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Form **990-PF**

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

OMB No 1545-0052
2012
Open to Public Inspection

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2012, or tax year beginning 04-01-2012 , and ending 03-31-2013

Name of foundation THE HORACE SMITH FUND		A Employer identification number 04-2235130
Number and street (or P O box number if mail is not delivered to street address) 1441 MAIN STREET	Room/suite	B Telephone number (see instructions) (413) 739-4222
City or town, state, and ZIP code SPRINGFIELD, MA 01103		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,700,423	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	50			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	151,595	151,595		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	205,057			
	b Gross sales price for all assets on line 6a 2,127,177				
	7 Capital gain net income (from Part IV, line 2)		205,057		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	23,286	1,435	23,286	
	12 Total. Add lines 1 through 11	379,988	358,087	23,286	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	73,300	25,655	5,131	42,514
	14 Other employee salaries and wages	6,372	2,230	446	3,696
	15 Pension plans, employee benefits	24,631	8,620	1,724	14,286
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	12,155	6,078		7,491
	c Other professional fees (attach schedule)	47,272	45,268	2,004	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,820			5,820
	19 Depreciation (attach schedule) and depletion	3,730		3,730	
	20 Occupancy	9,664		3,866	5,392
	21 Travel, conferences, and meetings				
	22 Printing and publications	2,968			2,968
	23 Other expenses (attach schedule)	15,205		6,241	8,586
	24 Total operating and administrative expenses. Add lines 13 through 23	201,117	87,851	23,142	90,753
	25 Contributions, gifts, grants paid	219,750			219,750
	26 Total expenses and disbursements. Add lines 24 and 25	420,867	87,851	23,142	310,503
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-40,879			
	b Net investment income (if negative, enter -0-)		270,236		
	c Adjusted net income (if negative, enter -0-)			144	

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	12,816	13,663	13,663
	2	Savings and temporary cash investments	57,016	181,394	181,394
	3	Accounts receivable ▶ <u>22,316</u>			
		Less allowance for doubtful accounts ▶ <u>5,000</u>	24,487	17,316	17,316
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,474	2,660	2,660
	10a	Investments—U S and state government obligations (attach schedule)	819,974 <input checked="" type="checkbox"/>	1,010,783	1,018,665
	b	Investments—corporate stock (attach schedule)	4,030,682 <input checked="" type="checkbox"/>	3,875,928	4,819,538
	c	Investments—corporate bonds (attach schedule)	811,163 <input checked="" type="checkbox"/>	604,111	624,360
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ <u>48,655</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>39,607</u>	12,778 <input checked="" type="checkbox"/>	9,048	9,048	
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 12,613 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 13,779 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 13,779	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,784,003	5,728,682	6,700,423	
Liabilities	17	Accounts payable and accrued expenses	5,596	7,837	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
23	Total liabilities (add lines 17 through 22)	5,596	7,837		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	5,778,407	5,720,845	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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 (see page 17 of the instructions)	5,778,407	5,720,845		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,784,003	5,728,682		

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	5,778,407
2	Enter amount from Part I, line 27a	2	-40,879
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,737,528
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	16,683
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,720,845

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,116,433		1,922,120	194,313	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			194,313	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	205,057
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	194,313

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	367,172	6,261,707	0.058638
2010	331,932	6,148,587	0.053985
2009	342,958	5,729,426	0.059859
2008	355,132	5,789,595	0.061340
2007	347,271	7,013,880	0.049512
2	Total of line 1, column (d).		2 0.283334
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.056667
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 6,470,460
5	Multiply line 4 by line 3.		5 366,662
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,702
7	Add lines 5 and 6.		7 369,364
8	Enter qualifying distributions from Part XII, line 4.		8 310,503

