Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

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

Name of foundation
SMITH RICHARDSON FOUNDATION, INC.

A Employer identification number
56-0611550

Number and street (or P O box number if mail is not delivered to street address)
701 GREEN VALLEY ROAD

Room/suite
300

B Telephone number
336-379-8600

City or town, state, and ZIP code
GREENSBORO, NC 27408-7096

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 470,693,134.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received	2,176,000.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,810.	1,810.		
4	Dividends and interest from securities	7,540,270.	7,463,372.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,823,365.			STATEMENT 1
b	Gross sales price for all assets on line 6a 362,260.				
7	Capital gain net income (from Part IV, line 2)		17,866,693.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	25,253,570.	2,211,132.		STATEMENT 2
12	**Total** Add lines 1 through 11	52,795,015.	27,543,007.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	1,024,618.	0.		1,024,618.
14	Other employee salaries and wages	1,369,685.	0.		1,369,685.
15	Pension plans, employee benefits	1,525,840.	0.		751,697.
16a	Legal fees STMT 3	511.	0.		511.
b	Accounting fees STMT 4	67,650.	0.		67,650.
c	Other professional fees STMT 5	161,329.	5,340,388.		161,317.
17	Interest				
18	Taxes STMT 6	1,172,168.	0.		108,141.
19	Depreciation and depletion	22,778.	0.		
20	Occupancy	31,153.	0.		31,153.
21	Travel, conferences, and meetings	143,054.	0.		133,930.
22	Printing and publications	1,263.	0.		1,263.
23	Other expenses STMT 7	548,498.	0.		548,498.
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,068,547.	5,340,388.		4,198,463.
25	Contributions, gifts, grants paid	20,802,620.			20,581,412.
26	**Total expenses and disbursements** Add lines 24 and 25	26,871,167.	5,340,388.		24,779,875.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	25,923,848.			
b	**Net investment income** (if negative, enter -0-)		22,202,619.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	53,231.	55,769.	55,769.
	2	Savings and temporary cash investments	9,917.	1,191,959.	1,191,959.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	149,519.	149,049.	149,049.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	442,909,643.	469,227,442.	469,227,442.
	14	Land, buildings, and equipment: basis ▶ 754,518.			
		Less accumulated depreciation ▶ 708,373.	47,537.	46,145.	46,145.
	15	Other assets (describe ▶ OTHER RECEIVABLES)	29,119.	22,770.	22,770.
	16	**Total assets** (to be completed by all filers)	443,198,966.	470,693,134.	470,693,134.
Liabilities	17	Accounts payable and accrued expenses	6,300,687.	7,068,385.	
	18	Grants payable	4,956,099.	5,177,307.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 9)	1,053,953.	1,635,367.	
	23	**Total liabilities** (add lines 17 through 22)	12,310,739.	13,881,059.	
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	430,888,227.	456,812,075.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	430,888,227.	456,812,075.	
	31	**Total liabilities and net assets/fund balances**	443,198,966.	470,693,134.	

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	430,888,227.
2	Enter amount from Part I, line 27a	2	25,923,848.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	456,812,075.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	456,812,075.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT 1			
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	362,260.		133,288.	17,866,693.

	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	
a				
b				
c				
d				
e				17,866,693.

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 17,866,693.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2011	23,754,134.	461,323,470.	.051491
2010	22,296,628.	434,182,520.	.051353
2009	25,650,580.	396,207,187.	.064740
2008	27,455,557.	502,357,968.	.054653
2007	26,634,313.	551,330,854.	.048309

2 **Total** of line 1, column (d)	2	.270546
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	.054109
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	455,612,692.
5 Multiply line 4 by line 3	5	24,652,747.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	222,026.
7 Add lines 5 and 6	7	24,874,773.
8 Enter qualifying distributions from Part XII, line 4	8	24,797,694.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	444,052.
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	444,052.
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	444,052.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	400,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	75,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	475,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	30,948.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 30,948. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC, CT			
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) STATEMENT 18	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SRF.ORG

14 The books are in care of ▶ ROSS HEMPHILL Telephone no. ▶336-379-8600

Located at ▶701 GREEN VALLEY ROAD, SUITE 300, GREENSBORO, NC ZIP+4 ▶27408-7096

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 ☒ 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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, 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)? STATEMENT 14 ☒ 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** X (No)

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? STATEMENT 14 ☒ 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** X (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? N/A **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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12	0.00	1024618.	546,276.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NADIA C. SCHADLOW-MURPHY - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	184,946.	75,085.	0.
ALLAN SONG - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	170,874.	72,710.	0.
MARK STEINMEYER - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	179,348.	51,892.	0.
DONNA M. WALSH - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	EXECUTIVE ASSISTANT 37.50	151,346.	56,163.	0.
AMANDA BOOTHBY - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SENIOR PORTFOLIO ACCOUNTANT 37.50	112,583.	62,181.	0.

Total number of other employees paid over $50,000 ▶ 8

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MCGLADREY LLP 230 NORTH ELM STREET, GREENSBORO, NC 27401	AUDIT AND TAX SERVICES	67,650.
H. SMITH RICHARDSON TESTAMENTARY TRUST - 701 GREEN VALLEY RD, STE 300, GREENSBORO, NC	ACCOUNTING SERVICES	54,069.
MERCER 121 RIVER STREET, HOBOKEN, NJ 07030	COMPENSATION CONSULTANTS	53,899.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	461,106,051.
b	Average of monthly cash balances			1b	1,241,473.
c	Fair market value of all other assets			1c	203,432.
d	**Total** (add lines 1a, b, and c)			1d	462,550,956.
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	462,550,956.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	6,938,264.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	455,612,692.
6	**Minimum investment return.** Enter 5% of line 5			6	22,780,635.

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	22,780,635.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	444,052.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	444,052.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	22,336,583.
4	Recoveries of amounts treated as qualifying distributions			4	159,756.
5	Add lines 3 and 4			5	22,496,339.
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	22,496,339.

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	24,779,875.
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	17,819.
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	24,797,694.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	24,797,694.

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				22,496,339.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			21,410,755.	
b Total for prior years: _____, _____, _____		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 24,797,694.				
a Applied to 2011, but not more than line 2a			21,410,755.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	2,176,000.	STATEMENT 13		
d Applied to 2012 distributable amount				1,210,939.
e Remaining amount distributed out of corpus	0.			
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	2,176,000.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				21,285,400.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	2,176,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
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				

** SEE STATEMENT 13

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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.

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

PETER L. RICHARDSON, PRESIDENT, 203-222-6222
SMITH RICHARDSON FOUNDATION, INC., 60 JESUP ROAD, WESTPORT, CT 06880

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

WRITTEN PROPOSAL ALONG WITH A COPY OF IRS EXEMPTION LETTER

c Any submission deadlines:

NONE

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

SEE ATTACHED STATEMENT OF PRIORITIES AND PROCEDURES (STATEMENT 15)

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10	NONE	SECTION 509(A)(1), (2) OR (3)	VARIOUS	20,581,412.
Total			▶ 3a	20,581,412.
b *Approved for future payment*				
SEE STATEMENT 10	NONE	SECTION 509(A)(1), (2) OR (3)	VARIOUS	4,620,307.
Total			▶ 3b	4,620,307.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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	1,810.	
4 Dividends and interest from securities	900000	76,898.	14	7,463,372.	
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	900000	-43,223.	18	17,866,588.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 17	900000	-188,911.	14	25,442,481.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-155,236.		50,774,251.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 50,619,015.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 11/14/2013

Title VP & CFO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GARRICK L. MARTIN		11-13-13		P00239389

Firm's name ▶ MCGLADREY LLP

Firm's EIN ▶ 42-0714325

Firm's address ▶ 230 N. ELM ST STE 1100
GREENSBORO, NC 27401

Phone no. (336) 272-4551

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	H. SMITH RICHARDSON CHARITABLE TRUST 701 GREEN VALLEY ROAD SUITE 300 GREENSBORO, NC 274087096	$ 2,176,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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

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

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

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

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

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

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

Name of organization

SMITH RICHARDSON FOUNDATION, INC.

Employer identification number

56-0611550

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 1065)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1065 or Form 8865.
▶ Use Form 8949 to list your transactions for lines 1, 2, 3, 8, 9, and 10.
▶ Information about Schedule D (Form 1065) and its separate instructions is at *www.irs.gov/form1065*.

OMB No 1545-0099

2012

Name of partnership	Employer identification number

Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

Complete Form 8949 before completing line 1, 2, or 3 This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price) from Form(s) 8949, Part I, line 2, column (d)	(e) Cost or other basis from Form(s) 8949, Part I, line 2, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1 Short-term totals from all Forms 8949 with **box A** checked in **Part I**				
2 Short-term totals from all Forms 8949 with **box B** checked in **Part I**				
3 Short-term totals from all Forms 8949 with **box C** checked in **Part I**				

4 Short-term capital gain from installment sales from Form 6252, line 26 or 37	4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824	5	
6 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts	6	
7 **Net short-term capital gain or (loss).** Combine lines 1 through 6 in column (h). Enter here and on Form 1065, Schedule K, line 8 or 11; or Form 8865, Schedule K, line 8 or 11	7	

Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

Complete Form 8949 before completing line 8, 9, or 10 This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price) from Form(s) 8949, Part II, line 4, column (d)	(e) Cost or other basis from Form(s) 8949, Part II, line 4, column (e)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 4, column (g)	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
8 Long-term totals from all Forms 8949 with **box A** checked in **Part II**				
9 Long-term totals from all Forms 8949 with **box B** checked in **Part II**				
10 Long-term totals from all Forms 8949 with **box C** checked in **Part II**				

11 Long-term capital gain from installment sales from Form 6252, line 26 or 37	11	
12 Long-term capital gain or (loss) from like-kind exchanges from Form 8824	12	
13 Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts	13	
14 Capital gain distributions (see instructions)	14	
15 **Net long-term capital gain or (loss).** Combine lines 8 through 14 in column (h). Enter here and on Form 1065, Schedule K, line 9a or 11; or Form 8865, Schedule K, line 9a or 11	15	

For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

SMITH RICHARDSON FOUNDAT[illegible]N, INC. CONTINUATION FOR 990-PF, PART IV
56-0611550 PAGE 1 OF 1

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	MOORINGS CAPITAL LLC (ST - GROSS)	P	VARIOUS	VARIOUS
b	MOORINGS CAPITAL LLC (LT - GROSS)	P	VARIOUS	VARIOUS
c	MOORINGS CAPITAL LLC (ST - UBIT)	P	VARIOUS	VARIOUS
d	MOORINGS CAPITAL LLC (LT - UBIT)	P	VARIOUS	VARIOUS
e	MISCELLANEOUS EQUIPMENT	P	VARIOUS	VARIOUS
f	STATEMENT 11 (LT SALES)	P	VARIOUS	VARIOUS
g	STATEMENT 11 (ST SALES)	P	VARIOUS	VARIOUS
h	STATEMENT 11 (LT CAPITAL GAIN DISTRIBUTION)	P		
i	STATEMENT 11 (ST CAPITAL GAIN DISTRIBUTION)	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				2,130,680.
b				15,463,818.
c				-75.
d				43,298.
e			48.	-48.
f	103,139.		115,772.	-12,633.
g	17,070.		17,468.	-398.
h	235,194.			235,194.
i	6,857.			6,857.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,130,680.
b				15,463,818.
c				-75.
d				43,298.
e				-48.
f				-12,633.
g				-398.
h				235,194.
i				6,857.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	17,866,693.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

