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For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
GARRETT B. SMITH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O CAMELOT CAPITAL
3 PICKWICK PLAZA

City or town, state, and ZIP code
GREENWICH, CT 06830

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) ▶ \$ **1,600,214.**

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

A Employer identification number
06-6411358

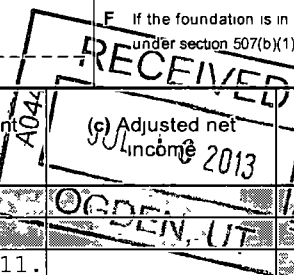
B Telephone number (see instructions)
 () -

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



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 2013	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B	143,100.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	11.	11.		
4	Dividends and interest from securities	33,079.	33,079.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	893.			
b	Gross sales price for all assets on line 6a	177,928.			
7	Capital gain net income (from Part IV, line 2)		893.		
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	177,083.	33,983.		
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) ATCH 3	3,205.	1,603.		1,602.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	17.	17.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	48,872.	5,048.		43,824.
24	Total operating and administrative expenses. Add lines 13 through 23	52,094.	6,668.		45,426.
25	Contributions, gifts, grants paid	178,500.			178,500.
26	Total expenses and disbursements. Add lines 24 and 25	230,594.	6,668.	0	223,926.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-53,511.			
b	Net investment income (if negative, enter -0-)		27,315.		
c	Adjusted net income (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	632,551.	572,449.	572,449.
	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 6	1,655.	1,724.	1,724.
	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) ATCH 7	977,337.	1,026,041.	1,026,041.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,611,543.	1,600,214.	1,600,214.	
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	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,611,543.	1,600,214.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,611,543.	1,600,214.		
31	Total liabilities and net assets/fund balances (see instructions)	1,611,543.	1,600,214.		

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	1,611,543.
2	Enter amount from Part I, line 27a	2	-53,511.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	45,327.
4	Add lines 1, 2, and 3	4	1,603,359.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	3,145.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,600,214.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	893.	
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))
2011	230,603.	1,593,074.	0.144753
2010	230,116.	1,611,274.	0.142816
2009	281,744.	1,655,585.	0.170178
2008	195,150.	1,725,785.	0.113079
2007	236,581.	1,661,339.	0.142404
2 Total of line 1, column (d)			0.713230
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			0.142646
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,581,791.
5 Multiply line 4 by line 3			225,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)			273.
7 Add lines 5 and 6			225,909.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			223,926.

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

Table with 11 rows for excise tax calculations. Rows include: 1a Exempt operating foundations, b Domestic foundations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be credited to 2013 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Rows include: 1a-1e Political activities, 2 Has the foundation engaged in any activities, 3 Has the foundation made any changes, 4a-4b Unrelated business gross income, 5 Was there a liquidation, 6 Are the requirements of section 508(e) satisfied, 7 Did the foundation have at least \$5,000 in assets, 8a-8b States reported to, 9 Is the foundation claiming status as a private operating foundation, 10 Did any persons become substantial contributors.

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 HTP://GARRETTSMITHFDN.ORG
14 The books are in care of CAMELOT CAPITAL Telephone no 203-863-7450
Located at 3 PICKWICK PLAZA GREENWICH, CT ZIP+4 06830
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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 X No
b If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012? 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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income...

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).

Table with 5 columns: (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. Row 1: ATCH 10, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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		▶

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	1,690.
b	Average of monthly cash balances	1b	708,178.
c	Fair market value of all other assets (see instructions)	1c	896,011.
d	Total (add lines 1a, b, and c)	1d	1,605,879.
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	1,605,879.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,088.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,581,791.
6	Minimum investment return. Enter 5% of line 5	6	79,090.

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	79,090.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	79,090.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	79,090.
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	79,090.

