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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 01-01-2012 , and ending 12-31-2012

Name of foundation SMITH RICHARD DECD TW		A Employer identification number 23-2175124	
Number and street (or P O box number if mail is not delivered to street address) 1 WEST 4TH STREET D4000-041		Room/suite	B Telephone number (see instructions) (336) 747-8186
City or town, state, and ZIP code WINSTON SALEM, NC 27101		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,940,373		J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities.	39,999	39,145		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	54,725			
	b Gross sales price for all assets on line 6a <u>639,120</u>				
	7 Capital gain net income (from Part IV , line 2)		54,725		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	94,729	93,875		
	13 Compensation of officers, directors, trustees, etc	23,135	17,351		5,784
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	6,051	0	0	6,051
	b Accounting fees (attach schedule)	400	0	0	400
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	6,932	653		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	36,518	18,004	0	12,235
	25 Contributions, gifts, grants paid	90,442			90,442
	26 Total expenses and disbursements. Add lines 24 and 25	126,960	18,004	0	102,677
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-32,231			
	b Net investment income (if negative, enter -0-)		75,871		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	56,373	59,409
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0
	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 page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	1,351,220	1,313,169
	c	Investments—corporate bonds (attach schedule).	430,503	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		427,177
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,838,096	1,799,755
	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)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	1,838,096	1,799,755
	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 page 17 of the instructions)	1,838,096	1,799,755
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,838,096	1,799,755

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	1,838,096
2	Enter amount from Part I, line 27a	2	-32,231
3	Other increases not included in line 2 (itemize) ▶ _____	3	5
4	Add lines 1, 2, and 3	4	1,805,870
5	Decreases not included in line 2 (itemize) ▶ _____	5	6,115
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,799,755

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	54,725
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	

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 page 18 of 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	98,274	1,950,203	0 050392
2010	183,506	1,857,136	0 098811
2009	125,441	1,638,809	0 076544
2008	171,771	2,042,015	0 084118
2007			

2	Total of line 1, column (d).	2	0 309865
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 077466
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,888,957
5	Multiply line 4 by line 3.	5	146,330
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	759
7	Add lines 5 and 6.	7	147,089
8	Enter qualifying distributions from Part XII, line 4.	8	102,677

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	1,517
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	1,517
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	1,517
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,732	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,732
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,215
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,520	Refunded ☐	11	695

Part VII-AStatements Regarding Activities

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	WELLS FARGO BANK NA		
	Telephone no	(336) 747-8186		
	Located at	1W 4TH ST WINSTON SALEM NC		
	ZIP +4	27101		
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		
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		No
See 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.			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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)?	1b		No
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		No
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?			
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		No
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?			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD D1114044 CHARLOTTE,NC 282881161	TRUSTEE 4	23,135		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	1,874,028
b	Average of monthly cash balances.	1b	43,695
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,917,723
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	1,917,723
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,766
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,888,957
6	Minimum investment return. Enter 5% of line 5.	6	94,448

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	94,448
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,517
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,517
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	92,931
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	92,931
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	92,931

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	102,677
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	102,677
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	102,677
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				92,931
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				69,874
c From 2009.				44,187
d From 2010.				93,013
e From 2011.				4,495
f Total of lines 3a through e.	211,569			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 102,677				
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.				92,931
e Remaining amount distributed out of corpus	9,746			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	221,315			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	221,315			
10 Analysis of line 9				
a Excess from 2008. . . .				69,874
b Excess from 2009. . . .				44,187
c Excess from 2010. . . .				93,013
d Excess from 2011. . . .				4,495
e Excess from 2012. . . .				9,746

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

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

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

a

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

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	5	
4 Dividends and interest from securities.			14	39,999	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	54,725	
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).				94,729	
13 Total. Add line 12, columns (b), (d), and (e).				94,729	94,729

[illegible]