STATEMENT 1

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 1, Part I, Line 11 - Other income

DESCRIPTION		(a) Revenue and expenses per books	(b) Net investment income
EQUITY IN PARTNERSHIP INCOME/ (LOSS)		24,296,063	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES I	*	417,042	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES II	*	(56,332)	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES III	*	141,987	
OTHER INCOME FROM MOORINGS CAPITAL, LLC			2,211,059
GRANTS CANCELLED - STMT 10		159,756	
UNREALIZED APPRECIATION		294,981	
MISCELLANEOUS INCOME		73	73
TOTALS		25,253,570	2,211,132

* 501(a) Real estate holding companies

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 1, Part I, Line 16a - Legal Fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
HAGAN DAVIS MANGUM BARRETT & LANGLEY PLLC	511			511
TOTALS	511	0	0	511

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 1, Part I, Line 16B - Accounting Fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
MCGLADREY LLP	67,650			67,650
TOTALS	67,650	0	0	67,650

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 1, Part I, Line 16c - Other professional fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
CUSTODIAN FEES	12	12		
OTHER PROFESSIONAL FEES	148,322			148,322
COMPUTER CONSULTING FEES	12,995			12,995
EQUITY IN PARTNERSHIP INCOME/(LOSS):				
PARTNERSHIP INVESTMENT EXPENSES (K-1's)		5,340,376		
TOTALS	161,329	5,340,388	0	161,317

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 1, Part I, Line 18 - Taxes

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
FEDERAL EXCISE TAX	482,613			
PAYROLL TAXES	107,968			107,968
DEFERRED FEDERAL EXCISE TAXES	581,414			
OTHER TAXES & LICENSES	173			173
TOTALS	1,172,168	0	0	108,141

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
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Form 990-PF, Page 1, Part I, Line 23 - Other expenses

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
CONSULTING FEES	121,651			121,651
OFFICE SUPPLIES	45,090			45,090
DUES & SUBSCRIPTIONS	18,821			18,821
POSTAGE	10,019			10,019
TELEPHONE	39,852			39,852
UTILITIES	15,298			15,298
MAINTENANCE	166,749			166,749
INSURANCE	112,296			112,296
OFFICE EQUIPMENT RENTAL	15,234			15,234
BANK SERVICES	3,488			3,488
TOTALS	548,498	0	0	548,498

SMITH RICHARDSON FOUNDATION, INC.
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Form 990-PF, Page 2, Part II, Line 13 - Investments - other

DESCRIPTION		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
PARTNERSHIP EQUITY		439,020,468	464,596,115	464,596,115
MUTUAL FUNDS		2,231,663	2,471,118	2,471,118
SMITH RICHARDSON FOUNDATION PROPERTIES I	*	(49,357)	367,685	367,685
SMITH RICHARDSON FOUNDATION PROPERTIES II	*	1,105,663	1,049,331	1,049,331
SMITH RICHARDSON FOUNDATION PROPERTIES III	*	601,206	743,193	743,193
TOTALS		442,909,643	469,227,442	469,227,442

* 501(a) Real estate holding companies.

Form 990-PF, Page 2, Part II, Line 14 - Land, Buildings, and Equipment

CATEGORY	Cost Basis	Ending Accumulated Depreciation	Net Book Value
FURNITURE, FIXTURES, AND EQUIPMENT	351,055	339,589	11,466
HARDWARE	202,066	168,396	33,670
SOFTWARE	186,519	186,519	(0)
LEASEHOLD IMPROVEMENTS	14,878	13,869	1,009
TOTALS	754,518	708,373	46,145

FORM 990-PF, Page 2, Part II, Line 22 - Other liabilities STATEMENT 9

DESCRIPTION	Beginning of year (a) Book Value	End of year (b) Book Value
DEFERRED EXCISE TAX	1,053,953	1,635,367

SMITH RICHARDSON FOUNDATION, INC
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Year Awarded	Grant Number	Organization	Tax ID	Unpaid 2011	Grants Awarded 2012	Grants Returned 2012	Grants Paid 2012	Grants Cancelled 2012	Unpaid Grants 2012	Grants Due Date
2012	20128860	Academy of Our Lady of Mercy Inc	509a(1)		5,000		5,000		0	
2012	20128945	Advancing Human Rights	509a(1)		7,500		7,500		0	
2011	20118725	America Abroad Media	509a(1)	100,000	0		100,000		0	
2012	20128877	American Enterprise Institute for Public Policy Research	509a(1)		155,100		155,100		0	
2012	20128975	American Foreign Policy Council	509a(1)		50,000		50,000		0	
2011	20129035	American Friends of Interdisciplinary Center (IDC)	509a(1)		60,000		60,000		0	
2011	20118757	American Institutes for Research	509a(2)	350,000	0		200,000		150,000	10/1/13 $150,000
2012	20128928	American University	509a(1)		39,331		39,331		0	
2012	20129050	AmeriCares Foundation, Inc.	509a(1)		50,000		50,000		0	
2012	20128936	Army Distaff Foundation, Inc	509a(2)		10,000		10,000		0	
2012	20128916	Association of the Graduates of the United States Military Academy	509a(1)		2,500		2,500		0	
2012	20129022	Association of the Graduates of the United States Military Academy	509a(1)		10,000		10,000		0	
2012	20128845	Beaufort Historical Foundation, Inc.	509a(2)		10,000		10,000		0	
2012	20129014	Bipartisan Policy Center	509a(1)		200,000		200,000		0	
2012	20128925	Bizcorps	509a(1)		123,943		0		123,943	2/15/13- $99,478--8/15/14-$24,465
2012	20129051	Boston College	509a(1)		35,000		35,000		0	
2007	20076773	Boston University	509a(1)		0	27,516	0		0	
2012	20128871	Boys & Girls Club of Coastal Carolina, Inc	509a(1)		2,000		2,000		0	
2012	20128798	Brandeis University	509a(1)		7,500		7,500		0	
2012	20129026	Brem Foundation to Defeat Breast Cancer, Inc	509a(1)		3,000		3,000		0	
2012	20128855	Bridgeport Hospital Foundation, Inc	509a(1)		25,000		25,000		0	
2012	20128814	Bridgeport Rescue Mission, Inc	509a(1)		1,000		1,000		0	
2000	20001827	Brookings Institution	509a(1)		0	7,314	0		0	
2011	20118633	Brookings Institution	509a(1)	50,000	0		50,000		0	
2011	20118706	Brookings Institution	509a(1)	100,000	0		100,000		0	
2012	20128820	Brookings Institution	509a(1)		125,000		65,000		60,000	3/31/13 $60,000
2012	20128834	Brookings Institution	509a(1)		100,000		100,000		0	
2012	20128840	Brookings Institution	509a(1)		50,000		50,000		0	
2012	20128881	Brookings Institution	509a(1)		250,000		250,000		0	
2012	20128991	Brookings Institution	509a(1)		50,000		50,000		0	
2012	20128799	Brown University	509a(1)		7,500		7,500		0	
2012	20128967	Cambridge in America	509a(1)		50,000		50,000		0	
2012	20128993	Cambridge in America	509a(1)		20,000		20,000		0	
2006	20055351	Carnegie Endowment for International Peace	509a(1)		0	13,654	0		0	
2006	20065784	Carnegie Endowment for International Peace	509a(1)		0	9,406	0		0	
2008	20087639	Carnegie Endowment for International Peace	509a(1)		0	5,361	0		0	
2009	20098657	Carnegie Endowment for International Peace	509a(1)		0	29,934	0		0	
2012	20128911	Carnegie Endowment for International Peace	509a(1)		100,000		50,000		50,000	8/15/13 $50,000
2012	20129064	Caroline House, Inc	509a(1)		7,500		7,500		0	
2012	20128873	Carteret Community Foundation, Inc	509a(1)		1,000		1,000		0	
2012	20129038	Catholic Charities USA	509a(1)		10,000		10,000		0	
2012	20128903	Center for a New American Security	509a(1)		50,000		50,000		0	
2012	20128999	Center for a New American Security	509a(1)		200,000		200,000		0	
2012	20129016	Center for a New American Security	509a(1)		150,000		150,000		0	
2011	20118640	Center for European Policy Analysis	509a(1)	50,000	0		50,000		0	
2012	20128817	Center for European Policy Analysis	509a(1)		125,000		125,000		0	
2012	20129049	Center for International Private Enterprise	509a(1)		25,000		25,000		0	
2011	20118723	Center for Media and Security, Ltd	509a(1)	50,000	0		50,000		0	
2011	20118558	Center for Strategic and Budgetary Assessments	509a(1)	250,000	0		250,000		0	
2012	20129033	Center for Strategic and Budgetary Assessments	509a(1)		60,000		60,000		0	
2012	20128846	Center for Strategic and International Studies, Inc	509a(1)		175,000		175,000		0	
2012	20128900	Center for Strategic and International Studies, Inc.	509a(1)		150,000		150,000		0	
2012	20128908	Center for Strategic and International Studies, Inc.	509a(1)		80,000		80,000		0	

