP or foreign postal code: LAS VEGAS, NV 89118

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶ $ 181,960,490.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(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).)

	Line	Description	(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)	21,875.			
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	20,918.	20,918.		STMT 1
	4	Dividends and interest from securities	4,295,441.	4,295,441.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,113,368.			
	b	Gross sales price for all assets on line 6a 23,129,910.				
	7	Capital gain net income (from Part IV, line 2)		1,113,368.		
	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)	88,745.	32,157.		STMT 3
	12	**Total.** Add lines 1 through 11	5,540,347.	5,461,884.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	193,993.	116,396.	NONE	77,597.
	14	Other employee salaries and wages	132,500.	NONE	NONE	132,500.
	15	Pension plans, employee benefits	15,792.	NONE	NONE	15,792.
	16a	Legal fees (attach schedule) STMT 4	22,211.	NONE	NONE	22,211.
	b	Accounting fees (attach schedule) STMT 5	39,272.	NONE	NONE	39,272.
	c	Other professional fees (attach schedule) STMT 6	10,500.			10,500.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	235,385.	83,560.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	66,867.	6,687.		60,180.
	21	Travel, conferences, and meetings	1,783.	178.	NONE	1,605.
	22	Printing and publications	10,046.	1,005.	NONE	9,041.
	23	Other expenses (attach schedule) STMT 8	29,531.	4,669.		24,862.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	757,880.	212,495.	NONE	393,560.
	25	Contributions, gifts, grants paid	8,954,708.			8,954,708.
	26	Total expenses and disbursements Add lines 24 and 25	9,712,588.	212,495.	NONE	9,348,268.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-4,172,241.			
	b	**Net investment income** (if negative, enter -0-)		5,249,389.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	9,191,015.	6,912,461.	6,912,461.
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) STMT 9	9,836,508.	10,390,944.	10,390,944.
b	Investments - corporate stock (attach schedule) STMT 10	127,184,179.	140,517,833.	140,517,833.
c	Investments - corporate bonds (attach schedule) STMT 12	8,709,763.	8,629,123.	8,629,123.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 14	19,337,012.	15,504,928.	15,504,878.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SECURITY DEPOSIT)	5,251.	5,251.	5,251.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	174,263,728.	181,960,540.	181,960,490.
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 ▶ [X] **and complete lines 24 through 26, and lines 30 and 31.**			
24	Unrestricted	174,263,728.	181,960,540.	
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			
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)	174,263,728.	181,960,540.	
31	**Total liabilities and net assets/fund balances** (see instructions)	174,263,728.	181,960,540.	

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	174,263,728.
2	Enter amount from Part I, line 27a	2	-4,172,241.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	11,869,053.
4	Add lines 1, 2, and 3	4	181,960,540.
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	181,960,540.

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	P		
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	23,129,910.		22,016,542.	1,113,368.
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				1,113,368.
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** 1,113,368.

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))
2017	8,789,871.	173,253,311.	0.050734
2016	8,140,806.	154,585,196.	0.052662
2015	7,715,214.	148,571,263.	0.051929
2014	8,335,617.	155,393,352.	0.053642
2013	7,980,413.	147,502,981.	0.054103

2	**Total** of line 1, column (d)	2	0.263070
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	0.052614
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	174,377,965.
5	Multiply line 4 by line 3	5	9,174,722.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	52,494.
7	Add lines 5 and 6	7	9,227,216.
8	Enter qualifying distributions from Part XII, line 4	8	9,348,268.

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 ▶ [X] and enter 1% of Part I, line 27b	1	52,494.
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	52,494.
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	52,494.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 151,759.		
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	151,759.
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	99,265.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ NONE **Refunded** ▶	11	99,265.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		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?	1c		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? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
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	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	7	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	8b	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 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 15 Telephone no. ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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 ▶ ______, ______, ______, ______			
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 2018 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 2018)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2018?	4b		X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? (6b) If "Yes" to 6b, file Form 8870.		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? (7b)		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No		

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

1 List all officers, directors, trustees, and 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
Wells Fargo Bank NA 1525 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288-5709	CO-TRUSTEE 1	193,993.	-0-	-0-
Louise Havens C/O 200 FOUR FALLS CORPORATE CENTER, WEST CONSHOHOCKEN	CO-TRUSTEE 20	-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	(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
Brian Jones 200 FOUR FALLS CORPORTATE CTR, WEST CONSHOHOCKEN, PA 1	GRANT ADMINISTRA 40 H	81,931.	-0-	-0-
Catherine Probeck 200 FOUR FALLS CORPORATE CTR, WEST CONSHOHOCKEN, PA 19	OFFICE ADMINISTR 40 H	50,569.	-0-	-0-