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. (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. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	JOSEPH J CASTRIANO	JOSEPH J CASTRIANO			
	Firm's name	PRICEWATERHOUSECOOPERS LLP		Firm's EIN	
		600 GRANT STREET			
	Firm's address	Pittsburgh, PA 152192777		Phone no (412) 355-6000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
120 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-08-24	2012-02-10
758 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-08-24	2012-08-08
100 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-08-24	2012-11-19
565 CREDIT SUISSE COMM RET ST-I #2156		2011-08-24	2012-08-08
110 DIAMOND HILL LONG-SHORT FD CL I #11		2011-10-20	2012-05-08
481 DODGE & COX INT'L STOCK FD # 1048		2008-09-26	2012-08-08
151 DODGE & COX INT'L STOCK FD # 1048		2008-09-26	2012-11-19
952 571 DODGE & COX INCOME FD COM		2011-05-25	2012-02-10
1693 429 DODGE & COX INCOME FD COM		2009-06-26	2012-02-10
889 297 DODGE & COX INCOME FD COM		2012-05-10	2012-11-19
565 819 DODGE & COX INCOME FD COM		2012-08-10	2012-11-19
3430 884 DODGE & COX INCOME FD COM		2008-09-26	2012-11-19
122 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-02-10
254 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-05-08
126 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-17	2012-08-08
2541 468 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2009-03-16	2012-04-10
90 HARBOR FD CAP APPRECIATION		2011-05-25	2012-02-10
33 HARBOR FD CAP APPRECIATION		2011-05-25	2012-08-08
2293 HUSSMAN STRATEGIC GROWTH FD		2011-10-20	2012-08-08
27 ISHARES S&P 500 INDEX FUND		2011-10-20	2012-02-10
239 ISHARES S&P 500 INDEX FUND		2011-10-20	2012-05-08
251 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-17	2012-02-10
111 KEELEY SMALL CAP VAL FD CL I #2251		2012-05-10	2012-08-08
91 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-17	2012-11-19
1517 LAUDUS MONDRIAN INTL FI-INST #2940		2011-10-20	2012-08-08
50 MFS VALUE FUND-CLASS I #893		2011-05-25	2012-08-08
2589 MAINSTAY EP US EQ YLD-IS #1204		2011-10-20	2012-02-10
231 MAINSTAY EP US EQ YLD-IS #1204		2011-10-20	2012-05-08
2357 486 MAINSTAY EP US EQ YLD-IS #1204		2011-10-20	2012-08-08
91 MERGER FD SH BEN INT		2011-10-20	2012-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 OPPENHEIMER DEVELOPING MKT-Y #788		2011-05-25	2012-11-19
928 125 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2011-08-24	2012-02-10
2356 875 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2011-05-25	2012-02-10
573 076 PIMCO FOREIGN BOND FUND-INST		2011-10-20	2012-08-08
1000 924 PIMCO FOREIGN BOND FUND-INST		2008-08-12	2012-08-08
246 RIDGEWORTH SEIX HY BD-I #5855		2011-08-24	2012-05-08
1010 RIDGEWORTH SEIX HY BD-I #5855		2012-08-10	2012-11-19
4244 519 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-05-08
1536 481 ROWE T PRICE SHORT TERM BD FD INC		2011-05-25	2012-05-08
7218 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-08-08
1999 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-11-19
174 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-08-08
78 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-11-19
118 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-17	2012-02-10
922 237 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-17	2012-11-19
169 763 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-05-10	2012-11-19
55 634 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-08-10	2012-12-19
1106 199 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-08-24	2012-12-19
34 VANGARD MSCI EMERGING MARKETS EFT		2011-05-23	2012-02-10
48 VANGARD MSCI EMERGING MARKETS EFT		2010-12-17	2012-02-10
127 VANGUARD REIT VIPER		2010-12-17	2012-02-10
54 VANGUARD REIT VIPER		2010-12-17	2012-05-08
46 VANGUARD REIT VIPER		2010-12-17	2012-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,605		2,470	135
17,366		15,600	1,766
2,335		2,058	277
4,690		5,209	-519
1,943		1,802	141
15,137		16,917	-1,780
4,944		5,311	-367
12,964		12,879	85
23,048		19,740	3,308
12,388		12,174	214
7,882		7,803	79
47,792		39,695	8,097
3,077		2,868	209
6,665		5,972	693
3,406		2,962	444
62,927		34,279	28,648
3,694		3,505	189
1,370		1,285	85
25,521		28,961	-3,440
3,632		3,290	342
32,515		29,122	3,393
6,468		6,255	213
2,868		2,803	65
2,454		2,268	186
18,007		18,674	-667
1,251		1,210	41
33,709		32,052	1,657
3,019		2,860	159
31,543		29,186	2,357
1,446		1,441	5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,302		3,493	-191
10,311		10,154	157
26,185		25,996	189
6,332		6,092	240
11,060		10,169	891
2,401		2,305	96
10,019		9,928	91
20,586		20,543	43
7,452		7,467	-15
35,007		34,935	72
9,695		9,675	20
6,745		6,898	-153
3,137		3,092	45
3,474		3,434	40
23,572		26,837	-3,265
4,339		4,638	-299
1,493		1,509	-16
29,679		30,645	-966
1,467		1,585	-118
2,071		2,262	-191
7,877		6,783	1,094
3,526		2,884	642
3,029		2,420	609

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			135
			1,766
			277
			-519
			141
			-1,780
			-367
			85
			3,308
			214
			79
			8,097
			209
			693
			444
			28,648
			189
			85
			-3,440
			342
			3,393
			213
			65
			186
			-667
			41
			1,657
			159
			2,357
			5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-191
			157
			189
			240
			891
			96
			91
			43
			-15
			72
			20
			-153
			45
			40
			-3,265
			-299
			-16
			-966
			-118
			-191
			1,094
			642
			609