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,405
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	5,405
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,405
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,324
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	2,324
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,082
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address WWW HORACESMITHFUND ORG
14 The books are in care of THE HORACE SMITH FUND Telephone no (413) 739-4222
Located at 1441 MAIN STREET SPRINGFIELD MA ZIP+4 01103
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 page 20 of the instructions)? 1b
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 No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SCHOLARSHIPS AWARDED TO ELIGIBLE STUDENTS FOR THE SCHOOL YEAR BEGINNING SEPTEMBER 2012, 84 SCHOLARSHIPS OF 2,500 EACH WERE AWARDED SOME RECIPIENTS ONLY ATTENDED COLLEGE FOR ONE HALF OF THE YEAR, SO RECEIVED ONLY 1,250 SCHOLARSHIPS AWARDED - 193,750 OTHER DISBURSEMENTS FOR CHARITABLE PURPOSES - 80,015	273,765
2 FELLOWSHIPS AWARDED TO ELIGIBLE STUDENTS FOR THE SCHOOL YEAR BEGINNING SEPTEMBER 2012, 7 FELLOWSHIPS OF 4,000 EACH WERE AWARDED ONE RECIPIENT ATTENDED COLLEGE FOR ONE HALF OF THE YEAR, SO ONLY RECEIVED 2,000 FELLOWSHIPS AWARDED - 26,000 OTHER DISBURSEMENTS FOR CHARITABLE PURPOSES - 10,738	36,738
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	

Total. Add lines 1 through 3. **▶**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,393,746
b	Average of monthly cash balances.	1b	132,446
c	Fair market value of all other assets (see instructions).	1c	42,803
d	Total (add lines 1a, b, and c).	1d	6,568,995
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,568,995
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	98,535
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,470,460
6	Minimum investment return. Enter 5% of line 5.	6	323,523

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	323,523
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,405
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,405
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	318,118
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	318,118
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	318,118

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	310,503
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	310,503
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	310,503

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				318,118
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				8,805
b From 2008.				68,920
c From 2009.				59,163
d From 2010.				29,741
e From 2011.				58,935
f Total of lines 3a through e.	225,564			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>310,503</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				310,503
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	7,615			7,615
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	217,949			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	1,190			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	216,759			
10 Analysis of line 9				
a Excess from 2008.				68,920
b Excess from 2009.				59,163
c Excess from 2010.				29,741
d Excess from 2011.				58,935
e Excess from 2012.				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

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

THE HORACE SMITH FUND
1441 MAIN STREET SUITE 620
SPRINGFIELD, MA 01103
(413) 739-4222

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

THERE ARE THREE ASSISTANCE PROGRAMS OFFERED THROUGH THE HORACE SMITH FUND DETAILED INFORMATION IS AVAILABLE ONLINE AT WWW.HORACESMITHFUND.ORG STUDENTS MAY APPLY FOR THE WALTER S BARR SCHOLARSHIP AVAILABLE TO HIGH SCHOOL SENIORS WHO WILL BE ENTERING COLLEGE FOR THE FIRST TIME COLLEGE STUDENTS CONTINUING THEIR STUDIES IN COLLEGE MAY APPLY FOR THE WALTER S BARR COLLEGE SCHOLARSHIP STUDENTS CONTINUING THEIR EDUCATION IN GRADUATE SCHOOL MAY APPLY FOR THE WALTER S BARR FELLOWSHIP EACH APPLICATION MAY BE MADE ONLINE AT THE FUND'S WEBSITE OR SUBMITTED IN WRITING EACH APPLICATION MUST BE ACCOMPANIED BY THREE REFERENCES FROM UNRELATED INDIVIDUALS, A FINANCIAL STATEMENT OR A FEDERAL STUDENT AID APPLICATION OTHER REQUIREMENTS ARE SPELLED OUT ON THE WEBSITE

c Any submission deadlines

APPLICATION DEADLINES ARE DECEMBER 20TH FOR SCHOLARSHIPS AND FEBRUARY 1ST FOR THE FELLOWSHIP

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

BARR SCHOLARSHIPS ARE AVAILABLE TO STUDENTS LIVING IN HAMPDEN COUNTY, MASSACHUSETTS SEEKING A COLLEGE EDUCATION APPLICANTS MUST BE GRADUATES OF HAMPDEN COUNTY, MASSACHUSETTS SECONDARY SCHOOLS FELLOWSHIP APPLICANTS MUST BE RESIDENTS OF HAMPDEN COUNTY OR QUALIFIED FORMER RESIDENTS IT IS THE POLICY OF THE FUND TO PROVIDE SUPPLEMENTARY AID WHERE OTHER RESOURCES AVAILABLE TO THE PROSPECTIVE STUDENT ARE NOT ADEQUATE TO CARRY OUT THE PLANNED EDUCATIONAL PROGRAM

