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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 10/01 **, 2011, and ending** 09/30 **, 20**12

Name of foundation: THE MATTHEW & TRACY SMITH FOUNDATION

A Employer identification number 27-6974020

Number and street (or P O box number if mail is not delivered to street address): C/O ANCHIN BLOCK & ANCHIN LLP, 1375 BROADWAY

Room/suite

B Telephone number (see instructions) (212) 840-3456

City or town, state, and ZIP code: NEW YORK, NY 10018

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)* ▶ $ 2,617,258.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	850.	850.		
	4	Dividends and interest from securities	50,549.	50,549.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-1,153.			
	b	Gross sales price for all assets on line 6a 30,241.				
	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				
	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	50,246.	51,399.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	7,022.	7,022.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	1,295.	595.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 3	3,277.	3,227.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,594.	10,844.		
	25	Contributions, gifts, grants paid	180,469.			180,469.
	26	**Total expenses and disbursements** Add lines 24 and 25	192,063.	10,844.		180,469.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-141,817.			
	b	**Net investment income** (if negative, enter -0-)		40,555.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions. *ATCH 1 JSA ** ATCH 2 Form **990-PF** (2011)

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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	5,809.	15,000.	15,000.
	2	Savings and temporary cash investments	366,909.	82,353.	82,353.
	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) ATCH 4	2,191,187.	2,519,405.	2,519,405.
	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)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 5)		500.	500.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,563,905.	2,617,258.	2,617,258.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,563,905.	2,617,258.	
	30	**Total net assets or fund balances** (see instructions)	2,563,905.	2,617,258.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,563,905.	2,617,258.	

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	2,563,905.
2	Enter amount from Part I, line 27a	2	-141,817.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 6	3	195,170.
4	Add lines 1, 2, and 3	4	2,617,258.
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	2,617,258.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -1,153.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . 3 0

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	136,200.	2,896,632.	0.047020
2009			
2008			
2007			
2006			

2	Total of line 1, column (d)	2	0.047020
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.023510
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,578,541.
5	Multiply line 4 by line 3	5	60,621.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	406.
7	Add lines 5 and 6	7	61,027.
8	Enter qualifying distributions from Part XII, line 4	8	180,469.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	406.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	406.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	406.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	900.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	900.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	494.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 494. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANCHIN, BLOCK & ANCHIN, LLP Telephone no ▶ 212-840-3456

Located at ▶ 1375 BROADWAY NEW YORK, NY ZIP + 4 ▶ 10018

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

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

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*

			Yes	No
5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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?		7b		

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
ATTACHMENT 7		0	0	0

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

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

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

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 . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,346,343.
b	Average of monthly cash balances	1b	271,465.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,617,808.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,617,808.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,267.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,578,541.
6	**Minimum investment return.** Enter 5% of line 5	6	128,927.

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

1	Minimum investment return from Part X, line 6			1	128,927.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	406.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	406.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	128,521.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	128,521.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	128,521.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	180,469.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		-
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	180,469.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	406.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	180,063.

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					128,521.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20 09 ,20 08 ,20 07					
3	Excess distributions carryover, if any, to 2011					
a	From 2006					
b	From 2007					
c	From 2008					
d	From 2009					
e	From 2010	20,676.				
f	**Total** of lines 3a through e		20,676.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 180,469.					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					128,521.
e	Remaining amount distributed out of corpus		51,948.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		72,624.			
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					
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					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		72,624.			
10	Analysis of line 9:					
a	Excess from 2007					
b	Excess from 2008					
c	Excess from 2009					
d	Excess from 2010	20,676.				
e	Excess from 2011	51,948.				

