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AMENDED

Form **990-PF**
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

OMB No 1545-0052

2008Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 9/1/2008, and ending 8/31/2009

G Check all that apply ☐ Initial return ☐ Final return ☒ Amended return ☒ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

SMITH TIMOTHY TR UWILL

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

BNY Mellon, N A - P O BOX 185

Room/suite

City or town, state, and ZIP code

Pittsburgh

PA

15230-0185

A Employer identification number

04-6091666

B Telephone number (see page 10 of the instructions)

617-722-7415

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 13,627,376

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	387,736	387,736		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-70,270			
b Gross sales price for all assets on line 6a	2,274,465			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			7,974	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	-7,705	-7,705	0	
12 Total. Add lines 1 through 11	309,761	380,031	7,974	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	28,443	23,608		4,835
14 Other employee salaries and wages				
15 Pension plans; employee benefits				
16 a Legal fees (attach schedule)	1,343	1,343	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	50,834	12,867	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	18,824	18,174	0	650
24 Total operating and administrative expenses. Add lines 13 through 23	99,444	55,992	0	5,485
25 Contributions, gifts, grants paid	852,377			852,377
26 Total expenses and disbursements. Add lines 24 and 25	951,821	55,992	0	857,862
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-642,060			
b Net investment income (if negative, enter -0-)		324,039		
c Adjusted net income (if negative, enter -0-)			7,974	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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(HTA)

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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		-36	-36
	2 Savings and temporary cash investments	189,011	505,316	505,316
	3 Accounts receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis ▶ 0			
Liabilities	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	16,258,374	15,307,456	13,122,096
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,447,385	15,812,736	13,627,376
	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	16,447,385	15,812,736	
	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 page 17 of the instructions)	16,447,385	15,812,736	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,447,385	15,812,736	

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	16,447,385
2 Enter amount from Part I, line 27a	2	-642,060
3 Other increases not included in line 2 (itemize) ▶ See attached statement	3	7,412
4 Add lines 1, 2, and 3	4	15,812,737
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,812,736

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Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

(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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	-70,270
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }	3	7,974

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2007	879,233	17,581,867	0.050008
2006	792,762	17,831,564	0.044458
2005	513,833	16,500,010	0.031141
2004	498,609	15,421,285	0.032333
2003	381,353	14,527,383	0.026251

2 Total of line 1, column (d)	2	0.184191
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.036838
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	12,655,526
5 Multiply line 4 by line 3	5	466,204
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,240
7 Add lines 5 and 6	7	469,444
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.	8	857,862

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary—see instructions)		1	3,240
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	3,240
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,240
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 22,924		
b Exempt foreign organizations—tax withheld at source	6b 3		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	22,927	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,687	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 3,269 Refunded	11	16,418	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the instructions for 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	1b	X
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
4 a 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	N/A
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
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ BNY Mellon, N A	Telephone no ▶	617-722-7415	
	Located at ▶ P O BOX 185 Pittsburgh PA	ZIP+4 ▶	15230-0185	
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 ▶	15	N/A	

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008)	3b	N/A
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 2008?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **5b** N/A X

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 **N/A**

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? ☐ Yes ☒ No **6b** X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
BNY Mellon, N.A. P O BOX 185 Pittsburgh PA 15230-0185	00	28,443	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	0	0

Total number of other employees paid over \$50,000**0**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services

0

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 page 23 of the 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 page 24 of the instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	12,444,619
b	Average of monthly cash balances	1b	403,631
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,848,250
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,848,250
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	192,724
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,655,526
6	Minimum investment return. Enter 5% of line 5	6	632,776

Part XI Distributable Amount (see page 25 of the 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	632,776
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,240
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,240
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	629,536
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	629,536
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	629,536

Part XII Qualifying Distributions (see page 25 of the 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	857,862
b	Program-related investments—total from Part IX-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 V, line 8, and Part XIII, line 4	4	857,862
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 page 26 of the instructions)	5	3,240
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	854,622

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				629,536
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			852,377	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 857,862				
a Applied to 2007, but not more than line 2a			852,377	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2008 distributable amount				5,485
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				624,051
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	0			
e Excess from 2008	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 2008, 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)

