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

OMB No 1545-0052

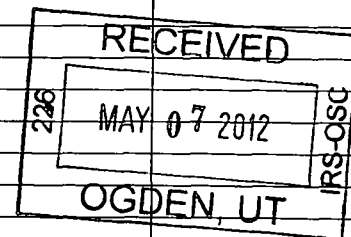
**2011**

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation <b>HAROLD WEBSTER SMITH FOUNDATION, INC.</b>		<b>A</b> Employer identification number 22-2947047
Number and street (or P O box number if mail is not delivered to street address) <b>145 BANK STREET (FA-201)</b>	Room/suite	<b>B</b> Telephone number (see instructions) 860-409-2904
City or town, state, and ZIP code <b>WATERBURY, CT 06702</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> 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		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,887,512</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	133,000			
	2 Check <input 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	67,002	67,002		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	323,282			
	b Gross sales price for all assets on line 6a		323,282		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
SCANNED Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	523,284	390,284		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,672			
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	10,000			10,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,750			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,603			
	24 Total operating and administrative expenses. Add lines 13 through 23	23,025			10,000
	25 Contributions, gifts, grants paid	522,500			522,500
	26 Total expenses and disbursements. Add lines 24 and 25	545,525			532,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-22,241			
	b Net investment income (if negative, enter -0-)		390,284		
	c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		143,000	5,000	5,000
	2	Savings and temporary cash investments . . . . .		640,751	321,352	321,352
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	2,198,956	2,634,113	2,561,160	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	2,982,707	2,960,465	2,887,512		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶) . . . . .				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .	2,982,707	2,960,465		
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,982,707	2,960,465		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,982,707	2,960,465			

### 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	2,982,707
2	Enter amount from Part I, line 27a . . . . .	2	-22,241
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,960,466
5	Decreases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	5	1
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,960,465

**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.)
<b>1a</b> Vanguard Inter Term Capital gain distribution - LT	P		
<b>b</b> Vanguard Inter Term Capital gain distribution - ST	P		
<b>c</b> Ishares Tr-Russell 3000 Index Fund	P		
<b>d</b> Vanguard Total Stock Market ETF	P		
<b>e</b>			

(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)
<b>a</b> 8,625			8,625
<b>b</b> 564			564
<b>c</b> 314,757			314,757
<b>d</b> -664			-664
<b>e</b>			

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) 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	
<b>a</b>			8,625
<b>b</b>			564
<b>c</b>			314,757
<b>d</b>			-664
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	323,282
<b>3</b> 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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>3</b>	N/A - NONOPERATING FOUNDATION

**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 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))
2010	62,500	2,921,077	0.0214
2009	150,000	2,507,186	0.0598
2008	62,500	2,596,999	0.0241
2007	153,500	2,551,802	0.0602
2006	118,500	1,663,186	0.0712

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.2367
<b>3</b> 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	<b>3</b>	0.0473
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	3,174,149
<b>5</b> Multiply line 4 by line 3	<b>5</b>	150,137
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,903
<b>7</b> Add lines 5 and 6	<b>7</b>	154,040
<b>8</b> 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	<b>8</b>	532,500

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

<b>1a</b> 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	3,903
<b>b</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 . . . . .		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2	
<b>3</b> Add lines 1 and 2 . . . . .	3	3,903
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	3,903
<b>6</b> Credits/Payments		
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	7,938
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
<b>d</b> Backup withholding erroneously withheld . . . . .	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	7	7,938
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	4,035
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>1,535</b> <b>Refunded</b> <input type="checkbox"/> <b>2,500</b>	11	2,500

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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 <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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		X
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . . N/A		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CONNECTICUT		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
<b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ GREGORY S. MADAR		Telephone no ▶ 860-409-2904	
Located at ▶ 3 FARM GLEN BOULEVARD FARMINGTON, CT		ZIP + 4 ▶ 06032		
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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 instructions)? N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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 instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

