

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0047

2023

Open to Public Inspection

For calendar year 2023 or tax year beginning **JUN 1, 2023**, and ending **MAY 31, 2024**

Name of foundation ELEANORE BENNETT CHARITABLE TRUST #1		A Employer identification number 30-6016982
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 381547	Room/suite	B Telephone number 610-945-5569
City or town, state or province, country, and ZIP or foreign postal code CAMBRIDGE, MA 02238		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,937,886.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

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).)		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	99,487.	135,835.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	165,836.			
	b Gross sales price for all assets on line 6a 2,405,355.				
	7 Capital gain net income (from Part IV, line 2)		165,999.		
	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)				
	11 Other income	476.	5,692.		STATEMENT 2
	12 Total. Add lines 1 through 11	265,799.	307,526.		
	13 Compensation of officers, directors, trustees, etc.	20,000.	0.		20,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,150.	0.		3,150.
	c Other professional fees STMT 4	24,836.	24,836.		0.
	17 Interest				
	18 Taxes STMT 5	6,349.	0.		0.
Operating and Administrative Expenses	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6		5,936.		
	24 Total operating and administrative expenses. Add lines 13 through 23	54,335.	30,772.		23,150.
	25 Contributions, gifts, grants paid	317,500.			317,500.
	26 Total expenses and disbursements. Add lines 24 and 25	371,835.	30,772.		340,650.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements ...	-106,036.			
	b Net investment income (if negative, enter -0-)		276,754.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	54,453.	7,930.	7,930.
	2 Savings and temporary cash investments	438,048.	80,672.	80,672.
	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			
	7 Other notes and loans receivable			
	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			
	b Investments - corporate stock STMT 7	3,297,760.	3,207,579.	3,824,944.
	c Investments - corporate bonds STMT 8	508,454.	1,131,409.	1,115,941.
	11 Investments - land, buildings, and equipment: basis			
Liabilities	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	770,194.	535,283.	908,399.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe))			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,068,909.	4,962,873.	5,937,886.
	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			
	22 Other liabilities (describe))			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions	5,068,909.	4,962,873.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds ...			
	29 Total net assets or fund balances	5,068,909.	4,962,873.	
	30 Total liabilities and net assets/fund balances	5,068,909.	4,962,873.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	5,068,909.
2 Enter amount from Part I, line 27a	2	-106,036.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	4,962,873.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	4,962,873.

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.)
1a PUBLICLY TRADED SECURITIES			
b SHORT-TERM CAPITAL GAIN: LP 85-3953845			
c LONG-TERM CAPITAL GAIN: LP 85-3953845			
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 2,403,010.		2,239,519.	163,491.
b			135.
c			28.
d 2,345.			2,345.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			163,491.
b			135.
c			28.
d			2,345.
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	165,999.
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	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	3,847.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b) _____			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	3,847.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,847.
6 Credits/Payments:			
a 2023 estimated tax payments and 2022 overpayment credited to 2023	6a		5,680.
b Exempt foreign organizations - tax withheld at source	6b		0.
c Tax paid with application for extension of time to file (Form 8868)	6c		0.
d Backup withholding erroneously withheld	6d		0.
7 Total credits and payments. Add lines 6a through 6d		7	5,680.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	9.
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	1,824.
11 Enter the amount of line 10 to be: Credited to 2024 estimated tax 1,824. Refunded		11	0.

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Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address WWW.BENNETTFOUNDATION.ORG		
14 The books are in care of THOMAS M CHAPIN Telephone no. 610-945-5569 Located at PO BOX 381547, CAMBRIDGE, MA ZIP+4 02238		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year N/A		
16 At any time during calendar year 2023, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

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Part VI-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):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

1a(1) Yes No X

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

1a(2) Yes No X

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

1a(3) Yes No X

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

1a(4) X 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)?

1a(5) Yes No X

(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.)

1a(6) Yes No X

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 Yes No X

c Organizations relying on a current notice regarding disaster assistance, check here ☐**d** 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 2023?

1d Yes No 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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?

2a Yes No X

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.)

N/A

2b Yes No

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?