2 a 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

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0
				0
				0

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 page 27 of the 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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			3a	852,377
b Approved for future payment NONE				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			3b	0

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

- | | | |
|--|--------------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash | 1a(1) | 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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

ang

Date 8/6/2010

VICE PRESIDENT
Title

Sign Here

**Paid
Preparer's
Use Only**Preparer's
signature

2010 CPA

Date _____

8/6/2010

Check if self-employed ☒

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

PRICEWATERHOUSECOOPERS LLP
600 Grant Street, Pittsburgh 15219

EIN ▶ 13-4008324
Phone no 412-355-6000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CITY OF BOSTON TRUST OFFICE

☐

Person

☒

Business

Street

CITY HALL ROOM M3

City

BOSTON

State

MA

Zip code

02201

Foreign Country

Relationship

CHARITABLE

Foundation Status

Purpose of grant/contribution

OPERATIONAL

Amount

852,377

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

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Business

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Foreign Country

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Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

TAX MARKET VALUE DETAIL REPORT FOR PFSO TO MOBIUS

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
10101150001	SMITH TIMOTHY T		CASH	0	-36 41	-36 41
10101150001	SMITH TIMOTHY T	05569M103	BNY MELLON LARGE CAP STK FD	902,502 98	6,109,945 22	8,181,121 63
10101150001	SMITH TIMOTHY T	05569M509	BNY MELLON MID CAP STK FD CL	109,350 60	944,789 20	1,017,433 37
10101150001	SMITH TIMOTHY T	05569M806	BNY MELLON SMALL CAP STK FD	61,048 03	523,181 63	636,980 52
10101150001	SMITH TIMOTHY T	05569M814	BNY MELLON INTERMEDIATE BOND	85,916 41	1,100,589 30	1,064,692 21
10101150001	SMITH TIMOTHY T	05569M830	BNY MELLON BOND FD CL M	128,175 83	1,653,468 22	1,527,144 31
10101150001	SMITH TIMOTHY T	05569M855	BNY MELLON EMERGING MARKETS	78,802 82	686,372 56	689,050 87
10101150001	SMITH TIMOTHY T	05569M871	BNY MELLON INTERNATIONAL FD	162,196 50	1,641,428 59	1,791,033 79
10101150001	SMITH TIMOTHY T	991061052	CRA (BNY MELLON, N.A., MEMBE	505,316 07	505,316 07	505,316 07
10101150001	SMITH TIMOTHY T	9934AA008	MELLON OPTIMA L/S STRATEGY F	462,321 93	462,321 93	400,000 00
TOTAL FOR ACCT#10101150001				13,627,376 31		15,812,736 36

Trust Title: SMITH TIMOTHY TR U/WILL

Account # : 10101150001

EIN: 04-6091666

Form: 990-PF

Tax Year: 2008

This return is being amended because page 9 of the original form 990-PF did not show the amount undistributed at 8/31/08. This results in undistributed income for the tax year ending 8/31/09 instead of an excess distribution as shown on the original return. This correction did not change the tax liability of the return.