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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))

ATTACHMENT 8

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
a Paid during the year				
ATTACHMENT 9				
Total . . . . ▶ 3a				180,469.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	850.	
4 Dividends and interest from securities			14	50,549.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,153.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				50,246.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 50,246.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 6/17/13 Date | ▶ Title

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

Paid Preparer Use Only

Print/Type preparer's name Matthew Mullaney	Preparer's signature Matthew J Mullaney	Date 6/13/13	Check ☐ if self-employed	PTIN P00182667
Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP			Firm's EIN ▶ 13-0436940	
Firm's address ▶ 1375 BROADWAY NEW YORK, NY 10018-7001			Phone no 212-840-3456	

THE MATTHEW & TRACY SMITH FOUNDATION 27-6974020

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					30,241.	
		PUBLICLY TRADED SECURITIES					VAR	VAR
							-24,050.	
		PUBLICLY TRADED SECURITIES					VAR	VAR
							-7,344.	
TOTAL GAIN(LOSS)							-1,153.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	7,022.	7,022.
TOTALS	7,022.	7,022.

THE MATTHEW & TRACY SMITH FOUNDATION

27-6974020

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	700.	
FOREIGN WITHHOLDING TAX	595.	595.
TOTALS	1,295.	595.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOSS ON FOREIGN EXCHANGE		3,227.	3,227.
OTHER MISC. EXPENSES		50.	
	TOTALS	3,277.	3,227.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT	2,519,405.	2,519,405.
TOTALS	2,519,405.	2,519,405.

Fixed Income

	Shares/units	Average tax cost per share/unit	Tax Cost	Market Value					
Funds									
OW FIXED INCOME FUND BOOK COST 539,528	46,754 355	$11.54	$539,528	$11.670	$545,623	100.0%	$6,095	$12,249	2.25%
Total fixed income			$539,528		$545,623	100.0%	$6,095	$12,249	2.24%

Large Cap Core - U.S.

Consumer discretionary

COACH INC *(COH)*	100	$55.07	$5,507	$56.020	$5,602	3.7%	$95	$120	2.14%
LOWES COS INC *(LOW)*	250	28.94	7,236	30.240	7,560	5 0	324	160	2.12
MACY'S INC *(M)*	165	34.52	5,695	37.620	6,207	4.1	512	132	2.13
MCGRAW-HILL COMPANIES INC *(MHP)*	105	44.81	4,705	54 590	5,731	3.8	1,026	107	1.87
TARGET CORP *(TGT)*	75	50.21	3,766	63 470	4,760	3.1	994	108	2 27
Total consumer discretionary			**$26,909**		**$29,860**	**19.7%**	**$2,951**	**$627**	**2.10%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
CVS/CAREMARK CORP *(CVS)*	**100**	**$37.82**	**$3,782**	**$48.420**	**$4,842**	**3.2%**	**$1,060**	**$65**	**1.34%**
Energy									
CONOCOPHILLIPS *(COP)*	80	$53 64	$4,291	$57.180	$4,574	3.0%	$283	$211	4 62%
MARATHON OIL CORP *(MRO)*	175	28.63	5,011	29.570	5,174	3 4	163	119	2 30
Total energy			**$9,302**		**$9,748**	**6.4%**	**$446**	**$330**	**3.39%**
Financials									
ACE LIMITED	80	$62.34	$4,987	$75.600	$6,048	4.0%	$1,061	$156	2.59%
CITIGROUP INC *(C)*	175	29 86	5,226	32.720	5,726	3.8	500	7	0.12
Total financials			**$10,213**		**$11,774**	**7.8%**	**$1,561**	**$163**	**1.38%**
Health care									
JOHNSON & JOHNSON *(JNJ)*	130	$63.93	$8,311	$68.910	$8,958	5.9%	$647	$317	3.54%
THERMO FISHER SCIENTIFIC *(TMO)*	60	57 20	3,432	58.830	3,529	2.3	97	31	0.88
UNITEDHEALTH GROUP INC *(UNH)*	120	48.21	5,785	55.410	6,649	4.4	864	102	1.53
ZIMMER HLDGS INC *(ZMH)*	135	63.33	8,550	67 620	9,128	6.0	578	97	1 06
Total health care			**$26,078**		**$28,264**	**18.7%**	**$2,186**	**$547**	**1.94%**
Industrials									
GENERAL DYNAMICS CORP *(GD)*	50	$65.46	$3,273	$66.120	$3,306	2.2%	$33	$102	3.09%
WASTE MANAGEMENT INC NEW *(WM)*	150	33 48	5,022	32.080	4,812	3.2	(210)	213	4.43
Total industrials			**$8,295**		**$8,118**	**5.4%**	**($177)**	**$315**	**3.88%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Information technology									
ACCENTURE PLC CL A	140	$55.39	$7,755	$70.030	$9,804	6.5%	$2,049	$226	2.31%
AVAGO TECHNOLOGIES	75	35.44	2,658	34 865	2,614	1.7	(44)	48	1 84
INTERNATIONAL BUS MACHINES *(IBM)*	45	189.31	8,519	207.450	9,335	6.2	816	153	1.64
MICROSOFT CORP *(MSFT)*	305	27.22	8,303	29.760	9,076	6.0	773	280	3.09
SEAGATE TECHNOLOGY PLC	100	27.51	2,751	30.960	3,096	2 0	345	128	4.13
WESTERN UNION CO *(WU)*	300	17.70	5,311	18 220	5,466	3.6	155	120	2.20
Total Information technology			**$35,297**		**$39,391**	**26.0%**	**$4,094**	**$955**	**2.42%**
Materials									
FREEPORT-MCMRN CPPR&GOLD *(FCX)*	85	$37.61	$3,197	$39.580	$3,364	2.2%	$167	$106	3 16%
NEWMONT MINING CORP *(NEM)*	60	60 35	3,621	56 015	3,360	2 2	(261)	84	2 50
Total materials			**$6,818**		**$6,724**	**4.4%**	**($94)**	**$190**	**2.83%**
Telecom services									
CENTURYLINK INC *(CTL)*	**140**	**$37.53**	**$5,254**	**$40.400**	**$5,656**	**3.7%**	**$402**	**$406**	**7.18%**
Utilities									
DETROIT ENERGY CO *(DTE)*	45	$50.51	$2,273	$59.940	$2,697	1 8%	$424	$111	4.14%
EXELON CORP *(EXC)*	125	41.79	5,224	35.580	4,447	2.9	(777)	262	5.90
Total utilities			**$7,497**		**$7,144**	**4.7%**	**($353)**	**$373**	**5.22%**
Total large cap core - us			**$139,445**		**$151,521**	**100.0%**	**$12,076**	**$3,971**	**2.62%**