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2012	20128913	Center for Strategic and International Studies, Inc	509a(1)		200,000		100,000		100,000	11/15/13	$100,000
2012	20129012	Center for Strategic and International Studies, Inc	509a(1)		25,000		25,000		0		
2012	20129013	Center for Strategic and International Studies, Inc.	509a(1)		150,000		150,000		0		
2012	20128857	Checkerboard Foundation, Inc	509a(1)		2,500		2,500		0		
2012	20129021	Checkerboard Foundation, Inc	509a(1)		12,500		12,500		0		
2012	20128841	Chicago Council on Global Affairs	509a(1)		150,000		100,000		50,000	5/13/13	$50,000
2012	20129029	Children of Fallen Patriots Foundation	509a(1)		15,000		15,000		0		
2012	20128905	China Vitae Inc	509a(1)		300,000		150,000		150,000	10/15/13	$150,000
2012	20129007	Claremont McKenna College	509a(1)		99,895		99,895		0		
2012	20129048	CNA Corporation	509a(1)		20,000		20,000		0		
2010	20108293	Columbia University	509a(1)	180,746	0		180,746		0		
2012	20128800	Columbia University	509a(1)		7,500		7,500		0		
2012	20128801	Columbia University	509a(1)		7,500		7,500		0		
2012	20128963	Committee for Human Rights in North Korea	509a(1)		350,000		200,000		150,000	9/15/13	$150,000
2012	20128954	Connecticut Audubon Society Inc	509a(1)		2,500		2,500		0		
2012	20128955	Connecticut Audubon Society Inc	509a(1)		2,500		2,500		0		
2012	20128981	Cornell University	509a(1)		103,522		103,522		0		
2012	20128968	Corporation for the Advancement of Policy Evaluation	509a(1)		49,796		49,796		0		
2011	20118715	Council on Foreign Relations, Inc.	509a(1)	200,000	0		200,000		0		
2012	20128836	Council on Foreign Relations, Inc	509a(1)		300,000		150,000		150,000	3/21/13	$150,000
2012	20129052	Council on Foreign Relations, Inc	509a(1)		500		500		0		
2012	20128874	Crystal Coast Hospice House	509a(1)		10,000		10,000		0		
2012	20128858	Cystic Fibrosis Foundation	509a(1)		500,000		500,000		0		
2012	20128952	Cystic Fibrosis Foundation	509a(1)		2,500		2,500		0		
2012	20129030	Danbury Animal Welfare Society, Inc	509a(1)		500		500		0		
2012	20128957	Delmarva Ornithological Society	509a(2)		1,000		1,000		0		
2012	20128852	Dorothy Day Hospitality House Inc	509a(1)		5,000		5,000		0		
2009	20087939	Duke University	509a(1)		0	1,225	0		0		
2012	20129027	Duke University	509a(1)		25,000		25,000		0		
2012	20129034	Duke University	509a(1)		60,000		60,000		0		
2012	20128824	Electric Infrastructure Security Council	509a(1)		150,000		150,000		0		
2012	20128969	Fidelity Charitable Gift Fund	509a(1)		40,000		40,000		0		
2012	20128844	Filmmakers Collaborative	509a(1)		200,000		200,000		0		
2012	20128989	First Presbyterian Church	509a(1)		3,500		3,500		0		
2012	20128970	Florida International University Foundation Inc	509a(1)		20,000		20,000		0		
2012	20129061	Foundation Center	509a(1)		15,000		15,000		0		
2012	20128934	Foundation for Afghanistan	509a(1)		2,000		2,000		0		
2012	20128902	Free to Choose Network	509a(1)		100,000		100,000		0		
2010	20108307	Freedom House	509a(1)		0	3,652	0		0		
2010	20108371	Freedom House	509a(1)	41,250	0		41,250		0		
2012	20128888	Freedom House	509a(1)		330,000		165,000		165,000	8/15/13	$165,000
2012	20129068	Friends of New Beginnings Family Academy Inc	509a(3)		7,500		7,500		0		
2012	20129017	Friends of The American University of Afghanistan	509a(1)		5,000		5,000		0		
2012	20128937	George C. Marshall Foundation	509a(1)		10,000		10,000		0		
2012	20128802	George Mason University	509a(1)		7,500		7,500		0		
2010	20098858	Georgetown University	509a(1)		0	371	0		0		
2012	20128804	Georgetown University	509a(1)		7,500		7,500		0		
2012	20128805	Georgetown University	509a(1)		7,500		7,500		0		
2012	20128933	Georgetown University	509a(1)		1,500		1,500		0		
2012	20129020	Georgetown University	509a(1)		25,000		25,000		0		
2012	20128986	Girl CHARGE	509a(1)		1,000		1,000		0		
2012	20128848	Grand Teton National Park Foundation	509a(1)		5,000		5,000		0		
2012	20129059	Guilford College	509a(1)		10,000		10,000		0		
2012	20129065	Handy Dandy Handyman	509a(1)		7,500		7,500		0		

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2008	20077791	Harvard University	509a(1)		0	9,228	0		0	
2012	20128793	Harvard University	509a(1)		190,146		108,532		81,614	3/13/13 $81,614
2012	20128797	Harvard University	509a(1)		394,074		298,296		95,778	6/1/13 $95,778
2012	20128899	Harvard University	509a(1)		300,000		150,000		150,000	8/15/13 $150,000
2012	20128973	Harvard University	509a(1)		47,823		47,823		0	
2012	20128866	Hoover Institution	509a(1)		240,000		120,000		120,000	9/15/13 $120,000
2012	20128915	Hopital Albert Schweitzer	509a(1)		2,500		2,500		0	
2012	20128827	Hudson Institute, Inc	509a(1)		200,000		200,000		0	
2012	20128828	Hudson Institute, Inc	509a(1)		100,000		50,000		50,000	8/15/13 $50,000
2012	20128864	Hudson Institute, Inc	509a(1)		240,000		120,000		120,000	8/31/13 $120,000
2012	20128907	Hudson Institute, Inc	509a(1)		120,000		60,000		60,000	8/15/13 $60,000
2012	20129004	Hudson Institute, Inc.	509a(1)		150,000		75,000		75,000	11/15/13 $75,000
2012	20129008	Hudson Institute, Inc	509a(1)		100,000		100,000		0	
2012	20129018	Hudson Institute, Inc	509a(1)		44,495		44,495		0	
2012	20129019	Hudson Institute, Inc	509a(1)		200,000		100,000		100,000	11/15/13 $100,000
2012	20128982	ideas42	509a(1)		398,761		263,296		135,465	12/1/13 $135,465
2012	20128826	Indiana University	509a(1)		150,000		150,000		0	
2012	20129010	Institute for the Analysis of Global Security	509a(1)		200,000		200,000		0	
2012	20129066	Integrated Refugee & Immigrant Services	509a(1)		7,500		7,500		0	
2012	20128790	International Arts and Artists Inc	509a(2)		3,000		3,000		0	
2012	20129073	Joey Dipaolo AIDS Foundation, Inc	509a(1)		7,500		7,500		0	
2012	20128960	John F Kennedy Center for the Performing Arts	509a(1)		15,000		15,000		0	
2008	20088113	Johns Hopkins University	509a(1)		0	8	0		0	
2012	20118720	Johns Hopkins University	509a(1)		50,000		50,000		0	
2012	20128876	Johns Hopkins University	509a(1)		25,000		25,000		0	
2012	20128914	Johns Hopkins University	509a(1)		150,000		75,000		75,000	8/15/13 $75,000
2012	20129003	Johns Hopkins University	509a(1)		843,484		419,448		424,036	11/15/13 $424,036
2012	20128906	Juvenile Diabetes Research Foundation International	509a(1)		500		500		0	
2012	20128859	King's College London	509a(1)		15,000		15,000		0	
2012	20128922	Lexington Institute	509a(1)		150,000		150,000		0	
2012	20129067	Make a Home Foundation, Inc	509a(1)		7,500		7,500		0	
2012	20128964	Manhattan Institute for Policy Research, Inc	509a(1)		50,000		50,000		0	
2012	20128806	Massachusetts Institute of Technology	509a(1)		7,500		7,500		0	
2012	20128966	Massachusetts Institute of Technology	509a(1)		25,000		25,000		0	
2012	20128944	McLean Hospital	509a(1)		20,000		20,000		0	
2011	20118708	MDRC	509a(1)	125,000	0		125,000		0	
2012	20118765	National Bureau of Economic Research, Inc	509a(1)		216,156		216,156		0	
2012	20128792	National Bureau of Economic Research, Inc	509a(1)		268,824		268,824		0	
2012	20128886	National Bureau of Economic Research, Inc	509a(1)		68,393		68,393		0	
2012	20129046	National Bureau of Economic Research, Inc	509a(1)		20,000		20,000		0	
2011	20118724	National Strategy Information Center, Inc.	509a(1)	100,000	0		100,000		0	
2012	20128924	NBI Foundation USA Inc	509a(1)		100,000		100,000		0	
2011	20118741	New America Foundation	509a(1)	125,000	0		125,000		0	
2012	20128949	New Global Citizens	509a(1)		5,000		5,000		0	
2012	20128856	New Haven Urban Resources Initiative Inc	509a(1)		2,500		2,500		0	
2012	20128897	New Institute for Public Administration	509a(1)		50,000		50,000		0	
2012	20128816	New York Law School	509a(1)		100,000		100,000		0	
2012	20128951	North Carolina Coastal Federation, Inc	509a(1)		2,500		2,500		0	
2011	20118617	Northwestern University	509a(1)	200,000	0		100,000		100,000	6/21/13 $100,000
2012	20118624	Northwestern University	509a(1)		49,999		49,999		0	
2012	20129058	Online Journalism Project Inc	509a(1)		10,000		10,000		0	
2012	20128867	Pacific Forum CSIS	509a(1)		230,000		115,000		115,000	8/31/13 $115,000
2012	20128917	Peterson Institute for International Economics	509a(1)		200,000		200,000		0	
2008	20087765	Princeton University	509a(1)		0	42	0		0	

