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Form **990-PF**  
Department of the Treasury  
Internal Revenue Service

**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 09/01, 2011, and ending 08/31, 2012

Name of foundation  
**TUA PHYLLIS W SMITH PVT FDN**

Number and street (or P O. box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state, and ZIP code  
**PROVIDENCE, RI 02901-1802**

**A Employer identification number**  
59-7258080

**B Telephone number (see instructions)**  
(888) 866-3275

**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

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

**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) **\$ 5,258,593.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

ENVELOPE  
POSTMARK DATE  
DEC 17 2012

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	122,104.	122,104.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-35,373.			
	b Gross sales price for all assets on line 6a	418,267.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		8,316.		STMT 4	
12 Total. Add lines 1 through 11	86,731.	130,420.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	35,217.	21,130.		14,087.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	980.	NONE	NONE	980.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	3,012.	1,062.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	622.	12,547.		70.
	24 Total operating and administrative expenses. Add lines 13 through 23	39,831.	34,739.	NONE	15,137.
	25 Contributions, gifts, grants paid	286,422.			286,422.
26 Total expenses and disbursements Add lines 24 and 25	326,253.	34,739.	NONE	301,559.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-239,522.				
b Net investment income (if negative, enter -0-)		95,681.			
c Adjusted net income (if negative, enter -0-)					

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For Paperwork Reduction Act Notice, see instructions.

JSA

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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 . . . . .	NONE		
	2 Savings and temporary cash investments . . . . .	316,802.	13,344.	13,344.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations(attach schedule) . . . . .	NONE		
	b Investments - corporate stock (attach schedule) . . . . .	4,238,277.	4,744,847.	5,245,249.
	c Investments - corporate bonds (attach schedule) . . . . .	NONE		
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE		
	12 Investments - mortgage loans . . . . .	NONE		
	13 Investments - other (attach schedule) . . . . .	420,565.		
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ )	NONE			
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,975,644.	4,758,191.	5,258,593.	
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	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	4,975,644.	4,758,191.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE		
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	4,975,644.	4,758,191.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,975,644.	4,758,191.		

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	4,975,644.
2 Enter amount from Part I, line 27a . . . . .	2	-239,522.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	22,069.
4 Add lines 1, 2, and 3 . . . . .	4	4,758,191.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,758,191.

**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 PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<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> 404,882.		453,640.	-48,758.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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 -0-) or Losses (from col (h))			
<b>a</b>			-48,758.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<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>	-35,373.	
<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				<b>3</b>		

**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	178,310.	5,201,542.	0.034280
2009	175,393.	4,763,805.	0.036818
2008	135,374.	4,290,441.	0.031552
2007	318,434.	5,201,219.	0.061223
2006	184,165.	5,082,567.	0.036235
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.200108
<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> 0.040022
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 5,135,518.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 205,534.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 957.
<b>7</b> Add lines 5 and 6			<b>7</b> 206,491.
<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> 301,559.



**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	957.
<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	957.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	957.
<b>6</b> Credits/Payments			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	<b>6a</b>		2,199.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>		NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>		NONE
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .		7	2,199.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	1,242.
<b>11</b> Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 960. Refunded <input checked="" type="checkbox"/> 282.		11	282.

**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>1b</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)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>1c</b> Did the foundation file Form 1120-POL 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? . . . . . <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>4b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		X
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
<b>8b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> . . . . .		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)? <i>If "Yes," complete Part XIV</i> . . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> US TRUST FIDUCIARY TAX SERVICES Telephone no. <input type="checkbox"/> (401) 278-6825 Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 02901			
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 <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No 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 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 instructions)? <input type="checkbox"/> 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 2011?	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 If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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.)	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

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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  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 STATEMENT 9		35,217.	-0-	-0-

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>NONE</b>

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	



**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>	4,996,764.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	216,960.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,213,724.
<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>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,213,724.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	78,206.
<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>	5,135,518.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	256,776.

**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>	256,776.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	957.
<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>	957.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	255,819.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	255,819.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<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>	255,819.

**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>	301,559.
<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>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	301,559.
<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>	957.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	300,602.

