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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 09-01-2012 , and ending 08-31-2013

Name of foundation The Timothy and Judith Smith Foundation		A Employer identification number 95-4769418	
Number and street (or P O box number if mail is not delivered to street address) 24500 Calabasas Rd		B Telephone number (see instructions) (818) 346-3144	
City or town, state, and ZIP code Calabasas, CA 91302		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,044,562		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	400,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	492	492		
	4 Dividends and interest from securities.	56,501	56,501		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	18,793			
	b Gross sales price for all assets on line 6a _____ 682,350				
	7 Capital gain net income (from Part IV , line 2)		18,793		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	53	53		
	12 Total. Add lines 1 through 11	475,839	75,839		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	21,087	21,087		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,994	1,394		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,092	289		10,803
	24 Total operating and administrative expenses. Add lines 13 through 23	34,173	22,770		10,803
	25 Contributions, gifts, grants paid	130,000			130,000
	26 Total expenses and disbursements. Add lines 24 and 25	164,173	22,770		140,803
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	311,666			
	b Net investment income (if negative, enter -0-)		53,069		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	84,947	130,613	130,613
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	317,800	402,286	378,136
	b	Investments—corporate stock (attach schedule)	1,147,685 <input checked="" type="checkbox"/>	1,329,199	1,535,813
	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)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,550,432	1,862,098	2,044,562	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,550,432	1,862,098	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,550,432	1,862,098	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,550,432	1,862,098	

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	1,550,432
2	Enter amount from Part I, line 27a	2	311,666
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,862,098
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,862,098

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 682,350		663,557	18,793
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			18,793
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	18,793
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	89,092	1,570,989	000 056711
2010	99,647	1,372,897	000 072582
2009	99,173	1,199,514	000 082678
2008	60,060	908,070	000 066140
2007	116,722	1,041,485	000 112073

2 Total of line 1, column (d).	2	000 390184
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	000 078037
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,971,355
5 Multiply line 4 by line 3.	5	153,839
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	531
7 Add lines 5 and 6.	7	154,370
8 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	8	140,803

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,061
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	1,061
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,061
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	828		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	260		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	1,088
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	27
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 27 Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		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)?			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 <ul style="list-style-type: none">By language in the governing instrument, orBy 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)			
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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Tim Smith Telephone no (818) 346-3144 Located at 24500 Calabasas Rd Calabasas CA ZIP+4 91302			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
Judith L Smith	CFO / Sec / Treas	0		
24500 Calabasas Rd	001 00			
Calabasas, CA 91302				
Timothy Smith	Chief Executive	0		
24500 Calabasas Rd	Officer / Pres			
Calabasas, CA 91302	001 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,866,709
b	Average of monthly cash balances.	1b	134,667
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,001,376
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,001,376
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,021
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,971,355
6	Minimum investment return. Enter 5% of line 5.	6	98,568

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	98,568
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,061
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,061
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	97,507
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	97,507
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	97,507

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	140,803
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	140,803
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	140,803
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				97,507
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				64,948
b From 2008.				15,030
c From 2009.				40,010
d From 2010.				31,957
e From 2011.				11,340
f Total of lines 3a through e.	163,285			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____ 140,803				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				97,507
e Remaining amount distributed out of corpus	43,296			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	206,581			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	64,948			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	141,633			
10 Analysis of line 9				
a Excess from 2008. . . .				15,030
b Excess from 2009. . . .				40,010
c Excess from 2010. . . .				31,957
d Excess from 2011. . . .				11,340
e Excess from 2012. . . .				43,296

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary 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))

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	130,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	492	
4	Dividends and interest from securities. . . .			14	56,501	
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	18,793	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a Foreign Tax Refund _____			01	53	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				75,839	
13	Total. Add line 12, columns (b), (d), and (e).					75,839

[illegible]

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here 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


*****	2014-07-15	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2014-07-15		
	Firm's name <input type="checkbox"/>	Foundation Source		Firm's EIN <input type="checkbox"/>	
		One Hollow Lane Suite 212			
	Firm's address <input type="checkbox"/>	Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part XV Line 1a - 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).