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2010	20108475	Princeton University	509a(1)		0	172	0		0	
2011	20118561	Princeton University	509a(1)	250,000	0		250,000		0	
2012	20128807	Princeton University	509a(1)		7,500		7,500		0	
2012	20128850	Protestant Episcopal High School In Virginia	509a(1)		5,000		5,000		0	
2012	20128985	Public Policy Institute of California	509a(1)		400,000		200,000		200,000	11/1/13 $200,000
2012	20129069	Reading Connections, Inc.	509a(1)		7,500		7,500		0	
2012	20129057	ReadWorks, Inc	509a(1)		50,000		50,000		0	
2012	20128987	Red Dog Farm Animal Rescue Network	509a(1)		5,000		5,000		0	
2011	20118524	Resources for the Future	509a(1)	50,764	0		50,764		0	
2012	20128994	Royal United Services Institute	509a(1)		150,000		150,000		0	
2012	20128808	Rutgers University	509a(1)		7,500		7,500		0	
2012	20129028	Saint Joseph's Parish	509a(1)		1,000		1,000		0	
2012	20128938	Sandy Creek Baptist Church	509a(1)		10,000		10,000		0	
2012	20129060	Sandy Creek Baptist Church	509a(1)		10,000		10,000		0	
2012	20128950	Save the Children Federation, Inc	509a(1)		5,000		5,000		0	
2012	20128929	Sculpture Space, Inc	509a(1)		2,000		2,000		0	
2010	20108364	Small Wars Foundation	509a(1)	31,350	0		31,350		0	
2012	20128892	Small Wars Foundation	509a(1)		150,000		75,000		75,000	8/15/13 $75,000
2012	20128789	Society for the Arts Ltd	509a(2)		3,000		3,000		0	
2012	20128930	Society for the Arts Ltd	509a(2)		6,000		6,000		0	
2012	20128935	Society for the Prevention of Cruelty to Animals of the Triad	509a(2)		10,000		10,000		0	
2012	20128869	SoundWaters	509a(1)		5,000		5,000		0	
2012	20128962	Southern Center for International Studies	509a(1)		50,000		50,000		0	
2007	20077719	Southern Connecticut State University	509a(1)		0	3,021	0		0	
2012	20129031	Special Spaces Inc.	509a(1)		1,000		1,000		0	
2011	20118632	Spirit of America	509a(1)	60,000	0		60,000		0	
2012	20129071	Spirit of America	509a(1)		7,500		7,500		0	
2012	20128851	St Barnabas Episcopal Church	509a(1)		25,000		25,000		0	
2012	20128880	Stanford Law School	509a(1)		150,000		150,000		0	
2011	20118707	Stanford University	509a(1)	437,637	0		437,637		0	
2012	20129042	Stanford University	509a(1)		34,163		34,163		0	
2012	20128931	Stone Quarry Hill Art Park, Inc	509a(1)		3,000		3,000		0	
2012	20128893	Stony Brook Foundation, Inc	509a(1)		20,000		20,000		0	
2011	20118554	Texas A&M University	509a(1)		0	2,265	0		0	
2012	20129040	The American Ditchley Foundation	509a(2)		1,000		1,000		0	
2012	20129023	The American Society of the Most Venerable Order of the Hospital of St John of Jeru	509a(1)		2,500		2,500		0	
2012	20128953	The Arts Council of Moore County, Inc	509a(1)		10,000		10,000		0	
2012	20128868	The Atlantic Council of the United States, Inc	509a(1)		49,909		49,909		0	
2012	20129056	The Bridgeport Ladies Charitable Society Inc	509a(1)		5,000		5,000		0	
2011	20118629	The Campaign Finance Institute	509a(1)	250,000	0		250,000		0	
2012	20128942	The Center for Democracy and Human Rights in Saudi Arabia	509a(1)		10,000		10,000		0	
2011	20118562	The College of William & Mary	509a(1)	75,000	0		0		75,000	5/1/13 $75,000
2012	20129036	The College of William & Mary	509a(1)		5,000		5,000		0	
2012	20128947	The Colorado College	509a(1)		5,000		5,000		0	
2012	20128948	The Colorado College	509a(1)		5,000		5,000		0	
2012	20128889	The Dui Hua Foundation	509a(1)		300,000		150,000		150,000	10/15/13 $150,000
2012	20128870	The Educational Foundation, Inc	509a(1)		5,000		5,000		0	
2012	20128803	The George Washington University	509a(1)		7,500		7,500		0	
2012	20128825	The George Washington University	509a(1)		125,000		125,000		0	
2011	20118564	The German Marshall Fund of the United States	509a(1)	250,000	0		250,000		0	
2012	20128843	The German Marshall Fund of the United States	509a(1)		150,000		150,000		0	
2012	20128863	The Global Fairness Initiative	509a(1)		10,000		10,000		0	
2012	20128833	The Institute for Foreign Policy Analysis, Inc	509a(1)		150,000		150,000		0	
2012	20129000	The Institute for Foreign Policy Analysis, Inc	509a(1)		150,000		150,000		0	

SMITH RICHARDSON FOUNDATION, INC.
EIN: 56-0611550
FORM 990-PF - GRANTS-IN-PAID AND UNPAID GRANTS
DECEMBER 31 ,2012

Year Awarded	Grant Number	Organization	Tax ID	Unpaid 2011	Grants Awarded 2012	Grants Returned 2012	Grants Paid 2012	Grants Cancelled 2012	Unpaid Grants 2012	Grants Due Date
2011	20118560	The Institute for State Effectiveness	509a(1)	250,000	0		250,000		0	
2012	20128818	The Institute for the Study of War	509a(1)		275,000		275,000		0	
2012	20128865	The Jamestown Foundation	509a(1)		160,000		80,000		80,000	8/31/13 $80,000
2012	20128891	The Jamestown Foundation	509a(1)		600,000		300,000		300,000	8/31/13 $300,000
2012	20129009	The Jamestown Foundation	509a(1)		150,000		150,000		0	
2012	20129055	The Jamestown Foundation	509a(1)		49,875		49,875		0	
2012	20128830	The Marine Corps University Foundation	509a(3)		125,000		125,000		0	
2012	20128956	The Maritime Aquarium	509a(1)		20,000		20,000		0	
2010	20108301	The Maureen and Mike Mansfield Foundation	509a(1)		0	724	0		0	
2012	20128862	The Maureen and Mike Mansfield Foundation	509a(1)		20,000		20,000		0	
2012	20128819	The Middle East Institute	509a(2)		100,000		100,000		0	
2004	20044023	The Miller Center Foundation	509a(1)		0	44,142	0		0	
2012	20128861	The National Bureau of Asian Research	509a(1)		50,000		50,000		0	
2012	20129011	The National Bureau of Asian Research	509a(1)		200,000		100,000		100,000	11/15/13 $100,000
2011	2E+07	The Nonproliferation Policy Education Center, Inc	509a(1)	150,000	0		150,000		0	
2012	20128979	The Nonproliferation Policy Education Center, Inc	509a(1)		50,000		50,000		0	
2012	20128932	The Polish Institute of Arts & Sciences in America, Inc	509a(1)		3,000		3,000		0	
2012	20128838	The Potomac Foundation	509a(1)		192,500		96,250		96,250	5/15/13 $96,250
2010	20108315	The RAND Corporation	509a(1)		0	818	0		0	
2012	20128815	The RAND Corporation	509a(1)		212,264		212,264		0	
2012	20128831	The RAND Corporation	509a(1)		175,000		175,000		0	
2012	20128912	The RAND Corporation	509a(1)		200,000		200,000		0	
2012	20128918	The RAND Corporation	509a(1)		200,000		200,000		0	
2012	20128965	The RAND Corporation	509a(1)		50,000		50,000		0	
2012	20128997	The RAND Corporation	509a(1)		150,000		150,000		0	
2012	20129070	The Servant Center, Inc	509a(1)		7,500		7,500		0	
2009	20098746	The University of Texas at Austin	509a(1)		0	369	0		0	
2006	20065747	The University of Texas at Dallas	509a(1)		0	202	0		0	
2010	20108434	The University of Texas at Dallas	509a(1)	51,485	0		51,485		0	
2011	20118570	The University System of Maryland Foundation, Inc	509a(1)	300,000	0		300,000		0	
2012	20128974	The University System of Maryland Foundation, Inc	509a(1)		12,954		12,954		0	
2012	20128794	The Urban Institute	509a(2)		750,000		500,000		250,000	2/24/14 $250,000
2012	20128971	The Versailles Foundation, Inc	509a(1)		2,500		2,500		0	
2012	20129053	The Washington Institute for Near East Policy	509a(1)		50,000		50,000		0	
2012	20129054	The Westminster Institute	509a(1)		23,927		23,927		0	
2012	20128887	The Wisconsin Project on Nuclear Arms Control	509a(1)		330,000		165,000		165,000	8/31/13 $165,000
2012	20128832	The Woodrow Wilson International Center for Scholars	509a(1)		150,000		150,000		0	
2012	20129072	Tristan's Quest Inc	509a(1)		7,500		7,500		0	
2012	20128809	Tufts University	509a(1)		7,500		7,500		0	
2012	20128854	Union College	509a(1)		10,000		10,000		0	
2012	20128923	Union College	509a(1)		10,000		10,000		0	
2012	20129025	Union College	509a(1)		10,000		10,000		0	
2010	20108289	United States Military Academy	509a(1)	142,571	0		142,571		0	
2012	20118747	University of Arkansas	509a(1)		152,112		107,681		44,431	3/1/13 $44,431
2012	20128810	University of California, Berkeley	509a(1)		7,500		7,500		0	
2012	20128811	University of California, Berkeley	509a(1)		7,500		7,500		0	
2008	20087752	University of California, Los Angeles	509a(1)		0	332	0		0	
2012	20128812	University of California, San Diego	509a(1)		7,500		7,500		0	
2012	20128890	University of California, San Diego	509a(1)		250,000		150,000		100,000	6/25/13 $100,000
2012	20129037	University of Chicago	509a(1)		3,000		3,000		0	
2012	20129039	University of Chicago	509a(1)		1,000		1,000		0	
2012	20128898	University of Colorado, Colorado Springs	509a(1)		25,000		25,000		0	
2011	20118746	University of Maryland	509a(1)		50,000		50,000		0	
2012	20128882	University of Michigan	509a(1)		151,319		151,319		0	

SMITH RICHARDSON FOUNDATION, INC.
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DECEMBER 31 ,2012

Year Awarded	Grant Number	Organization	Tax ID	Unpaid 2011	Grants Awarded 2012	Grants Returned 2012	Grants Paid 2012	Grants Cancelled 2012	Unpaid Grants 2012	Grants Due Date
2012	20128849	University of North Carolina at Chapel Hill	509a(1)		5,000		5,000		0	
2012	20128872	University of North Carolina at Chapel Hill	509a(1)		10,000		10,000		0	
2012	20129005	University of North Carolina at Chapel Hill	509a(1)		150,000		75,000		75,000	11/30/13 $75,000
2011	20118537	University of Pennsylvania	509a(1)	60,955	0		60,955		0	
2012	20128879	University of Pennsylvania	509a(1)		50,000		50,000		0	
2012	20129032	University of San Diego	509a(1)		60,000		60,000		0	
2012	20128977	University of Southern California	509a(2)		153,365		71,172		82,193	11/1/13 $82,193
2011	20118737	University of Toronto	509a(1)	100,000	0		100,000		0	
2011	20118769	University of Virginia	509a(1)	49,722	0		49,722		0	
2012	20128992	University of Virginia	509a(1)		165,490		63,893		101,597	11/1/13 $101,597
2010	20108290	University of Virginia Law School Foundation	509a(1)	161,600	0		79,600		82,000	6/15/13 $82,000
2012	20128813	University of Wisconsin-Madison	509a(1)		7,500		7,500		0	
2012	20128958	Upper Connecticut Valley Community Coalition Inc	509a(1)		1,000		1,000		0	
2012	20128961	Upper Valley Arts	509a(1)		10,000		10,000		0	
2012	20118772	Urban Education Exchange, Inc	509a(1)		50,000		50,000		0	
2012	20128959	Vermont Public Radio	509a(1)		15,000		15,000		0	
2012	20129041	Vermont Public Radio	509a(1)		10,000		10,000		0	
2012	20129047	Vermont Public Radio	509a(1)		10,000		10,000		0	
2012	20128984	Washington University in St Louis	509a(1)		400,000		200,000		200,000	11/1/13 $200,000
2012	20128926	Western Guilford High School Boosters Club	509a(1)		10,000		10,000		0	
2012	20128939	Westover Presbyterian Church, Inc	509a(1)		15,000		15,000		0	
2012	20128941	Wildlife Rescue League	509a(1)		2,500		2,500		0	
2012	20129074	Women Corporate Directors Education and Development Foundation, Inc.	509a(1)		7,000		7,000		0	
2012	20128901	World Organization for Resource Development and Education	509a(1)		80,000		80,000		0	
2012	20128875	Wounded Warrior Project, Inc.	509a(1)		2,000		2,000		0	
2012	20129024	Yale Center for British Art	509a(1)		2,500		2,500		0	
2010	20108291	Yale University	509a(1)	213,019	0		213,019		0	
2007	20054881	Yale University Press	509a(1)	150,000	0		0		150,000	9/30/13 $150,000
2012	20128988	YMCA of Norwalk, Inc	509a(1)		20,000		20,000		0	
2012	20128943	Young Life	509a(1)		500		500		0	
2012	20128940	Youth for Christ USA, Inc	509a(1)		5,000		5,000		0	
2012	20128946	Zero to Three- National Center for Infants, Toddlers and Families	509a(2)		5,000		5,000		0	0
		Total Before Recoveries, Flow Through Grants, and Capital Endowment Grants		4,956,099	20,091,620	159,756	19,870,412	-	5,177,307	
		Flow through Grants to Grace Jones Richardson Testamentary Trust			711,000		711,000			
				4,956,099	20,802,620	159,756	20,581,412	-	5,177,307	