N/A

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

	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions) N/A

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,611,747
<b>b</b>	Average of monthly cash balances	<b>1b</b>	610,739
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,222,486
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,222,486
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	48,337
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,174,149
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	158,707

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	158,707
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	3,903
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,903
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	154,804
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	154,804
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	154,804

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	532,500
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	532,500
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	3,903
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	528,597

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				154,804
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .	36,710			
<b>b</b> From 2007 . . . . .	28,430			
<b>c</b> From 2008 . . . . .	0			
<b>d</b> From 2009 . . . . .	25,822			
<b>e</b> From 2010 . . . . .	0			
<b>f</b> Total of lines 3a through e . . . . .	90,962			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 532,500				
<b>a</b> Applied to 2010, but not more than line 2a . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				154,804
<b>e</b> Remaining amount distributed out of corpus . .	377,696			
<b>5</b> Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )				NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	468,658			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	36,710			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	431,948			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . .	28,430			
<b>b</b> Excess from 2008 . . . . .	0			
<b>c</b> Excess from 2009 . . . . .	25,822			
<b>d</b> Excess from 2010 . . . . .	0			
<b>e</b> Excess from 2011 . . . . .	377,696			

**Part XIV Private Operating Foundations** (see 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 2011, enter the date of the ruling . . . . .

N/A

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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 . . . . .					

**Part XV Supplemental Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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 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
<b>a Paid during the year</b>				
PALACE THEATER 100 E. MAIN STREET WATERBURY, CT 06702		PUBLIC	COMMUNITY REINVESTMENT	62,500
NEIGHBORWORKS NEW HORIZONS ON BEHALF OF WATERBURY COMMUNITY INVESTMENT LLC 235 GRAND AVENUE NEW HAVEN, CT 06513		PUBLIC	NEIGHBORHOOD REVITALIZATION	460,000
<b>Total</b> . . . . .			<b>3a</b>	522,500
<b>b Approved for future payment</b>				
PALACE THEATER 100 E. MAIN STREET WATERBURY, CT 06702		PUBLIC	COMMUNITY REINVESTMENT	250,000
NEIGHBORWORKS NEW HORIZONS ON BEHALF OF WATERBURY COMMUNITY INVESTMENT LLC 235 GRAND AVENUE NEW HAVEN, CT 06513		PUBLIC	NEIGHBORHOOD REVITALIZATION	100,000
<b>Total</b> . . . . .			<b>3b</b>	350,000

## Enter gross amounts unless otherwise indicated

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

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

HAROLD WEBSTER SMITH FOUNDATION, INC.

22-2947047

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

HAROLD WEBSTER SMITH FOUNDATION, INC.

Employer identification number

22-2947047

**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Webster Bank, N.A., Webster Financial Corp 145 Bank Street (FA 201) Waterbury, CT 06702	\$ 133,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



HAROLD WEBSTER SMITH FOUNDATION, INC  
FORM 990-PF  
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**PART I - Line 16**

<u>Description</u>	<u>Amount Paid</u>
a.) Legal fees - Updike, Kelly and Spellacy, P C.	\$ 3,672
<b>Total</b>	<b>\$ 3,672</b>
c ) Other Professional fees - Local Initiatives Support Corporation	\$ 10,000
<b>Total</b>	<b>\$ 10,000</b>

**PART I - Line 18**

<u>Description</u>	<u>Amount Paid</u>
Taxes - 2011 Form 990-PF Estimated Tax Payment	\$ 7,750
<b>Total</b>	<b>\$ 7,750</b>

**PART I - Line 23**

<u>Description</u>	<u>Amount Paid</u>
Other Expenses - Investment Advisory Expense	\$ 1,603
<b>Total</b>	<b>\$ 1,603</b>

HAROLD WEBSTER SMITH FOUNDATION, INC  
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PART II - Line 13 Investments - Other

