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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning 4/1/2012, and ending 3/31/2013

Name of foundation <b>HELEN J SMITH TRUST U/W F/B/O GRACE EPISCOPAL CHURCH (TRUST 1215121409)</b>		A Employer identification number <b>84-6152339</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N.A. - 101N Independence Mall E MACY1372-062</b>		B Telephone number (see instructions) <b>(888) 730-4933</b>
City or town, state, and ZIP code <b>Philadelphia PA 19106-2112</b>		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 checked="" 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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 361,139</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input 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	9,229	9,136		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	8,233			
	b Gross sales price for all assets on line 6a <b>110,907</b>				
	7 Capital gain net income (from Part IV, line 2)		8,233		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	17,462	17,369	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	4,207	3,155		1,052
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits, etc				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	600			600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	151	95		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,958	3,250	0	1,652
	25 Contributions, gifts, grants paid	14,600			14,600
26 Total expenses and disbursements. Add lines 24 and 25	19,558	3,250	0	16,252	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,096				
b Net investment income (if negative, enter -0-)		14,119			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

POSTMARK DATE JUN 26 2013

SCANNED JUL 08 2013

28

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			-193	-193
	2	Savings and temporary cash investments		15,750	21,873	21,873
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		313,211	305,008	339,458	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		328,961	326,689	361,139	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		328,961	326,689	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		328,961	326,689	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		328,961	326,689		

**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	328,961
2	Enter amount from Part I, line 27a	2	-2,096
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	326,865
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	176
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	326,689

**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.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> See Attached Statement			

  

(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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

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	
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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	<b>2</b>	8,233
<b>3</b> 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	<b>3</b>	0

**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	19,725	353,861	0.055742
2010	16,004	351,363	0.045548
2009	18,259	332,079	0.054984
2008	20,604	360,050	0.057225
2007	20,212	430,699	0.046928

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.260427
<b>3</b> 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	<b>3</b>	0.052085
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	350,321
<b>5</b> Multiply line 4 by line 3	<b>5</b>	18,246
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	141
<b>7</b> Add lines 5 and 6	<b>7</b>	18,387
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	16,252

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

<b>1 a</b> 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>b</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	<b>1</b>	282	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	282	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	282	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	267	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	267	
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	15	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>1 b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>		X
<b>1 c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> 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"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4 b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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?	X	
<b>7</b> 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>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO		
<b>b</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>	X	
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**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		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ 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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**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? ☐ Yes ☒ 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? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee	4 00	4,207	

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

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

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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE .....		
.....		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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
<b>1</b> NONE .....	
.....	
<b>2</b> .....	
.....	
<b>3</b> .....	
.....	
<b>4</b> .....	
.....	

**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
<b>1</b> NONE .....	
.....	
<b>2</b> .....	
.....	
All other program-related investments See instructions	
<b>3</b> NONE .....	
.....	
<b>Total.</b> Add lines 1 through 3	▶ <b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	337,421
<b>b</b>	Average of monthly cash balances	<b>1b</b>	18,235
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	355,656
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	355,656
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	5,335
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	350,321
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	17,516

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	17,516
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	282
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	282
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	17,234
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	17,234
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	17,234

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	<b>1</b>	
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	16,252
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	16,252
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	16,252

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				17,234
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			14,524	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 16,252				
<b>a</b> Applied to 2011, but not more than line 2a			14,524	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				1,728
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				15,506
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**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)

**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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

**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

GRACE EPISCOPAL CHURCH 601 N TEJON ST COLORADO SPRINGS, CO 80903-1009

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

NONE

- 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

SCHOLARSHIPS AWARDED TO MEMBERS OF GRACE EPISCOPAL CHURCH OF COLORADO SPRINGS, CO

**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
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	14,600
<b>b</b> Approved for future payment NONE				
<b>Total</b>			▶ <b>3b</b>	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>9,229</b>	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>8,233</b>	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		<b>0</b>		<b>17,462</b>	<b>0</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>17,462</b>

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) (See instructions )
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[illegible]