3a Yes No X

b If "Yes," did it have excess business holdings in 2023 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)

N/A

3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a Yes No 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 2023?

4b Yes No X

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Part VI-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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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**c** Organizations relying on a current notice regarding disaster assistance, check here**d** 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?

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?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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

5a(1) X

5a(2) X

5a(3) X

5a(4) X

5a(5) X

5b N/A

5d N/A

6a X

6b X

7a X

7b N/A

8 X

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

(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
THOMAS M CHAPIN	TRUSTEE			
PO BOX 381547				
CAMBRIDGE, MA 02238	1.00	10,000.	0.	0.
STEWART B CHAPIN	TRUSTEE			
PO BOX 381547				
CAMBRIDGE, MA 02238	1.00	10,000.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part VIII-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 N/A	
2	
3	
4	

Part VIII-B Summary of Program-Related Investments

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	0.

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Part IX 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	4,599,784.
b	Average of monthly cash balances	1b	55,902.
c	Fair market value of all other assets (see instructions)	1c	908,399.
d	Total (add lines 1a, b, and c)	1d	5,564,085.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,564,085.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	83,461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	5,480,624.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	274,031.

Part X 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 IX, line 6	1	274,031.
2a	Tax on investment income for 2023 from Part V, line 5	2a	3,847.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	3,847.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	270,184.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	270,184.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	270,184.

Part XI 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	340,650.
b	Program-related investments - total from Part VIII-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	340,650.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				270,184.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019	26,769.			
c From 2020				
d From 2021	95,851.			
e From 2022	45,242.			
f Total of lines 3a through e	167,862.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ 340,650.				
a Applied to 2022, but not more than line 2a ...			0.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2023 distributable amount				270,184.
e Remaining amount distributed out of corpus	70,466.			
5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	238,328.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2018 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	238,328.			
10 Analysis of line 9:				
a Excess from 2019 ...	26,769.			
b Excess from 2020 ...				
c Excess from 2021 ...	95,851.			
d Excess from 2022 ...	45,242.			
e Excess from 2023 ...	70,466.			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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) 2023	(b) 2022	(c) 2021	(d) 2020	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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).)

NONE

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.

NONE

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.

a The name, address, and telephone number or email address of the person to whom applications should be addressed: **SEE STATEMENT 11**

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XIV 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				
3LPLACE 212 HOLLAND STREET SOMERVILLE, MA 02144		PC	ENTITY SUPPORT	5,000.
826 BOSTON 3035 WASHINGTON STREET BOSTON, MA 02119		PC	ENTITY SUPPORT	5,000.
ABORTION LIBERATION FUND OF PA PO BOX 40748 PHILADELPHIA, PA 19107		PC	ENTITY SUPPORT	5,000.
ADOLESCENT CONSULTATION SERVICES 189 CAMBRIDGE STREET CAMBRIDGE, MA 02141		PC	ENTITY SUPPORT	10,000.
ANERA 111 14TH STREET NW #400 WASHINGTON, DC 20005		PC	ENTITY SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			317,500.
b Approved for future payment				
NONE				
Total				0.

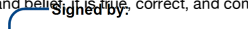
Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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.		

[illegible]

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
N/A		

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, this return is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below? See instr. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 		Date _____		
Paid Preparer Use Only	Print/Type preparer's name CONNIE M. LIRA		Preparer's signature CONNIE M. LIRA		Date 10/03/24
	Firm's name CLIFTONLARSONALLEN LLP		Check <input type="checkbox"/> if self-employed		PTIN P00481097
	Firm's address 150 S WARNER ROAD, SUITE 310 KING OF PRUSSIA, PA 19406		Firm's EIN 41-0746749		Phone no. (215) 643-3900

