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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 06-01-2012 , and ending 05-31-2013

Name of foundation
ETHEL S C SMITH NO 5 CHARITABLE TW

A Employer identification number
23-6648857

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1525 W WT HARRIS BLVD D1114-044

B Telephone number (see instructions)
(800) 352-3705

City or town, state, and ZIP code
CHARLOTTE, NC 28288

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,548,313

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	322,038	320,964		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	259,168			
	b	Gross sales price for all assets on line 6a 2,884,406				
	7	Capital gain net income (from Part IV, line 2)		259,168		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	581,206	580,132		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	112,147	84,110		28,037
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)	16,030	0	0	16,030
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	80,045	5,497		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	12,000			12,000
	24	**Total operating and administrative expenses.** Add lines 13 through 23	220,222	89,607	0	56,067
	25	Contributions, gifts, grants paid	463,000			463,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	683,222	89,607	0	519,067
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-102,016			
	b	**Net investment income** (if negative, enter -0-)		490,525		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	219,266	233,552	233,552
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	273,600	871,157	859,325
	b	Investments—corporate stock (attach schedule)	7,915,719	8,257,412	9,768,494
	c	Investments—corporate bonds (attach schedule)	206,000	2,557,607	2,635,807
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,452,209		0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)		51,219	51,135
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,066,794	11,970,947	13,548,313
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	12,066,794	11,970,947	
	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)	12,066,794	11,970,947	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,066,794	11,970,947	

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	12,066,794
2	Enter amount from Part I, line 27a	2	-102,016
3	Other increases not included in line 2 (itemize) ▶	3	18,184
4	Add lines 1, 2, and 3	4	11,982,962
5	Decreases not included in line 2 (itemize) ▶	5	12,015
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,970,947

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	259,168
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	655,808	12,595,482	0 052067
2010	659,104	12,739,346	0 051738
2009	722,688	12,063,779	0 059906
2008	807,477	11,596,530	0 069631
2007	800,146	16,134,251	0 049593

2	**Total** of line 1, column (d).	2	0 282935
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 056587
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,929,423
5	Multiply line 4 by line 3.	5	731,637
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,905
7	Add lines 5 and 6.	7	736,542
8	Enter qualifying distributions from Part XII, line 4.	8	519,067

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	9,811
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	0
3	Add lines 1 and 2			3	9,811
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	9,811
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,056		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	29,056
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	19,245
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	0	**Refunded** ▶	11	19,245

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶WELLS FARGO BANK NA Telephone no ▶(800) 352-3705

Located at ▶1 W 4TH ST 6TH FL WINSTON SALEM NC ZIP +4 ▶271013818

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 |

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		No
	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		No
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)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WELLS FARGO BANK NA 1525 W WT Harris Blvd D1114-044 Charlotte, NC 282881161	TRUSTEE 40	112,147		

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		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	11,858,432
b	Average of monthly cash balances		1b	1,267,886
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	13,126,318
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	13,126,318
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	196,895
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,929,423
6	**Minimum investment return.** Enter 5% of line 5		6	646,471

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	646,471
2a	Tax on investment income for 2012 from Part VI, line 5	2a 9,811		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	9,811
3	Distributable amount before adjustments Subtract line 2c from line 1		3	636,660
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	636,660
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	636,660

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	519,067
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	519,067
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	519,067

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				636,660
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 28,212				
d From 2010. 34,961				
e From 2011. 74,144				
f **Total** of lines 3a through e.	137,317			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 519,067				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				519,067
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	117,593			117,593
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,724			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	19,724			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 19,724				
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))

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

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

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

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

WELLS FARGO
One West 4th Street
Winston Salem, NC 27101
(888) 234-1999

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

www wellsfargo com/privatefoundationgrants/smith

c Any submission deadlines

March 1 and Sept 1

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

Grants are for SE Pennsylvania charities with an emphasis on those serving community needs in Delaware County for capital projects, operating expenses, & special programs

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				463,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	322,038	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	259,168	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				581,206	

13 Total. Add line 12, columns (b), (d), and (e). **13** 581,206

(See worksheet in line 13 instructions to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11	0