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

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 . . . . ▶	

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	167,970,730.
b	Average of monthly cash balances	1b	9,057,486.
c	Fair market value of all other assets (see instructions)	1c	5,251.
d	**Total** (add lines 1a, b, and c)	1d	177,033,467.
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	177,033,467.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,655,502.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	174,377,965.
6	**Minimum investment return.** Enter 5% of line 5	6	8,718,898.

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	8,718,898.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	52,494.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	52,494.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	8,666,404.
4	Recoveries of amounts treated as qualifying distributions			4	56,588.
5	Add lines 3 and 4			5	8,722,992.
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	8,722,992.

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	9,348,268.
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	9,348,268.
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	52,494.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,295,774.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				8,722,992.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,499,781.	
b Total for prior years 20_____,20_____,20_____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013 ... NONE				
b From 2014 ... NONE				
c From 2015 ... NONE				
d From 2016 ... NONE				
e From 2017 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 9,348,268.				
a Applied to 2017, but not more than line 2a			1,499,781.	
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 2018 distributable amount				7,848,487.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				874,505.
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 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2014 ... NONE				
b Excess from 2015 ... NONE				
c Excess from 2016 ... NONE				
d Excess from 2017 ... NONE				
e Excess from 2018 ... 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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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).)

N/A

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 16

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Distribution Schedule 200FOUR FALLS CORPORATE CENTER, STE West Con	NONE	PC	VARIOUS	8,954,708.
Total . . . . ▶ **3a**				8,954,708.
b *Approved for future payment*				
Trustees of the University of PA 133 SOUTH 36TH ST. Philadelphia, PA 19104	NONE	PC	SPECIAL MEDICAL Grant/Professorship	750,000.
Total . . . . ▶ **3b**				750,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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			14	20,918.	
4 Dividends and interest from securities			14	4,295,441.	
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	1,113,368.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME			1	85.	
c INCOME LITIGATION			1	32,072.	
d RETURNED GRANT			1	56,588.	
e					
12 Subtotal. Add columns (b), (d), and (e)				5,518,472.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 5,518,472.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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) (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