**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
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				255,819.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			257,918.	
b Total for prior years 20 09 , 20 , 20 . . . . .		28,501.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	NONE			
d From 2009 . . . . .	NONE			
e From 2010 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 301,559.				
a Applied to 2010, but not more than line 2a . . . . .			257,918.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		28,501.		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				15,140.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				240,679.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			



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

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . .
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .				
b 85% of line 2a . . . . .				
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets . . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
(3) Largest amount of support from an exempt organization . . . . .				
(4) Gross investment income . . . . .				

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

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

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

N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 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>  SEE STATEMENT 10				
<b>Total</b> .....				<b>▶ 3a</b> 286,422.
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>▶ 3b</b>





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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets. b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (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) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date 10/22/2012

Title V. P. TAX

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,964.	1,964.
ABBOTT LABORATORIES	768.	768.
AMGEN INC COM	128.	128.
APPLE COMPUTER INCORPORATED	588.	588.
BLACKROCK LIQUIDITY FUNDS TEMPFUND INSTL	308.	308.
CIGNA CORPORATION	14.	14.
CHEVRONTEXACO CORP COM	660.	660.
CISCO SYSTEMS INCORPORATED	533.	533.
COCA COLA CO COM	784.	784.
COLGATE PALMOLIVE CO	1,507.	1,507.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	6,092.	6,092.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	4,859.	4,859.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	8,154.	8,154.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	261.	261.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	1,697.	1,697.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	841.	841.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	86.	86.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	1,349.	1,349.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	30,779.	30,779.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	174.	174.
COLUMBIA U S TREAS INDEX FUND CLASS Z SH	2,527.	2,527.
COLUMBIA BOND FUND CLASS Z SHARES	3,789.	3,789.
COMCAST CORP NEW CL A COM	233.	233.
CONOCOPHILLIPS COM	528.	528.
CULLEN FROST BANKERS INC COM	282.	282.
DISNEY WALT CO	616.	616.
DOVER CORPORATION	252.	252.
ENERGY CORP NEW COM	880.	880.
EXELON CORP COM	1,754.	1,754.
EXXON MOBIL CORPORATION	2,376.	2,376.
GENERAL DYNAMICS CORP	153.	153.
GENERAL ELEC CO	990.	990.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOLDMAN SACHS GROUP INC	151.	151.
HARTFORD FINANCIAL SVCS GRP	167.	167.
HESS CORP COM	34.	34.
HEWLETT PACKARD CO COM	168.	168.
HONEYWELL INTERNATIONAL INC	149.	149.
INTERNATIONAL BUSINESS MACHS	1,550.	1,550.
ISHARES INC MSCI AUSTRALIA INDEX	273.	273.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	212.	212.
ISHARES INC MSCI CDA INDEX FUND	108.	108.
ISHARES INC MSCI SINGAPORE INDEX FUND	196.	196.
ISHARES BARCLAYS TIPS BD FUND	807.	807.
ISHARES TR COHEN & STEERS REALTY	2,246.	2,246.
J P MORGAN CHASE & CO COM	1,349.	1,349.
JOHNSON & JOHNSON	844.	844.
KIMBERLY CLARK CORP COM	907.	907.
KRAFT FOODS INC CL A COM	582.	582.
LOCKHEED MARTIN CORPORATION	375.	375.
LOWES COMPANIES INCORPORATED	290.	290.
MFS EMERGING MKTS DEBT FUND CL I	1,618.	1,618.
MERCK & CO INC NEW COM	1,568.	1,568.
MICROSOFT CORPORATION	1,343.	1,343.
MOLSON COORS BREWING CO CL B	192.	192.
MONSANTO CO NEW COM	246.	246.
NESTLE S A SPONSORED ADR	422.	422.
NEXTERA ENERGY INC COM	460.	460.
OCCIDENTAL PETROLEUM CORPORATION	400.	400.
PIMCO HIGH YIELD FUND	1,927.	1,927.
PNC BK CORP	450.	450.
PARKER HANNIFIN CORPORATION	154.	154.
PEPSICO INCORPORATED	1,140.	1,140.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	1,611.	1,611.
PIMCO COMMODITY REALRETURN STRATEGY FUND	9,637.	9,637.
PIMCO EMERGING MKT CURRENCY FUND INSTL	287.	287.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INCORPORATED	1,092.	1,092.
PRINCIPAL FINL GROUP INC COM	440.	440.
PROCTER & GAMBLE CO COM	225.	225.
PRUDENTIAL FINL INC COM	299.	299.
RIO TINTO PLC SPONSORED ADR	726.	726.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	1,158.	1,158.
SCHLUMBERGER LIMITED	247.	247.
STANLEY BLACK & DECKER INC COM	82.	82.
STAPLES INCORPORATED	294.	294.
STATE STREET CORP	147.	147.
TJX COMPANIES INCORPORATED NEW	206.	206.
TARGET CORP	240.	240.
TEXAS INSTRS INC	636.	636.
THERMO ELECTRON CORP	39.	39.
3M CO COM	89.	89.
US BANCORP DEL COM NEW	576.	576.
UNITED PARCEL SERVICE CL B	171.	171.
UNITED TECHNOLOGIES CORP	2,549.	2,549.
VANGUARD MSCI EMERGING MKTS ETF	1,641.	1,641.
VANGUARD REIT ETF	519.	519.
VERIZON COMMUNICATIONS	900.	900.
WAL-MART STORES INCORPORATED	458.	458.
WELLS FARGO COMPANY	309.	309.
YUM BRANDS INC COM	987.	987.
ACCENTURE PLC CL A COM	135.	135.
TYCO INTL LTD NEW F COM	150.	150.
TOTAL	122,104.	122,104.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCELSIOR MULTI-STRATEGY HEDGE FUNDS OF CHICOPEE HYDROELECTRIC LP		-1,084. 9,400.
TOTALS		8,316.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	980.			980.
TOTALS	980.	NONE	NONE	980.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	68.	68.
FEDERAL ESTIMATES - PRINCIPAL	1,950.	
FOREIGN TAXES ON QUALIFIED FOR	119.	119.
FOREIGN TAXES ON NONQUALIFIED	875.	875.
TOTALS	3,012.	1,062.