Disposal of assets used (or held for use) directly in carrying out charitable purposes	0
Recoveries of amounts treated as qualifying distributions (990-PF, Page 8, Part XI, Line 4)	159,756

Grants approved prior to 2012 for future payment	557,000
Grants approved during 2012 for future payment	4,620,307
	5,177,307

SMITH RICHARDSON FOUNDATION, INC.
REALIZED GAINS AND LOSSES
FOR TAX INVESTMENT INCOME
FORM 990-PF, PAGE 3, PART IV, LINE 1A
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FROM 01-01-12 THROUGH 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-22-05	01-31-12	316 540	N T Int'l Equity Index Portfolio (biei x)	3,665 53	2,437 33		-1,228 20
04-22-05	01-31-12	48 410	N T Gvmnt Securities Portfolio Cl A(busa)	951 74	974 93		23 19
12-29-03	01-31-12	112 150	N T Institutional FDS (R93F) (beia x)	1,604 87	1,462 40		-142 47
02-20-03	01-31-12	210 120	N T. Large Cap Value Fund (nolv x)	1,846 95	1,949 87		102 92
12-21-05	01-31-12	434 590	N T. Diversified Growth Portfolio (bdva x)	3,281 16	2,924 80		-356 36
04-22-05	02-29-12	310 320	N T Int'l Equity Index Portfolio (biei x)	3,593 51	2,510 46		-1,083 05
04-22-05	02-29-12	49.930	N T. Gvmnt Securities Portfolio Cl A(busa)	981 62	1,004 18		22 56
12-29-03	02-29-12	111 000	N T Institutional FDS (R93F) (beia.x)	1,588 41	1,506 27		-82 14
02-20-03	02-29-12	207 910	N T Large Cap Value Fund (nolv.x)	1,827 53	2,008 36		180 83
12-21-05	02-29-12	422 520	N T Diversified Growth Portfolio (bdva x)	3,190 03	3,012 55		-177 48
04-22-05	03-30-12	309 550	N T. Int'l Equity Index Portfolio (biei.x)	3,584.59	2,510 46		-1,074 13
04-22-05	03-30-12	50.110	N.T. Gvmnt Securities Portfolio Cl A(busa)	985 16	1,004.18		19 02
12-29-03	03-30-12	107 510	N T Institutional FDS (R93F) (beia.x)	1,538 47	1,506 27		-32 20
02-20-03	03-30-12	203 280	N T. Large Cap Value Fund (nolv.x)	1,786 83	2,008 36		221 53
12-21-05	03-30-12	407.650	N.T Diversified Growth Portfolio (bdva.x)	3,077 76	3,012 55		-65 21
04-22-05	04-30-12	316 580	N T Int'l Equity Index Portfolio (biei.x)	3,666 00	2,510.46		-1,155 54
04-22-05	04-30-12	49 890	N.T. Gvmnt Securities Portfolio Cl A(busa)	980 84	1,004 18		23 34
12-29-03	04-30-12	108 210	N T Institutional FDS (R93F) (beia x)	1,548 48	1,506 27		-42 21
02-20-03	04-30-12	206 200	N T Large Cap Value Fund (nolv.x)	1,812 50	2,008 36		195 86
12-21-05	04-30-12	212 742	N T Diversified Growth Portfolio (bdva x)	1,606 20	1,559 40		-46 80
12-21-05	04-30-12	198 248	N.T. Diversified Growth Portfolio (bdva x)	1,496 78	1,453 15		-43 63
04-22-05	05-31-12	356 600	N T Int'l Equity Index Portfolio (biei.x)	4,129 43	2,510 46		-1,618.97
04-22-05	05-31-12	49.710	N.T Gvmnt Securities Portfolio Cl A(busa)	977 30	1,004.18		26.88
12-29-03	05-31-12	115 780	N T Institutional FDS (R93F) (beia x)	1,656 81	1,506 27		-150 54
02-20-03	05-31-12	223 650	N T Large Cap Value Fund (nolv x)	1,965 88	2,008 36		42 48
12-21-05	05-31-12	439 150	N T Diversified Growth Portfolio (bdva x)	3,315 60	3,012 55		-303.05

SMITH RICHARDSON FOUNDATION, INC.
REALIZED GAINS AND LOSSES
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FROM 01-01-12 THROUGH 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-22-05	06-29-12	332 510	N.T Int'l Equity Index Portfolio (biei x)	3,850 47	2,510 46		-1,340 01
04-22-05	06-29-12	0 260	N T Gvmnt Securities Portfolio Cl A(busa)	5 11	5 25		0 14
04-27-05	06-29-12	49 500	N T Gvmnt Securities Portfolio Cl A(busa)	970 18	998 93		28 75
12-29-03	06-29-12	111 160	N T. Institutional FDS (R93F) (beia x)	1,590 70	1,506 27		-84 43
02-20-03	06-29-12	214 800	N T Large Cap Value Fund (nolv x)	1,888 09	2,008 36		120 27
12-21-05	06-29-12	197.332	N T Diversified Growth Portfolio (bdva x)	1,489 86	1,410 91		-78.95
11-21-06	06-29-12	224 008	N T Diversified Growth Portfolio (bdva x)	1,812 23	1,601 64		-210 59
04-22-05	07-31-12	332 070	N T Int'l Equity Index Portfolio (biei x)	3,845 37	2,510 46		-1,334 91
04-27-05	07-31-12	20 940	N T. Gvmnt Securities Portfolio Cl A(busa)	410 41	424 88		14.47
05-24-05	07-31-12	28 550	N T. Gvmnt Securities Portfolio Cl A(busa)	561 01	579 30		18 29
12-29-03	07-31-12	109 630	N.T. Institutional FDS (R93F) (beia x)	1,568 81	1,506 27		-62 54
02-20-03	07-31-12	210 960	N T. Large Cap Value Fund (nolv x)	1,854 34	2,008 36		154.02
11-21-06	07-31-12	405 460	N T. Diversified Growth Portfolio (bdva x)	3,280 17	3,012 55		-267.62
04-22-05	08-31-12	321 440	N T. Int'l Equity Index Portfolio (biei.x)	3,722 28	2,510 46		-1,211 82
05-24-05	08-31-12	27 230	N.T Gvmnt Securities Portfolio Cl A(busa)	535 07	552 74		17.67
06-24-05	08-31-12	22 240	N T. Gvmnt Securities Portfolio Cl A(busa)	437 94	451 44		13 50
12-29-03	08-31-12	107 820	N T Institutional FDS (R93F) (beia x)	1,542 90	1,506 27		-36 63
02-20-03	08-31-12	204.730	N T Large Cap Value Fund (nolv.x)	1,799 58	2,008 36		208 78
11-21-06	08-31-12	395 350	N.T. Diversified Growth Portfolio (bdva x)	3,198 38	3,012 55		-185 83
04-22-05	09-28-12	312 640	N.T Int'l Equity Index Portfolio (biei.x)	3,620 37	2,510 46		-1,109.91
06-24-05	09-28-12	34 510	N T Gvmnt Securities Portfolio Cl A(busa)	679.55	704 64		25 09
07-25-05	09-28-12	14.670	N T Gvmnt Securities Portfolio Cl A(busa)	286 34	299 54		13.20
12-29-03	09-28-12	105 110	N T. Institutional FDS (R93F) (beia x)	1,504 12	1,506 27		2 15
02-20-03	09-28-12	199.640	N.T. Large Cap Value Fund (nolv.x)	1,754 84	2,008 36		253 52
11-21-06	09-28-12	383 760	N.T. Diversified Growth Portfolio (bdva x)	3,104 62	3,012 55		-92 07
04-22-05	10-31-12	216 410	N T Int'l Equity Index Portfolio (biei x)	2,506 03	1,755 09		-750.94

SMITH RICHARDSON FOUNDATION, INC.
REALIZED GAINS AND LOSSES
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FORM 990-PF, PAGE 3, PART IV, LINE 1A
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FROM 01-01-12 THROUGH 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-21-05	10-31-12	93.140	N T Int'l Equity Index Portfolio (biei x)	1,185 68	755 37		-430 31
02-20-03	10-31-12	203 070	N T. Large Cap Value Fund (nolv x)	1,784 99	2,008 36		223.37
11-21-06	10-31-12	394 310	N T Diversified Growth Portfolio (bdva x)	3,189 97	3,012 55		-177.42
12-29-03	10-31-12	107 130	N T. Institutional FDS (R93F) (beia x)	1,533 03	1,506 27		-26 76
10-31-12	11-05-12	97 590	NT Short Intermediate US Gov't (nsiu.x)	992 85	1,004 18	11 33	
10-31-12	11-30-12	97.400	NT Short Intermediate US Gov't (nsiu x)	990 92	1,004 18	13 26	
11-14-12	11-30-12	246 120	NT International Equity Index Fd (noin x)	3,044 08	2,510 46	-533 62	
10-31-12	11-30-12	41.550	NT Stock Index FD (nosi x)	775 79	732 94	-42 85	
11-14-12	11-30-12	43 840	NT Stock Index FD (nosi x)	750 09	773 33	23 24	
11-13-12	11-30-12	193 110	NT Large Cap Equity Fund (noge x)	2,719 12	3,012 55	293 43	
02-20-03	11-30-12	202 660	N T. Large Cap Value Fund (nolv.x)	1,781 38	2,008 36		226 98
10-31-12	12-31-12	100.220	NT Short Intermediate US Gov't (nsiu x)	1,019 61	1,004 18	-15 43	
11-14-12	12-31-12	242 790	NT International Equity Index Fd (noin x)	3,002 90	2,510 46	-492 44	
11-14-12	12-31-12	85.200	NT Stock Index FD (nosi x)	1,457 76	1,506 27	48 51	
11-13-12	12-31-12	192 870	NT Large Cap Equity Fund (noge x)	2,715 74	3,012 55	296 81	
02-20-03	12-31-12	206.830	N.T Large Cap Valuc Fund (nolv x)	1,818 04	2,008 36		190 32
TOTAL GAINS						686 57	2,369.13
TOTAL LOSSES						-1,084.34	-15,002 71
				133,240 70	120,209 35	-397 77	-12,633 58