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

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

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

(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

(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

******	2013-09-23	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3642 071 DODGE & COX INCOME FD COM		2009-10-13	2012-07-30
7982 621 DODGE & COX INCOME FD COM		2009-10-13	2012-07-31
5050 DODGE & COX INCOME FD COM		2008-08-19	2012-08-01
5591 902 DODGE & COX INCOME FD COM		2008-08-21	2012-08-02
23652 698 DODGE & COX INCOME FD COM		2008-08-21	2012-08-20
3721 88 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2012-09-15
4203 8 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2012-10-15
1533 53 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2012-11-15
4985 68 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2012-12-15
722 74 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2013-01-15
1116 78 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2013-02-15
1106 31 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2013-03-15
2976 22 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2013-04-15
675 7 FHLMC POOL #J15642 3 500% 6/01/26		2012-08-07	2013-05-15
20000 FED NATL MTG ASSN 0 500% 8/09/13		2012-08-24	2012-12-27
19493 177 FEDERATED STRAT VAL DIV FD IS #662		2011-11-09	2012-08-01
7707 129 FEDERATED STRAT VAL DIV FD IS #662		2011-11-09	2012-10-04
146 57 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-06-15
378 82 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-07-15
137 29 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-08-15
138 15 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-09-15
139 01 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-10-15
139 88 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-11-15
140 76 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2012-12-15
141 95 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2013-01-15
305 93 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2013-02-15
134 61 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2013-03-15
135 25 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2013-04-15
133 31 GOVERNMENT NATL MTG ASSN GTD PASS THRU CTF POOL #434539 DTD		1999-08-16	2013-05-15
7 05 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-06-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
7 12 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-07-15
7 19 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-08-15
7 27 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-09-15
7 34 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-10-15
7 41 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-11-15
7 49 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2012-12-15
7 56 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2013-01-15
12 76 GOVERNMENT NATL MTG ASSN PL 063754X 11 5% 04/15/2013		1983-03-04	2013-02-15
478 ISHARES RUSSELL 2000		2009-03-20	2012-10-04
39269 406 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2009-03-25	2012-07-06
25000 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2009-03-25	2012-08-09
4995 463 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2009-03-25	2012-08-10
15013 624 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2009-03-25	2012-08-13
15549 185 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2009-03-25	2012-08-20
5563 282 PIMCO COMMODITY REAL RET STRAT-I#45		2008-04-29	2012-10-04
30000 US TREASURY NOTE 2 000% 11/30/13		2012-07-31	2012-10-31
15000 US TREASURY NOTE 2 000% 11/30/13		2012-08-24	2013-01-29
20000 US TREASURY NOTE 2 000% 11/30/13		2012-08-24	2013-03-07
20000 US TREASURY NOTE 2 000% 11/30/13		2012-08-24	2013-03-28
2448 315 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-08-19	2012-07-19
7000 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-08-19	2012-07-24
2502 574 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-04-29	2012-07-25
4005 495 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-08-08	2012-08-07
1157 942 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-08-08	2012-08-20
3000 WF ADV SHORT DUR GOVT BOND-I #3145		2011-07-26	2012-08-16
23112 186 WF ADV SHORT DUR GOVT BOND-I #3145		2011-07-26	2012-08-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,297		47,019	3,278
110,240		101,216	9,024
69,741		61,610	8,131
77,336		68,221	9,115
325,225		288,563	36,662
3,722		3,932	-210
4,204		4,441	-237
1,534		1,620	-86
4,986		5,267	-281
723		764	-41
1,117		1,180	-63
1,106		1,169	-63
2,976		3,144	-168
676		714	-38
20,040		20,054	-14
100,000		90,643	9,357
40,000		35,838	4,162
147		146	1
379		378	1
137		137	
138		138	
139		139	
140		139	1
141		140	1
142		141	1
306		305	1
135		134	1
135		135	
133		133	
7		7	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7		7	
7		7	
7		7	
7		7	
7		7	
7		7	
8		7	1
13		13	
40,113		19,275	20,838
430,000		397,135	32,865
275,250		241,750	33,500
55,050		48,306	6,744
165,300		145,182	20,118
170,419		150,361	20,058
40,000		103,755	-63,755
30,568		30,716	-148
15,229		15,335	-106
20,270		20,447	-177
20,245		20,447	-202
71,197		60,921	10,276
204,190		173,978	30,212
72,925		62,123	10,802
116,640		99,279	17,361
33,071		28,699	4,372
31,020		31,020	
239,211		238,980	231