Large Cap Core - Non U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
MAGNA INTL INC CL A	110	$37.77	$4,155	$43 260	$4,758	2 5%	$603	$158	3.33%
ORIENTAL LAND CO LTD ADR	500	10.89	5,445	13 213	6,606	3.5	1,161		
VOLKSWAGEN AG ADR	75	32.75	2,456	36 524	2,739	1.4	283	44	1.63
Total consumer discretionary			**$12,056**		**$14,103**	**7.4%**	**$2,047**	**$202**	**1.43%**
Consumer staples									
AB FOODS LTD ADR	275	$17.33	$4,765	$20.815	$5,724	3 0%	$959	$92	1.61%
AJINOMOTO INC ADR	275	11.73	3,227	15.733	4,326	2.3	1,099	48	1.13
IMPERIAL TOBACCO LT ADR	105	73 13	7,679	74 023	7,772	4.1	93	326	4.20
KON AHOLD ADR	575	13.61	7,825	12.540	7,210	3.8	(615)	250	3.48
Total consumer staples			**$23,496**		**$25,032**	**13.2%**	**$1,536**	**$716**	**2.86%**
Energy									
ENI S.P.A. ADR	150	$42.12	$6,318	$43.840	$6,576	3.5%	$258	$317	4.83%
SINOPEC/CHINA PETE&CHM ADR	65	110.02	7,151	92.420	6,007	3.2	(1,144)	276	4.60
TOTAL SA ADR	155	51 48	7,980	50.100	7,765	4 1	(215)	380	4.89
Total energy			**$21,449**		**$20,348**	**10.7%**	**($1,101)**	**$973**	**4.78%**
Financials									
ALLIANZ AKTIENGES ADR	300	$10.41	$3,123	$11.912	$3,573	1.9%	$450	$128	3.60%
CHINA CONSTRUCTION ADR	400	14.31	5,722	13.878	5,551	2.9	(171)	249	4.50
MUNICH RE GROUP ADR	650	12.45	8,095	15 631	10,160	5 4	2,065	356	3.51
NORDEA BK SWEDEN AB ADR	475	7.59	3,605	9.906	4,705	2.5	1,100	131	2 79
SUMITOMO MITSUI FIN ADR	1,100	5.94	6,536	6 180	6,798	3.6	262	256	3 77

