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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 Theda and Tamblin Clark Smith Family Foundation Inc		A Employer identification number 39-6125329	
Number and street (or P O box number if mail is not delivered to street address) 24918 Genesee Trail Road Room 203		B Telephone number (see instructions) (303) 407-9501	
City or town, state, and ZIP code Golden, CO 80401		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) ☒ \$ 2,458,361		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)	2,500			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,994	2,994		
	4 Dividends and interest from securities.	94,149	94,149		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	416,209			
	b Gross sales price for all assets on line 6a _____ 2,909,533				
	7 Capital gain net income (from Part IV , line 2)		416,209		
	8 Net short-term capital gain				
	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	515,852	513,352		
	13 Compensation of officers, directors, trustees, etc	20,250			20,250
	14 Other employee salaries and wages	55,708			55,708
	15 Pension plans, employee benefits	7,988			7,988
	16a Legal fees (attach schedule)	8,792			8,792
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	147,082	144,168		2,914
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,471	307		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	7,000			7,000
	21 Travel, conferences, and meetings	14,649			14,649
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,546	520		10,026
	24 Total operating and administrative expenses. Add lines 13 through 23	279,486	144,995		127,327
	25 Contributions, gifts, grants paid	167,600			167,600
	26 Total expenses and disbursements. Add lines 24 and 25	447,086	144,995		294,927
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	68,766			
	b Net investment income (if negative, enter -0-)		368,357		
	c Adjusted net income (if negative, enter -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		117,150	117,150
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		2,101,429	2,103,151
	c	Investments—corporate bonds (attach schedule).		201,872	238,060
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,351,685		
	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)	2,351,685	2,420,451	2,458,361

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,351,685	2,420,451	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,351,685	2,420,451	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,351,685	2,420,451	

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	2,351,685
2	Enter amount from Part I, line 27a	2	68,766
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,420,451
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,420,451

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)
1 a Publicly-traded Securities				
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 2,909,533		2,493,324	416,209
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			416,209
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	416,209
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	139,011	2,768,877	000 050205
2010	115,268	2,616,647	000 044052
2009	146,214	2,346,927	000 062300
2008	152,354	2,744,025	000 055522
2007	150,595	3,146,131	000 047867

2 Total of line 1, column (d).	2	000 259946
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	000 051989
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,623,662
5 Multiply line 4 by line 3.	5	136,402
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,684
7 Add lines 5 and 6.	7	140,086
8 Enter qualifying distributions from Part XII, line 4.	8	294,927

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

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2012 estimated tax payments and 2011 overpayment credited to 2012

6a

6,356

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.

8

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2013 estimated tax 2,670 Refunded

1

3,684

2

3

3,684

4

5

3,684

6,356

7

6,356

8

2

9

10

2,670

11

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?

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)?

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?

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation \$ (2) On foundation managers \$

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b

If "Yes," has it filed a tax return on Form 990-T for this year?

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

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 .

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

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes

No

1a

No

1b

No

1c

No

2

No

3

No

4a

No

4b

5

No

6

Yes

7

Yes

8b

Yes

9

No

10

No

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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		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 Theda and Tamblin Clark Smith Family Foundation Inc Telephone no (303) 407-9501 Located at 24918 Genesee Trail Rd Ste 203 Golden CO ZIP+4 80401			
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)? Organizations relying on a current notice regarding disaster assistance check here.	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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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
See Additional Data Table				

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

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
Bear Capital Partners LLC	Investment	113,852
20101 SW Birch Street Suite 150 K Newport Beach, CA 92660		
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	
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	2,498,152
b	Average of monthly cash balances.	1b	165,464
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,663,616
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,663,616
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 5	4	39,954
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,623,662
6	Minimum investment return. Enter 5% of line 5.	6	131,183

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	131,183
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,684
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,684
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	127,499
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	127,499
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	127,499

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 5	1a	294,927
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	294,927
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	3,684
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	291,243
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				127,499
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				17,083
c From 2009.				30,734
d From 2010.				
e From 2011.				1,591
f Total of lines 3a through e.	49,408			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 294,927				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				127,499
e Remaining amount distributed out of corpus	167,428			
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	216,836			
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.				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).				
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.	216,836			
10 Analysis of line 9				
a Excess from 2008.				17,083
b Excess from 2009.				30,734
c Excess from 2010.				
d Excess from 2011.				1,591
e Excess from 2012.				167,428

Part XIV

Private 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 XV

Supplementary 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))

NONE

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

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 Paid during the year See Additional Data Table				
Total			3a	167,600
b Approved for future payment				
Total			3b	