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	223,926.
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	223,926.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	223,926.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				79,090.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 156,702.				
b From 2008 109,519.				
c From 2009 198,965.				
d From 2010 149,552.				
e From 2011 150,949.				
f Total of lines 3a through e	765,687.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 223,926.				
a Applied to 2011, 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 2012 distributable amount				79,090.
e Remaining amount distributed out of corpus	144,836.			
5 Excess distributions carryover applied to 2012 (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	910,523.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	156,702.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	753,821.			
10 Analysis of line 9				
a Excess from 2008 109,519.				
b Excess from 2009 198,965.				
c Excess from 2010 149,552.				
d Excess from 2011 150,949.				
e Excess from 2012 144,836.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV 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).)

SCOTT AND HEIDI SMITH

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 or e-mail 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 <i>Paid during the year</i> ATCH 11				
Total ▶ 3a				178,500.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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. Row 1 contains 'N/A' in columns (b) and (d).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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: Heidi Bonner, Date: 7/1/13, Title: Trustee.

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature: Marc Preelby, Date: 6/28/13, Check self-employed if PTIN: P00140875, Firm's name: ANCHIN BLOCK & ANCHIN LLP, Firm's address: 1375 BROADWAY NEW YORK, NY, Firm's EIN: 13-0436940, Phone no: 212-840-3456.

Schedule of Contributors

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

2012

Name of the organization
GARRETT B. SMITH FOUNDATION

Employer identification number
06-6411358

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization GARRETT B. SMITH FOUNDATION

Employer identification number
06-6411358

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SEE SCHEDULE # 1 ----- ----- -----	\$ 93,300. -----	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization GARRETT B. SMITH FOUNDATION

Employer identification number

06-6411358

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization **GARRETT B. SMITH FOUNDATION**

Employer identification number

06-6411358

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN	11.	11.
TOTAL	<u>11.</u>	<u>11.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN THINK EQUITY LLC	33,049. 30.	33,049. 30.
TOTAL	<u>33,079.</u>	<u>33,079.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING AND TAX RETURN PREPARATION	3,205.	1,603.		1,602.
TOTALS	<u>3,205.</u>	<u>1,603.</u>		<u>1,602.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	17.	17.
TOTALS	<u>17.</u>	<u>17.</u>

ATTACHMENT 5.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GOLF OUTING - DIRECT COSTS	43,237.		43,237.
PAYPAL PROCESSING FEE	281.		281.
GBS WEBSITE	306.		306.
INVESTMENT ADVISORY FEES	5,048.	5,048.	
TOTALS	<u>48,872.</u>	<u>5,048.</u>	<u>43,824.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
9 SHS IBM	1,655.	1,724.	1,724.
TOTALS	<u>1,655.</u>	<u>1,724.</u>	<u>1,724.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JPM ACC.# Q 81389001	455,462.	448,227.	448,227.
JPM ACC.# A 42482009	241,687.	269,065.	269,065.
JPM ACC.# A 42484005	280,188.	308,749.	308,749.
TOTALS	<u>977,337.</u>	<u>1,026,041.</u>	<u>1,026,041.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TOTAL UNREALIZED GAIN / LOSS	44,948.
NON-TAXABLE DIVIDENDS	379.
TOTAL	<u>45,327.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	3,145.
TOTAL	<u>3,145.</u>

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

ATTACHMENT 10

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

SCOTT SMITH
C/O CAMELOT CAPITAL
3 PICKWICK PLAZA
GREENWICH, CT 06830

PRES/DIRECTOR
5.00

0 0 0

HEIDI SMITH
C/O CAMELOT CAPITAL
3 PICKWICK PLAZA
GREENWICH, CT 06830

SECY/TRESURER
5.00

0 0 0

GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE NEW HAVEN CHILDREN'S HOSPITAL 1 PARK STREET NEW HAVEN, CT 06516	NONE PUBLIC CHARITY	GENERAL FUND	78,500
DANA FARBER CANCER INSTITUTE 44 BINNEY STREET BOSTON, MA 02115	NONE PUBLIC CHARITY	GENERAL FUND	50,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104	NONE PUBLIC CHARITY	GENERAL FUND	50,000
TOTAL CONTRIBUTIONS PAID			<u>178,500</u>

