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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

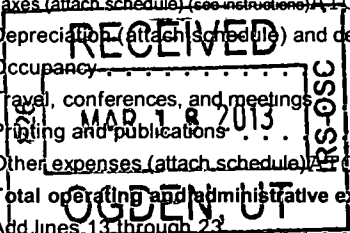
Open to Public Inspection

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

Name of foundation WILLARD E. SMUCKER FOUNDATION		A Employer identification number 34-6610889
Number and street (or P O box number if mail is not delivered to street address) STRAWBERRY LANE		B Telephone number (see instructions) (330) 682-3000
Room/suite		
City or town, state, and ZIP code ORRVILLE, OH 44667		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,465,875.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	45.	45.		ATCH 1
	4 Dividends and interest from securities	404,355.	404,347.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	2,000.				
12 Total. Add lines 1 through 11	406,400.	404,392.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	3,245.	1,622.		1,623.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	8,619.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	215.	15.		200.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,079.	1,637.		1,823.
	25 Contributions, gifts, grants paid	606,188.			606,188.
26 Total expenses and disbursements. Add lines 24 and 25	618,267.	1,637.	0	608,011.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-211,867.				
b Net investment income (if negative, enter -0-)		402,755.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year (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	2,232,331.	2,020,024.	2,020,024.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	585,437.	585,437.	19,445,851.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,817,768.	2,605,461.	21,465,875.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,817,768.	2,605,461.		
30	Total net assets or fund balances (see instructions)	2,817,768.	2,605,461.		
31	Total liabilities and net assets/fund balances (see instructions)	2,817,768.	2,605,461.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 2,817,768.
2	Enter amount from Part I, line 27a	2 -211,867.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,605,901.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5 440.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,605,461.

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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
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	{ 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 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	566,610.	17,223,463.	0.032898
2010	516,212.	14,200,035.	0.036353
2009	480,318.	10,499,046.	0.045749
2008	440,744.	9,980,470.	0.044161
2007	539,200.	11,115,758.	0.048508
2 Total of line 1, column (d)			2 0.207669
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 0.041534
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 18,511,270.
5 Multiply line 4 by line 3			5 768,847.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,028.
7 Add lines 5 and 6			7 772,875.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 608,011.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 455.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Did any persons become substantial contributors during the tax year?'.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of TIMOTHY P. SMUCKER Telephone no 330-682-3000
Located at STRAWBERRY LANE ORRVILLE, OH ZIP+4 44667
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? Yes No
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.

1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: ATCH 9, 0, 0, 0.

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

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title, and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: NONE.

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

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

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

Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

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	16,427,809.
b	Average of monthly cash balances	1b	2,365,359.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	18,793,168.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	18,793,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	281,898.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,511,270.
6	Minimum investment return. Enter 5% of line 5	6	925,564.

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	925,564.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,055.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	917,509.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	919,509.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	919,509.

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	608,011.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	608,011.
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	608,011.

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				919,509.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			171,264.	
b Total for prior years: 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 608,011.				
a Applied to 2011, but not more than line 2a			171,264.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				436,747.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (if an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				482,762.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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

Empty box for ruling date

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

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

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total

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
(2) Support from general public and 5 or more exempt organizations
(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).

N/A

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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:

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 10</p>				
Total				▶ 3a 606,188.
<p>b Approved for future payment</p> <p>NONE</p>				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows 1a(1) X, 1a(2) X, 1b(1) X, 1b(2) X, 1b(3) X, 1b(4) X, 1b(5) X, 1b(6) X, 1c X.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A, N/A.

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

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 3/7/13 Title: CEO-Trustee

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

Paid Preparer Use Only Print/Type preparer's name: TRISH DILLINGER Preparer's signature: Trisha L Dillinger Date: 03/04/2013 Check self-employed if PTIN: P01242479 Firm's name: ERNST & YOUNG U.S. LLP Firm's address: 50 S. MAIN ST., SUITE 1200 AKRON, OH 44308 Phone no: 330-255-5800 Firm's EIN: 34-6565596