S.V.P.
Wells Fargo Bank, N.A. | 3/27/2020 | SVP

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHECKING ACCOUNT INTEREST	20,918.	20,918.
TOTAL	20,918.	20,918.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST ON INVESTMENTS	4,295,441.	4,295,441.
TOTAL	4,295,441.	4,295,441.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RETURNED GRANT	56,588.	
OTHER INCOME	85.	85.
INCOME LITIGATION	32,072.	32,072.
TOTALS	88,745.	32,157.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	22,211.			22,211.
TOTALS	22,211.	NONE	NONE	22,211.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT/TAX PREP FEE	22,182.			22,182.
ACCOUNTING FEES	17,090.			17,090.
TOTALS	39,272.	NONE	NONE	39,272.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
HONORARIUM		10,500.	10,500.
	TOTALS	10,500.	10,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	83,560.	83,560.
FEDERAL EXCISE TAX	151,759.	
INTEREST & PENALITIES	66.	
TOTALS	235,385.	83,560.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEES	2,270.	2,270.	
PAYROLL PROCESSING FEE	3,288.		3,288.
EQUIPMENT/MAINTEANCE	1,069.	107.	962.
INSURANCE	9,296.	930.	8,366.
TELEPHONE	5,221.	522.	4,699.
EXPRESS MAIL	405.	41.	364.
POSTAGE EXPRESS	482.	48.	434.
OFFICE SUPPLIES	2,385.	239.	2,146.
COMPUTER SOFTWARE	1,862.	186.	1,676.
MISC. OFFICE EXPENSES	297.	30.	267.
COPIER RENTAL	2,956.	296.	2,660.
TOTALS	29,531.	4,669.	24,862.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3128K0ZK2 FHLMC POOL #A40746	16,410.	16,052.	16,052.
362200G50 GNMA POOL #292820	65.		
36204KUT8 GNMA POOL #372394	21,870.	19,639.	19,639.
36206RF50 GNMA POOL #418788	7,337.	6,120.	6,120.
36225AN89 GNMA POOL #780415	4,939.	3,540.	3,540.
912828KD1 US TREASURY NOTE	601,854.		
912828MP2 US TREASURY NOTE	676,744.	368,424.	368,424.
912828LY4 US TREASURY NOTE	333,970.	231,024.	231,024.
3137EADB2 FED HOME LN MTG CORP	883,249.	908,219.	908,219.
3138A8PX8 FNMA POOL #AH6737	64,102.	49,020.	49,020.
31410LFU1 FNMA POOL #890379	11,215.	1,587.	1,587.
912828TJ9 US TREASURY NOTE	502,934.	523,399.	523,399.
912828B66 US TREASURY NOTE	669,109.	699,627.	699,627.
912828WJ5 US TREASURY NOTE	723,461.	760,240.	760,240.
3135G0ZR7 FED NATL MTG ASSN	786,680.	830,176.	830,176.
912828UN8 US TREASURY NOTE	1,085,045.	878,222.	878,222.
912828XB1 US TREASURY NOTE	621,992.	660,972.	660,972.
912828P87 US TREASURY NOTE	697,559.	331,218.	331,218.
3135G0K36 FED NATL MTG ASSN	374,504.	402,912.	402,912.
3137EADR7 FED HOME LN MTG CORP	225,267.	228,687.	228,687.
912828P46 US TREASURY NOTE	229,355.	837,582.	837,582.
912828U24 US TREASURY NOTE	726,291.	780,906.	780,906.
912828V98 US TREASURY NOTE	572,556.	614,862.	614,862.
9128284V9 US TREASURY NOTE		816,704.	816,704.
9128286B1 US TREASURY NOTE		421,812.	421,812.
TOTALS	9,836,508.	10,390,944.	10,390,944.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
437076102 HOME DEPOT INC	5,048,213.	5,381,224.	5,381,224.
654106103 NIKE INC CL B	4,780,800.	5,037,000.	5,037,000.
254687106 WALT DISNEY CO	3,458,730.	4,608,120.	4,608,120.
713448108 PEPSICO INC	2,395,140.	2,884,860.	2,884,860.
742718109 PROCTER & GAMBLE CO	1,170,900.	1,644,750.	1,644,750.
166764100 CHEVRON CORP	2,528,600.	2,488,800.	2,488,800.
30231G102 EXXON MOBIL CORPORAT	2,068,250.	1,915,750.	1,915,750.
09247X101 BLACKROCK INC	2,562,570.	3,348,456.	3,348,456.
46625H100 JPMORGAN CHASE & CO	3,706,915.	3,977,285.	3,977,285.
075887109 BECTON DICKINSON & C	2,395,600.	2,520,100.	2,520,100.
478160104 JOHNSON & JOHNSON	3,628,066.	4,164,472.	4,164,472.
91324P102 UNITEDHEALTH GROUP I	3,909,493.	3,888,299.	3,888,299.
907818108 UNION PACIFIC CORP	4,029,379.	4,809,488.	4,809,488.
913017109 UNITED TECHNOLOGIES	3,394,565.	3,534,930.	3,534,930.
594918104 MICROSOFT CORP	7,691,580.	10,448,880.	10,448,880.
037833100 APPLE INC	6,608,427.	7,065,744.	7,065,744.
126650100 CVS HEALTH CORPORATI	3,043,755.	2,577,377.	2,577,377.
641069406 NESTLE S.A. REGISTER	2,710,050.		
66987V109 NOVARTIS AG - ADR	1,133,100.	1,369,650.	1,369,650.
68389X105 ORACLE CORPORATION	3,745,100.	4,842,450.	4,842,450.