FEDERAL FOOTNOTES

THE GARRETT B. SMITH FOUNDATION HAS NOTIFIED THE INTERNAL REVENUE SERVICE OF ITS INTENT TO TERMINATE ITS PRIVATE FOUNDATION STATUS UNDER SECTION 507(B)(1)(B) OF THE INTERNAL REVENUE CODE, BEGINNING JANUARY 1, 2009 AND HAS CONSENTED TO EXTEND THE TIME FOR ASSESSMENT OF TAX DEFICIENCIES UNDER SECTION 4940 OF THE CODE (SEE FORM 872 ATTACHED). DURING THE 60 MONTH TERMINATION PERIOD ENDING DECEMBER 31, 2013 THE FOUNDATION IS REQUIRED TO FILE FORM 990-PF BUT WILL BE TREATED AS A PUBLIC CHARITY DESCRIBED IN SECTIONS 509(A)(1) AND 170(B)(1)(A) OF THE CODE.

JPM ACCT # Q8139001



THE GARRETT B SMITH FOUNDATION ACCT. Q81389001
For the Period 12/1/12 to 12/31/12

US Fixed Income			
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	23,185.50	274,284.44
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	15,843.90	174,124.47
Total US Fixed Income			\$448,408.91
		LESS: ACCRUAL	- 182
			448,227

JPM ACCT# A42482009



THE GARRETT B SMITH FND- OAP FDG ACCT. A42482009
For the Period 12/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	268,113.77	269,064.94	951.17	98%

Equity Detail

	Price	Quantity	Value
US Large Cap Equity			
ANALOG DEVICES INC 032854-10-5 ADI	42.06	310.000	13,038.60
AUTOMATIC DATA PROCESSING INC 063015-10-3 ADP	58.93	227.000	12,923.11
BAXTER INTERNATIONAL INC 071813-10-9 BAX	66.66	225.000	14,998.50

J.P.Morgan



THE GARRETT B SMITH FND- OAP FDG ACCT. A42482009
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value
US Large Cap Equity			
BLACKROCK INC 09247X-10-1 BLK	206.71	67.000	13,849.57
CHEYRON CORP 166764-10-0 CVX	108.14	132.000	14,274.48
COLGATE PALMOLIVE CO 194162-10-3 CL	104.54	135.000	14,112.90
CONOCOPHILLIPS 20825C-10-4 COP	57.99	227.000	13,163.73
GENERAL MILLS INC 370334-10-4 GIS	40.42	297.000	12,004.74
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63.47	217.000	13,772.99
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	60.81	209.000	12,709.29
JOHNSON & JOHNSON 478160-10-4 JNJ	70.10	190.000	13,319.00
LOCKHEED MARTIN CORP 539830-10-9 LMT	92.29	155.000	14,304.95
MC DONALDS CORP 580135-10-1 MCD	88.21	159.000	14,025.39
NEXTERA ENERGY INC 65339F-10-1 NEE	69.19	207.000	14,322.33
PEPSICO INC 713448-10-8 PEP	68.43	201.000	13,754.43
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	183.000	12,423.87



THE GARRETT B SMITH FND- OAP FDG ACCT. A42482008
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value
US Large Cap Equity			
STAPLES INC 855030-10-2 SPLS	11.40	1,112,000	12,676.80
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	71.82	184,000	13,214.88
WALGREEN CO 931422-10-9 WAG	37.01	403,000	14,915.03
XLINX CORP 983919-10-1 XLINX	35.86	314,000	11,260.35
Total US Large Cap Equity			\$269,064.94

JPM ACCT# A42484005



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/12 to 12/31/12

Equity Detail

	Price	Quantity	Value
US Large Cap Equity			
SIT MUT FDS INC DIVIDEND GRWTH 82980D-70-7 SDVG X	14.50	761.196	11,037.34
Asia ex-Japan Equity			
MATTHEWS ASIA DIVIDEND INSTITUTIONAL 577130-75-0 MIFI X	14.57	709.039	10,330.70
			= 21,368.04

JPM ACCT# A42484005



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/12 to 12/31/12

Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 24 %

	Price	Quantity	Estimated Value
Hedge Funds			
EATON VANCE FLOATING-RATE ADVANTAGE I 277823-63-7 EIFA X	11.10	2,430.096	26,974.07
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	892.601	24,195.41