HELEN J SMITH TRUST U/W F/B/O GRACE EPISCOPAL CHURCH (TRUST 1215121409) 84-6152339 Page 1 of 1

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

SCHOLARSHIP

Purpose of grant/contribution

SELECTED SCHOLARSHIP RECIPIENTS

Amount

14,200

Name

GRACE EPISCOPAL CHURCH

Street

601 N TEJON ST

City

COLORADO SPRINGS

State

CO

Zip Code

80903-1009

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

400

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals										Capital Gains/Losses		Cost, Other		Net Gain	
										Other sales		Basis and Expenses		or Loss	
										Gross Sales	110,907	102,674		8,233	
										0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1	X	VANGUARD MSCI EMERGING	922042858		8/9/2011		10/3/2012	84	82					2	
2	X	VANGUARD REIT VIPER	922008553		2/4/2009		8/9/2012	460	204					0	
3	X	VANGUARD REIT VIPER	922008553		2/4/2009		2/8/2013	547	236					311	
4	X	W F ADV INDEX FUND-ADMIN	94975G886		2/6/2009		8/9/2012	574	378					196	
5	X	W F ADV INDEX FUND-ADMIN	94975G886		2/6/2009		10/3/2012	546	346					200	
6	X	W F ADV INDEX FUND-ADMIN	94975G886		11/16/2012		2/8/2013	401	372					29	
7	X	W F ADV INDEX FUND-ADMIN	94975G886		2/6/2009		2/8/2013	1,560	977					583	
8	X	W F ADV C & B LARGE CAP VA	94975J268		2/6/2009		5/9/2012	3,356	2,151					1,205	
9	X	W F ADV C & B LARGE CAP VA	94975J268		8/13/2012		10/3/2012	178	173					5	
10	X	W F ADV C & B LARGE CAP VA	94975J268		2/6/2009		10/3/2012	437	268					169	
11	X	WELLS FARGO ADV TOT RT B	94975J581		2/13/2012		5/9/2012	1,647	1,632					15	
12	X	WELLS FARGO ADV TOT RT B	94975J581		8/13/2012		10/3/2012	1,075	1,062					13	
13	X	WELLS FARGO ADV SP SIC V	94975P447		8/13/2012		10/3/2012	449	434					15	
14	X	WELLS FARGO ADV SP SIC V	94975P447		8/13/2012		2/8/2013	4,124	3,606					518	
15	X	WELLS FARGO ADV EMG MK	94975P751		11/19/2010		10/3/2012	109	114					-5	
16	X	WELLS FARGO ADV EMG MK	94975P751		10/8/2010		10/3/2012	479	488					-19	
17	X	WELLS FARGO ADV INTL BON	94985D582		11/19/2010		8/9/2012	2,677	2,764					-87	
18	X	WELLS FARGO ADV INTL BON	94985D582		2/13/2012		8/9/2012	761	767					0	
19	X	WELLS FARGO ADV INTL BON	94985D582		2/4/2011		8/9/2012	578	577					1	
20	X	WELLS FARGO ADV INTL BON	94985D582		2/4/2011		10/3/2012	839	812					27	
21	X	WELLS FARGO ADV HI INC-IN	949917538		2/15/2006		5/9/2012	598	611					-13	
22	X	WELLS FARGO ADV HI INC-IN	949917538		2/15/2006		8/9/2012	1,590	1,600					-10	
23	X	WELLS FARGO ADV HI INC-IN	949917538		2/15/2006		10/3/2012	727	727					0	
24	X	WELLS FARGO ADV HI INC-IN	949917538		2/15/2006		11/16/2012	1,392	1,399					-7	
25	X	W F ADV GOVT SECURITIES-I	949917579		2/13/2012		5/9/2012	1,924	1,911					13	
26	X	W F ADV GOVT SECURITIES-I	949917579		8/13/2012		10/3/2012	803	800					3	
27	X	W F ADV GOVT SECURITIES-I	949917579		2/13/2012		11/16/2012	2,277	2,233					44	
28	X	W F ADV GOVT SECURITIES-I	949917579		8/13/2012		11/16/2012	1,524	1,520					4	
29	X	W F ADV GOVT SECURITIES-I	949917579		2/4/2011		11/16/2012	6,547	6,142					405	
30	X	W F ADV GOVT SECURITIES-I	949917579		2/4/2011		2/8/2013	2,945	2,860					85	