TUA PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE - INCOME	70.		70.
TRUSTEE/EXECUTOR FEES - NON-AL	552.	552.	
DIVIDEND INVESTMENT EXPENSE -		11,995.	
TOTALS	622.	12,547.	70.



TUA PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
ADJ CARRYING VALUE	13,669.
LP ADJUSTMENT	8,400.
	-----
TOTAL	22,069.
	=====



TUA PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

1 MONARCH PL  
SPRINGFIELD, MA 01144

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 35,217.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 35,217.

=====



TUA PHYLLIS W SMITH PVT FDN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

59-7258080

=====

RECIPIENT NAME:  
MSPCC OF FRANKLIN COUNTY  
ADDRESS:  
ATTN: JANET B. MCGEE  
BOSTON, MA 02110-1200  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 71,606.

RECIPIENT NAME:  
BAYSTSTE HEALTH FDN  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 71,606.

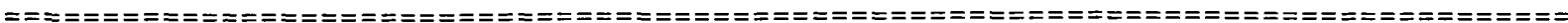
RECIPIENT NAME:  
HOLYOKE HOSPITAL  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 71,605.

RECIPIENT NAME:  
SYCAMORE HOUSE ASSOC  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 71,605.

TOTAL GRANTS PAID: ..... 286,422.  
=====



FEDERAL FOOTNOTES



THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES



**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No. 1545-0092

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

**2011**

Name of estate or trust

Employer identification number

TUA PHYLLIS W SMITH PVT FDN

59-7258080

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					13,385.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-48,758.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	-35,373.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011



<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-35,373.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		-35,373.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

<b>Part IV Capital Loss Limitation</b>		
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a	The loss on line 15, column (3) or b \$3,000 . . . . .	<b>16</b> ( 3,000 )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		