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Estimated Value
Hedge Funds			
HSBC FDS	10.30	1,508,196	15,544.72
TOTAL RETURN I 40428X-15-6 HTRI X			
Total Hedge Funds			\$66,717.20

\$76,025

←

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
MANAGED PORTFOLIO SER TORTOIS INSTL 56166Y-40-4 TORI X	750.05	9,481.00		9,308.06		

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

JPM ACCT# A42484005



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/12 to 12/31/12

Note: ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value
Cash			
US DOLLAR	1.00	9,350.91	9,350.91
US Fixed Income			
COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND INC 19248X-30-7	13.36	976.99	13,052.57
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	11.11	1,472.23	16,356.49
HARBOR CONVERTIBLE SEC FD-IS 411512-73-4	10.02	610.42	6,116.36
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	980.96	11,604.71
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	4,064.88	46,055.14
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	2,287.54	25,140.08
JPM TR I MLT SC INCM SL 48121A-29-0	10.22	2,980.98	30,465.62

J.P. Morgan



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value
US Fixed Income			
RIDGEWORTH FDS SEIX FLRT HI I 76828T-67-8	8.98	2,107.48	18,925.16
T. ROWE PRICE INSTL INCOME FDS FLTG RATE FD F 77968B-10-5	10.20	1,752.76	17,878.15
BLACKROCK HIGH YIELD BOND 091929-63-8	8.09	1,949.53	15,771.71
Total US Fixed Income			\$201,365.99
Non-US Fixed Income			
PIMCO EMERGING MARKETS CORPORATE BOND FUND 72201W-85-7	12.20	801.49	9,778.20

TOTAL ABOVE:
\$211,144
PLUS ACCRUAL OF 212 =
\$211,356

211,356
76,025
21,368
308,749

**Annual Statement
01/01/2012 to 12/31/2012**

Constituent Name	Date	Gift Type	Amount	Receipt Number
<u>Blattman, Eric (99)</u> 9 Hilltop Road Norwalk, CT 06854	4/15/2012	Check	<u>\$5,500.00</u>	
Sub Total			\$5,500.00	
<u>Denning, Steve (11)</u> 3 Pickwick Plaza, Greenwich, CT 06830	1/18/2012		<u>\$11,000.00</u>	
Sub Total			\$11,000.00	
<u>Fazio, Michael (197)</u> 52 Round Hill Road Greenwich, CT 06831	1/5/2012	Check	<u>\$5,000.00</u>	
Sub Total			\$5,000.00	
<u>Fox, George (214)</u> 28 Edgewood Ave. Greenwich, CT 06830	2/14/2012	Check	<u>\$5,500.00</u>	
Sub Total			\$5,500.00	
<u>Fox, Steven (13)</u> 8 Lewis Street Greenwich, CT 06830	2/6/2012	Check	<u>\$5,500.00</u>	
Sub Total			\$5,500.00	
<u>Grady, Michael & Patricia (1006)</u> 39 Foxhurst Lane Manhasset, NY 11030-2504	6/4/2012	Check	<u>\$6,800.00</u>	
Sub Total			\$6,800.00	
<u>Jeffery, Kim (302)</u> 514 North Street Greenwich, CT 06830	3/5/2012	Check	<u>\$5,500.00</u>	
Sub Total			\$5,500.00	
<u>Jewish Comumunal Fund (958)</u> Seth Lieber Fund New York, NY 10022	5/2/2012	Check	<u>\$5,500.00</u>	
Sub Total			\$5,500.00	
<u>Malkin, Peter (381)</u> 40 West Elm Street Greenwich, CT 06830	2/20/2012	Check	<u>\$5,000.00</u>	
Sub Total			\$5,000.00	
<u>Morgan, Jeff (951)</u> 27 Gilliam Road Riverside, CT 06878	8/30/2012	Check	<u>\$5,000.00</u>	
Sub Total			\$5,000.00	
<u>S Squared Technology (943)</u>				