Financials - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
SUNCORP GROUP ADR	600	8.65	5,189	9.609	5,765	3.0	576	112	1.95
WHARF HOLDINGS ADR	325	9.77	3,176	13.891	4,514	2.4	1,338	86	1.91
Total financials			**$35,446**		**$41,066**	**21.6%**	**$5,620**	**$1,318**	**3.21%**
Health care									
ITOCHU CORP ADR	225	$21 12	$4,753	$20 334	$4,575	2 4%	($178)	$209	4.58%
MERCK KGAA ADR	100	32.30	3,230	41.168	4,116	2.2	886	43	1.06
SANOFI - ADR	150	34.19	5,129	43 060	6,459	3.4	1,330	214	3.32
TEVA PHARM INDS LTD ADR	175	41.71	7,300	41.410	7,246	3.8	(54)	135	1.87
Total health care			**$20,412**		**$22,396**	**11.8%**	**$1,984**	**$601**	**2.68%**
Industrials									
EAST JAPAN RAIL ADR	750	$10.19	$7,644	$11.075	$8,306	4.4%	$662	$141	1.71%
EMBRAER SA ADR	165	28.07	4,631	26.620	4,392	2 3	(239)		
KON PHILIP ELEC ADR	147	19 10	2,807	23.450	3,447	1 8	640	117	3.42
Total industrials			**$15,082**		**$16,145**	**8.5%**	**$1,063**	**$258**	**1.60%**
Materials									
AKZO NOBEL NV ADR	150	$16.33	$2,449	$18 864	$2,829	1.5%	$380	$76	2.70%
BARRICK GOLD CORP	205	47.31	9,698	41.760	8,560	4.5	(1,138)	82	0.96
BHP BILLITON PLC-ADR	70	56.30	3,941	62.460	4,372	2.3	431	156	3.59
Total materials			**$16,088**		**$15,761**	**8.3%**	**($327)**	**$314**	**1.99%**
Telecom services									
CHINA TELECOM ADR	120	$60.47	$7,256	$57.970	$6,956	3 7%	($300)	$118	1.70%
TELE2 AB ADR	650	9.62	6,250	9.090	5,908	3.1	(342)	217	3.67

Telecom services - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TIM PARTICIPACOES SA ADR	200	28.08	5,615	19.220	3,844	2.0	(1,771)	57	1.49
VODAFONE GP PLC NEW ADR	225	27.39	6,162	28.500	6,412	3 4	250	327	5.10
Total telecom services			**$25,283**		**$23,120**	**12.2%**	**($2,163)**	**$719**	**3.11%**
Utilities									
SSE PLC ADR	210	$20.40	$4,283	$22.478	$4,720	2.5%	$437	$262	5.57%
TOKYO GAS LTD ADR	325	17.88	5,811	22.108	7,185	3.8	1,374	124	1 73
Total utilities			**$10,094**		**$11,905**	**6.3%**	**$1,811**	**$386**	**3.24%**
Total large cap core - non u.s.			$179,406		$189,876	100.0%	$10,470	$5,487	2.89%

Large Cap Strategies

Large cap strategies funds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD BOOK COST 398,136	37,084.300	$10.74	$398,136	$9 730	$360,830	100.0%	($37,306)	$2,966	0 82%
Total large cap strategies			$398,136		$360,830	100.0%	($37,306)	$2,966	0.82%