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SCHOLARSHIP RECIPIENTS 1441 MAIN STREET SPRINGFIELD, MA 01103	NONE	INDIVIDUAL	SCHOLARSHIPS	193,750
FELLOWSHIP RECIPIENTS 1441 MAIN STREET SPRINGFIELD, MA 01103	NONE	INDIVIDUAL	FELLOWSHIPS	26,000
Total				219,750
b <i>Approved for future payment</i>				
Total				3b

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

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

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

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

Paid Preparer Use Only Print/Type preparer's name JULIE QUINK Preparer's Signature JULIE QUINK Date 2013-07-17 Check if self-employed Firm's name BURKHART PIZZANELLI PC Firm's address WEST SPRINGFIELD, MA 010891597 Firm's EIN Phone no (413) 734-9040

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICIA A SANTANIELLO  1441 MAIN STREET SPRINGFIELD, MA 01103	ASST TREASU 1 00	1,200	0	0
ANNE MAHONEY  1441 MAIN STREET SPRINGFIELD, MA 01103	VP FUND ADMN 40 00	47,100	9,769	0
ADONIS MILLER  1441 MAIN STTREET SPRINGFIELD, MA 01103	TREASUER 1 00	0	0	0
MICHAEL E TUCKER  1441 MAIN STREET SPRINGFIELD, MA 01103	TRUSTEE 1 00	0	0	0
JAMES W BRODERICK JR  1441 MAIN STREET SPRINGFIELD, MA 01103	TRUSTEE 1 00	0	0	0
KATHLEEN BOURQUE  1441 MAIN STREET SPRINGFIELD, MA 01103	TRUSTEE 1 00	0	0	0
JEROME LINEHAN  1441 MAIN STREET SPRINGFIELD, MA 01103	TRUSTEE 1 00	0	0	0
WAYNE L WEBSTER  1441 MAIN STREET SPRINGFIELD, MA 01103	TRUSTEE 1 00	0	0	0
SAMALID HOGAN  1441 MAIN STREET SPRINGFIELD, MA 01103	PRESIDENT 1 00	0	0	0
JOSEPHINE SARNELLI  1441 MAIN STREET SPRINGFIELD, MA 01103	CLERK/ EXEC 15 00	25,000	8,694	0

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a MISCELLANEOUS INCOME					168
b STUDENT LOANS INTEREST					1,435
c COLLECTIONS RECEIVED ON					
d STUDENT LOANS					16,683
e STUDENT LOANS BAD DEBT					
f RESERVE PREVIOUSLY EXPENSE					5,000

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2012
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return THE HORACE SMITH FUND	Business or activity to which this form relates INDIRECT DEPRECIATION	Identifying number 04-2235130
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Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	3,730

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,730
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No
24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first)
(b) Date placed in service
(c) Business/investment use percentage
(d) Cost or other basis
(e) Basis for depreciation (business/investment use only)
(f) Recovery period
(g) Method/Convention
(h) Depreciation/deduction
(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)
26 Property used more than 50% in a qualified business use
27 Property used 50% or less in a qualified business use
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal(noncommuting) miles driven
33 Total miles driven during the year Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?
(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6
Yes No Yes No Yes No Yes No Yes No Yes No

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)
43 Amortization of costs that began before your 2012 tax year
44 Total. Add amounts in column (f) See the instructions for where to report

TY 2012 Accounting Fees Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL SERVICES	12,155	6,078		7,491

TY 2012 Compensation Explanation

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Person Name	Explanation
PATRICIA A SANTANIELLO	
ANNE MAHONEY	
ADONIS MILLER	
MICHAEL E TUCKER	
JAMES W BRODERICK JR	
KATHLEEN BOURQUE	
JEROME LINEHAN	
WAYNE L WEBSTER	
SAMALID HOGAN	
JOSEPHINE SARNELLI	