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	2,994	
4 Dividends and interest from securities. . . .			14	94,149	
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	416,209	
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). .				513,352	
13 Total. Add line 12, columns (b), (d), and (e).				513,352	513,352

[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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

**Sign
Here**

**Paid
Preparer
Use Only**

Sign Here ***** Signature of officer or trustee	2013-08-02 Date		***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No	
	Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature Jeffrey D Haskell	Date 2013-08-02	Check if self-employed ☒	PTIN
Paid Preparer Use Only	Firm's name Foundation Source		Firm's EIN		
	One Hollow Lane Suite 212 Firm's address		Phone no (800) 839-1754		
Lake Success, NY 11042					

Form 990PF Part VIII Line 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
David W Radford	Dir / Sec 001 00	2,500		
24918 Genesee Trail Road Suite 203 Golden, CO 80401				
Peter Radford	Pres 001 00	3,000		
24918 Genesee Trail Road Suite 203 Golden, CO 80401				
Carlton Smith	VP / Treas 001 00	5,000		
24918 Genesee Trail Road Suite 203 Golden, CO 80401				
Marc Vaccaro	Pres / Chairman / CEO 001 00	5,500		
24918 Genesee Trail Road Suite 203 Golden, CO 80401				
Sylvia Vaccaro	Dir 001 00	3,500		
24918 Genesee Trail Road Suite 203 Golden, CO 80401				
Astrid Vaccaro	Sec 001 00	750		
24918 Genesee Trail Road Suite 203 Golden, CO 80401				

Form 990PF Part XV Line 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>				
ALANO SOCIETY INC 511 N CARROLL ST MADISON,WI 53703	N/A	509a2	General Unrestricted	13,500
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON,DC 20036	N/A	509a2	General Unrestricted	100
BERKSHIRE SCHOOL INC 245 N UNDERMOUNTAIN RD SHEFFIELD,MA 01257	N/A	509a1	General Unrestricted	1,500
BEST FRIENDS OF NEENAH MENASHA INC 181 E N WATER ST STE 225 NEENAH,WI 54956	N/A	509a1	General Unrestricted	1,000
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH,WI 54903	N/A	509a1	General Unrestricted	4,500
BOYS AND GIRLS CLUB OF DANE COUNTY 2001 TAFT ST MADISON,WI 53713	N/A	509a1	General Unrestricted	20,000
BOYS AND GIRLS CLUB OF GREATER GOSHEN 102 W LINCOLN AVE STE 240 GOSHEN,IN 46526	N/A	509a1	General Unrestricted	15,000
CAMPUS CRUSADE FOR CHRIST INT'L 100 LAKE HART DR ORLANDO,FL 32832	N/A	509a1	General Unrestricted	1,500
CAP SERVICES INC 5499 HWY 10 E STE A STEVENS POINT,WI 54482	N/A	509a1	General Unrestricted	30,000
CHAPS ACADEMY INC N5367 MAYFLOWER RD SHIOCTON,WI 54170	N/A	509a2	General Unrestricted	1,000
CHILDREN AND FAMILY SVS OF S CENTRAL WI 124 2ND ST STE 32 BARABOO,WI 53913	N/A	509a1	General Unrestricted	1,000
CHRISTINE ANN DOMESTIC ABUSE SERVICES PO BOX 99 NEENAH,WI 54957	N/A	509a1	General Unrestricted	2,000
COMMUNITY CLOTHES CLOSET INC 1465-B OPPORTUNITY WAY MENASHA,WI 54952	N/A	509a1	General Unrestricted	2,500
FUTURE EDUCATIONAL FILMS INC 20 SOUTHRIDGE RD W BEL TIBURON,CA 94920	N/A	509a1	Documentary - Camino Project	1,500
GIRLS INCORPORATED OF LYNN 20 HIGH ST LYNN,MA 01902	N/A	509a1	Eureka Program	1,500