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ANN'S HEART 35 HALL STREET, SUITE 301 PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	500.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240		PC	ENTITY SUPPORT	1,000.
BEACON ACADEMY INC 814 SOUTH STREET BOSTON, MA 02131		PC	ENTITY SUPPORT	7,500.
BEYOND LITERACY 211 N 13TH STREET, 4TH FLOOR PHILADELPHIA, PA 19107		PC	ENTITY SUPPORT	7,500.
BLACK AUTISM COALITION 201 MOUNT VERNON STREET FITCHBURG, MA 01420		PC	ENTITY SUPPORT	2,500.
BOSTON ARTS ACADEMY FOUNDATION 126 BROOKLINE AVENUE, 3RD FLOOR BOSTON, MA 02186		PC	ENTITY SUPPORT	4,000.
BOSTON CITY SINGERS 17 WALDECK STREET DORCHESTER, MA 02122		PC	ENTITY SUPPORT	3,000.
BOSTON YOUTH SYMPHONY ORCHESTRA 855 COMMONWEALTH AVENUE BOSTON, MA 02115-1303		PC	ENTITY SUPPORT	5,000.
BRIDGE OVER TROUBLED WATERS 47 WEST STREET BOSTON, MA 02111		PC	ENTITY SUPPORT	5,000.
CAMBRIDGE CAMPING ASSOCIATION 99 BISHOP ALLEN DRIVE CAMBRIDGE, MA 02139		PC	ENTITY SUPPORT	4,000.
Total from continuation sheets				287,500.