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST NATIONAL BANK INTEREST	45.	45.
TOTAL	<u>45.</u>	<u>45.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THE J.M. SMUCKER COMPANY DIVIDENDS FIFTH THIRD INTEREST	404,124. 231.	404,124. 223.
TOTAL	<u>404,355.</u>	<u>404,347.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
PRIOR YEAR GRANTS RECOVERED	2,000.
TOTALS	<u>2,000.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG	3,245.	1,622.		1,623.
TOTALS	<u>3,245.</u>	<u>1,622.</u>		<u>1,623.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BALANCE 2011 EXCISE TAX	1,019.
2012 EXCISE TAX	7,600.
TOTALS	<u>8,619.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TREASURER OF STATE OF OHIO	200.			
BANK FEES	15.	15.		200.
TOTALS	215.	15.		200.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
202,062 SHS - J.M. SMUCKER COMPANY COMMON STOCK	585,437.	585,437.	19,445,851.
TOTALS	<u>585,437.</u>	<u>585,437.</u>	<u>19,445,851.</u>

ATTACHMENT 8

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	440.
TOTAL	<u>440.</u>

WILLARD E. SMUCKER FOUNDATION
FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
TIMOTHY P. SMUCKER ORRVILLE, OH	PRESIDENT/TRUSTEE 1.00
MARCELLA S. CLARK SCOTTSDALE, AZ	EXECUTIVE VP/TRUSTEE 1.00
RICHARD K. SMUCKER MEDINA, OH	VP/TRUSTEE 1.00
MICHAEL D. MAST CANTON, OH	ASSISTANT TREASURER 1.00
JEANNETTE L. KNUDSEN KENT, OH	SECRETARY 1.00

GRAND TOTALS

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADVENTURE UNLIMITED P O BOX 2036 BUENA VISTA, CO 81211	NONE PUBLIC	GENERAL OPERATIONS	5,000.
ALZHEIMER'S ASSOCIATION, DESERT S.W. CHAPTER 1028 EAST MCDOWELL ROAD PHOENIX, AZ 85006	NONE PUBLIC	GENERAL OPERATIONS	10,000.
ALZHEIMER'S ASSOCIATION MINNESOTA-N DAKOTA CHAPTER 4550 W 77TH STREET, SUITE 200 MINNEAPOLIS, MN 55435	NONE PUBLIC	CARE INNOVATION PROJECT	5,000
AMERICAN RED CROSS GRAND CANYON CHAPTER 6135 NORTH BLACK CANYON HIGHWAY PHOENIX, AZ 85015-1892	NONE PUBLIC	GENERAL OPERATIONS	10,000
ARDEN WOOD BENEVOLENT ASSOCIATION 445 WAWONA STREET SAN FRANCISCO, CA 94116-3058	NONE PUBLIC	GENERAL OPERATIONS	10,000.
BANNER ALZHEIMER'S FOUNDATION 901 E WILLETTA STREET PHOENIX, AZ 85006	NONE PUBLIC	GENERAL OPERATIONS	20,000.

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BIG BROTHERS BIG SISTERS OF CENTRAL ARIZONA 1010 E MCDOWELL ROAD, SUITE 400 PHOENIX, AZ 85006	NONE PUBLIC	GENERAL OPERATIONS	15,000.
CARMEL BACH FESTIVAL P O BOX 575 CARMEL, CA 93921	NONE PUBLIC	GENERAL OPERATIONS	5,000.
CARNEGIE HALL 105 CHURCH STREET LEWISBURG, WV 24901	NONE PUBLIC	GENERAL OPERATIONS	6,000
CHAUTAUQUA INSTITUTION ONE AMES AVENUE CHAUTAUQUA, NY 14722	NONE PUBLIC	GENERAL OPERATIONS	15,000.
CHESTNUT HILL BENEVOLENT ASSOCIATION 910 BOYLSTON STREET CHESTNUT HILL, MA 02467	NONE PUBLIC	GENERAL OPERATIONS	10,000.
CHILDREN'S MUSEUM OF PHOENIX P.O. BOX 2439 PHOENIX, AZ 85002-2439	NONE PUBLIC	GENERAL OPERATIONS	5,000