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,278
			9,024
			8,131
			9,115
			36,662
			-210
			-237
			-86
			-281
			-41
			-63
			-63
			-168
			-38
			-14
			9,357
			4,162
			1
			1
			1
			1
			1
			1
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1
			20,838
			32,865
			33,500
			6,744
			20,118
			20,058
			-63,755
			-148
			-106
			-177
			-202
			10,276
			30,212
			10,802
			17,361
			4,372
			231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LEARNING ALLY INC 20 ROSZEL ROAD PRINCETON, NJ 08540	NONE	PUBLIC CHARITY	GENERAL PURPOSE	3,000
LEUKEMIA & LYMPHOMA SOCIETY 555 E NORTH LANE CONSHOHOCKEN, PA 19428	NONE	PUBLIC CHARITY	GENERAL PURPOSE	3,000
DELAWARE COUNTY SYMPHONY PO BOX 421 NEWTON SQUARE, PA 19073	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
MAKE A WISH FOUNDATION OF PHILADELPHIA 512 TOWNSHIP LINE ROAD BLUE BELL, PA 19422	NONE	PUBLIC CHARITY	GENERAL PURPOSE	2,000
YMCA OF PHILADELPHIA & VICINITY 2000 MARKET STREET SUITE 750 PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL PURPOSE	12,500
CRADLE OF LIBERTY COUNCIL BOY SCOUNTS OF AMERCA 1485 VALLEY FORGE WAYNE, PA 19087	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
ELWYN INC 111 ELWYN ROAD ELWYN, PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000
THE PHILADELPHIA ORCHESTRA 260 S BROAD STREET 16 FLOOR PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	GENERAL PURPOSE	8,000
SAINT JOSEPH'S UNIVERSITY 5600 CITY AVENUE PHILADELPHIA, PA 19131	NONE	PUBLIC CHARITY	GENERAL PURPOSE	6,000
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 191017646	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000
EASTERN UNIVERISTY 1300 EAGLE ROAD SAINT DAVIDS, PA 19087	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
TYLER ARBORETUM 515 PAINTER ROAD MEDIA, PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	25,000
MENTAL HEALTH ASSOCIATION OF SE PENNSYLVANIA 1211 CHESTNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
WIDENER UNIVERSITY ONE UNIVERSITY PLACE CHESTER, PA 19013	NONE	PUBLIC CHARITY	GENERAL PURPOSE	120,000
TIMOTHY SCHOOL CORP 973 OLD LANCASTER ROAD BERWYN, PA 19312	NONE	PUBLIC CHARITY	GENERAL PURPOSE	7,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COUNTRY DAY SCHOOL OF SACRED HEART 480 BRYN MAWR AVENUE BRYN MAWR, PA 19010	NONE	PUBLIC CHARITY	GENERAL PURPOSE	3,000
DOMESTIC ABUSE PROJECT OF DELWARE COUNTY 14 WEST SECOND STREET MEDIA, PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
ASTON PUBLIC LIBRARY 3270 CONCORD BLVD ASTON, PA 19014	NONE	PUBLIC CHARITY	GENERAL PURPOSE	2,000
MATERNITY CARE COALITION 2000 HAMILTON STREET SUITE 205 PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
DON GUANELLA VILLAGE OF THE ARCHDIOCESE OF PHILADELPHIA 1797 S SPROUL RD SPRINGFIELD, PA 19064	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
MANNA 2323 RANSTEAD STREET PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
DELCO TENNIS ASSOCIATION INC 122 MARLE CIRCLE ASTON, PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	25,000
MEDIA THEATRE FOR THE PERFORMING ART 104 E STATE STREET MEDIA, PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000
DELAWARE COUNTY COOPERATIVE EXTENSION ASSOC INC SMEDLEY PARK 20 PAPER MILL ROAD SPRINGFIELD, PA 19064	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
NATIONAL LIBERTY MUSEUM 321 CHESTNUT STREET PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	GENERAL PURPOSE	8,000
CENTER FOUNDATION 220 NORTH JACKSON STREET MEDIA, PA 191452902	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
DELAWARE COUNTY INTERMEDIATE UNIT 200 YALE AVENUE MORTON, PA 19070	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
PHILADELPHIA SINFONIA ASSOCIATION INC PO BOX 996 PHILADELPHIA, PA 19105	NONE	PUBLIC CHARITY	GENERAL PURPOSE	1,000
TRI COUNTY CONCERTS ASSOC PO BOX 222 WAYBE, PA 19087	NONE	PUBLIC CHARITY	GENERAL PURPOSE	3,000
WAYNE ART CENTER 413 MAPLEWOOD AVENUE WAYNE, PA 19087	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
DELAWARE COUNTY YOUTH ORCHESTRA PO BOX 143 MEDIA,PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
CHESTER HIGHER EDUCATION COUNCIL ONE UNIVERSITY PLACE CHESTER,PA 19013	NONE	PUBLIC CHARITY	GENERAL PURPOSE	15,000
VETERAN'S NATIONAL EDUCATION PROGRAM PO BOX 354 NEWTON SQUARE,PA 190730354	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000
CHESTER PANTHERS BASKETBALL 13 WEST THIRD STREET MEDIA,PA 19063	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
AMERICAN RED CROSS SE PA CHAPTER 2221 CHESTNUT STREET PHILADELPHIA,PA 19103	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000
TIKVAH RESIDENCE INC PO BOX 551 NEWTOWN SQUARE,PA 19073	NONE	PUBLIC CHARITY	GENERAL PURPOSE	9,000
ATLANTIC COAST OPERA FESTIVAL 2028 S 17TH STREET PHILADELPHIA,PA 19145	NONE	PUBLIC CHARITY	GENERAL PURPOSE	5,000
INTERNATIONAL BALLET CLASSIQUE 300 PENNELL ROAD MEDIA,PA 19063	NONE	PUBLIC CHARITY	GENERAL PUPOSE	5,000
Total . . . . ▶ **3a**				463,000