31	X	W F ADV SHORT-TERM BOND	949917652		4/29/2011		8/9/2012	1,878	1,876					2	
32	X	W F ADV SHORT-TERM BOND	949917652		5/9/2012		8/9/2012	3,059	3,059					0	
33	X	W F ADV SHORT-TERM BOND	949917652		2/5/2010		8/9/2012	1,568	1,543					25	
34	X	W F ADV SHORT-TERM BOND	949917652		2/5/2010		10/3/2012	1,095	1,073					22	
35	X	ISHARES RUSSELL 2000 GRO	464287648		12/19/2012		2/8/2013	4,018	3,719					299	
36	X	KEELEY SMALL CAP VAL FD C	487300808		4/20/2009		8/9/2012	5,920	5,920					2,664	
37	X	KEELEY SMALL CAP VAL FD C	487300808		9/11/2011		8/9/2012	1,492	1,490					202	
38	X	KEELEY SMALL CAP VAL FD C	487300808		5/9/2012		8/9/2012	471	457					14	
39	X	INVESTCO INTL GROWTH-Y #8	008882532		2/13/2012		8/9/2012	1,521	1,493					28	
40	X	MERGER FD SH BEN INT 260	589509108		8/13/2012		10/3/2012	287	286					1	
41	X	MERGER FD SH BEN INT 260	589509108		5/3/2010		10/3/2012	64	63					1	
42	X	PIMCO FOREIGN BD FD USD	693390882		2/13/2012		8/9/2012	830	797					33	
43	X	PIMCO FOREIGN BD FD USD	693390882		8/11/2011		8/9/2012	4,229	4,057					172	
44	X	PIMCO FOREIGN BD FD USD	693390882		8/11/2011		10/3/2012	702	658					44	
45	X	T ROWE PRICE BLUE CHIP GF	77954Q106		8/13/2012		10/3/2012	560	535					25	
46	X	T ROWE PRICE BLUE CHIP GF	77954Q106		2/13/2012		10/3/2012	416	386					30	
47	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		8/9/2012	616	664					-48	
48	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		10/3/2012	39	42					-3	
49	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		10/3/2012	315	329					-14	
50	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/28/2011		2/8/2013	413	412					1	
51	X	INVESTCO INTL GROWTH-Y #8	008882532		2/13/2012		10/3/2012	507	489					18	
52	X	INVESTCO INTL GROWTH-Y #8	008882532		2/13/2012		2/8/2013	984	896					88	
53	X	ARTISAN MID CAP FUND-INS	04314H600		4/10/2012		10/3/2012	403	397					6	
54	X	CREDIT SUISSE COMM RT ST	22544R305		8/11/2011		8/9/2012	450	485					-45	
55	X	CREDIT SUISSE COMM RT ST	22544R305		8/11/2011		10/3/2012	916	889					-73	
56	X	DREYFUS EMG MKT DEBT LO	261980494		10/8/2010		10/3/2012	671	679					-8	
57	X	JP MORGAN MID CAP VALUE	339128100		2/5/2010		5/9/2012	809	581					228	
58	X	JP MORGAN MID CAP VALUE	339128100		2/5/2010		8/9/2012	108	75					33	
59	X	JP MORGAN MID CAP VALUE	339128100		8/11/2011		10/3/2012	392	307					85	
60	X	GATEWAY FUND - Y 1986	367829884		8/13/2012		10/3/2012	359	356					3	
61	X	GOLDMAN SACHS GRTH OPP	38142Y401		2/5/2010		4/10/2012	4,994	3,919					1,075	
62	X	GOLDMAN SACHS GRTH OPP	38142Y401		8/11/2011		4/10/2012	2,467	2,177					290	
63	X	HUSSMAN STRATEGIC GROW	448108100		2/8/2008		8/9/2012	33	46					-13	
64	X	HUSSMAN STRATEGIC GROW	448108100		2/19/2008		8/9/2012	944	1,313					-369	
65	X	HUSSMAN STRATEGIC GROW	448108100		2/19/2008		2/8/2013	3,188	4,733					-1,545	
66	X	HUSSMAN STRATEGIC GROW	448108100		4/22/2008		2/8/2013	891	1,318					-427	
67	X	HUSSMAN STRATEGIC GROW	448108100		7/23/2009		2/8/2013	872	1,119					-247	
68	X	HUSSMAN STRATEGIC GROW	448108100		2/5/2010		2/8/2013	704	870					-166	



Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals										Net Gain or Loss					
Short Term CG Distributions										1,677		Capital Gains/Losses Other sales										110,907		102,674		8,233	
Short Term CG Distributions										0		Other sales										0		0		0	
Short Term CG Distributions																											
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**Part I, Line 16b (990-PF) - Accounting Fees**

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

**Part I, Line 18 (990-PF) - Taxes**

		151	95	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	95	95		
2	ESTIMATED EXCISE TAXES PAID	56			

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 5 - Decreases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	102
2	PY RETURN OF CAPITAL ADJUSTMENT	2	74
3	Total	3	176

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													1,677
Short Term CG Distributions													0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 VANGUARD MSCI EMERGING MARKETS	922042858		8/9/2011	10/3/2012	84			82	2				6,556
2 VANGUARD REIT VAPER	922906553		2/4/2009	9/9/2012	460			204	256				256
3 VANGUARD REIT VAPER	922906553		2/4/2009	2/8/2013	547			236	311				311
4 MF ADV INDEX FUND-ADMIN 88	949752686		2/6/2009	9/9/2012	378			378	186				186
5 MF ADV INDEX FUND-ADMIN 88	949752686		2/6/2009	10/3/2012	546			346	200				200
6 MF ADV INDEX FUND-ADMIN 88	949752686		11/16/2012	2/8/2013	401			372	29				29
7 MF ADV INDEX FUND-ADMIN 88	949752686		2/6/2009	2/8/2013	1,560			977	583				583
8 MF ADV C B LARGE CAP VAL-1 1988	949752686		2/6/2009	9/9/2012	3,356			2,151	1,205				1,205
9 MF ADV C B LARGE CAP VAL-1 1988	949752686		8/13/2012	10/3/2012	173			173	5				5
10 MF ADV C B LARGE CAP VAL-1 1988	949752686		2/6/2009	10/3/2012	437			288	149				149
11 WELLS FARGO ADV TOT RT BD FUND	949751581		2/13/2012	9/9/2012	1,647			1,632	15				15
12 WELLS FARGO ADV TOT RT BD FUND	949751581		8/13/2012	10/3/2012	1,075			1,062	13				13
13 WELLS FARGO ADV SP SIC VALS 4143	94975P447		8/13/2012	10/3/2012	449			434	15				15
14 WELLS FARGO ADV SP SIC VALS 4143	94975P447		8/13/2012	2/8/2013	4,124			3,606	518				518
15 WELLS FARGO ADV EMG MK EINS 414	94975P751		11/19/2010	10/3/2012	114			114	3				3
16 WELLS FARGO ADV EMG MK EINS 414	94975P751		10/8/2012	10/3/2012	479			498	19				19
17 WELLS FARGO ADV INTL BOND-S 470	94985D582		11/16/2010	9/9/2012	2,677			2,764	87				87
18 WELLS FARGO ADV INTL BOND-S 470	94985D582		2/13/2012	9/9/2012	781			787	6				6
19 WELLS FARGO ADV INTL BOND-S 470	94985D582		2/4/2011	9/9/2012	578			577	1				1
20 WELLS FARGO ADV INTL BOND-S 470	94985D582		2/4/2011	10/3/2012	812			812	27				27
21 WELLS FARGO ADV HI INCNS 310	949817538		2/15/2008	9/9/2012	611			611	13				13
22 WELLS FARGO ADV HI INCNS 310	949817538		2/15/2008	9/9/2012	1,590			1,600	10				10
23 WELLS FARGO ADV HI INCNS 310	949817538		2/15/2008	10/3/2012	730			727	3				3
24 WELLS FARGO ADV HI INCNS 310	949817538		2/15/2008	11/16/2012	1,392			1,399	7				7
25 MF ADV GOVT SECURITIES - 1 301	949817578		8/13/2012	9/9/2012	1,924			1,911	13				13
26 MF ADV GOVT SECURITIES - 1 301	949817578		8/13/2012	10/3/2012	803			800	3				3
27 MF ADV GOVT SECURITIES - 1 301	949817578		2/13/2012	11/16/2012	2,277			2,233	44				44
28 MF ADV GOVT SECURITIES - 1 301	949817578		8/13/2012	11/16/2012	1,524			1,520	4				4
29 MF ADV GOVT SECURITIES - 1 301	949817578		2/4/2011	11/16/2012	6,547			6,142	405				405
30 MF ADV GOVT SECURITIES - 1 301	949817578		2/4/2011	9/9/2012	2,945			2,860	85				85
31 MF ADV SHORT-TERM BOND FUND-1 3	949817652		4/9/2012	9/9/2012	1,876			1,876	2				2
32 MF ADV SHORT-TERM BOND FUND-1 3	949817652		5/9/2012	9/9/2012	3,059			3,059	0				0
33 MF ADV SHORT-TERM BOND FUND-1 3	949817652		2/5/2010	9/9/2012	1,568			1,543	25				25
34 MF ADV SHORT-TERM BOND FUND-1 3	949817652		2/5/2010	10/3/2012	1,095			1,073	22				22
35 SHARES RUSSELL 2000 GROWTH	87234N849		12/19/2012	2/8/2013	4,018			3,719	299				299
36 KEELY SMALL CAP VAL FDI C.L. 1 2251	487300808		4/20/2009	9/9/2012	5,920			3,256	2,664				2,664