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

TY 2012 Depreciation Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER-8 PORT ETHERNET HUB	1997-12-15	150	150	S/L	5 0000				
TELEPHONE	1998-08-11	300	300	S/L	7 0000				
PLAIN PAPER FAX	1998-07-09	230	230	S/L	5 0000				
LOAN PROCESSING SOFTWARE	1999-01-31	28,026	28,026	S/L	3 0000				
FIREPROOF FILE CABINET	2005-05-04	670	670	S/L	5 0000				
FIREPROOF FILE CABINET	2005-12-30	480	480	S/L	5 0000				
XEROX PRINTER	2007-05-21	609	609	S/L	5 0000				
SERVER	2010-11-03	3,325	998	S/L	5 0000	665		665	
SMART UPS	2010-12-08	872	261	S/L	5 0000	175		175	
2 COMPUTERS	2011-09-26	1,499	150	S/L	5 0000	300		300	
LAPTOP	2011-09-26	5,037	504	S/L	5 0000	1,007		1,007	
COMPUTERS	2006-04-21	2,708	2,708	S/L	5 0000				
WEB SITE DESIGN	2011-10-01	4,750	792	AMORTIZATION	3 0000	1,583		1,583	

TY 2012 Investments Corporate Bonds Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER-BUSCH, 1.375%, 07/15/2017	35,382	35,292
AT&T INC, 4.45%, 05/15/21	20,340	22,506
BANK OF NOVA SCOTIA, 2.38%, 12/17/13	41,130	40,557
BERKSHIRE HATHAWAY, 5.40%, 05/15/18	50,441	53,771
CATERPILLAR FINL SE 2.05% 08/01/2016	36,105	36,312
CISCO SYSTEMS INC, 4.95%, 02/15/19	21,854	23,608
COCA COLA CO, 1.50%, 11/15/15	38,824	40,980
COMCAST CORP 2.85% 01/15/2023	19,953	19,933
CONOCOPHILLIPS, 4.75%, 02/01/14		
FIDELITY HIGH INCOME FD		
GE CAPITAL CORP 1.625% 07/02/2015	10,164	10,171
GE CAPITAL CORP, 5.63%, 09/15/17	43,481	46,879
GE COMPANY, 5.00%, 02/01/13		
HEWLETT PACKARD CO, 4.75%, 06/02/14		
JPMORGAN CHASE & CO, 6.00%, 01/15/18	49,372	53,476
ONTARIO PROVINCE OF 1.65% 09/27/2019	24,833	24,970
ONTARIO PROVINCE, 2.95%, 02/05/15	46,828	47,053
PEPSICO INC, 3.10%, 01/15/15		
PFIZER INC NOTES 5.35% 03/15/2015	22,401	21,841
PROVINCE OF QUEBEC, 2.75%, 08/25/21	15,247	15,572
SBC COMMUNICATIONS, 5.10%, 09/15/14	19,905	21,268
TOYOTA MOTOR CREDIT 2.00% 09/15/2016	20,677	20,708
VANGUARD INFLATION PROTECTED SEC		
WACHOVIA CORP, 5.75%, 02/01/18	51,155	53,561
WAL-MART STORES 1.50% 10/25/2015	36,019	35,902
WAL-MART STORES, 4.55%, 05/01/13		