	As of December 31, 2011		As of December 31, 2010	
	Book Value	Market	Book Value	Market
ISHARES - AFS Equity Common Stock (1,500 shares @ \$72.09/share)	\$ -	\$ -	\$ 108,134	\$ 112,425
ISHARES - AFS Equity Common Stock (1,500 shares @ \$83.35/share)	-	-	125,018	112,425
ISHARES - AFS Equity Common Stock (2,000 shares @ \$70.18/share)	-	-	140,357	149,900
ISHARES - AFS Equity Common Stock (2,000 shares @ \$75.12/share)	-	-	150,240	149,900
ISHARES - AFS Equity Common Stock (2,500 shares @ \$57.93/share)	-	-	144,824	187,375
ISHARES - AFS Equity Common Stock (3,000 shares @ \$49.99/share)	-	-	149,982	224,850
ISHARES - AFS Equity Common Stock (3,000 shares @ \$74.98/share)	-	-	224,939	224,850
ISHARES - AFS Equity Common Stock (3,000 shares @ \$78.38/share)	-	-	235,133	224,850
ISHARES - AFS Equity Common Stock (3,200 shares @ \$77.89/share)	-	-	249,243	239,840
ISHARES - AFS Equity Common Stock (3,000 shares @ \$51.93/share)	-	-	155,783	224,850
ISHARES - AFS Equity Common Stock (500 shares @ \$64.30/share)	-	-	32,164	37,475
<b>Total ISHARES Investments</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,715,817</b>	<b>\$ 1,888,740</b>
	Book Value	Market	Book Value	Market
Vanguard Intermediate Term Corp Fund #71 (10,000 shares @ \$8.35)	\$ 83,500	\$ 99,900	\$ 83,500	\$ 99,200
Vanguard Intermediate Term Corp Fund #71 (10,000 shares @ \$8.35)	83,500	99,900	83,500	99,200
Vanguard Intermediate Term Corp Fund #71 (10,000 shares @ \$8.61)	86,100	99,900	86,100	99,200
Vanguard Intermediate Term Corp Fund #71 (10,000 shares @ \$8.67)	86,700	99,900	86,700	99,200
Vanguard Intermediate Term Corp Fund #7 (2,500 shares @ \$9.76)	24,400	24,975	24,400	24,800
Vanguard Intermediate Term Corp Fund #71 (156.70 shares @ \$10.05)	1,575	1,565	-	-
Vanguard Intermediate Term Corp Fund #71 (151.89 shares @ \$9.93)	1,508	1,517	-	-
Vanguard Intermediate Term Corp Fund #71 (154.86 shares @ \$10.12)	1,567	1,547	-	-
Vanguard Intermediate Term Corp Fund #71 (153.92 shares @ \$10.11)	1,556	1,538	-	-
Vanguard Intermediate Term Corp Fund #71 (149.99 shares @ \$10.04)	1,506	1,498	-	-
Vanguard Intermediate Term Corp Fund #71 (152.55 shares @ \$10.15)	1,548	1,524	-	-
Vanguard Intermediate Term Corp Fund #71 (150.64 shares @ \$9.96)	1,500	1,505	-	-
Vanguard Intermediate Term Corp Fund #71 (559.38 shares @ \$9.97)	5,577	5,588	-	-
<b>Total Vanguard Interm Investments</b>	<b>\$ 380,538</b>	<b>\$ 440,858</b>	<b>\$ 364,200</b>	<b>\$ 421,600</b>
	Book Value	Market	Book Value	Market
Vanguard FTSE All-World EX-US Index Fund (4,000 shares @ \$24.186)	\$ 96,744	\$ 158,600	\$ 96,744	\$ 190,920
Vanguard FTSE All-World EX-US Index Fund (500 shares @ \$44.36)	22,195	19,825	22,195	23,865
Vanguard FTSE All-World EX-US Index Fund (2,000 shares @ \$49.1699)	98,400	79,300	-	-
Vanguard FTSE All-World EX-US Index Fund (1,938 shares @ \$51.5279)	99,919	76,842	-	-
Vanguard FTSE All-World EX-US Index Fund (2,400 shares @ \$41.2609)	99,218	95,160	-	-
<b>Total Vanguard FTSE Investments</b>	<b>\$ 416,476</b>	<b>\$ 429,727</b>	<b>\$ 118,939</b>	<b>\$ 214,785</b>
	Book Value	Market	Book Value	Market
Vanguard Total Stock Market ETF (13,146 shares @ \$69.81260003)	\$ 918,976	\$ 845,288	\$ -	\$ -
Vanguard Total Stock Market ETF (13,146 shares @ \$69.81069985)	918,123	845,288	-	-
<b>Total Vanguard Total Stock Market ETF Investment</b>	<b>\$ 1,837,099</b>	<b>\$ 1,690,576</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Total Investments</b>	<b>\$ 2,634,113</b>	<b>\$ 2,561,160</b>	<b>\$ 2,198,956</b>	<b>\$ 2,525,125</b>