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP LIGHTBULB PO BOX 471 PROVINCETOWN, MA 02657		PC	ENTITY SUPPORT	5,000.
CHESTER COUNTY FUTURES, INC. LUKENS BLDG, 50 S 1ST AVENUE #105 COATESVILLE, PA 19320		PC	ENTITY SUPPORT	500.
DARTMOUTH COLLEGE 10 NORTH MAIN STREET HANOVER, NH 03755		PC	ENTITY SUPPORT	500.
DIRECT RELIEF 6100 WALLACE BECKNELL DRIVE SANTA BARBARA, CA 93117		PC	ENTITY SUPPORT	5,000.
DREAMCATCHER INITIATIVE 1452 DORCHESTER AVE, 3RD FLOOR, SUITE 4 BOSTON, MA 02124		PC	ENTITY SUPPORT	2,500.
FAMILIES FOR DEPRESSION AWARENESS 391 TOTTEN POND ROAD, SUITE 101 WALTHAM, MA 02451		PC	ENTITY SUPPORT	5,000.
HOMELESS PREVENTION COUNCIL PO BOX 828 ORLEANS, MA 02653		PC	ENTITY SUPPORT	4,000.
HYDE SQUARE TASK FORCE PO BOX 301871 JAMAICA PLAIN, MA 02130		PC	ENTITY SUPPORT	2,500.
JOYWEAVERS 55 SAWYER DRIVE DEDHAM, MA 02026		PC	ENTITY SUPPORT	3,000.
KIEVE-WAVUS AFFECTIVE EDUCATION 42 KIEVE ROAD NOBLEBORO, ME 04555		PC	ENTITY SUPPORT	500.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LUNDALE FARM PO BOX 673 KIMBERTON, PA 19442		PC	ENTITY SUPPORT	2,500.
MASSACHUSETTS ADOPTION RESOURCE EXCHANGE INC 19 NEEDHAM STREET NEWTON, MA 02461		PC	ENTITY SUPPORT	5,000.
MIGHTY WRITERS 12 E CHURCH LANE PHILADELPHIA, PA 19144		PC	ENTITY SUPPORT	5,000.
NATIONALITIES SERVICE CENTER 1216 ARCH STREET, 4TH FLOOR PHILADELPHIA, PA 19107		PC	ENTITY SUPPORT	20,000.
NEW NEIGHBORS PARTNERSHIP 245 W 107TH STREET NEW YORK, NY 10025		PC	ENTITY SUPPORT	2,500.
PARTNERS CREATING COMMUNITY 400 FRANKLIN AVENUE, SUITE 236 PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	2,500.
PATHWAYS TO HOUSING 5201 OLD YORK ROAD, 4TH FLOOR PHILADELPHIA, PA 19141		PC	ENTITY SUPPORT	2,500.
PHOENIXVILLE AREA COMMUNITY SERVICES (PACS) 101 BUCHANAN STREET PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	7,500.
PHOENIXVILLE HEALTH CARE ACCESS 723 WHEATLAND STREET PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	12,500.
PHOENIXVILLE PUBLIC LIBRARY 183 SECOND AVENUE PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	500.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PHOENIXVILLE WOMEN'S OUTREACH PO BOX 244 PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	2,500.
PLAN A HEALTH PO BOX 20066 NEW YORK, NY 10025		PC	ENTITY SUPPORT	5,000.
PLAY ON PHILLY PO BOX 8662 PHILADELPHIA, PA 19101		PC	ENTITY SUPPORT	5,000.
REACH OUT AND READ INC ROBERTS CENTER FOR PEDIATRIC RESEARCH, 2716 SOUTH STREET, 7TH FLOOR PHILADELPHIA, PA 19146		PC	ENTITY SUPPORT	2,500.
REBUILDING TOGETHER PHILADELPHIA 4355 ORCHARD STREET PHILADELPHIA, PA 19125		PC	ENTITY SUPPORT	2,500.
ROCA INC 101 PARK STREET CHELSEA, MA 02150		PC	ENTITY SUPPORT	10,000.
SAMARITANS, INC 41 WEST STREET, 4TH FLOOR BOSTON, MA 02111		PC	ENTITY SUPPORT	30,000.
SHARE FOOD PROGRAM 2901 WEST HUNTING PARK AVENUE PHILADELPHIA, PA 19129		PC	ENTITY SUPPORT	32,000.
SISTERS UNCHAINED PO BOX 300902 JAMAICA PLAIN, MA 02130		PC	ENTITY SUPPORT	2,500.
SOUTH SHORE CHILDREN'S CHORUS 444 WASHINGTON STREET QUINCY, MA 02169		PC	ENTITY SUPPORT	2,500.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST MARY'S CENTER FOR WOMEN AND CHILDREN 90 CUSHING AVENUE DORCHESTER, MA 02125		PC	ENTITY SUPPORT	5,000.
ST MARY'S NUTRITION CENTER 208 BATES STREET LEWISTON, ME 04240		PC	ENTITY SUPPORT	4,000.
SURREY SERVICES FOR SENIORS, INC. 60 SURREY WAY DEVON, PA 19333		PC	ENTITY SUPPORT	10,000.
THE BAKER CENTER FOR CHILDREN 53 PARKER HILL AVENUE BOSTON, MA 02120		PC	ENTITY SUPPORT	8,000.
THE CLINIC 143 CHURCH STREET PHOENIXVILLE, PA 19460		PC	ENTITY SUPPORT	5,000.
THE HAVEN PROJECT 57 MUNROE STREET LYNN, MA 01901		PC	ENTITY SUPPORT	4,000.
THE NAN PROJECT 125 HARTWELL AVENUE LEXINGTON, MA 02421		PC	ENTITY SUPPORT	5,000.
THE WILY NETWORK 189 WELLS AVENUE, SUITE 301 NEWTON, MA 02459		PC	ENTITY SUPPORT	5,000.
TRANSFORMATIONAL PRISON PROJECT 50 MILK STREET, 16TH FLOOR BOSTON, MA 02109		PC	ENTITY SUPPORT	5,000.
TUCK SCHOOL OF BUSINESS TUCK HALL, DARTMOUTH COLLEGE HANOVER, NH 03755		PC	ENTITY SUPPORT	500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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)				
UNITED SOUTH END SETTLEMENTS 48 RUTLAND STREET BOSTON, MA 02118		PC	ENTITY SUPPORT	10,000.
ZUMIX 260 SUMNER STREET EAST BOSTON, MA 02128		PC	ENTITY SUPPORT	2,500.
Total from continuation sheets				