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Net gain or loss			
Long Term CG Distributions										-70,270			
Short Term CG Distributions										0			
Amount										231,429			
Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost, other basis and expenses		Expense of sale and cost of improvements	Depreciation
										Cost or other basis (Enter one field only)			
1	X	BNY MELLON LARGE CAP ST	05569M103			12/19/2007		8/27/2009	382,500	556,719			
2	X	BNY MELLON MID CAP ST F	05569M509			1/11/2007		8/27/2009	8,568	12,823			
3	X	BNY MELLON MID CAP ST F	05569M509			12/7/2006		8/27/2009	50,932	77,097			
4	X	BNY MELLON SMALL CAP ST	05569M806			12/6/2006		8/27/2009	23,943	39,044			
5	X	BNY MELLON SMALL CAP ST	05569M806			12/7/2005		8/27/2009	10,057	17,231			
6	X	BNY MELLON INTERMEDIATE	05569M814			2/18/2003		2/12/2009	479,592	501,738			
7	X	BNY MELLON INTERMEDIATE	05569M814			2/18/2003		8/27/2009	85,000	87,190			
8	X	BNY MELLON BOND FD CL M	05569M830			7/13/2006		2/12/2009	673,485	643,090			
9	X	BNY MELLON BOND FD CL M	05569M830			7/31/1985		2/12/2009	65,985	64,196			
10	X	BNY MELLON BOND FD CL M	05569M830			7/13/2006		8/27/2009	103,150	96,433			
11	X	BNY MELLON BOND FD CL M	05569M830			7/13/2007		8/27/2009	24,350	22,765			
12	X	BNY MELLON EMERGING MA	05569M855			12/22/2006		8/27/2009	2,886	6,791			
13	X	BNY MELLON EMERGING MA	05569M855			12/21/2007		8/27/2009	25,074	57,430			
14	X	BNY MELLON EMERGING MA	05569M855			1/11/2007		8/27/2009	6,040	14,000			
15	X	BNY MELLON INTL FD CL M S	05569M871			12/15/2005		8/27/2009	18,002	27,866			
16	X	BNY MELLON INTL FD CL M S	05569M871			7/8/2005		8/27/2009	36,327	55,120			
17	X	BNY MELLON INTL FD CL M S	05569M871			1/11/2007		8/27/2009	23,169	38,500			
18	X	BNY MELLON INTL FD CL M S	05569M871			12/14/2006		8/27/2009	16,002	26,702			
19	X	MELLON OPTIMA				12/1/2008		2/2/2009	7,974				

Line 11 (990-PF) - Other Income

		-7,705	-7,705	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	MELLON OPTIMA FUND	-7,705	-7,705	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

		1,343	1,343	0	0
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	LEGAL FEES	1,343	1,343		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		50,834	12,867	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	12,456	12,456		
2	FEDERAL ESTIMATES PAID	22,924			
3	OTHER TAXES	13,535			
4	2007 TAX PAID	1,508			
5	MELLON OPTIMA FOREIGN TAX PAID	411	411		
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

18,824

18,174

0

650

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1		0	0	0	0
2	OTHER EXPENSES	650			650
3	MELLON OPTIMA EXPENSES	18,174	18,174		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

			16,258,374	15,307,456	13,122,096
	Item or Category	Basis of Valuation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1			16,258,374	15,307,456	13,122,096
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MELLON OPTIMA ADJUSTMENT	1	4,567
2	2007 FEDERAL TAX REFUND	2	2,845
3	Total	3	7,412

Line 5 - Decreases not included in Part III, Line 2

1	ROUNDING	1	1
2	Total	2	1

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount						
Long Term CG Distributions		231,429						
Short Term CG Distributions		0						
	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
1	BNY MELLON LARGE CAP STK FD CL M	05569M103		12/19/2007	8/27/2009	382,500	0	556,719
2	BNY MELLON MID CAP STK FD CL M	05569M509		1/11/2007	8/27/2009	8,568	0	12,823
3	BNY MELLON MID CAP STK FD CL M	05569M509		12/7/2006	8/27/2009	50,932	0	77,097
4	BNY MELLON SMALL CAP STK FD CL M	05569M806		12/6/2006	8/27/2009	23,943	0	39,044
5	BNY MELLON SMALL CAP STK FD CL M	05569M806		12/7/2005	8/27/2009	10,057	0	17,231
6	BNY MELLON INTERMEDIATE BOND F	05569M814		2/18/2003	2/12/2009	479,592	0	501,738
7	BNY MELLON INTERMEDIATE BOND F	05569M814		2/18/2003	8/27/2009	85,000	0	87,190
8	BNY MELLON BOND FD CL M	05569M830		7/13/2006	2/12/2009	673,485	0	643,090
9	BNY MELLON BOND FD CL M	05569M830		7/31/1985	2/12/2009	65,985	0	64,196
10	BNY MELLON BOND FD CL M	05569M830		7/13/2006	8/27/2009	103,150	0	96,433
11	BNY MELLON BOND FD CL M	05569M830		7/13/2007	8/27/2009	24,350	0	22,765
12	BNY MELLON EMERGING MARKETS F	05569M855		12/22/2006	8/27/2009	2,886	0	6,791
13	BNY MELLON EMERGING MARKETS F	05569M855		12/21/2007	8/27/2009	25,074	0	57,430
14	BNY MELLON EMERGING MARKETS F	05569M855		1/11/2007	8/27/2009	6,040	0	14,000
15	BNY MELLON INTL FD CL M SHSS	05569M871		12/15/2005	8/27/2009	18,002	0	27,866
16	BNY MELLON INTL FD CL M SHSS	05569M871		7/8/2005	8/27/2009	36,327	0	55,120
17	BNY MELLON INTL FD CL M SHSS	05569M871		1/11/2007	8/27/2009	23,169	0	38,500
18	BNY MELLON INTL FD CL M SHSS	05569M871		12/14/2006	8/27/2009	16,002	0	26,702
19	MELLON OPTIMA			12/1/2008	2/2/2009	7,974	0	0