CAPITAL GAIN DISTRIBUTIONS

01-17-12	WinStar Communications Inc Common Stock		18 80
05-14-12	Bayer AG		74 86
05-21-12	Adelphia Communication		17,745 25
05-24-12	Adelphia Communication		4,481 02
05-24-12	Adelphia Communication		4,481.02
06-12-12	Hollinger International Inc		104,003.91
06-12-12	Tyco International		18 68
07-24-12	Royal Dutch Perto Shell		38 99
08-22-12	Hollinger International Inc		2,407.21
08-27-12	Adelphia Communication		578 81
09-17-12	Adelphia Communication		1,419.18
10-29-12	N.T. Gvmnt Securities Portfolio Cl A(busa)	1,782 60	
12-17-12	IPO Securities		2,345 00
12-17-12	IPO Securities		96,918.45

SMITH RICHARDSON FOUNDATION, INC.
REALIZED GAINS AND LOSSES
FOR TAX INVESTMENT INCOME
FORM 990-PF, PAGE 3, PART IV, LINE 1A
EIN: 56-0611550
FROM 01-01-12 THROUGH 12-31-12

						Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Proceeds**	**Short Term**	**Long Term**
	12-20-12		NT Short Intermediate US Gov't (nsiu x)				383.48
	12-20-12		NT Short Intermediate US Gov't (nsiu.x)			2,937.23	
	12-20-12		NT Short Intermediate US Gov't (nsiu.x)			2,137.39	
	12-20-12		NT Short Intermediate US Gov't (nsiu.x)				279.05
TOTAL DISTRIBUTIONS						6,857 22	235,193 71
						6,459.45	**222,560.13**

S[illegible] RICHARDSON FOUNDATION, INC.
EIN #56-0611550
For the Year Ended December 31, 2012

Form 990-PF, Page 6, Part VIII, Line 1 - Officers, Directors, Trustees, Foundation Managers and Their Compensation

(a) Name and address	(b) Title or Position	Time Devoted	(c) Compensation Salary or Fees*	(d) Contributions to employee benefit plans & deferred comp.	(e) Expense account, other allowances
Michael Blair New York, NY	Trustee, Audit & Compensation Cmt.	1	0	0	0
Karla Frank Greensboro, NC	Assistant Secretary	38 hours	117,451	59,289	0
Ross Hemphill Greensboro, NC	VP & Chief Financial Officer	45 hours	339,814	83,342	0
W.Winburne King III Greensboro, NC	Trustee, General Counsel, Co-Chief Investment Officer	52 hours	592,039	77,982	0
Dr. Arvid R. Nelson New Haven, CT	Trustee, Secretary, Audit Cmt Chairman	22 hours	50,000 *	0	0
Adele Richardson Ray Pittsboro, NC	Trustee, Grants Committee	1	0	0	0
Lundsford Richardson Jr. Norwalk, CT	Trustee, Audit & Grants Committee	1	0	0	0
P.L Richardson Westport, CT	Chairman of the Trustees, President & Co-Chief Investment Officer, Grants Committee Chairman	46 hours	949,549	241,222 (1)	0
Stuart S Richardson Easton, CT	Vice Chairman of the Trustees, Investment Committee	1	0	0	0
Tyler B. Richardson Greensboro, NC	Trustee, Investment Committee	1	0	0	0
Gary Smith Greensboro, NC	Compensation Cmt Chair, Audit Cmt member	1	0	0	0
E. William Stetson III Norwich, CT	Trustee, Grants Committee	1	0	0	0

S[illegible] RICHARDSON FOUNDATION, INC.
EIN #56-0611550
For the Year Ended December 31, 2012

Form 990-PF, Page 6, Part VIII, Line 1 - Officers, Directors, Trustees, Foundation Managers and Their Compensation

(a) Name and address	(b) Title or Position	Time Devoted	(c) Compensation Salary or Fees*	(d) Contributions to employee benefit plans & deferred comp	(e) Expense account, other allowances
Dr. Marin Strmecki Easton, CT	Senior Vice-President, Director of Programs	50 hours	415,537	84,440	0
			$ 2,464,390	$ 546,276	0

Less:

Amount reimbursed for services provided to Moorings Capital, LLC (2)	1,174,822
Amount reimbursed for services provided to The H. Smith Richardson Charitable Trust (3)	264,950
Form 990PF Part VIII	$ 1,024,618

(1) The amount reported above includes an estimate of the value of unvested retirement benefits that accrued during 2011 under an unfunded supplemental retirement plan. The cost estimate reflects the portion of the retirement benefits allocable to the employee's service during the year. See Statement 16

(2) Moorings Capital LLC is an investment partnership entirely owned by tax-exempt entitites. Smith Richardson Foundation, Inc.'s ownership is 69.96%

(3) The H. Smith Richardson Charitable Trust is a tax-exempt private non-operating Foundation.

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
Form 990-PF, Page 9, Part XIII Line 4c
December 31, 2012

Foundation Trustees hereby elect under Treasury Regulation Section 53.4942(a)-3(d)(2) to treat $2,176,000 of grants made in 2012 as a distribution from corpus.

The Grace Jones Richardson Trust
P. O. Box 20124
Greensboro, North Carolina 27420

October 10, 2013

Mr. Ross Hemphill
Smith Richardson Foundation, Inc.
701 Green Valley Road, Third Floor
Greensboro, NC 27408

Dear Ross:

We received $794,000 from the Smith Richardson Foundation, Inc. in 2011 to be used for flow-through grants. We understand that Smith Richardson Foundation, Inc. will take these grants as a qualifying distribution on their 2011 Form 990PF. We further understand that under the terms of our agreement with the Smith Richardson Foundation, Inc., we will redistribute all funds from this grant to qualifying grantees (as defined below) no later than December 31, 2012. From the grant we received in 2011, we expended $666,934 in 2011 from our corpus for qualifying flow-through grants. In 2012, we expended the remaining $127,066 from this grant from our corpus for qualifying flow-through grants.

We received $711,000 from the Smith Richardson Foundation, Inc. in 2012 to be used for flow-through grants. We understand that Smith Richardson Foundation, Inc. will take these grants as a qualifying distribution on their 2012 Form 990PF. We further understand that under the terms of our agreement with the Smith Richardson Foundation, Inc., we will redistribute all funds from this grant to qualifying grantees (as defined below) no later than December 31, 2013. From the grant we received in 2012, we expended $597,084 in 2012 from our corpus for qualifying flow-through grants. In 2013, we expended the remaining $113,916 from this grant from our corpus for qualifying flow-through grants.

The attached schedule lists all flow-through grants made by the Grace Jones Richardson Trust in 2012. We have verified that each of these grantee organizations are listed as a 501(c)(3) organization in the Internal Revenue Service's Publication 78 or we have obtained a copy of their exemption letter from the IRS. We have obtained acknowledgements from the grantee organizations that they will comply with specific requirements when using these funds. These grants were generally unrestricted, but in every case were made to further the exempt purposes of the organizations.

A copy of our audited financial statement is attached. Upon completion, we will provide a copy of our 2012 990-PF. We have, and will maintain, copies of correspondence with these organizations, signed acknowledgement letters, and a copy of the organization's exemption letter or a volume and page number reference to its location in IRS Publication 78. We will maintain these records in our files for four years and they will be available for the Foundation to review.

Sincerely,

Louise

Louise Maultsby Bristol, Managing Director
Client Planning and Estate Administration
Piedmont Trust Company
For the Trustees

LMB/rg

Attachments

2012 Flow Through Grants

Grants Paid in 2012	Check #	Dollar Amount
The American Ireland Fund	6969	50,000 00
Silvermine Guild Arts Center	6599	44,000 00
Community of Jesus, Inc	6768	44,000 00
Brown University	6893	31,500 00
Marist College	6570	30,000 00
The Center for Urban Agriculture	6843	30,000 00
Temple of Understanding	6665	25,000 00
Gloriae Dei Artes Foundation	6572	24,000 00
Connecticut Audobon Society	6943	23,000 00
Tribal Link Foundation Inc	6585	22,000 00
Temple of Understanding	6586	22,000 00
Orleans Church Building Foundation Inc	6571	20,000 00
Carolina for Kibera, Inc	6578	20,000 00
Friends of Children, Inc	6772	20,000 00
Americares Inc	6971	20,000 00
Jewish Family Services Inc	6588	19,000 00
Partners in Health a Nonprofit	6577	15,000 00
Echoing Green Foundation	6602	15,000 00
Victory Programs, Inc	6630	15,000 00
Community Health Partners Inc	6804	15,000 00
Fairfield University	6815	12,500 00
Marist College	6675	12,000 00
Media Voices for Children	6900	12,000 00
OpenPlans Inc	6953	12,000 00
Helping Hands Ministries, Inc	6623	10,000 00
Planned Parenthood Hudson-Peconic Inc	6672	10,000 00
City Parks Foundation	6673	10,000 00
Center for Creative Leadership	6674	10,000 00
A-Home Community Enterprises Inc	6685	10,000 00
Harlem Children's Zone, Inc	6686	10,000 00
Billings Clinic Foundation	6699	10,000 00
American Society for the Prevention of	6748	10,000 00
Equality North Carolina Foundation	6794	10,000 00
American Theatre Wing	6847	10,000 00
Claremont Institute for the Study	6849	10,000 00
Music in Schools Today	6880	10,000 00
Transporation Alternatives, Inc	6928	10,000 00
Klamath Bird Observatory	6944	10,000 00
Trustees of Dartmouth College	6968	10,000 00
EarthJustice	6972	10,000 00
Chatham Outreach Alliance	6711	9,500 00
Aurora Theatre Company	6559	1,500 00
Berkeley Public Library Foundation	6560	1,500 00
		725,500.00

SMITH RICHARDSON FOUNDATION, INC.
Lake Point 701 Green Valley Road Suite 300 Greensboro, NC 27408
Telephone (336) 379-8600 Facsimile (336) 379-5580

Mailing Address
Post Office Box 29467
Greensboro, NC 27429-9467

November 16, 2012

NBI Foundation USA, Inc.
Lauretta Bruno, President
Bencivenga Ward & Co. CPA's, P.C.
420 Columbus Ave., Suite 304
Valhalla, NY 10595

Dear Ms. Bruno,

The Smith Richardson Foundation, Inc. is pleased to inform you that its Board of Trustees has approved a grant of $100,000 to NBI Foundation USA, Inc.

Since your organization and ours are private foundations, we must enter into an expenditure responsibility agreement.