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Global Small & Mid Cap									
Global small & mid cap funds									
OW GLOBAL SML & MID CAP FD BOOK COST 507,665	32,412.173	$15.66	$507,665	$14.730	$477,431	100.0%	($30,234)	$3,241	0.68%
Total global small & mid cap			$507,665		$477,431	100.0%	($30,234)	$3,241	0.68%
Global Opportunities									
Global opportunities funds									
OW GLOBAL OPPORTUNITIES FD BOOK COST 635,034	82,734.445	$7.68	$635,034	$7.490	$619,680	100.0%	($15,354)	$19,028	3.07%
Total global opportunities			$635,034		$619,680	100.0%	($15,354)	$19,028	3.07%
Real Return / Commodities									
Real return funds									
OW REAL RETURN FUND BOOK COST 196,728	18,058.453	$10.82	$195,420	$9 660	$174,444	100.0%	($20,976)	$541	0.31%
Total real return / commodities			$195,420		$174,444	100.0%	($20,976)	$541	0.31%
Total value of portfolio			**$2,594,634**		**$2,519,405**		**($75,229)**		

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER MISC. RECEIVABLE	500.	500.
TOTALS	500.	500.

ATTACHMENT 6

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

DESCRIPTION		AMOUNT
UNREALIZED APPRECIATION OF INVESTMENTS		195,170.
	TOTAL	195,170.

THE MATTHEW & TRACY SMITH FOUNDATION 27-6974020

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MATTHEW SMITH C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	TRUSTEE 5.00	0	0	0
TRACY SMITH C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	TRUSTEE 5.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 8