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

FORM 990-PF

OMB No. 1545-0123

2023

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name ELEANORE BENNETT CHARITABLE TRUST #1	Employer identification number 30-6016982
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	3,847.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c Credit for federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	3,847.
4 Enter the tax shown on the corporation's 2022 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	5,669.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	3,847.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☐ The corporation is using the annualized income installment method.
- 8 ☐ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	10/15/23	11/15/23	02/15/24	05/15/24
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	962.	962.	961.	962.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	1,420.		2,840.	1,420.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		458.		1,375.
13 Add lines 11 and 12	13		458.	2,840.	2,795.
14 Add amounts on lines 16 and 17 of the preceding column	14			504.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	1,420.	458.	2,336.	2,795.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		504.		
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	458.		1,375.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2023)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2023 and before 7/1/2023	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\% (0.07)}{365}$...	22	\$	\$	\$
23 Number of days on line 20 after 6/30/2023 and before 10/1/2023	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\% (0.07)}{365}$...	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2023 and before 1/1/2024	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{365}$...	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2023 and before 4/1/2024	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 8\% (0.08)}{366}$...	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2024 and before 7/1/2024	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2024 and before 10/1/2024	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2024 and before 1/1/2025	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2024 and before 3/16/2025	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38			
		\$		9.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 800-829-4933 to get interest rate information.

FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s) ELEANORE BENNETT CHARITABLE TRUST #1					Identifying Number 30-6016982
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
10/15/23	962.	962.			
10/15/23	-1,420.	-458.			
11/15/23	962.	504.	46	.000219178	5.
12/31/23	0.	504.	37	.000218579	4.
02/06/24	-2,840.	-2,336.			
02/15/24	961.	-1,375.			
05/13/24	-1,420.	-2,795.			
05/15/24	962.	-1,833.			
Penalty Due (Sum of Column F).					9.

* Date of estimated tax payment, withholding credit date or installment due date.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME:					
LP 85-3953845	0.	0.	0.	22,324.	
INTEREST INCOME:					
LP 85-3953845	0.	0.	0.	14,024.	
MILL CREEK CAPITAL ADVISORS	101,832.	2,345.	99,487.	99,487.	
TO PART I, LINE 4	101,832.	2,345.	99,487.	135,835.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUSINESS INCOME: LP 85-3953845	0.	3,935.	
OTHER INCOME: LP 85-3953845	0.	1,757.	
OTHER INCOME	476.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	476.	5,692.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF PREPARATION	3,150.	0.		3,150.
TO FORM 990-PF, PG 1, LN 16B	3,150.	0.		3,150.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY SERVICES	20,997.	20,997.		0.
INVESTMENT RECORDKEEPING AND CUSTODY SERVICES	3,839.	3,839.		0.
TO FORM 990-PF, PG 1, LN 16C	24,836.	24,836.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PF EXCISE TAXES	6,349.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,349.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES: LP 85-3953845	0.	5,936.		0.
TO FORM 990-PF, PG 1, LN 23	0.	5,936.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BARROW HANLEY INTERNATIONAL VAL I, 32,879.052 SH	344,021.	363,971.
GOLDMAN SACHS GQG PARTNERS INTL OPP I, 18,443.256 SH	268,464.	426,408.
ISHARES INC CORE MSCI EMERGING MKTS ETF, 2,869 SH	156,963.	150,881.
ISHARES TR CORE MSCI TOTAL, 2,515 SH	175,799.	173,334.
ISHARES TRUST CORE MSCI EAFE ETF, 2,294 SH	173,862.	173,082.
VANGUARD INDEX FDS VANGUARD GROWTH ETF, 3,420.281 SH	942,356.	1,199,424.
VANGUARD INDEX FDS VANGUARD VALUE ETF, 7,122.984 SH	965,920.	1,148,083.
VANGUARD SMALL CAP VALUE ETF, 507.864 SH	83,618.	95,428.
VANGUARD SMALL-CAP GROWTH INDEX FUND, 377 SH	96,576.	94,333.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,207,579.	3,824,944.