Use of Funds

Our grant is in support of the Centre for Development and Enterprise project "The Democracy Consensus: Is There an Alternative to the Beijing Consensus Developing in the Democracies of the South" and must be expended for charitable, scientific, literary, educational purposes or religious needs as defined under Internal Revenue Code Section 501(c)(3). Any funds not so expended during the year the grant is received or the following year must be returned to the Smith Richardson Foundation, Inc. Funds may not be used to 1) carry on propaganda, or otherwise attempt to influence legislation; 2) influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registrative drive; 3) make an individual grant or regrant funds to another organization unless the requirements of IRC Section 4945 are met; 4) advance any purpose other than one specified in IRC Section 170(c)(2)(B). NBI Foundation USA, Inc. will obtain sufficient evidence to verify each grantee organization is tax exempt and qualifies as a 501(c)(3) organization. If the grantee is a foreign organization, NBI will provide (or obtain) sufficient evidence as defined in Treasury Regulation Section 53.4942(a)-3(a)(6) that the foreign grantee organization would be likely to qualify as a 501(c)(3) public charity under United States tax law.

Documentation Required (IRS Guidelines)

Each year that NBI Foundation USA, Inc. makes expenditures from the $100,000 Smith Richardson Foundation, Inc. flow-through grant, you will provide a copy of the annual 990-PF to the Smith Richardson Foundation, Inc. by June 30 of the following year, along with a brief letter describing all such grants and/or programs.

AS OF YEAR END DECEMBER 31, 2012, THE GRANTEE, NBI FOUNDATION USA, INC., HAS NOT REPORTED ANY EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC.

Payment Terms

Payments from Smith Richardson Foundation, Inc. to NBI Foundation USA, Inc. under this grant will be made as soon as possible following receipt of a signed copy of this agreement.

Sign and Return

If this agreement meets with your approval, please sign it and return one copy to us.

Acknowledged by:

Ron Hemphill	Lauretta Bruno
For Smith Richardson Foundation, Inc.	For NBI Foundation USA, Inc.
Nov 16, 2012	November 21, 2012
Date	Date

AS OF YEAR END DECEMBER 31, 2012, THE GRANTEE, NBI FOUNDATION USA, INC , HAS NOT REPORTED ANY EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC

SMITH RICHARDSON FOUNDATION, INC.

60 Jesup Road
Westport, CT 06880
Tel: (203) 222-6222
Fax: (203) 222-6282

August 12, 2012

Ms. Lauretta Bruno, President
NBI Foundation USA Inc.
Bencivenga Ward & Co. CPAs, P.C.
420 Columbus Avenue, Suite 304
Valhalla, NY 10595

Dear Ms. Bruno:

I am pleased to advise you that the Trustees of the Smith Richardson Foundation have approved a grant of $100,000 to the NBI Foundation USA Inc., supporting Ann Bernstein and Dr. Peter Berger's project at the Centre for Development and Enterprise entitled, *The Democracy Consensus: Is There an Alternative to the Beijing Consensus Developing in the Democracies of the South?* (SRF grant #2012-8924), according to the terms of the proposal submitted May 15, 2012, and the response to reviewers submitted June 8, 2012. The grant will have a start date of August 15, 2012. This grant will be paid upon receipt of the signed copy of this letter in our Greensboro office specified below.

The accompanying Memorandum of Grant Conditions is a part of this letter by reference. **Please note paragraph 5, no reference to this Foundation (other than whatever may be required by government regulation) may be made without our approval.** Dr. Nadia Schadlow, Senior Program Officer of the Foundation, will send a letter, which is incorporated into this grant agreement by reference, that conveys the comments of the Foundation's Governors, any conditions imposed on this grant by the Trustees, the Foundation's reporting requirements, and the product/s to be produced as a result of this grant.

Kindly evidence acceptance of these conditions by signing the copy of this letter and returning it, along with a copy of your IRS letter of tax exemption to:

Ms. Karla Frank
SMITH RICHARDSON FOUNDATION, INC.
701 Green Valley Road, Suite 300
Greensboro, NC 27408

Sincerely,

Peter L. Richardson
President

Lauretta Bruno

Lauretta Bruno
President

Enclosures
cc: Karla Frank
Ann Bernstein
Dr. Peter Berger
10140502.doc

AS OF YEAR END DECEMBER 31, 2012, THE GRANTEE, NBI FOUNDATION USA, INC , HAS NOT REPORTED ANY EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC.

SMITH RICHARDSON FOUNDATION, INC.
Lake Point 701 Green Valley Road Suite 300 Greensboro, NC 27408
Telephone (336) 379-8600 Facsimile (336) 379-5580

Mailing Address
Post Office Box 29467
Greensboro, NC 27429-9467

November 19, 2012

Mr. Michael Rose
Executive Director and Chief Finance Officer
RUSI (U.S.) Foundation
1776 I Street, NW, 9th Floor
Washington, DC 20006

Dear Mr. Rose,

The Smith Richardson Foundation, Inc. is pleased to inform you that its Board of Trustees has approved a grant of $150,000 to RUSI (U.S.) Foundation.

Since your organization and ours are private foundations, we must enter into an expenditure responsibility agreement.

Use of Funds

Our grant is in support of Alison Pargeter's project entitled, *The Muslim Brotherhood: Beyond the Arab Spring* SRF (grant #2012-8994) and must be expended for charitable, scientific, literary, educational purposes or religious needs as defined under Internal Revenue Code Section 501(c)(3). Any funds not so expended during the year the grant is received or the following year must be returned to the Smith Richardson Foundation, Inc. Funds may not be used to 1) carry on propaganda, or otherwise attempt to influence legislation; 2) influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registrative drive; 3) make an individual grant or regrant funds to another organization unless the requirements of IRC Section 4945 are met; 4) advance any purpose other than one specified in IRC Section 170(c)(2)(B). RUSI (U.S.) Foundation will obtain sufficient evidence to verify each grantee organization is tax exempt and qualifies as a 501(c)(3) organization.

Documentation Required (IRS Guidelines)

Each year that RUSI (U.S.) Foundation makes expenditures from the $150,000 Smith Richardson Foundation, Inc. flow-through grant, you will provide a copy of the annual 990-PF to the Smith Richardson Foundation, Inc. by June 30 of the following year, along with a brief letter describing all such grants and/or programs.

AS OF YEAR END DECEMBER 31, 2012, THE GRANTEE, RUSI (U S) FOUNDATION, HAS NOT REPORTED ANY EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC

Payment Terms

Payments from Smith Richardson Foundation, Inc. to RUSI (U.S.) Foundation under this grant will be made as soon as possible following receipt of a signed copy of this agreement.

Sign and Return

If this agreement meets with your approval, please sign it and return one copy to us.

Acknowledged by:

Ross Hemphill
For Smith Richardson Foundation, Inc.

For RUSI (U.S.) Foundation

Nov 19, 2012
Date

20 / NOVEMBER / 2012
Date

AS OF YEAR END DECEMBER 31, 2012, THE GRANTEE, RUSI (U S) FOUNDATION, HAS NOT REPORTED ANY EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC.

Guidelines for Grant Applications

The International Security and the Foreign Policy Program and Domestic Public Policy Program make grants for research and writing on public policy topics that have been identified as priority areas for the Foundation Those priorities are described in greater detail on each program's home page

Process

The Smith Richardson Foundation has a rigorous proposal review process The first step in the process is the submission of a concept paper Concept papers should not exceed five pages Please consult our **concept paper template** before making a submission

If the staff determines that a project warrants further consideration under the Foundation's guidelines, an applicant will be asked to submit a full proposal that conforms to a **proposal template** provided by the Foundation

Notification

Upon receipt of a grant application, the Foundation will either mail or e-mail a confirmation of receipt to the grant applicant The Foundation will respond to all grant requests in a timely manner. However, given the large number of grant proposals that the Foundation receives, we cannot guarantee a response within a specific time frame

Requests for grants greater than $50,000 and for multi-year grant support are made at one of our regular board meetings Requests for grants of $50,000 or less are reviewed on an ongoing basis and are handled as promptly as possible.

Direct Service Grants

Although the mission of the Foundation is to support public policy research, it makes small grants to organizations in North Carolina and Connecticut that provide innovative services for disadvantaged children and families However, such grants are customarily solicited by the Foundation's Governors They are not renewable Direct service organizations located outside these two states, as well as national direct service charities, will not be considered for support by the Direct Service Grants Program

It is a regrettable but inescapable fact that the vast majority of unsolicited requests for funding must be rejected Because the Foundation's funds are limited, it does not provide support for the following

- Deficit funding or previously established projects
- Building or construction projects
- Arts and humanities projects
- Historic restoration projects
- Research projects in the physical sciences
- Renewals of local grant awards
- Evaluations of direct service organizations conducted internally
- Educational or other support to individuals

Please send the proposal to the attention of the program to which you wish to apply at the address listed below

Smith Richardson Foundation
60 Jesup Road
Westport, CT 06880

Concept Paper Template

Concept Papers must include a one-page data sheet listing all the essential information pertinent to a grant request, including the following

Tentative Project Title

Estimated Grant Request Amount

Estimated Project Start Date and Grant Term

Principal Investigator's Name
Title
Address
Phone and Fax Numbers
E-mail address

Co-investigator's Name (if applicable)
Title
Address
Phone and Fax Numbers
E-mail address

The concept paper should not exceed five pages It should include the following.

Issue. Describe the issue that the project will address and how it is relevant to public policy Discuss how the project would advance knowledge beyond what is known from the existing research base

Project Personnel Provide a brief biography for the principal investigator(s)

Project Activities Describe the research strategy or work plan of the project, include details such as how data would be collected and how analysis would be conducted.

Products· Describe the product(s) that will be produced during the project's grant term

Timeline Describe the timeline of the project, including a tentative start and end date

Budget Provide an estimated budget, including detail on how the overall costs would be allocated among key categories such as salary support, honoraria for commissioned research, travel expenses, and data collection costs

Smith Richardson Foundation
Proposal Template

Cover Letter: The proposal should be accompanied by a cover letter signed by a representative of the institution that will receive and administer the grant. The cover letter should include the applicant's address, phone number, and email address, the date on which the proposal is being submitted, and the date on which the applicant would like the grant term to begin

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following.

Proposal Data (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation

Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph It should be ten to fifteen pages in length.

Issue: Describe the policy issue that the proposed project will examine or address.

Background Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)

Methods/Analytical Approach: What are the principal sources for research and information? What are the research design and methods to be used in the project? How will they answer the policy questions set forth in the proposal? If you plan to commission work from others, identify from whom you intend to commission work and describe the paper or work that you will ask them to prepare. Provide as much detail as possible. *Peer reviewers who will read the proposal closely scrutinize the description of the project's methods.*

Program Activities: What program activities (e.g., statistical analysis, working groups, conferences, interviews, etc) will compose the agenda of activities for the project? Include a timeline setting forth the project's work plan.

Products: What products – papers, publications, books, etc. – will result from the project? For written products, please describe them in as much detail as possible (e.g , an outline of chapters of proposed book).