Form 990PF Part XV Line 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>				
GROTON SCHOOL 282 FARMERS ROW GROTON,MA 01450	N/A	509a1	General Unrestricted	3,000
HARBOR HOUSE DOMESTIC ABUSE PROGRAM 720 W 5TH ST APPLETON,WI 54914	N/A	509a1	General Unrestricted	1,000
HIMALAYAN INT'L INSTITUTE OF YOGA SCI & PHIL 952 BETHANY TPKE HONESDALE,PA 18431	N/A	509a1	General Unrestricted	3,000
LEAVEN INC 1475 OPPORTUNITY WAY MENASHA,WI 54952	N/A	509a1	General Unrestricted	7,000
MARS HILL CHURCH 1401 NW LEARY WAY SEATTLE,WA 98107	N/A	509a1	Student Youth Program	1,500
MUSCULAR DYSTROPHY ASSOCIATION 2670 S ASHLAND STE 101 GREEN BAY,WI 54304	N/A	509a1	MDA Camp Program	2,500
RAWHIDE RANCH FOUNDATION PO BOX 216 BONSALL,CA 92003	N/A	509a1	General Unrestricted	2,000
REGIS UNIVERSITY 3333 REGIS BLVD C-24 DENVER,CO 80221	N/A	509a1	General Unrestricted	3,000
ROOM TO GROW NATIONAL INC 54 W 21ST ST RM 401 NEW YORK,NY 10010	N/A	509a1	General Unrestricted	15,000
ST NORBERT COLLEGE INC 100 GRANT ST DE PERE,WI 54115	N/A	509a1	Summer Camp Program	3,000
ST MARY CENTRAL HIGH SCHOOL 1050 ZEPHYR DR NEENAH,WI 54956	N/A	509a1	St Marys High School Project	3,000
UNIV OF DENVER - GIFT PROCESSING GIFT PROCESSING 2190 E ASBURY AVE DENVER,CO 80208	N/A	509a1	General Unrestricted	4,500
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM,WI 53916	N/A	509a1	General Unrestricted	4,500
WI INDEPENDENT CHRISTIAN SCHOOLS 3450 VINLAND ST OSHKOSH,WI 54901	N/A	509a1	Oshkosh Christian School	7,500
WORLDWIDE FISTULA FUND INC PO BOX 27879 SAINT LOUIS,MO 63146	N/A	509a1	General Unrestricted	3,000

Form 990PF Part XV Line 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>				
YOUNG WOMENS CHRISTIAN ASSN OF MADISON 101 E MIFFLIN ST MADISON, WI 53703	N/A	509a1	General Unrestricted	2,500
YOUTH GO CORP AKA YOUTH GO INC 213 NICOLET BLVD NEENAH, WI 54956	N/A	509a1	General Unrestricted	5,000
Total ▶ 3a				167,600

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Software ID: 12000057

Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					2,909,533	2,493,324			416,209	

TY 2012 General Explanation Attachment

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Software ID: 12000057

Software Version: 12.15.422.1

**TY 2012 Investments Corporate
Bonds Schedule****Name:** Theda and Tamblin Clark Smith Family Foundation Inc**EIN:** 39-6125329**Software ID:** 12000057**Software Version:** 12.15.422.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CO - 7.000 - 03/19/2018	51,471	63,172
APACHE CORP CONV PFD	17,585	16,909
CISCO SYSTEMS INC - 5.000 - 02/22/2016	22,875	28,576
HOME DEPOT INC - 5.400 - 03/01/2016	46,705	57,121
IBM CORP NOTES - 5.700 - 09/14/2017	28,200	36,187
PPL CORPORATION 8.75	18,102	18,268
UNITED TECHNOLOGIES 7.5	16,934	17,827

TY 2012 Investments Corporate
 Stock Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Software ID: 12000057

Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
160 shares of AIR PRODS CHEM INC.	12,808	13,443
440 shares of AMERICAN CAPITAL AGENCY CORP.	14,259	12,716
385 shares of ANALOG DEVICES INC.	14,396	16,193
430 shares of ATT CORP COM NEW	15,083	14,495
14265 shares of BNY MELLON INCOME STOCK FUND CLASS M SHARES	100,000	103,280
3714 shares of BNY MELLON INTERNATIONAL EQ INC FD	51,000	51,956
5364 shares of BNY MELLON SM/MID CAP-M	75,000	69,201
340 shares of CARNIVAL CORP	10,967	12,502
170 shares of CATERPILLAR INC.	15,319	15,234
910 shares of CENTERPOINT ENERGY	18,425	17,518
160 shares of CHEVRON CORP	15,707	17,302
240 shares of CLIFFS NATURAL RESOURCES INC.	12,197	9,257
310 shares of DARDEN RESTAURANTS INC.	15,996	13,972
210 shares of DIGITAL RLTY TR INC	15,060	14,257
3707 shares of DREYFUS PREM, INTERNATIONAL STOCK FUND CL I SHS, A	51,000	53,745
12480 shares of DREYFUS PREMIER LTD TERM HIGH YIELD FD CL I	80,000	83,245
1637 shares of DREYFUS SELECT MANAGERS SMALL CAP GR FD	31,000	30,988
1588 shares of DREYFUS SELECT MANAGERS SMALL CAP VAL FD	31,000	30,862
1165 shares of DREYFUS SMALL CO VALUE	31,000	31,949
270 shares of DU PONT DE NEMOURS	13,104	12,144
273 shares of DUKE ENERGY CO	18,066	17,417
350 shares of EATON CORP PLC	15,066	18,963
380 shares of ELI LILLY CO	17,152	18,742
420 shares of EXELON CORPORATION	15,506	12,491
350 shares of GALLAGHER ARTHUR J CO.	13,042	12,128
320 shares of GARMIN LTD	13,766	13,040
930 shares of GENERAL ELECTRIC CO	17,805	19,521
2804 shares of HIGHBRIDGE DYNAMIC COMMOD STRATEGY FUND - SEL	50,000	39,176
570 shares of INVESCO MORTGAGE INC	10,446	11,235
190 shares of KIMBERLY CLARK CORP	10,333	16,042