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MATTHEW SMITH
TRACY SMITH

THE MATTHEW & TRACY SMITH FOUNDATION 27-6974020

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAKE A WISH FOUNDATION 4742 N 24TH ST., SUITE 400 PHOENIX, AZ 85016-4862	NONE PUBLIC CHARITY	GENERAL PURPOSE	3,850.
WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L STREET, NW, SUITE 1050 WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL PURPOSE	5,000.
PALM BEACH DAY ACADEMY 1901 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401	NONE PUBLIC CHARITY	GENERAL PURPOSE	50,000.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE PUBLIC CHARITY	GENERAL PURPOSE	500
THE ALLEN-STEVENSON SCHOOL 132 EAST 78TH STREET NEW YORK, NY 10075-0381	NONE PUBLIC CHARITY	GENERAL PURPOSE	5,000.
HORACE MANN SCHOOL 231 WEST 246TH STREET BRONX, NY 10471	NONE PUBLIC CHARITY	GENERAL PURPOSE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SOCIETY OF THE FOUR ARTS INC 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	12,500.
PLAN INTERNATIONAL USA 155 PLAN WAY WARWICK, RI 02886	NONE PUBLIC CHARITY	GENERAL PURPOSE	10,394
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 10024	NONE PUBLIC CHARITY	GENERAL PURPOSE	500.
CATS INC PO BOX 661160 MIAMI SPRINGS, FL 33266	NONE PUBLIC CHARITY	GENERAL PURPOSE	1,500
TEMPLE EMANU-EL OF PALM BEACH 190 N COUNTY RD PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	12,500.
THE HISTORICAL SOCIETY OF PALM BEACH 300 N DIXIE HIGHWAY 4TH FL N WEST PALM BEACH, FL 33401	NONE PUBLIC CHARITY	GENERAL PURPOSE	300.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PALM BEACH COUNTY P.B.A. 2100 N. FLORIDA MANGO RD WEST PALM BEACH, FL 33409	NONE PUBLIC CHARITY	GENERAL PURPOSE	25.
UNIVERSITY OF GEORGIA FOUNDATION 394 SOUTH MILLEDGE AVE, STE 10 ATHENS, GA 30602	NONE PUBLIC CHARITY	GENERAL PURPOSE	16,700.
TOWN OF PALM BEACH UNITED WAY INC 44 COCOANUT ROW PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	250.
THE NEW YORK BOTANICAL GARDEN 200TH ST SOUTHERN BOULEVARD BRONX, NY 10458	NONE PUBLIC CHARITY	GENERAL PURPOSE	7,000.
FLORIDA STATE FIREFIGHTERS 2450 US HWY 27 S AVON PARK, FL 33825-9749	NONE PUBLIC CHARITY	GENERAL PURPOSE	50.
THE PALM BEACH POLICE FOUNDATION 139 NORTH COUNTY RD NO 20C PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	12,400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH FLORIDA SCIENCE MUSEUM 4801 DREHER TRAIL WEST PALM BEACH, FL 33405	NONE PUBLIC CHARITY	GENERAL PURPOSE	3,000
ASPCA 424 EAST 92ND STREET NEW YORK, NY 1001286804	NONE PUBLIC CHARITY	GENERAL PURPOSE	100
MUSEUM OF MODERN ART 11 WEST 53RD ST NEW YORK, NY 10019	NONE PUBLIC CHARITY	GENERAL PURPOSE	1,200
NORTON MUSEUM OF ART 1451 S OLIVE AVE WEST PALM BEACH, FL 33401	NONE PUBLIC CHARITY	GENERAL PURPOSE	100.
BOYS & GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHPOINT PARKWAY WEST PALM BEACH, FL 33407-1946	NONE PUBLIC CHARITY	GENERAL PURPOSE	5,000.
PALM BEACH FIREFIGHTERS PO BOX 2190 PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARON RENAISSANCE PO BOX 150 WERNERSVILLE, PA 195650150	NONE PUBLIC CHARITY	GENERAL PURPOSE	500
PALM BEACH CIVIC ASSOCIATION PO BOX 286 PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	100.
FIREFIGHTERS SUPPORT FOUNDATION INC 40 SCHOOL ST, STE 10 % ALAN MILLER GREENFIELD, MA 01301	NONE PUBLIC CHARITY	GENERAL PURPOSE	100.
PARADISE FUND PO BOX 2020 PALM BEACH, FL 33480	NONE PUBLIC CHARITY	GENERAL PURPOSE	9,200
ANN NORTON SCULPTURE GARDENS 253 BARCELONA RD WEST PALM BEACH, FL 33401	NONE PRIVATE OPERATING FND	GENERAL PURPOSE	2,500.
DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVE BP418 BOSTON, MA 02215	NONE PUBLIC CHARITY	GENERAL PURPOSE	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CENTER FOR CREATIVE EDUCATION 425 24TH STREET WEST PALM BEACH, FL 33407	NONE PUBLIC CHARITY	GENERAL PURPOSE	3,500.
NEW HOPE CHARITIES INC ONE NORTH CLEMATIS STREET, STE 200 WEST PALM BEACH, FL 33401	NONE PUBLIC CHARITY	GENERAL PURPOSE	3,600.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE NEW YORK, NY 100280198	NONE PUBLIC CHARITY	GENERAL PURPOSE	1,000.
		TOTAL CONTRIBUTIONS PAID	180,469.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). *For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
THE MATTHEW & TRACY SMITH FOUNDATION

Employer identification number (EIN) or
☒ 27-6974020

Number, street, and room or suite no If a P.O. box, see instructions.
C/O ANCHIN BLOCK & ANCHIN LLP, 1375 BROADWAY

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions
NEW YORK, NY 10018

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ANCHIN, BLOCK & ANCHIN, LLP

Telephone No. ▶ 212 840-3456 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20____ or
▶ ☒ tax year beginning 10/01 , 2011 , and ending 09/30 , 20 12 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 900.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 900.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.
THE MATTHEW & TRACY SMITH FOUNDATION

Employer identification number (EIN) or
☒ 27-6974020

Number, street, and room or suite no. If a P.O. box, see instructions
C/O ANCHIN BLOCK & ANCHIN LLP, 1375 BROADWAY

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions
NEW YORK, NY 10018

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ANCHIN, BLOCK & ANCHIN, LLP
  Telephone No. ▶ 212 840-3456 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 08/15 , 20 13 .

5 For calendar year ______ , or other tax year beginning 10/01 , 20 11 , and ending 09/30 , 20 12 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ALL OF THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 900.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 900.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TRUSTEE Date ▶ 02/15/2013