Dissemination: Please describe your plan for disseminating the project's findings

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

Proposal Appendices Please include the following:

Organizational Background· What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

Smith Richardson Foundation
Book Proposal Template

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data· (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation
Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project· Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications. Brief explanation of the policy implications of the project's prospective findings

-------------------Page Break-----------------------------

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be about ten pages in length

Issue: Describe the policy problem that the proposed project will examine or address.

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)
Methods/Analytical Approach: What are the principal sources for research and information? What are the research design and methods to be used in the project? How will they answer the policy questions set forth in the proposal? Provide as much detail as possible. *Peer reviewers who will read the proposal closely scrutinize the description of the project's methods*
Program Activities: What program activities (e.g., statistical analysis, working groups, conferences, interviews, etc.) will compose the agenda of activities for the project? Include a timeline setting forth the project's work plan.
Outline: Please provide a table of contents with a paragraph describing each of the probable chapters of the book.
Dissemination: Please indicate whether a publisher has agreed to publish the manuscript or provide names of likely publishers.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant

Proposal Appendices Please include the following·

Organizational Background What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C v 's should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

Smith Richardson Foundation
Conference/Working Group Proposal Template

Cover Letter: The proposal should be accompanied by a cover letter signed by a representative of the institution that will receive and administer the grant. The cover letter should include the applicant's address, phone number, and email address, the date on which the proposal is being submitted, and the date on which the applicant would like the grant term to begin

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation
Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g , reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be ten to fifteen pages in length.

Issue: Describe the issue that the project will examine or address

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)
Analytical Approach: Please provide one or two substantive paragraphs that describe the research or papers that will be commissioned for each panel or working group meeting This material should include the nature and importance of each topic, the original work that you expect the researcher/author to undertake, and the identity and credentials of each participant who will present or will be asked to present commissioned work *Peer reviewers who will read the proposal closely scrutinize the description of the project's design.*
Products: What products – papers, publications, books, etc. – will result from the project? For written products, please describe them in as much detail as is feasible at this point of the project (e g , an outline of the probable chapters of a proposed book).
Dissemination: Please describe your plan for disseminating the project's findings.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding· The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations If so, please indicate which ones

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant

Proposal Appendices. Please include the following

Organizational Background. What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990PF, Page 6, Part VIII - Employee Benefits for Mr. Peter Richardson

The Foundation made employer contributions to the Foundation's retirement plan for Mr. Peter Richardson of $37,500. The Foundation also provided Mr. Richardson with medical, life and disability insurance on the same basis as all other Foundation employees. The cost of these benefits were $34,089. The Foundation also included $20,595 in employer FICA benefits paid on Mr. Richardson's behalf. The remainder of the amount shown in column (d) was not paid to Mr. Richardson in 2012 and represents the value of additional unvested retirement benefits that he accrued during 2012 under an unfunded supplemental retirement plan. Mr. Richardson's supplemental retirement benefits are being accrued over his expected 25-years of service with the Foundation.

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 12, Part XVI-A, Line 11a - Other Revenue

	Unrelated Business Income		Excluded by section 512, 513, or 514	
DESCRIPTION	(a) Business code	(b) Amount	Exclusion code	(d) Amount
EQUITY IN PARTNERSHIP INCOME/ (LOSS)	900000	(188,911)	14	24,484,974
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES I *			14	417,042
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES II *			14	(56,332)
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES III *			14	141,987
OTHER INCOME FROM MOORINGS CAPITAL, LLC				
GRANTS CANCELLED - STMT 10			14	159,756
UNREALIZED APPRECIATION			14	294,981
MISCELLANEOUS INCOME			14	73
TOTALS		(188,911)		25,442,481

* 501(a) Real estate holding companies

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2012

Form 990-PF, Page 5, Part VII-A, Line 12 – Donor Advised Fund

During 2012, the Smith Richardson Foundation, Inc. made a $40,000 distribution to Fidelity Charitable Gift Fund. The distribution was requested by a trustee for his annual trustee designation and the trustee has advisory privileges with the fund. The Foundation treated the distribution as a qualified distribution.

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

INFORMATION RELATED TO FOREIGN PARTNERSHIPS:

Fortress Investment Fund V (Coinvestment Fund B) L P., a Moorings Capital, LLC investment, is a foreign partnership. Please note that as a result of your indirect ownership and contribution of cash to a foreign partnership, you may be required to file an I.R.S. Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships, with your U S. Income Tax Return. Your share of these contributions is shown below Any additional information needed is available upon request Please consult your tax advisor.

ITEM F3	COUNTRY UNDER WHOSE LAW ORGANIZED	CAYMAN ISLANDS
ITEM F4	DATE OF ORGANIZATION	05/22/2007
ITEM F5	PRINCIPAL PLACE OF BUSINESS	CAYMAN ISLANDS
ITEM F6	PRINCIPAL BUSINESS ACTIVITY CODE NUMBER	523900
ITEM F7	PRINCIPAL BUSINESS ACTIVITY	INVESTMENTS
ITEM F8A	FUNCTIONAL CURRENCY	USD
ITEM F8B	EXCHANGE RATE	N/A
ITEM G2	FORM FOREIGN PARTNERSHIP MUST FILE	FORM 1065
ITEM G2	SERVICE CENTER WHERE FORM 1065 IS FILED	OGDEN, UT
ITEM G3	NAME OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	M&C CORPORATE SERVICES LIMITED
ITEM G3	ADDRESS OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	P O BOX 309 GT, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN GRAND CAYMAN ISLANDS
ITEM G4	NAME AND ADDRESS OF PERSON WITH CUSTODY OF THE BOOKS AND RECORDS	FORTRESS FUND V GP (BCF), L P 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105
ITEM G5	SPECIAL ALLOCATIONS MADE BY THE PARTNERSHIP	NO
ITEM G7	PARTNERSHIP CLASSIFICATION UNDER THE LAW OF THE COUNTRY IN WHICH IT IS ORGANIZED	LIMITED PARTNERSHIP

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST	DIRECT INTEREST
SCHEDULE A1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP	AVAILABLE UPON REQUEST

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

SCHEDULE A2 – AFFILIATIONS SCHEDULE

NAME	ADDRESS	EIN	ORD INC/LOSS	FOREIGN PERSON
FECR RAIL HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2262262	N/A	
IRON HORSE HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2246158	N/A	
FIG PNG HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0565975	N/A	
FIF V PFD LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2903762	N/A	

SCHEDULE O – TRANSFER OF PROPERTY TO A FOREIGN PARTNERSHIP

TYPE OF PROPERTY	DATE OF TRANSFER	FMV ON DATE OF TRANSFER	% OF INTEREST IN PARTNERSHIP AFTER TRANSFER
N/A	N/A	N/A	N/A

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

Fortress Investment Fund V (Fund B) L.P., a Moorings Capital, LLC investment, is a foreign partnership Please note that as a result of your indirect ownership and contribution of cash to a foreign partnership, you may be required to file an I.R.S Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships, with your U S. Income Tax Return. Your share of these contributions is shown below Any additional information needed is available upon request Please consult your tax advisor.

ITEM F3	COUNTRY UNDER WHOSE LAW ORGANIZED	CAYMAN ISLANDS
ITEM F4	DATE OF ORGANIZATION	04/25/2007
ITEM F5	PRINCIPAL PLACE OF BUSINESS	CAYMAN ISLANDS
ITEM F6	PRINCIPAL BUSINESS ACTIVITY CODE NUMBER	523900
ITEM F7	PRINCIPAL BUSINESS ACTIVITY	INVESTMENTS
ITEM F8A	FUNCTIONAL CURRENCY	USD
ITEM F8B	EXCHANGE RATE	N/A
ITEM G2	FORM FOREIGN PARTNERSHIP MUST FILE	FORM 1065
ITEM G2	SERVICE CENTER WHERE FORM 1065 IS FILED	OGDEN, UT
ITEM G3	NAME OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	M&C CORPORATE SERVICES LIMITED
ITEM G3	ADDRESS OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	P O BOX 309 GT, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN GRAND CAYMAN ISLANDS
ITEM G4	NAME AND ADDRESS OF PERSON WITH CUSTODY OF THE BOOKS AND RECORDS	FORTRESS FUND V GP (BCF), L P 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105
ITEM G5	SPECIAL ALLOCATIONS MADE BY THE PARTNERSHIP	NO
ITEM G7	PARTNERSHIP CLASSIFICATION UNDER THE LAW OF THE COUNTRY IN WHICH IT IS ORGANIZED	LIMITED PARTNERSHIP

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST	DIRECT INTEREST
SCHEDULE A1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP	AVAILABLE UPON REQUEST

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

SCHEDULE A2 – AFFILIATIONS SCHEDULE

NAME	ADDRESS	EIN	ORD INC/LOSS	FOREIGN PERSON
FECR RAIL HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2262262	N/A	
IRON HORSE HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2246158	N/A	
FIG PNG HOLDINGS LCC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0565975	N/A	
LUZ ACQUISITION LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-1302793	N/A	
FIF V MBS HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0763708	N/A	
FIF V MBS II HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2070916	N/A	
FIF V MBS III HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2455674	N/A	
FIF V MBS IV HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2598427	N/A	
FIF V PFD LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2903762	N/A	
FORTRESS INVESTMENT FUND V SECURITIES HOLDINGS LP	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	98-0557387	N/A	X
FIF V SECURITIES HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2141407	N/A	
FUND V IRON HORSE INVESTMENTS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	27-0594834	N/A	
FCFI ACQUISITION LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	27-3277322	N/A	
GALAXY PEF HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	27-3023250	N/A	

SCHEDULE O – TRANSFER OF PROPERTY TO A FOREIGN PARTNERSHIP

TYPE OF PROPERTY	DATE OF TRANSFER	FMV ON DATE OF TRANSFER	% OF INTEREST IN PARTNERSHIP AFTER TRANSFER
N/A	N/A	N/A	N/A

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions SMITH RICHARDSON FOUNDATION, INC.	Employer identification number (EIN) or 56-0611550
	Number, street, and room or suite no If a P O box, see instructions 701 GREEN VALLEY ROAD, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENSBORO, NC 27408-7096	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ROSS HEMPHILL - 701 GREEN VALLEY ROAD, SUITE 300 - GREENSBORO, NC 27408-7096

Telephone No ▶ 336-379-8600 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 475,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 475,000.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ AGENT Date ▶ 8/6/13

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Applic[illegible]on for Extension of Time To [illegible]e an Exempt Organization Return

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

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
SMITH RICHARDSON FOUNDATION, INC.

Employer identification number (EIN) or
56-0611550

Number, street, and room or suite no If a P O box, see instructions
701 GREEN VALLEY ROAD, NO. 300

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
GREENSBORO, NC 27408-7096

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990 T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROSS HEMPHILL - 701 GREEN VALLEY ROAD, SUITE 300 - GREENSBORO, NC 27408-7096

  Telephone No ▶ 336-379-8600 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2012 or

▶ ☐ tax year beginning ______________, and ending ______________

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 475,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 400,000.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 75,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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01-21-13