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES CORE US AGGREGATE BOND ETF, 4,559.451 SH	444,899.	440,078.
ISHARES TR AGENCY BOND ETF, 427.375 SH	45,939.	45,840.
ISHARES TR MBS ETF, 1,481.721 SH	137,478.	134,851.
ISHARES TR US TREAS BD ETF, 6,529.93 SH	149,480.	146,336.
ISHARES TR 20 YR TR BD ETF, 352.586 SH	33,793.	31,891.
SIMPLIFY EXCHANGE TRADED FUNDS SIMPLIFY MBS EFT, 2,243.913 SH	114,671.	112,801.
VANGUARD SCOTTSDALE FDS TOTAL CORPORATE BOND EFT, 2,700.325 SH	205,149.	204,144.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,131,409.	1,115,941.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MILL CREEK INTERNATIONAL FUND LTD.- ABSOLUTE RETURN CLASS	COST	93,592.	340,934.
MILL CREEK ENHANCED INCOME FUND LP SERIES I	COST	441,691.	567,465.
TOTAL TO FORM 990-PF, PART II, LINE 13		535,283.	908,399.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XIV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

TRUSTEES, ELEANORE BENNETT CHARITABLE TRUST #1
PO BOX 381547
CAMBRIDGE, MA 02238

TELEPHONE NUMBER

610-945-5569

EMAIL ADDRESS

TRUSTEES@BENNETTFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION REVIEWS UNSOLICITED PROPOSALS FROM NEW ORGANIZATIONS IN THE GREATER BOSTON/MASSACHUSETTS AREA, FOCUSING ON ORGANIZATIONS THAT HELP TEENS AND YOUNG ADULTS GET RE-CONNECTED TO A SUPPORTIVE COMMUNITY AND BECOME INDEPENDENT ADULTS. TYPICAL GRANTS RANGE FROM \$2,500 TO \$25,000, WITH OCCASIONAL LARGER AND MULTI-YEAR COMMITMENTS. FOR NOW, WE ARE NOT ACCEPTING UNSOLICITED PROPOSALS FOR OUR GRANTS IN PHILADELPHIA. WE MAKE MOST OF OUR GRANTS IN MAY AND NOVEMBER. FOR BOSTON, THE GRANT PROCESS BEGINS WITH A SIMPLE, ON-LINE INQUIRY. DEPENDING ON THE SIZE OF THE GRANT REQUEST, AND WHETHER YOUR AGENCY IS NEW TO US OR NOT, WE MAY ASK FOR ADDITIONAL INFORMATION.

ANY SUBMISSION DEADLINES

SUBMIT INQUIRIES NO LATER THAN APRIL 1 FOR THE SPRING CYCLE AND OCTOBER 1 FOR THE FALL CYCLE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE BENNETT FAMILY FOUNDATION IS INTERESTED IN:

- ORGANIZATIONS WITH STAFF EXPERTISE IN THEIR FIELD AND A TRACK RECORD OF PROVEN RESULTS
- SMALLER, LOCAL ORGANIZATIONS
- ORGANIZATIONS THAT CAN DEMONSTRATE MOMENTUM TOWARDS SUSTAINABILITY OF PROGRAMS

IN MOST CASES, PREFERENCE WILL BE GIVEN TO SMALL LOCAL PROJECTS OVER NATIONAL PROGRAMS.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XIV, LINES 2A - 2D (CONTINUATION)

STATEMENT 11

RESTRICTIONS AND LIMITATIONS ON AWARDS

FUNDING GENERALLY WILL NOT BE PROVIDED TO:

- INDIVIDUALS OR NON-501(C)(3) PUBLIC CHARITIES
- EDUCATIONAL INSTITUTIONS FOR THEIR GENERAL OPERATING FUNDS OR ENDOWMENTS
- RELIGIOUS ORGANIZATIONS FOR RELIGIOUS PURPOSES
- CITIES, COUNTIES OR OTHER GOVERNMENTAL ORGANIZATIONS
- ORGANIZATIONS ENGAGED PRIMARILY IN PUBLIC POLICY OR POLITICAL ADVOCACY
- NATIONAL ORGANIZATIONS OR THEIR LOCAL AFFILIATES, EXCEPT PROGRAMS
DEVELOPED AT THE LOCAL LEVEL
- APPLICATION TO BUDGET DEFICITS, DEBT REDUCTION, FUNDRAISING OR
RECOGNITION EVENTS
- SCHOLARSHIPS