Name of Stock	End of Year Book Value	End of Year Fair Market Value
550 shares of KIMCO RLTY CORP	10,005	10,626
450 shares of KINDER MORGAN INC	14,910	15,899
263 shares of KRAFT FOODS GROUP, INC.	11,218	11,959
310 shares of LAS VEGAS SANDS CORP	14,177	14,310
337 shares of LINEAR TECHNOLOGY CORP	10,440	11,559
180 shares of LOCKHEED MARTIN CORP	14,876	16,612
152 shares of LORILLARD INC COMMON STOCK	18,637	17,734
410 shares of LOWES COMPANIES INC.	12,281	14,563
400 shares of MATTELL INC.	12,450	14,648
15565 shares of MELLON BOND FD CL M	210,598	211,374
18859 shares of MELLON EMERGING MKTS FD CL M	192,001	193,299
16738 shares of MELLON INTERMEDIATE BOND FUND CLASS M SHARES	220,272	220,940
5204 shares of MELLON INTERNATIONAL FD CL M	51,000	52,299
6146 shares of MELLON MID CAP STK FD CL M	75,000	68,836
290 shares of MERCK CO INC.	10,902	11,873
335 shares of MICROCHIP TECHNOLOGY INC.	10,384	10,918
520 shares of MONDELEZ INTERNATIONAL INC	12,999	13,236
260 shares of NATIONAL GRID TRANSCO PLC	13,294	14,934
280 shares of PEPSICO INC	18,913	19,160
680 shares of PFIZER INC.	22,153	17,054
190 shares of PHILIP MORRIS INTL	16,223	15,892
290 shares of PNC FINANCIAL GROUP INC.	18,022	16,910
270 shares of PROCTER GAMBLE CO	16,924	18,330
180 shares of ROYAL DUTCH SHELL PLC	11,412	12,411
4384 shares of RYDEX SGI MANAGED FUTURES STRATEGY Y	100,000	93,818
330 shares of SOUTHERN CO	15,206	14,127
670 shares of STARWOOD PROPERTY TRUST INC	14,152	15,383
9879 shares of TCW EMERGING MARKETS INCOME FUND I CL	90,000	92,075
420 shares of TEVA PHARMECEUTICAL SP ADR	17,118	15,683
290 shares of TOTAL FINA ELF S.A.	12,624	15,083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 shares of UNITED PARCEL SERVICE	15,036	14,746
320 shares of VERIZON COMMUNICATIONS	13,699	13,846

TY 2012 Investments - Other Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Software ID: 12000057

Software Version: 12.15.422.1

TY 2012 Legal Fees Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance Matters and Counseling	8,792			8,792

TY 2012 Other Expenses Schedule**Name:** Theda and Tamblin Clark Smith Family Foundation Inc**EIN:** 39-6125329**Software ID:** 12000057**Software Version:** 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	4,004			4,004
Administrative Set-Up Fee	4,750			4,750
Bank Charges	520	520		
Equipment Purchase and Maintenance	869			869
Payroll Processing Fees Via Payroll	289			289
Postage	114			114

TY 2012 Other Professional Fees Schedule**Name:** Theda and Tamblin Clark Smith Family Foundation Inc**EIN:** 39-6125329**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Independent Contractor Conservator Fee	2,914			2,914
Investment Management Services	30,316	30,316		
Investment Consulting Fees	113,852	113,852		

TY 2012 Taxes Schedule**Name:** Theda and Tamblin Clark Smith Family Foundation Inc**EIN:** 39-6125329**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	6,356			
Excise Tax for 2011	808			
Foreign Tax Paid	307	307		