TY 2012 Investments Corporate Bonds Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Name of Bond	End of Year Book Value	End of Year Fair Market Value
94985D582 WELLS FARGO ADV INTL	206,000	208,583
0258M0DE6 AMERICAN EXPRESS CRE	30,648	30,576
055451AP3 BHP BILLITON FIN USA	20,279	20,202
05565QBY3 BP CAPITAL MARKETS	30,831	30,386
06051GEK1 BANK OF AMERICA CORP	25,939	26,537
06366QW86 BANK OF MONTREAL	31,492	31,105
06739FFZ9 BARCLAYS BANK PLC	26,519	26,222
071813BF5 BAXTER INTERNATIONAL	29,902	28,609
084664BE0 BERKSHIRE HATHAWAY	30,328	29,400
14912L4X6 CATERPILLAR FINANCIA	31,296	31,026
25179MAM5 DEVON ENERGY CORPORA	20,389	20,051
25468PCM6 WALT DISNEY COMPANY/	30,658	30,465
25470DAF6 DISCOVERY COMMUNICAT	25,543	24,942
260543CA9 DOW CHEMICAL CO/THE	22,385	21,706
278865AN0 ECOLAB INC	30,062	30,084
30219GAF5 EXPRESS SCRIPTS HOLD	15,936	15,849
31428XAS5 FEDEX CORP	24,937	24,040
35671DAU9 FREEPORT-MCMORAN C	20,024	19,470
36962G3U6 GENERAL ELEC CAP COR	29,464	29,270
38141GGS7 GOLDMAN SACHS GROUP	26,948	28,619
428236BW2 HEWLETT-PACKARD CO	24,781	25,420
437076AR3 HOME DEPOT INC	26,647	25,645
459200GX3 IBM CORP	41,777	41,297
46625HHU7 JPMORGAN CHASE & CO	26,948	27,136
4812C0803 JPMORGAN HIGH YIELD	321,018	339,079
50540RAK8 LAB CORP OF AMER HLD	19,959	20,075
539473AQ1 LLOYDS TSB BANK PLC	26,317	27,263
585055AP1 MEDTRONIC INC	31,839	30,906
59156RAU2 METLIFE INC	30,133	29,112
61747YDD4 MORGAN STANLEY	20,030	21,104

Name of Bond	End of Year Book Value	End of Year Fair Market Value
66989HAC2 NOVARTIS CAPITAL COR	26,574	26,101
681919AZ9 OMNICOM GROUP INC	26,365	25,123
68389XAK1 ORACLE CORP	34,731	32,876
693390882 PIMCO FOREIGN BD FD	210,000	221,740
693391559 PIMCO EMERG MKTS BD-	490,000	510,391
713448BT4 PEPSICO INC	37,023	36,650
72369B406 PIONEER HIGH YIELD F	296,827	334,772
76720AAF3 RIO TINTO FIN USA PL	24,672	23,835
822582AJ1 SHELL INTERNATIONAL	23,705	22,841
883556BB7 THERMO FISHER SCIENT	24,996	24,720
88732JAH1 TIME WARNER CABLE IN	29,589	28,785
904764AJ6 UNILEVER CAPITAL COR	31,410	30,677
961214BK8 WESTPAC BANKING CORP	22,686	23,117