TY 2012 Investments Corporate Stock Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	77,048	100,995
ABBOTT LABS	54,899	66,755
ACE LTD	47,768	80,963
AMERICAN EXPRESS CO	43,734	79,603
APACHE CORP		
ARCHER DANIELS MIDLAND CO	65,460	65,436
BED BATH & BEYOND INC	62,142	63,132
BERKSHIRE HATHAWAY INC DEL CL B NEW	72,976	89,612
BROADCOM CORP	57,448	52,365
BUFFALO SMALL CAP FD 1444	50,000	64,143
CAPITAL ONE FINANCIAL GROUP	50,182	56,598
CELGENE CORP	45,456	79,978
CHECK POINT SOFTWARE TECH LTD	88,298	74,244
CHEVRON CORP	78,946	111,691
CISCO SYSTEMS INC	85,931	81,491
COCA COLA CO	89,639	94,225
COGNIZANT TECH SOLUTIONS CORP	52,293	58,998
COLGATE PALMOLIVE CO	42,348	59,015
COMCAST CORP NEW CL A	62,920	80,182
CONOCOPHILLIPS	53,275	58,297
DANAHER CORP SHS BEN INT	85,668	100,683
DIAGEO PLC ADR	32,836	61,662
ECOLAB INC	42,869	66,549
EMC CORP	47,402	75,731
EXXON MOBIL CORP	86,228	110,835
FREEMPORT-MCMORAN COPPER & GOLD	84,320	63,552
GILEAD SCIENCES INC	43,477	101,306
HARBOR INTL FD INST CL FUND 11	250,000	275,213
HARTFORD MUTUAL FD INC MDCP CL Y	50,000	55,749
HOME DEPOT INC	38,197	94,901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IBM CORP	68,066	87,453
ILLINOIS TOOL WORKS INC	65,168	88,972
INVESCO INTL GROWTH FD INST	250,000	282,661
INVESCO LTD		
JOHNSON & JOHNSON CO	60,721	95,390
JP MORGAN CHASE & CO	77,217	77,834
L3 COMMUNICATIONS HOLDINGS		
MARATHON OIL CORP		
MERCK & CO INC	75,489	92,378
METLIFE INC		
MICROSOFT CORP	62,685	72,085
MONDELEZ INTERNATIONAL INC	54,688	65,516
NETAPP INC		
NEXTERA ENERGY INC	69,314	88,555
ORACLE CORP	76,818	81,795
PERKINS MID CAP VALUE FUND	50,000	55,291
PFIZER	52,668	60,317
PNC BANK CORP	30,465	36,575
PRECISION CASTPARTS CORP	38,048	43,613
PROCTOR & GAMBLE CO		
QUALCOMM INC	75,836	97,063
ROYCE SPECIAL EQUITY FD 327	50,000	58,452
SPDR GOLD TRUST	160,240	177,641
SPECTRA ENERGY CORP	63,038	64,882
STARBUCKS CORP	31,968	46,699
SYSCO CORP		
TJX COMPANIES INC	37,275	38,335
TRANSOCEAN LTD ZUG NAMEN AKT	84,026	94,048
UNION PACIFIC CORP	41,216	56,964
UNITED PARCEL SERVICES		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLOGIES		
US BANCORP DEL NEW	64,996	91,950
VERIZON COMMUNICATIONS	57,816	86,504
WALGREEN CO	82,883	101,558
WALT DISNEY CO	46,452	88,040
WELLPOINT INC COM	33,214	31,128
WELLS FARGO & CO	39,638	82,858
YUM BRANDS	34,223	51,077

**TY 2012 Investments Government
Obligations Schedule**

Name: THE HORACE SMITH FUND

EIN: 04-2235130

**US Government Securities - End of
Year Book Value:** 1,010,783

**US Government Securities - End of
Year Fair Market Value:** 1,018,665

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Land, Etc. Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND BUILDINGS AND EQUIPMENT	48,655	39,607	9,048	9,048

TY 2012 Other Assets Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST - INVESTMENTS	12,601	13,740	13,740
ACCRUED INTEREST - STUDENT LOANS	12	39	39

TY 2012 Other Decreases Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Description	Amount
PRINCIPAL PAYMENTS RECEIVED	1
ON STUDENT LOAN ACCOUNTS	16,682

TY 2012 Other Expenses Schedule**Name:** THE HORACE SMITH FUND**EIN:** 04-2235130

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	205			205
COMPUTER EXPENSES	4,048		1,619	1,859
DUES	355			355
INSURANCE	2,652		1,061	1,591
MEALS AND ENTERTAINMENT	378			564
OFFICE EXPENSE	3,542		1,417	2,125
PARKING	1,280		1,280	
POSTAGE	584			584
TELEPHONE	2,161		864	1,303

TY 2012 Other Income Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	168		168
STUDENT LOANS INTEREST	1,435	1,435	1,435
STUDENT LOANS	16,683		16,683
RESERVE PREVIOUSLY EXPENSED	5,000		5,000

TY 2012 Other Professional Fees Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGENT FEES - TD WEALTH	45,268	45,268		
COMPUTER CONSULTANTS	2,004		2,004	

TY 2012 Taxes Schedule

Name: THE HORACE SMITH FUND

EIN: 04-2235130

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX EXPENSE	70			70
FEDERAL EXCISE TAXES	5,750			5,750