806857108 SCHLUMBERGER LTD	1,876,840.	1,987,000.	1,987,000.
G1151C101 ACCENTURE PLC	4,924,059.	5,561,577.	5,561,577.
00287Y109 ABBVIE INC	4,187,780.	3,286,944.	3,286,944.
12572Q105 CME GROUP INC	4,048,824.	4,794,517.	4,794,517.
609207105 MONDELEZ INTERNATION	1,250,500.	2,398,550.	2,398,550.
872540109 TJX COMPANIES INC	3,666,810.	4,074,404.	4,074,404.
89151E109 TOTAL S.A. - ADR	605,600.	557,900.	557,900.
902973304 US BANCORP	1,850,740.	1,938,800.	1,938,800.
G29183103 EATON CORP PLC	2,690,640.	2,998,080.	2,998,080.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
03524A108 ANHEUSER-BUSCH INBEV	1,007,600.	885,100.	885,100.
231021106 CUMMINS INC.	1,995,000.	2,570,100.	2,570,100.
92826C839 VISA INC-CLASS A SHR	5,298,000.	6,942,000.	6,942,000.
097023105 BOEING CO	2,538,133.	2,753,736.	2,753,736.
20030N101 COMCAST CORP CLASS A	2,756,040.	3,551,520.	3,551,520.
771195104 ROCHE HOLDINGS LTD -	1,519,650.	1,930,500.	1,930,500.
58933Y105 MERCK & CO INC NEW	1,760,300.	2,431,650.	2,431,650.
172967424 CITIGROUP INC.	1,204,560.	1,260,540.	1,260,540.
192446102 COGNIZANT TECH SOLUT	789,900.	633,900.	633,900.
693475105 PNC FINANCIAL SERVIC	3,647,700.	3,706,560.	3,706,560.
848574109 SPIRIT AEROSYTSEMS H	1,718,200.	1,627,400.	1,627,400.
98978V103 ZOETIS INC	1,277,850.	1,702,350.	1,702,350.
00206R102 AT & T INC	1,605,500.		
25243Q205 DIAGEO PLC - ADR	1,440,100.	1,723,200.	1,723,200.
26875P101 EOG RESOURCES, INC	1,244,300.	931,600.	931,600.
H42097107 UBS GROUP AG	2,270,320.	1,753,800.	1,753,800.
78409V104 S&P GLOBAL INC		1,822,320.	1,822,320.
H01301128 ALCON INC		186,150.	186,150.
TOTALS	127,184,179.	140,517,833.	140,517,833.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
36962G4J0 GENERAL ELEC CAP COR	362,793.	253,553.	253,553.
22546QAC1 SUISSE NEW YORK	205,084.	200,636.	200,636.
064149C88 BANK OF NOVA SCOTIA	308,784.	309,120.	309,120.
144141DA3 PROGRESS ENERGY CARO	249,930.	254,165.	254,165.
637432MQ5 NATIONAL RURAL UTIL	263,174.	270,022.	270,022.
87612EAV8 TARGET CORP	408,056.	407,224.	407,224.
913017BR9 UNITED TECHNOLOGIES	256,543.	253,990.	253,990.
961214BK8 WESTPAC BANKING CORP	307,593.	302,970.	302,970.
377372AH0 GLAXOSMITHKLINE CAP	243,715.	254,425.	254,425.
459200HG9 IBM CORP	281,787.	296,997.	296,997.
713448CG1 PEPSICO INC	390,852.	408,584.	408,584.
001055AM4 AFLAC INC	336,750.	359,870.	359,870.
0258M0DT3 AMERICAN EXPRESS CRE	320,284.	325,137.	325,137.
084664BT7 BERKSHIRE HATHAWAY	249,860.	257,008.	257,008.
91324PCG5 UNITEDHEALTH GROUP	348,145.	349,948.	349,948.
037833AQ3 APPLE INC	249,235.		
05565QBR8 BP CAPITAL MARKETS	312,282.		
06406HCZ0 BANK OF NY MELLON CO	296,286.		
46625HMN7 JPMORGAN CHASE & CO	398,500.	427,136.	427,136.
89233P5F9 TOYOTA MOTOR CREDIT	403,296.	411,164.	411,164.
92826CAD4 VISA INC	314,399.	340,951.	340,951.
07330NAQ8 BRANCH BANKING & TRU	194,994.	201,278.	201,278.
20030NBY6 COMCAST CORP	305,776.	338,172.	338,172.
38141GWB6 GOLDMAN SACHS GROUP	240,083.	261,300.	261,300.
404280AK5 HSBC HOLDINGS PLC	313,590.	313,479.	313,479.
438516BL9 HONEYWELL INTERNATIO	138,659.	149,511.	149,511.
57636QAB0 MASTERCARD INC	249,445.	263,973.	263,973.
693476BJ1 PNC FUNDING CORP	309,585.	305,001.	305,001.
857477AN3 STATE STREET CORP	196,234.	209,370.	209,370.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
91159JAA4 US BANCORP	254,049.	265,481.	265,481.
06406RAH0 BANK OF NY MELLON CO		326,388.	326,388.
10373QAG5 BP CAP MARKETS AMERI		312,270.	312,270.
TOTALS	8,709,763.	8,629,123.	8,629,123.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
17305EFR1 CITIBANK CREDIT CARD	F	495,495.	505,715.	505,715.
17305EGB5 CITIBANK CREDIT CARD	F	589,842.	598,740.	598,740.
411511306 HARBOR INTERNATION F	F	9,586,368.		
94984B348 WELLS FARGO INTL EQ	F	8,665,307.		
3137FGGA7 FED HOME LN MTG CORP	C		241,299.	241,299.
04314H402 ARTISAN INTERNATIONA	F		4,929,392.	4,929,392.
901165100 TWEEDY BROWNE FD GLO	F		4,662,311.	4,662,311.
921943809 VANGUARD DVLPD MKTS	F		4,567,471.	4,567,421.
TOTALS		19,337,012.	15,504,928.	15,504,878.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
===