**TUA PHYLLIS W SMITH PVT FDN**  
**59-7258080**  
**Balance Sheet**  
**08/31/2012**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
00206R102	AT&T INC	1122 000	27,651.78	41,110 08
002824100	ABBOTT LABS	388.000	19,095.03	25,429.52
031162100	AMGEN INC	100 000	5,527.49	8,392 00
037833100	APPLE INC	222.000	41,322.53	147,683 28
125509109	CIGNA CORP	340.000	18,199.95	15,561.80
166764100	CHEVRON CORP	200.000	15,445 00	22,432 00
17275R102	CISCO SYS INC	1905.000	36,566.47	36,347.40
191216100	COCA COLA CO	800.000	16,952 00	29,920.00
194162103	COLGATE PALMOLIVE CO	628.000	43,178 30	66,762.68
19763T889	COLUMBIA INCOME OPPORTUNITIES	10467.719	107,342 42	103,002.35
19765H347	COLUMBIA LARGE CAP ENHANCED	18166.871	242,098 49	256,879 56
19765H362	COLUMBIA SHORT TERM BOND FUND	48739 042	475,302 73	486,415.64
19765H636	COLUMBIA MARSICO INTERNATIONAL	10298.141	118,587.18	111,837.81
19765H677	COLUMBIA MULTI-ADVISOR INTL	8731 674	132,443 93	97,882 07
19765J608	COLUMBIA MID CAP INDEX FUND	6870 852	81,416 19	80,182.84
19765J723	COLUMBIA SMALL CAP GROWTH FUND	4615.927	68,312 57	58,529.95
19765N245	COLUMBIA DIVIDEND INCOME FUND	3639 010	50,000.00	54,075.69
19765N468	COLUMBIA INTERMEDIATE BOND FUND	82686 205	727,576 42	791,306 98
19765N617	COLUMBIA U S TREAS INDEX FUND	2731.292	29,853.02	32,065 37
19765P232	COLUMBIA MID CAP GROWTH FUND	7091.657	153,954 69	193,105 82
19765Y886	COLUMBIA BOND FUND	11259.182	100,000.00	109,101.47
20030N101	COMCAST CORP	300.000	4,585.14	10,059 00
20825C104	CONOCOPHILLIPS	200.000	7,729.82	11,358 00
229899109	CULLEN / FROST BANKERS INC	300.000	17,050.50	16,680 00
254687106	DISNEY WALT CO	900.000	29,438.17	44,523 00
260003108	DOVER CORP	200.000	8,213 00	11,562 00
29364G103	ENTERGY CORP NEW	265 000	30,548 51	18,041.20
3007229Y3	EXCELSIOR MULTI-STRATEGY HEDGE	435 423	411,411 00	397,360.76
30161N101	EXELON CORP	835 000	41,478 90	30,452.45
30219G108	EXPRESS SCRIPTS HLDG CO	866 000	30,109 74	54,228.92
30231G102	EXXON MOBIL CORP	1200 000	67,352.19	104,760.00
369550108	GENERAL DYNAMICS CORP	150.000	10,461.75	9,826 50
369604103	GENERAL ELEC CO	1500.000	55,110.00	31,065 00
375558103	GILEAD SCIENCES INC	100.000	4,681.46	5,769 00