Judith L Smith
Timothy Smith

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BISHOP O'DOWD HIGH SCHOOL 9500 STEARNS AVE OAKLAND,CA 94605	N/A	509a1	General Unrestricted	20,000
CAPUCHIN FRANCISCAN ORDER OF CA 1345 CORTEZ AVE BURLINGAME,CA 94010	N/A	509a1	General Unrestricted	5,000
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD 3RD FL LOS ANGELES,CA 90010	N/A	509a1	General Unrestricted	15,000
DOLORES MISSION ELEMENTARY SCHOOL PAROCHIAL 170 S GLESS ST LOS ANGELES,CA 90033	N/A	509a1	General Unrestricted	11,000
EVANS SCHOLARS FOUNDATION 1 BRIAR RD GOLF,IL 60029	N/A	509a1	General Unrestricted	5,000
EVANS SCHOLARS FOUNDATION 1 BRIAR RD GOLF,IL 60029	N/A	509a1	General Unrestricted	5,000
FLINTRIDGE SACRED HEART ACADEMY 440 SAINT KATHERINE DR LA CANADA,CA 91011	N/A	509a1	General Unrestricted	5,000
LOYOLA HIGH SCHOOL OF LOS ANGELES 1901 VENICE BLVD LOS ANGELES,CA 90006	N/A	509a1	General Unrestricted	10,000
PRESIDENT-BOARD OF TRUSTEES SANTA CLARA COLLEGE 500 EL CAMINO REAL SANTA CLARA,CA 95050	N/A	509a1	General Unrestricted	30,000
SOVEREIGN ORDER OF MALTA- WESTERN ASSOCIATION 465 CALIFORNIA ST STE 818 SAN FRANCISCO,CA 94104	N/A	509a1	General Unrestricted	2,000
ST FRANCIS HIGH SCHOOL OF LA CANADA FLINTRIDGE 200 FOOTHILL BLVD LA CANADA,CA 91011	N/A	509a1	General Unrestricted	5,000
ST ODILIA SCHOOL 5300 S HOOPER AVE LOS ANGELES,CA 90011	N/A	509a1	General Unrestricted	10,000
UNIVERSITY OF NOTRE DAME DU LAC 511 MAIN BLDG NOTRE DAME,IN 46556	N/A	509a1	General Unrestricted	2,000
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES,CA 90059	N/A	509a1	General Unrestricted	5,000
Total  3a				130,000

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2012</div>

<div>Name of the organization</div> <div>The Timothy and Judith Smith Foundation</div>	<div>Employer identification number</div> <div>95-4769418</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization The Timothy and Judith Smith Foundation	Employer identification number 95-4769418
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>1</div>	<div>Bob Smith Mini</div> <div>5126 Greencrest Road</div> <div>La Canada, CA 91011</div>	<div>\$ 400,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization The Timothy and Judith Smith Foundation	Employer identification number 95-4769418
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization The Timothy and Judith Smith Foundation	Employer identification number 95-4769418
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					682,350	663,557			18,793	

TY 2012 General Explanation Attachment

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

Software ID: 12000057

Software Version: 12.19.1011.1

TY 2012 Investments Corporate
Stock Schedule

Name: The Timothy and Judith Smith Foundation
EIN: 95-4769418
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
85 shares of 3M CO	6,909	9,654
74 shares of AARONS INC.	2,202	2,003
120 shares of ABBOTT LABS	3,508	4,000
98 shares of ABBVIE INC.	2,998	4,176
28 shares of ACCENTURE PLC	1,472	2,023
16 shares of ACE LTD	1,473	1,404
186 shares of ACTIVISION BLIZZARD INC	2,347	3,036
54 shares of AGILENT TECHNOLOGIES INC	1,741	2,519
17 shares of AGRIUM INC.	1,765	1,458
31 shares of AIR PRODS CHEM INC.	2,717	3,166
85 shares of AKAMAI TECH COM STK	2,384	3,908
209 shares of AKZO NOBEL NV-ADR	4,285	4,103
88 shares of ALLEGHENY TECH	2,733	2,350
13390 shares of ALLIANZ FIXED INCOME SHARES SERIES C	171,325	170,454
14865 shares of ALLIANZ FIXED INCOMESHARES SERIES M	149,601	157,271
161 shares of ALTRIA GROUP INC	3,554	5,455
150 shares of AMERICAN CAMPUS COMMUNITIES	6,085	4,997
40 shares of AMERICAN EXPRESS CO	1,526	2,876
1477 shares of AMERICAN FUNDS NEW WORLD FUND F	75,865	79,073
80 shares of AMERICAN TOWER REIT INC	3,188	5,559
54 shares of AMERISOURCEBERGEN CORP	2,640	3,074
42 shares of ANSYS INC.	1,600	3,527
52 shares of AON PLC	3,404	3,452
53 shares of APPLE INC.	16,823	25,822
583 shares of APPLIED MATERIALS INC.	6,501	8,751
43 shares of ARKEMA S/ADR	3,460	4,331
40 shares of ASML HOLDING NV NY REG SHS	2,750	3,482
195 shares of ATT CORP COM	6,357	6,597
69 shares of AUTODESK, INC.	1,543	2,536
46 shares of AUTOMATIC DATA PROCESSING INC.	2,164	3,273