37 KEELY SMALL CAP VAL FDI C.L. 1 2251	487300808		8/11/2011	9/9/2012	1,492			1,280	202				202
38 KEELY SMALL CAP VAL FDI C.L. 1 2251	487300808		9/9/2012	9/9/2012	471			457	14				14
39 INVECO INTL GROWTHLY 8516	008892532		2/13/2012	9/9/2012	1,521			1,493	28				28
40 MERGER FUND SH BEN INT 260	58509108		8/13/2012	10/3/2012	267			266	1				1
41 MERGER FUND SH BEN INT 260	58509108		5/9/2010	10/3/2012	64			63	1				1
42 PIMCO FOREIGN BD FUND H INST 10	633309882		2/13/2012	9/9/2012	830			797	33				33
43 PIMCO FOREIGN BD FUND H INST 10	633309882		8/11/2011	9/9/2012	4,228			4,057	171				171
44 PIMCO FOREIGN BD FUND H INST 10	633309882		8/11/2011	10/3/2012	702			658	44				44
45 T ROWE PRICE BLUE CHIP GROWTH 83	779540106		8/13/2012	10/3/2012	560			535	25				25
46 T ROWE PRICE BLUE CHIP GROWTH 83	779540106		4/9/2011	9/9/2012	616			386	230				230
47 SPDR DJ WILSHIRE INTERNATIONAL RT	76453X863		4/29/2011	9/9/2012	38			42	4				4
48 SPDR DJ WILSHIRE INTERNATIONAL RT	76453X863		4/29/2011	10/3/2012	315			326	11				11
49 SPDR DJ WILSHIRE INTERNATIONAL RT	76453X863		4/28/2011	10/3/2012	413			412	1				1
50 SPDR DJ WILSHIRE INTERNATIONAL RT	76453X863		4/28/2011	2/8/2013	507			486	21				21
51 INVECO INTL GROWTHLY 8516	008892532		2/13/2012	10/3/2012	984			896	88				88
52 ARTISAN MID CAP FUND-MS18	008892532		2/13/2012	2/8/2013	307			307	0				0
53 ARTISAN MID CAP FUND-MS18	008892532		4/10/2012	10/3/2012	403			397	6				6
54 CREDIT SUISSE COMM RT ST CO 2156	63135500		8/11/2011	9/9/2012	450			405	45				45
55 CREDIT SUISSE COMM RT ST CO 2156	63135500		8/11/2011	10/3/2012	918			989	71				71
56 DREYFUS EMG MKT DEBT LOC CL 608	261880444		10/8/2010	9/9/2012	871			679	192				192
57 JP MORGAN MID CAP VAL FDI 1758	339128100		2/5/2010	9/9/2012	809			581	228				228
58 JP MORGAN MID CAP VAL FDI 1758	339128100		8/11/2011	9/9/2012	108			75	33				33
59 JP MORGAN MID CAP VAL FDI 1758	339128100		8/11/2011	10/3/2012	392			307	85				85
60 GATEWAY FUND - Y 1988	38729864		8/13/2012	4/10/2012	4,394			3,994	400				400
61 GOLDMAN SACHS GRTH OPP FDI 113	381421401		2/8/2008	9/9/2012	33			2,467	2,434				2,434
62 GOLDMAN SACHS GRTH OPP FDI 113	381421401		2/8/2008	9/9/2012	944			1,133	189				189
63 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	9/9/2012	3,188			4,733	1,545				1,545
64 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/19/2008	9/9/2012	891			1,118	227				227
65 HUSSMAN STRATEGIC GROWTH FUND	448108100		4/22/2008	9/9/2012	972			1,175	203				203
66 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/5/2010	9/9/2012	324			300	24				24
67 HUSSMAN STRATEGIC GROWTH FUND	448108100		9/9/2010	9/9/2012	122			122	0				0
68 HUSSMAN STRATEGIC GROWTH FUND	448108100		10/8/2010	9/9/2012	258			258	0				0
69 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/4/2011	9/9/2012	871			1,000	129				129
70 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/4/2011	9/9/2012	871			1,000	129				129
71 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/13/2012	9/9/2012	851			1,019	168				168
72 HUSSMAN STRATEGIC GROWTH FUND	448108100		2/13/2012	9/9/2012	4,328			3,677	651				651
73 SHARES RUSSELL 2000 GROWTH	87234N849		5/9/2010	10/3/2012	747			707	40				40
74 TCV SMALL CAP GROWTH FUND-1 472	87234N849		5/9/2012	11/16/2012	674			733	59				59
75 TCV SMALL CAP GROWTH FUND-1 472	87234N849		8/13/2012	11/16/2012	1,899			1,986	87				87
76 TCV SMALL CAP GROWTH FUND-1 472	87234N849		5/3/2010	11/16/2012	958			968	10				10
77 TCV SMALL CAP GROWTH FUND-1 472	87234N849		5/3/2010	12/19/2012	483			431	52				52
78 TCV SMALL CAP GROWTH FUND-1 472	87234N849		2/13/2012	9/9/2012	2,556			2,457	99				99
79 TCV SMALL CAP GROWTH FUND-1 472	87234N849		2/13/2012	9/9/2012	1,817			1,903	86				86
80 TCV SMALL CAP GROWTH FUND-1 472	87234N849		2/13/2012	10/3/2012	801			800	1				1
81 TEMPLETON FOREIGN FD - ADV 604	600196506		2/13/2012	9/9/2012	801			800	1				1
82 TEMPLETON FOREIGN FD - ADV 604	600196506		2/13/2012	10/3/2012	801			800	1				1

### Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]



**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return . . . . .		1 211
2 First quarter estimated tax payment . . . . .	8/9/2012	2 56
3 Second quarter estimated tax payment . . . . .		3
4 Third quarter estimated tax payment . . . . .		4
5 Fourth quarter estimated tax payment . . . . .		5
6 Other payments . . . . .		6 0
7 Total . . . . .		7 267



**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	<b>1</b>	<u>14,524</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	<b>Total</b>	<b>10</b>	<u>14,524</u>

Wells Fargo

Page 1 of 2

## Tax Transaction Detail (Distributions + Beneficiary)

6/3/2013 15:12:12

Main Account Id:

SMITH TUW FBO GRACE CHURCH

Account Id: 1215121409

Trust Year 4/1/2012 - 3/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
149	BENEFICIARY DISTRIBUTIONS			
	000000000	No Beny Linked		
10/02/12		0 Units Reg Code. 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR KELSEY CULVER UNIVERSITY OF NORTHERN COLORADO		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR ANDREW DARRESS UNIVERSITY OF COLORADO - BOULDER		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR ELENA HINKLE WILLAMETTE UNIVERSITY		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR SAMUEL HINKLE WHITMAN COLLEGE		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR SPENCER S KELLOGG UNIVERSITY OF COLORADO - CO SPRINGS		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR AUSTIN KIRKPATRICK COLORADO STATE UNIVERSITY		
10/02/12		0 Units Reg Code: 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP - ASHLEIGH KIRKPATRICK COLORADO STATE UNIVERSITY		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP - SIENNA PALOS UNIVERSITY OF COLORADO - BOULDER		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR ELLEN SANDERS UNIVERSITY OF IDAHO		
10/02/12		0 Units Reg Code 000	0 00	-1,420 00
Added:	FYE 04/08/13	DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR ANDREW THEOBALD MIDDLEBURY COLLEGE		
Total For: No Beny			0 00	-14,200 00
Total for Taxcode: 149			0 00	-14,200 00

