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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC.		A Employer identification number 20-2642648
Number and street (or P.O. box number if mail is not delivered to street address) C/O MASOTTI&MASOTTI 1100 SUMMER ST 4FL	Room/suite	B Telephone number 802-583-6332
City or town, state, and ZIP code STAMFORD, CT 06905-5534		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,491,347. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

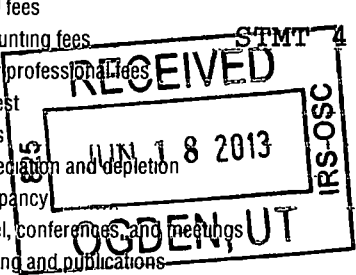
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	50.	50.		STATEMENT 1
	4 Dividends and interest from securities	57,547.	57,547.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,700.			
	b Gross sales price for all assets on line 6a	759,903.			
	7 Capital gain net income (from Part IV, line 2)		35,700.		
	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)					
11 Other income	47,308.	47,308.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	140,605.	140,605.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,366.	4,366.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	14,770.	14,770.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	19,136.	19,136.	0.	0.
	25 Contributions, gifts, grants paid	151,760.			151,760.
26 Total expenses and disbursements. Add lines 24 and 25	170,896.	19,136.	0.	151,760.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-30,291.				
b Net investment income (if negative, enter -0-)		121,469.			
c Adjusted net income (if negative, enter -0-)			0.		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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**THE WINTHROP H. SMITH JR.
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	21,944.	159,390.	159,390.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,279,107.	1,072,279.	1,214,959.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	77,907.	116,998.	116,998.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,378,958.	1,348,667.	1,491,347.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,378,958.	1,348,667.	
	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			
30 Total net assets or fund balances	1,378,958.	1,348,667.		
31 Total liabilities and net assets/fund balances	1,378,958.	1,348,667.		

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)	1,378,958.
2 Enter amount from Part I, line 27a	-30,291.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,348,667.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,348,667.

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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			
b SEE ATTACHED STATEMENT			
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 759,903.		724,203.	35,700.

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			35,700.

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	35,700.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	240,163.	1,502,658.	.159825
2010	290,585.	1,587,070.	.183095
2009	287,125.	1,642,975.	.174759
2008	222,575.	2,412,988.	.092240
2007	228,700.	2,749,242.	.083187

2 Total of line 1, column (d)	2	.693106
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	.138621
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,378,838.
5 Multiply line 4 by line 3	5	191,136.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,215.
7 Add lines 5 and 6	7	192,351.
8 Enter qualifying distributions from Part XII, line 4	8	151,760.

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.

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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	2,429.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,429.
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	2,429.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,316.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,316.	
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 SEE STATEMENT 8	9	1,113.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE, VT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WINTHROP H. SMITH, JR</u> Telephone no. ► <u>802-583-6332</u> Located at ► <u>246 GALLOPING WIND TRAIL, WARREN, VT</u> ZIP+4 ► <u>05674</u>			
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		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,344,987.
b	Average of monthly cash balances	1b	54,849.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,399,836.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,399,836.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,998.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,378,838.
6	Minimum investment return. Enter 5% of line 5	6	68,942.

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	68,942.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,429.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,429.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	66,513.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,513.

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	151,760.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	151,760.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	151,760.

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.

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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				66,513.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	95,506.			
b From 2008	103,425.			
c From 2009	204,976.			
d From 2010	213,411.			
e From 2011	165,780.			
f Total of lines 3a through e	783,098.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	151,760.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				66,513.
e Remaining amount distributed out of corpus	85,247.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	868,345.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	95,506.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	772,839.			
10 Analysis of line 9:				
a Excess from 2008	103,425.			
b Excess from 2009	204,976.			
c Excess from 2010	213,411.			
d Excess from 2011	165,780.			
e Excess from 2012	85,247.			

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

N/A

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

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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).)