Part IV (990-PF) - Capital Gains and Losses for

		Amount											
		Long Term CG Distributions		Short Term CG Distributions		231,429		0					
	(a) Kind(s) of property sold	CUSIP #		(h) Gain or Loss	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))					
1	BNY MELLON LARGE CAP STK FD CL M	05569M103		-174,219			0	-174,219					
2	BNY MELLON MID CAP STK FD CL M	05569M509		-4,255			0	-4,255					
3	BNY MELLON MID CAP STK FD CL M	05569M509		-26,165			0	-26,165					
4	BNY MELLON SMALL CAP STK FD CL M	05569M806		-15,101			0	-15,101					
5	BNY MELLON SMALL CAP STK FD CL M	05569M806		-7,174			0	-7,174					
6	BNY MELLON INTERMEDIATE BOND FI	05569M814		-22,146			0	-22,146					
7	BNY MELLON INTERMEDIATE BOND FI	05569M814		-2,190			0	-2,190					
8	BNY MELLON BOND FD CL M	05569M830		30,395			0	30,395					
9	BNY MELLON BOND FD CL M	05569M830		1,789			0	1,789					
10	BNY MELLON BOND FD CL M	05569M830		6,717			0	6,717					
11	BNY MELLON BOND FD CL M	05569M830		1,585			0	1,585					
12	BNY MELLON EMERGING MARKETS FI	05569M855		-3,905			0	-3,905					
13	BNY MELLON EMERGING MARKETS FI	05569M855		-32,356			0	-32,356					
14	BNY MELLON EMERGING MARKETS FI	05569M855		-7,960			0	-7,960					
15	BNY MELLON INTL FD CL M SHSS	05569M871		-9,864			0	-9,864					
16	BNY MELLON INTL FD CL M SHSS	05569M871		-18,793			0	-18,793					
17	BNY MELLON INTL FD CL M SHSS	05569M871		-15,331			0	-15,331					
18	BNY MELLON INTL FD CL M SHSS	05569M871		-10,700			0	-10,700					
19	MELLON OPTIMA			7,974			0	7,974					

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated business income		Excluded by section 512, 513, or 514		
		(a)	(b)	(c)	(d)	(e)
		Business code	Amount	Exclusion code	Amount	Related or exempt function income
a	Program Service Revenue	900001	-134		-4,726	
b						
c						
d						
e						
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						
p						
q						
r						
s						
t						
u						
v						
w						
x						
y						
z						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

1	Credit from prior year return	1	
2	First quarter estimated tax payment	2	5,731
3	Second quarter estimated tax payment	3	5,731
4	Third quarter estimated tax payment	4	5,731
5	Fourth quarter estimated tax payment	5	5,731
6	Other payments	6	
7	Total	7	22,924

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2007 that remained undistributed at the beginning of the 2008 tax year	1	852,377
2	-----	2	-----
3	-----	3	-----
4	-----	4	-----
5	-----	5	-----
6	-----	6	-----
7	-----	7	-----
8	-----	8	-----
9	-----	9	-----
10	Total	10	852,377