TY 2012 Accounting Fees Schedule

Name: SMITH RICHARD DECD TW

EIN: 23-2175124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	400			400

TY 2012 Investments Corporate
Bonds Schedule

Name: SMITH RICHARD DECD TW
EIN: 23-2175124

Name of Bond	End of Year Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTAL RTN BD F		
256210105 DODGE & COX INC FD		
261980494 DREYFUS EMERGING MKT		
4812C0803 JPMORGAN HIGH YIELD		
693390700 PIMCO TOTAL RTN FD		
922031869 VANGUARD INFLATION		
94985D582 WELLS FARGO ADVTG IN		
693391559 PIMCO EMERGING MKT B		
693390882 PIMCO FOREIGN BD FD		
34984T881 GOLDEN LARGE CAP COR		
38142Y401 GOLDMAN SACHS GRWTH		
38142Y773 GOLDMAN SACHS LARGE		
339128100 JP MORGAN MID CAP		
487300808 KEELEY SMALL CAP		
784924425 SSGA EMERGING MKT		
87234N849 TCW SMALL CAP GRWTH		
949915565 WELLS FARGO ADVTG EN		
94984B181 WELLS FARGO ADVTG IN		
04315J837 ARTIO INTERNATIONAL		
256206103 DODGE & COX INTERNAT		
922042858 VANGUARD EMERGING MK		
51855Q655 LAUDUS MONDRIAN INTL		
76628T645 RIDGEWORTH SEIX HY B		
77957P105 T ROWE PRICE SHORT		

TY 2012 Investments Corporate Stock Schedule

Name: SMITH RICHARD DECD TW

EIN: 23-2175124

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04314H204 ARTISAN INTERNATIONAL	95,933	115,331
22544R305 CREDIT SUISSE COMM R	100,406	93,177
25264S833 DIAMOND HILL LONG-SH	72,008	78,940
256206103 DODGE & COX INT'L ST	85,315	115,979
339128100 JP MORGAN MID CAP VA	47,044	56,008
38142Y401 GOLDMAN SACHS GRTH O		
411511504 HARBOR CAPITAL APRCT	122,402	139,181
448108100 HUSSMAN STRATEGIC GR	53,484	45,811
464287200 ISHARES CORE S & P 5	71,055	81,160
487300808 KEELEY SMALL CAP VAL	55,104	64,649
552983694 MFS VALUE FUND-CLASS	97,898	106,046
56063J302 MAINSTAY EP US EQUIT		
589509108 MERGER FD SH BEN INT	38,034	38,057
683974505 OPPENHEIMER DEVELOPI	80,740	82,959
78463X863 SPDR DJ WILSHIRE INT	72,512	77,986
87234N849 TCW SMALL CAP GROWTH		
922042858 VANGUARD MSCI EMERGI	87,246	86,388
922908553 VANGUARD REIT VIPER	59,873	74,880
04314H600 ARTISAN MID CAP FUND	67,238	66,156
367829884 GATEWAY FUND - Y #19	47,691	47,169
464287648 ISHARES RUSSELL 2000	59,186	60,998

TY 2012 Investments - Other Schedule**Name:** SMITH RICHARD DECD TW**EIN:** 23-2175124

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
44980Q518 ING INTERNATIONAL RE			
722005667 PIMCO COMMODITY RTN			
922908553 VANGUARD REIT VIPER			
256210105 DODGE & COX INCOME F	AT COST	23,381	28,009
261980494 DREYFUS EMG MKT DEBT	AT COST	91,564	97,436
51855Q655 LAUDUS MONDRIAN INTL	AT COST	17,552	16,645
693390700 PIMCO TOTAL RET FD-I	AT COST	181,000	185,689
693390882 PIMCO FOREIGN BD FD	AT COST	15,299	16,718
76628T645 RIDGEWORTH SEIX HY B	AT COST	89,018	96,210
77957P105 T ROWE PRICE SHORT T	AT COST	9,363	9,382

TY 2012 Legal Fees Schedule**Name:** SMITH RICHARD DECD TW**EIN:** 23-2175124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	851			851
NON-ALLOCABLE LEGAL FEES	5,200			5,200

TY 2012 Other Decreases Schedule

Name: SMITH RICHARD DECD TW

EIN: 23-2175124

Description	Amount
MUTUAL FUND TIMING DIFFERENCE	5,175
PY RETURN OF CAPITAL ADJUSTMENT	940

TY 2012 Other Increases Schedule

Name: SMITH RICHARD DECD TW

EIN: 23-2175124

Description	Amount
COST BASIS ADJUSTMENT	5

TY 2012 Taxes Schedule**Name:** SMITH RICHARD DECD TW**EIN:** 23-2175124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	2,547	0		0
FEDERAL ESTIMATES - PRINCIPAL	3,732	0		0
FOREIGN TAXES ON QUALIFIED FOR	465	465		0
FOREIGN TAXES ON NONQUALIFIED	188	188		0