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<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
38141G104	GOLDMAN SACHS GROUP INC	100.000	17,831.75	10,572.00
416515104	HARTFORD FINL SVCS GROUP INC	417.000	30,357.60	7,476.81
438516106	HONEYWELL INTL INC	200.000	11,919.00	11,690.00
459200101	INTERNATIONAL BUSINESS MACHS	500.000	41,230.55	97,425.00
464286103	ISHARES INC MSCI AUSTRALIA INDEX	600.000	14,079.00	14,082.00
464286400	ISHARES INC MSCI BRAZIL FREE	200.000	13,598.00	10,544.00
464286509	ISHARES INC MSCI CDA INDEX	500.000	14,105.50	13,750.00
464286673	ISHARES MSCI SINGAPORE INDEX	1000.000	12,815.00	13,130.00
464287176	ISHARES	300.000	31,355.04	36,342.00
464287564	ISHARES TR	1000.000	51,300.00	80,150.00
46625H100	J P MORGAN CHASE & CO	1226.000	54,793.85	45,533.64
478160104	JOHNSON & JOHNSON	364.000	24,251.06	24,544.52
494368103	KIMBERLY CLARK CORP	315.000	18,363.71	26,334.00
50075N104	KRAFT FOODS INC	502.000	16,627.50	20,838.02
50540R409	LABORATORY CORP AMER HLDGS	276.000	21,554.75	24,274.20
539830109	LOCKHEED MARTIN CORP	100.000	7,396.50	9,114.00
548661107	LOWES COS INC	500.000	10,676.50	14,240.00
55273E640	MFS EMERGING MKTS DEBT FUND	4984.588	75,000.00	79,055.57
58933Y105	MERCK & CO INC	956.000	49,775.59	41,155.80
594918104	MICROSOFT CORP	1767.000	45,288.21	54,458.94
61166W101	MONSANTO CO	205.000	9,802.59	17,857.55
63934E108	NAVISTAR INTL CORP NEW	200.000	7,073.00	4,396.00
641069406	NESTLE S A	200.000	11,843.00	12,460.60
65339F101	NEXTERA ENERGY INC	200.000	11,767.57	13,462.00
674599105	OCCIDENTAL PETE CORP DEL	200.000	16,317.00	17,002.00
693390841	PIMCO HIGH YIELD FD	8093.534	75,000.00	76,483.90
693475105	PNC FINL SVCS GROUP INC	300.000	16,279.41	18,648.00
701094104	PARKER HANNIFIN CORP	100.000	5,532.45	7,998.00
713448108	PEPSICO INC	500.000	28,277.50	36,215.00
718546104	PHILLIPS 66	100.000	2,297.18	4,200.00
722005220	PIMCO FOREIGN BOND FUND	6530.465	70,000.00	73,794.25
722005667	PIMCO COMMODITY REALRETURN	9772.477	75,000.00	68,602.79
72201F409	PIMCO EMERGING MKT CURRENCY	1968.023	19,969.73	20,231.28
72201P100	PIMCO GLOBAL MULTI-ASSET FUND	4421.036	50,000.00	50,399.81

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<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
74005P104	PRAXAIR INC	520.000	28,130.80	54,860.00
742718109	PROCTER & GAMBLE CO	200.000	12,951.00	13,438.00
767204100	RIO TINTO PLC	500.000	15,036.87	21,915.00
77956H104	ROWE T PRICE INTL FDS INC	4501.604	45,000.00	44,971.02
806857108	SCHLUMBERGER LTD	235.000	17,039.26	17,009.30
845467109	SOUTHWESTERN ENERGY CO	733.000	23,867.74	22,818.29
854502101	STANLEY BLACK & DECKER INC	100.000	7,563.50	6,578.00
872540109	TJX COS INC NEW	400.000	8,302.50	18,316.00
87612E106	TARGET CORP	200.000	10,671.00	12,818.00
882508104	TEXAS INSTRS INC	936.000	31,181.72	27,181.44
883556102	THERMO FISHER SCIENTIFIC CORP	150.000	6,662.25	8,602.50
88579Y101	3M CO	150.000	13,055.25	13,890.00
902973304	US BANCORP DEL	900.000	26,305.49	30,069.00
911312106	UNITED PARCEL SVC INC	150.000	11,534.25	11,071.50
913017109	UNITED TECHNOLOGIES CORP	1200.000	63,405.00	95,820.00
922042858	VANGUARD MSCI EMERGING MKTS	1600.000	64,602.00	64,172.80
922908553	VANGUARD REIT	1000.000	63,353.00	66,730.00
92343V104	VERIZON COMMUNICATIONS INC	450.000	18,374.86	19,323.00
931142103	WAL-MART STORES INC	300.000	17,276.25	21,780.00
949746101	WELLS FARGO & CO	455.000	13,852.47	15,483.65
988498101	YUM BRANDS INC	866.000	21,736.60	55,181.52
991020298	CHICOPEE HYDROELECTRIC LP	2.800	22,823.00	20,728.40
G1151C101	ACCENTURE PLC	200.000	11,647.00	12,320.00
	Cash/Cash Equivalent	13343.820	13,343.82	13,343.82
		<b>Totals:</b>	<b>4,758,190.54</b>	<b>5,258,593.07</b>