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
EVERY WOMEN'S HOUSE 104 SPINK STREET WOOSTER, OH 44691	NONE PUBLIC	GENERAL OPERATIONS	5,000
FIRST CHURCH CHRIST SCIENTIST - MEDINA 5147 RIVER STYX ROAD MEDINA, OH 44256	NONE PUBLIC	GENERAL OPERATIONS	11,246
FIRST CHURCH CHRIST SCIENTIST - WOOSTER 1736 CLEVELAND AVENUE WOOSTER, OH 44691	NONE PUBLIC	GENERAL OPERATIONS	11,681
FRIENDS OF CARMEL UNIFIED SCHOOL DISTRICT P O. BOX 223842 CARMEL, CA 93922	NONE PUBLIC	GENERAL OPERATIONS	5,000
FRIENDS OF EIGHT KAET-TV EIGHT, ARIZONA PBS 555 NORTH CENTRAL AVENUE, SUITE 500 PHOENIX, AZ 85004-1252	NONE PUBLIC	GENERAL OPERATIONS	10,000.
GLENMONT 4599 AVERY ROAD HILLIARD, OH 43026	NONE PUBLIC	GENERAL OPERATIONS	10,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
GRAYHAWK CLASSIC RESIDENTS' FOUNDATION 7501 E THOMPSON PEAK PARKWAY SCOTTSDALE, AZ 85255	NONE PUBLIC		SCHOLARSHIP FUND	10,000
GREENBRIER VALLEY THEATER 113 EAST WASHINGTON STREET LEWISBURG, WV 24901	NONE PUBLIC		GENERAL OPERATIONS	6,000
THE WESTERN RESERVE HISTORICAL SOCIETY 10825 EAST BOULEVARD CLEVELAND, OH 44106	NONE PUBLIC		HALE FARM & VILLAGE	5,000
HOME BASE YOUTH SERVICES 931 E DEVONSHIRE PHOENIX, AZ 85014	NONE PUBLIC		GENERAL OPERATIONS	5,000
HOMEWARD BOUND 2302 W COLTER STREET PHOENIX, AZ 85015	NONE PUBLIC		GENERAL OPERATIONS	15,000
LONGYEAR MUSEUM 1125 BOYLSTON STREET CHESTNUT HILL, MA 02467-1811	NONE PUBLIC		GENERAL OPERATIONS	10,000

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

ATTACHMENT 10 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OHIO WESLEYAN UNIVERSITY 61 SOUTH SANDUSKY STREET DELAWARE, OH 43015	NONE PUBLIC	SCHOLARSHIP FUND	10,000
ORRVIEW'S ADVISORY BOARD P.O. BOX 405 ORRVILLE, OH 44667	NONE PUBLIC	GENERAL OPERATIONS	4,000.
ORRVILLE HIGH SCHOOL 841 NORTH ELLA STREET ORRVILLE, OH 44667	NONE PUBLIC	EARTH SCIENCE CLUB	3,000
ORRVILLE BOARD OF EDUCATION 815 NORTH ELLA STREET ORRVILLE, OH 44667	NONE PUBLIC	CHARACTER EDUCATION & MUSIC PROGRAM	9,000.
ORRVILLE HIGH SCHOOL 841 NORTH ELLA STREET ORRVILLE, OH 44667	NONE PUBLIC	BAND	6,000
PARENTS TELEVISION COUNCIL 707 WILSHIRE BOULEVARD, SUITE 2075 LOS ANGELES, CA 90017	NONE PUBLIC	GENERAL OPERATIONS	5,000.

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PHOENIX SYMPHONY 1 NORTH FIRST STREET, SUITE 200 PHOENIX, AZ 85004	NONE PUBLIC	GENERAL OPERATIONS	10,000.
PINNACLE PEAK PRESBYTERIAN CHURCH 25150 NORTH PIMA ROAD SCOTTSDALE, AZ 85255	NONE PUBLIC	GENERAL OPERATIONS	20,000.
SALVATION ARMY - ORRVILLE 322 WEST HIGH STREET ORRVILLE, OH 44667	NONE PUBLIC	GENERAL OPERATIONS	11,000.
SALVATION ARMY - PHOENIX 2707 E VAN BUREN STREET PHOENIX, AZ 85008	NONE PUBLIC	GENERAL OPERATIONS	25,000.
THE SHAKESPEARE THEATRE OF NEW JERSEY 36 MADISON AVENUE MADISON, NJ 07940	NONE PUBLIC	GENERAL OPERATIONS	15,000.
ST MARY'S WESTSIDE FOOD BANK 2831 NORTH 31ST AVENUE PHOENIX, AZ 85009-1518	NONE PUBLIC	GENERAL OPERATIONS	15,000.