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
<b>Name: SMITH TUW FBO GRACE CHURCH</b>						
<b>Account # 1215121409</b>						
<b>FYE: 3-31-13</b>						
Cash	1215121409	84-6152339			(\$192.89)	(\$192.89)
Invest - Other	1215121409	84-6152339	589509108	MERGER FD SH BEN INT #260	\$6,693.65	\$6,634.60
Invest - Other	1215121409	84-6152339	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$14,108.41	\$13,746.00
Invest - Other	1215121409	84-6152339	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	\$20,423.79	\$18,072.83
Invest - Other	1215121409	84-6152339	880196506	TEMPLETON FOREIGN FD - ADV #604	\$8,836.66	\$8,216.58
Invest - Other	1215121409	84-6152339	94975G686	WF ADV INDEX FUND-ADMIN #88	\$8,490.61	\$5,128.26
Invest - Other	1215121409	84-6152339	04314H600	ARTISAN MID CAP FUND-INS #1333	\$9,832.08	\$9,226.57
Invest - Other	1215121409	84-6152339	008882532	INVESCO INTL GROWTH-Y #8516	\$9,116.91	\$8,267.35
Invest - Other	1215121409	84-6152339	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$16,565.80	\$16,074.82
Invest - Other	1215121409	84-6152339	262028855	DRIEHAUS ACTIVE INCOME FUND	\$10,419.70	\$10,290.30
Invest - Other	1215121409	84-6152339	339128100	JP MORGAN MID CAP VALUE-I #758	\$7,780.08	\$4,829.95
Invest - Other	1215121409	84-6152339	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	\$14,053.26	\$13,887.43
Invest - Other	1215121409	84-6152339	94975J581	WFA CORE BD FD-I #944	\$46,041.21	\$45,118.45
Invest - Other	1215121409	84-6152339	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	\$9,360.36	\$9,305.70
Invest - Other	1215121409	84-6152339	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	\$14,143.12	\$8,031.06
Invest - Other	1215121409	84-6152339	922908553	VANGUARD REIT VIPER	\$10,720.56	\$4,483.28
Invest - Other	1215121409	84-6152339	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	\$4,439.71	\$3,778.97
Invest - Other	1215121409	84-6152339	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$9,308.21	\$7,338.19
Invest - Other	1215121409	84-6152339	949917579	WF ADV GOVT SECURITIES- I #3101	\$15,715.93	\$14,820.65
Invest - Other	1215121409	84-6152339	949917652	WF ADV SHORT-TERM BOND FUND-I#3102	\$40,706.59	\$39,957.02
Invest - Other	1215121409	84-6152339	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$10,838.52	\$7,156.55
Invest - Other	1215121409	84-6152339	949917538	WELLS FARGO ADV HI INC-INS #3110	\$20,212.27	\$17,818.05
Invest - Other	1215121409	84-6152339	949921571	WFA SMALL COMPANY GROWTH -I#3162	\$4,495.18	\$4,321.68
Invest - Other	1215121409	84-6152339	367829884	GATEWAY FUND - Y #1986	\$14,066.65	\$13,817.75
Invest - Other	1215121409	84-6152339	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$13,088.93	\$14,686.32
Savings & Temp Inv	1215121409	84-6152339	VP0528308	FEDERATED TREAS OBL FD 68	\$10,061.25	\$10,061.25
Savings & Temp Inv	1215121409	84-6152339	VP0528308	FEDERATED TREAS OBL FD 68	\$11,811.99	\$11,811.99
<b>Total Cash and Equivalents</b>					<b>\$21,680.35</b>	<b>\$21,680.35</b>
<b>Total Other Investments</b>					<b>\$339,458.19</b>	<b>\$305,008.36</b>
<b>Total</b>					<b>\$361,138.54</b>	<b>\$326,688.71</b>