**PART VIII** - Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
James C Smith c/o Webster Bank, N A 145 Bank Street Waterbury, CT 06702	Chairman, Director As Needed	0	0	0
Jeffrey N Brown c/o Webster Bank, N A 145 Bank Street Waterbury, CT 06702	President, Director As Needed	0	0	0
Robert L Guenther c/o Webster Bank, N A 145 Bank Street Waterbury, CT 06702	Director As Needed	0	0	0
Kathryn T Luria c/o Webster Bank, N A 145 Bank Street Waterbury, CT 06702	VP, Director & Assistant Secretary As Needed	0	0	0
Nitin J Mhatre c/o Webster Bank, N A 609 W Johnson Avenue Cheshire, CT 06410	Director As Needed	0	0	0
William E Wrang c/o Webster Bank, N A CityPlace II 185 Asylum Street Hartford, CT 06103	Director As Needed	0	0	0
Gregory S Madar c/o Webster Bank, N A 3 Farm Glen Boulevard Farmington, CT 06032	SVP & Treasurer As Needed	0	0	0
Mark S Lyon c/o Webster Bank, N A 145 Bank Street Waterbury, CT 06702	Secretary As Needed	0	0	0
Peter Mosbacher c/o Webster Bank, N A 281 Tresser Blvd , 4th Floor Stamford, CT 06901	Member As Needed	0	0	0
Bruce E Wandelmaier c/o Webster Bank, N A 145 Bank Street Waterbury, CT 06702	Member As Needed	0	0	0

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**PART XV - Supplementary Information**

Line 2a - The name, address, and telephone number of the person to whom applications should be addressed

Send to.

Webster Bank  
Attn Community Affairs  
145 Bank Street  
Waterbury, CT 06702  
Phone (203) 578 - 2396  
Fax (203) 578 - 2507

Line 2b - The form in which applications should be submitted and information and materials they should include

**Application Requirements**

Letter of request to include the following:

- Organization overview and mission
- Project description including demonstration of need
- Budget, timeframes and other sources of funding
- Amount requested of the Foundation

Additional information to attach to the letter of request:

- IRS 501 ( c ) tax determination letter
- List of board of directors and key management
- Current operating budget or annual report
- Agency promotional brochure

Line 2d - Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Eligibility Guidelines**

- Applicant must be an IRS certified 501 ( c ) organization
- The proposed activity or organization must impact communities in Connecticut/ Southern New England
- The program or activity must be within the areas stated in the mission statement

**Restrictions**

Generally, support will not be provided

- For activities based outside of Webster primary market area
- For membership or support of organizations with limited availability to the general public
- To religious institutions, except in support of specifically identified programs that meet grant priorities
- To single-disease related or national health research/ service organizations
- To individuals