WINTHROP H. SMITH JR

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE ATTACHED LIST		501(C)(3)	TO PROMOTE THE ORGANIZATION'S EXEMPT PURPOSES.	151,760.
Total			► 3a	151,760.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	50.	
4 Dividends and interest from securities			14	57,547.	
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			14	47,308.	
8 Gain or (loss) from sales of assets other than inventory			18	35,700.	
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)		0.		140,605.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	140,605.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 W. J. Smith **Date** 6-7-13 **Title** PRESIDENT

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date	Check ☐ if self-employed	PTIN
	MASOTTI & MASOTTI		05/30/13		P00111918
	Firm's name ▶ MASOTTI & MASOTTI, LLC				Firm's EIN ▶ 06-0769038
	Firm's address ▶ 1100 SUMMER STREET STAMFORD, CT 06905			Phone no. (203) 323-1192	

FORM 990-PF		OTHER EXPENSES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	14,399.	14,399.	0.	0.	
FEE	371.	371.	0.	0.	
TOTAL TO FORM 990-PF, PG 1, LN 23	14,770.	14,770.	0.	0.	

FORM 990-PF		CORPORATE STOCK		STATEMENT 6	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
VARIOUS CORPORATE STOCKS		1,072,279.	1,214,959.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		1,072,279.	1,214,959.		

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 7	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
PRIVATE EQUITY	COST	116,998.	116,998.		
TOTAL TO FORM 990-PF, PART II, LINE 13		116,998.	116,998.		

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WINTHROP H. SMITH JR 246 GALLOPING WIND TRAIL WARREN, VT 05674	PRESIDENT/DIR 0.00	0.	0.	0.
HEATHER SMITH 160 BROOKVIEW AVE FAIRFIELD, CT 06825	SECRETARY/DIR 0.00	0.	0.	0.
CHRISTINA S. DISABATO 66 PARKWOOD ROAD FAIRFIELD, CT 06824	TREASURER/DIR 0.00	0.	0.	0.
CAMERON SMITH 4157 ROANOKE ROAD KANSAS CITY, MO 64111	DIRECTOR 0.00	0.	0.	0.
WINTHROP H. SMITH III 7 WEST ELM ST GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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	MERRILL LYNCH 04B39	P	VARIOUS	VARIOUS
b	MERRILL LYNCH 04B39	P	VARIOUS	VARIOUS
c	MERRILL LYNCH 07135	P	VARIOUS	VARIOUS
d	MERRILL LYNCH 07135	P	VARIOUS	VARIOUS
e	MERRILL LYNCH 02078	P	VARIOUS	VARIOUS
f	MERRILL LYNCH 02078	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 1,274.		2,409.	-1,135.
b 18,962.		21,727.	-2,765.
c 260,671.		242,394.	18,277.
d 225,256.		227,094.	-1,838.
e 109,977.		100,734.	9,243.
f 143,763.		129,845.	13,918.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,135.
b			-2,765.
c			18,277.
d			-1,838.
e			9,243.
f			13,918.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	35,700.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	50.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	50.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY SECURITIES	57,547.	0.	57,547.
TOTAL TO FM 990-PF, PART I, LN 4	57,547.	0.	57,547.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP	47,308.	47,308.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	47,308.	47,308.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,366.	4,366.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,366.	4,366.	0.	0.