515 Madison Ave New York, NY 10022	3/30/2012	Check	<u>\$5,500.00</u>
		Sub Total	\$5,500.00
<u>Simon, Larry (963)</u> 48 Edgewood Drive Greenwich, CT 06830	4/3/2012	Check	<u>\$5,500.00</u>
		Sub Total	\$5,500.00
<u>Smith, Scott & Heidi (574)</u> 15 Field Point Circle Greenwich, CT 06830	12/31/2012	Check	<u>\$11,000.00</u>
		Sub Total	\$11,000.00
<u>Tavss, John (598)</u> One Battery Park Plaza New York, NY 10004	1/9/2012	Check	<u>\$5,500.00</u>
		Sub Total	\$5,500.00
<u>Zimmel, Joseph (663)</u> 159 Parsonage Road Greenwich, CT 06830	4/11/2012	Check	<u>\$5,500.00</u>
		Sub Total	\$5,500.00
		Grand Total	\$93,300.00

**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					307.	
86,930.		SALE OF PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 82,581.				P	01/01/2011	12/31/2012
							4,349.	
90,691.		SALE OF PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 94,454.				P	01/01/2012	12/31/2012
							-3,763.	
TOTAL GAIN(LOSS)							<u>893.</u>	

Form 872-B (Rev. Dec. 2004)	Department of the Treasury - Internal Revenue Service Consent to Extend the Time to Assess Miscellaneous Excise Taxes	In reply refer to: Taxpayer Identification Number 06-6411358
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The Garret B. Smith Foundation, taxpayer(s)
(Name(s))
of 3 Pickwick Plaza Greenwich, CT 06831
(Number, Street, City or Town, State, ZIP Code)

Commissioner of Internal Revenue consent and agree to the following:

- (1) The amount of liability for Excise tax, imposed on the taxpayer(s) by section 4940-4945 of the IRC due for the period 12/31/09, 12/31/10, 12/31/11, 12/31/12 and 12/31/13 may be assessed at any time on or before May 15, 2018
- (2) The collection provisions and limitations now in effect will also apply to any tax assessed within the extended period.
- (3) The taxpayer(s) may file a claim for credit or refund and the Service may credit or refund the tax within 6 months after this agreement ends.

Your Rights as a Taxpayer

You have the right to refuse to extend the period of limitations or limit this extension to a mutually agreed-upon issue(s) or mutually agreed-upon period of time. Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you may make. If you have not already received a Publication 1035, the publication can be obtained, free of charge, from the IRS official who requested that you sign this consent or from the IRS' web site at www.irs.gov or by calling toll free at 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled.

X YOUR SIGNATURE HERE → Heidi Brown 1/23/09
(Date signed)

TAXPAYER'S REPRESENTATIVE

SIGN HERE → _____
I am aware that I have the right to refuse to sign this consent or to limit the extension to mutually agreed-upon issues and/or period of time as set forth in I.R.C. § 6501(c)(4)(B). In addition, the taxpayer(s) has been made aware of these rights. (Date signed)

X CORPORATE NAME → The Garret B. Smith Foundation

CORPORATE OFFICER(S) SIGN HERE → Heidi Brown TREASURER/TRUSTEE 1/23/09
(Date signed)

→ [Signature] TRUSTEE 1/23/09
(Date signed)

(Title) (Title)

I (we) am aware that I (we) have the right to refuse to sign this consent or to limit the extension to mutually agreed-upon issues and/or period of time as set forth in I.R.C. § 6501(c)(4)(B).

INTERNAL REVENUE SERVICE SIGNATURE AND TITLE

(Division Executive Name - see instructions) (Division Executive Title - see instructions)

BY _____
(Authorized Official Signature and Title - see instructions) (Date signed)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
 - 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	Employer identification number (EIN) or
	GARRETT B. SMITH FOUNDATION	06-6411358
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	C/O CAMELOT CAPITAL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	GREENWICH, CT 06830	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 ▶ CAMELOT CAPITAL

Telephone No ▶ 203 863-7450 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 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ calendar year 2012 or

▶ tax year beginning _____, 20____, and ending _____, 20____.

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	\$	0
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	\$	0
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	\$	0

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.