NAME: WW SMITH CHARITABLE TRUST

ADDRESS: 200 FOUR FALLS CORPORATE CENTER, STE 300
WEST CONSHOHOCKEM, PA 19428

TELEPHONE NUMBER: (610)397-1844

RECIPIENT NAME:
GRANTS ADMINISTRATOR
ADDRESS:
200 Four Falls Corp CT, STE 300
West Conshohocken, PA 19428
RECIPIENT'S PHONE NUMBER: 610-397-1844
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED INFORMATION
SUBMISSION DEADLINES:
SEE ATTACHED INFORMATION
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED INFORMATION

FEDERAL FOOTNOTES

THE PRINCIPAL ADDRESS FOR TAX PURPOSES ONLY IS LISTED ON PAGE 1 OF THE RETURN. THE PRINCIPAL PLACE OF ADMINISTRATION IS LISTED IN SECTION VII-A AS THE BOOKS IN CARE OF.

FEDERAL FOOTNOTES

PART VIII: INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES, AND CONTRACTORS. THE CORPORATE TRUSTEES COMPENSATION REPORTED IN COLUMN (C) IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED ON AN HOURLY BASIS AND THE REFERENCE TO ONE HOUR PER WEEK IS AN ESTIMATE ONLY. CORPORATE TRUSTEE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, ADMINISTRATIVE SERVICES SUCH AS FIDUCIARY ACCOUNTING, CUSTODY OF ASSETS, COMPLYING WITH TAX FILING REQUIREMENTS, COMPLYING WITH DISTRIBUTION PROVISIONS, AND COMPLYING WITH FEDERAL AND STATE LAWS APPLICABLE TO PRIVATE FOUNDATIONS, PLUS ASSET MANAGEMENT SERVICES SUCH AS CREATING ASSET ALLOCATION STRATEGIES, INVESTMENTS REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY

Part XV Lines 2a-2d

2 a-d

a) contacts

medical research applications:

Louise A. Havens, 610-397-1844, WW Smith Charitable Trust, 200 Four Falls Corporate Center, Suite 300, West Conshohocken PA 19428

Scholarships, maritime, and food, clothing and shelter applications Brain Jones, bjones@wwsmithcharitabletrust.org, 610-397-1844, WW Smith Charitable Trust, 200 Four Falls Corporate Center, Suite 300, West Conshohocken PA 19428

b) the applications I sent to you include the form, details, and required attachments.

c) submission deadlines

April 1: scholarships

June 15th and December 15th: food, clothing and shelter July 15th: medical research Maritime can be submitted year-round for review at any scheduled meeting

d) award restrictions or limitations

The trust awards grants to nonprofits located within the five-county Greater Philadelphia region (Bucks, Chester, Delaware, Montgomery and Philadelphia
counties) or the City of Camden, NJ. The trust grants only to nonprofit organizations and does not grant to individuals.

grant areas:

Basic Medical Research in the areas of heart disease, cancer and AIDS

Scholarships to MSCHE accredited colleges and universities, as well as community colleges, technical colleges, and trade schools

Food, Clothing and Shelter grants to nonprofits that provide direct assistance to those in our geographic funding community who are in need of food, clothing or shelter. We prioritize requests that benefit disadvantaged and vulnerable children, and older adults.

Philadelphia Maritime: This program is restricted to the Philadelphia waterfront and funds only non-profit organizations whose main purpose is maritime education and/or maritime heritage preservation, and the preservation of the Gazela.