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TY 2012 Investments Corporate Stock Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Name of Stock	End of Year Book Value	End of Year Fair Market Value
437076102 HOME DEPOT INC		
580135101 MCDONALDS CORP		
654106103 NIKE INC CL B		
194162103 COLGATE PALMOLIVE		
713448108 PEPSICO INC		
742718109 PROCTER & GAMBLE		
166764100 CHEVRON CORP		
20825C104 CONCOPHILLIPS		
30231G102 EXXON MOBIL CORP		
025816109 AMERICAN EXPRESS CO		
171232101 CHUBB CORP		
38141G104 GOLDMAN SACHS GROUP		
46625H100 JP MORGAN CHASE		
693475105 PNC FINANCIAL SER.		
110122108 BRISTOL MYERS SQUIBB		
478160104 JOHNSON & JOHNSON		
717081103 PFIZER INC		
369604103 GENERAL ELECTRIC		
452308109 ILLINOIS TOOL WORKS		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO		
42836103 HEWLETT PACKARD CO		
17275R102 CISCO SYSTEMS		
459200101 INTERNATIONAL BUS.		
594918104 MICROSOFT CORP		
68389X105 ORACLE CORP		
92826C839 VISA INC-CLASS		
74005P104 PRAXAIR INC COM		
35906A108 FRONTIER COMM.		
92343V104 VERIZON COMM		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
65339F101 NEXTERA ENERGY INC		
14149Y108 CARDINAL HEALTH INC		
58405U102 MEDCO HEALTH SOLUTIO		
25264S833 DIAMOND HILL LONG-SH	286,000	354,002
277923728 EATON VANCE GLOBAL M	339,770	330,143
314172560 FEDERATED STRAT VAL	1,433,519	1,695,560
411511504 HARBOR CAPITAL APRCT	1,550,000	1,928,224
448108100 HUSSMAN STRATEGIC GR	386,000	316,522
44980Q518 ING INTERNATIONAL RE	300,018	263,180
44981V706 ING REAL ESTATE FUND	113,084	130,855
464287234 ISHARES TR MSCI EMER	997,459	935,127
464287465 ISHARES MSCI EAFE	785,601	1,281,533
464287655 ISHARES RUSSELL 2000	328,234	796,092
47103C241 PERKINS MID CAP VALU	302,862	340,646
722005667 PIMCO COMMODITY REAL	696,245	429,555
78464A607 SPDR DOW JONES REIT	52,280	162,994
949915367 WELLS FARGO ADV ENTE	315,698	419,067
870297801 MLN ELEMENTS ROGERS	130,642	130,321
94985D418 WELLS FARGO ADV AST	240,000	254,673

TY 2012 Investments Government Obligations Schedule

Name:	ETHEL S C SMITH NO 5 CHARITABLE TW
EIN:	23-6648857
US Government Securities - End of Year Book Value:	871,157
US Government Securities - End of Year Fair Market Value:	859,325
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
44980Q518 ING INTERNATION RE			
44981V706 ING REAL ESTATE			
722005667 PIMCO COMMODITY REAL			
78464A607 SPDR DOW JONES REIT			
256210105 DODGE & COX INCOME F			
4812C0803 JPMORGAN HIGH YIELD			
693390551 PIMCO TOTAL RETN FD			
72369B406 PIONEER HIGH YIELD F			
922031737 VANGUARD INFLAT-PROT			
94985D582 WELLS FARGO ADV. INT			
693390882 PIMCO FOREIGN BD FD			
464287655 ISHARES RUSSELL 2000			
47103C241 PERKINS MID CAP VALU			
949915367 WELLS FARGO ADV. EN			
464287465 ISHARES MSCI EAFE			
G1151C101 ACCENTURE PLC			
H0023R105 ACE LIMITED			
693391559 PIMCO EMERG MKTS BD-			
94985D418 WELLS FARGO ADV AST			

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TY 2012 Legal Fees Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	16,030			16,030

TY 2012 Other Decreases Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	11,826
ROC BASIS ADJUSTMENT	176
ROUNDING	13

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TY 2012 Other Expenses Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEES	12,000	0		12,000

TY 2012 Other Increases Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	18,184

TY 2012 Taxes Schedule

Name: ETHEL S C SMITH NO 5 CHARITABLE TW

EIN: 23-6648857

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	45,492	0		0
FEDERAL ESTIMATES - PRINCIPAL	29,056	0		0
FOREIGN TAXES ON QUALIFIED FOR	4,729	4,729		0
FOREIGN TAXES ON NONQUALIFIED	768	768		0