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
 GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
 PERIOD JANUARY 1, 2012 - DECEMBER 31, 2012
 FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
1 Green Mountain Cultural Center 1661 East Warren Road, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,500 00
2 The Madsonian Museum 45 Bridge St Waitsfield, Vt	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	100 00
3 Barre Tones Women's Chorus 6 No Main St Barre, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	300 00
4 Moretown Library 897 Route 100B, Moretown, Vt	501(c)(3)	To Promote the Organization's Exempt Purposes	None	400 00
5 Mad River Chorale 361 Bundy Rd, Waitsfield, Vt 801-496-4781	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	400 00
6 Roots Work Rootswork, PO Box 31, Warren, VT 05674	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	600 00
7 Boy Scout Troop 700 Waitsfield, VT - United Church of Christ	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	150 00
8 MRV Senior Citizens Inc Meals Waitsville Town office 9 Bridge St, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
9 Waitsfield Fire Dept 9 Bndge St Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	150 00
10 Central Vt Humane Society PO Box 687, Montpelier, VT 05601	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	350 00
11 St Jude Children's Research Hospital 501 St Jude Place, Memphis, Tn 38105	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	500 00
12 Vermont Council On 137 Elm St #1, Montpelier, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
13 American Cancer Society 55 Day Ln Williston, So Burlington, VT	501 (c) (3)	To Promote the Organization's	None	2,000 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
 GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
 PERIOD JANUARY 1, 2012 - DECEMBER 31, 2012
 FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
		Exempt Purposes		
14 High Fives Non Profit Foundation PO Box 3212, Truckee, Ca 96160	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
15 Vermont Foodbank 33 Parker Rd, Barre, VT 802-476-3341	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,000 00
16 The Mad River Path Asson General Waithouse, 4016 Main St, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	3,000 00
17 Valley Arts Foundation 5101 Main St Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,725 00
18 Vermont Disaster Relief Fund 2011 Disaster Recovery, Montpelier, VT 05620	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	15,000 00
19 Waitsfield PTA 3391 Main St, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	450 00
20 Moretown Parents Teachers c/o Patty Riccardi, 940 Rt 100 B, Moretown, VT 05660	501 (c) (3)	To Promote the Organization's Exempt Purposes		250 00
21 Amherst College Alumni Fund Contact - Amherst, Amherst, MA 01002 413-452-2000	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
22 Vermont Youth Conservation Corp 1949 E Main St, Richmond, VT 802-434-3969	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
24 Deerfield Academy 7 Boyden Ln PO Box 65, Deerfield, MA 01342 413-774-1400	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
25 MRV Community Fund c/o Mark Grosby, PO Box 353, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
26 Vermont Symphony Orchestra 2 Church St, Suite 3B, Burlington, Vt 05401	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	18,500 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
 GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
 PERIOD JANUARY 1, 2012 - DECEMBER 31, 2012
 FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
27 Fletcher Allen Healthcare 1 S Prospect St, Richmond, VT 802-434-3969 PO Box 495, Jericho, Vt 05465	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
28 The Bigger Picture Community Fund 3 Main St - suite 214, Burlington, VT 05401	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	500 00
29 Kelly Brush Foundation 7 Aspen Dr So Burlington, Vt 05403	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
30 Interfaith Council Food Shelf 5308 Main St Waitsfield, VT 05663 802-496-5095	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
31 The Commons Group Ltd contact Peter Boynton, 609 Common St Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	7,500 00
32 Vermont Natl Guard Charitable PO Box 683, Essex Junction, VT 05453	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
33 Nantucket Community Sailing Inc 4 Winter St Nantucket, MA 02554	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
34 Vermont Music Festival contact music@meikap.com Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	3,000 00
35 Brattleboro Retreat Anna Marsh Lane, PO Box 803, Brattlebore, VT 05302 802-658-3992	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
36 US Ski and Snowboard Foundation 686 Worcester Rd Rte 9E, Framington, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
37 VNGFAF Vermont Natl Guard Families Assistance Fund Vermont Natl Guard Foundation 789 Natl Guard Rd, Cochester, VT 05446	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
38 Nordic Educational Trust 30 kimball Ave Suite 302, S Burlington, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
39 Mad River Housing Coalition Waitsfield, VT - www.ourparentsplace.com	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	385 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2012 - DECEMBER 31, 2012
FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
40 Catamount Film & Arts Co 115 Easter Ave St Johnsbury, VT 05819 802-748-2600	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
TOTAL GRANTS & CONTRIBUTIONS PAID DURING THE YEAR				151,760 00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **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 ☒
- 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 20-2642648
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O MASOTTI&MASOTTI 1100 SUMMER ST 4FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. STAMFORD, CT 06905-5534	

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

04

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

WINTHROP H. SMITH, JR

- The books are in the care of ► **246 GALLOPING WIND TRAIL - WARREN, VT 05674**

Telephone No ► **802-583-6332**

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 **AUGUST 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 , and ending

- 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	\$	1,316.
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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)