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
STARS 7507 EAST OSBORN ROAD SCOTTSDALE, AZ 85251	NONE PUBLIC	GENERAL OPERATIONS	15,000
TWELVE ACRES 595 MILLICH DRIVE, SUITE 104 CAMPBELL, CA 95008	NONE PUBLIC	GENERAL OPERATIONS	10,000
WAYNE COUNTY COMMUNITY FOUNDATION 517 NORTH MARKET STREET WOOSTER, OH 44691	NONE PUBLIC	GENERAL OPERATIONS	10,000
WEST VALLEY CHILD CRISIS CENTER P O BOX 850 GLENDALE, AZ 85311-0850	NONE PUBLIC	GENERAL OPERATIONS	5,000.
INSTITUTE OF GLOBAL ETHICS 91 CAMDEN STREET, SUITE 403 ROCKLAND, ME 04841	NONE PUBLIC	GENERAL OPERATIONS	15,000.
MEDINA COMMUNITY SERVICES CENTER 655 N BROADWAY STREET MEDINA, OH 44256	NONE PUBLIC	GENERAL OPERATIONS	6,000

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MONTESSORI SCHOOL OF WOOSTER 1859 BURBANK ROAD WOOSTER, OH 44691-2111	NONE PUBLIC	GENERAL OPERATIONS	6,000
UNIVERSITY OF AKRON FOUNDATION 302 BUCHEL COMMON AKRON, OH 44325-2603	NONE PUBLIC	H REID & SUSAN S WAGSTAFF SCHOLARSHIP FUND	10,000
HOSPICE OF THE VALLEY 1510 E FLOWER STREET PHOENIX, AZ 85014	NONE PUBLIC	GENERAL OPERATIONS	5,000
SEASON FOR SHARING P.O BOX 29616 PHOENIX, AZ 85038	NONE PUBLIC	GENERAL OPERATIONS	12,190
CRYSTAL LAKE CAMPS 1676 CRYSTAL LAKE ROAD HUGHESVILLE, PA 17737	NONE PUBLIC	GENERAL OPERATION	5,000.
ORVILLE FIREFIGHTERS ASSOCIATION P O BOX 144 ORVILLE, OH 44667	NONE PUBLIC	VOLUNTEER FIRE DEPARTMENT	6,000

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OLD TRAIL SCHOOL 2315 IRA ROAD BATH, OH 44210	NONE PUBLIC	GENERAL OPERATIONS	10,000.
MONTEREY BAY AQUARIUM 886 CANNERY ROW MONTEREY, CA 93940-1023	NONE PUBLIC	GENERAL OPERATIONS	10,000.
DUET 555 WEST GLENDALE AVE PHOENIX, AZ 85021	NONE PUBLIC	GENERAL OPERATIONS	10,000.
FIRST CHURCH OF CHRIST, SCIENTIST OF CARMEL P O BOX 1850 CARMEL, CA 93921	NONE PUBLIC	GENERAL OPERATIONS	7,071
MAGGIE'S PLACE P O BOX 1102 PHOENIX, AZ 85001	NONE PUBLIC	GENERAL OPERATIONS	5,000
MARICOPA COMMUNITY COLLEGE FOUNDATION 2419 WEST 14TH STREET TEMPE, AZ 85281	NONE PUBLIC	GENERAL OPERATIONS	10,000

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

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ORVILLE BOYS AND GIRLS CLUB 820 N. ELLA ORVILLE, OH 44667	NONE PUBLIC	GENERAL OPERATIONS	5,000.
ORVILLE YMCA 1801 SMUCKER ROAD ORRVILLE, OH 44667	NONE PUBLIC	GENERAL OPERATIONS	5,000
STAN HYWET HALL & GARDENS 714 N. PORTAGE PATH AKRON, OH 44303-1399	NONE PUBLIC	GENERAL OPERATIONS	20,000.
THE INSTITUTE FOR AMERICAN VALUES 1841 BROADWAY, SUITE 211 NEW YORK, NY 10023	NONE PUBLIC	GENERAL OPERATIONS	20,000.
THE LINK SCHOOL 18885 CR 367 BUENA VISTA, CO 81211	NONE PUBLIC	GENERAL OPERATIONS	6,000
UNIVERSITY OF MICHIGAN SCHOOL OF ART AND DESIGN 2000 BONISTEEL BOULEVARD ANN ARBOR, MI 48109	NONE PUBLIC	SCHOLARSHIP FUND	10,000.

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WESTERN RESERVE ACADEMY
115 COLLEGE STREET
HUDSON, OH 44236

GENERAL OPERATIONS

10,000

AULTMAN ORRVILLE HOSPITAL
832 SOUTH MAIN STREET
ORRVILLE, OH 44667

GENERAL OPERATIONS

20,000.

TOTAL CONTRIBUTIONS PAID

606,188