Name of Stock	End of Year Book Value	End of Year Fair Market Value
16 shares of BAIDU.COM - ADR	1,839	2,168
46 shares of BANK OF NOVA SCOTIA	2,449	2,553
20 shares of BARD C R INC.	1,718	2,297
35 shares of BASF AG SPONS ADR	2,817	3,059
25 shares of BAYER A G SPONSORED ADR	2,701	2,777
19 shares of BIO RAD LABS INC CL A	1,575	2,166
16 shares of BLACKROCK INC	3,087	4,165
45 shares of BORG WARNER INC.	1,486	4,346
25 shares of BOSTON PPTYS INC	1,997	2,563
206 shares of BRAMBLES LTD UNSP AD	3,200	3,214
58 shares of BUNZL PLC SPONSORED ADR	3,811	6,111
23 shares of CANADIAN PACIFIC RAILWAY LTD	2,851	2,715
70 shares of CANON INC.	2,702	2,093
165 shares of CAPITAL ONE FINANCIAL CORP	9,678	10,651
57 shares of CATERPILLAR INC.	4,857	4,705
150 shares of CBRE GROUP INC	3,092	3,281
71 shares of CENOVUS ENERGY INC	2,508	2,041
155 shares of CENTURY LINK INC	5,615	5,134
105 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	4,875	5,887
177 shares of CHEVRON CORP	15,142	21,315
104 shares of CHINA MOBILE HGK LTD	5,298	5,613
80 shares of CIELO SA ADR	1,810	1,961
11 shares of CNOOC LTD ADS	2,216	2,206
44 shares of COACH INC	2,581	2,324
537 shares of COCA-COLA CO	14,813	20,502
66 shares of COMCAST CORP CL A	2,772	2,778
276 shares of COMPAGNIE FINANCIERE RICHEMONT SA	2,807	2,608
232 shares of CONOCOPHILLIPS	11,141	15,381
126 shares of CORUS ENTERTAINMT B	2,920	3,020
43 shares of COVANCE INC	2,442	3,485

Name of Stock	End of Year Book Value	End of Year Fair Market Value
161 shares of CSX CORP	2,351	3,962
38 shares of CUMMINS INC	2,211	4,682
263 shares of D R HORTON	3,082	4,695
68 shares of DAIHATSU MOTOR ADR	2,687	2,525
57 shares of DARDEN RESTAURANTS INC.	2,017	2,634
490 shares of DEUTSCHE BOERSE ADR	3,242	3,401
23 shares of DIAGEO PLC ADS	2,632	2,822
98 shares of DIGITAL RLTY TR INC	5,903	5,449
79 shares of DU PONT DE NEMOURS	2,857	4,473
66 shares of EASTMAN CHEMICAL CO.	1,899	5,016
100 shares of EATON VANCE CORP COM	2,740	3,855
68 shares of ECHOSTAR HOLDING CORPORATION	2,705	2,738
130 shares of EMERSON ELECTRIC CO.	6,082	7,848
36 shares of ENBRIDGE INC	1,639	1,474
10 shares of EOG RESOURCES INC	1,438	1,571
381 shares of ERICSSON L M TEL CO	4,317	4,488
58 shares of ESTEE LAUDER COMPANIES INC	1,307	3,791
459 shares of EUTELSAT COMMUNICATION	3,490	3,424
192 shares of EXPERIAN GROUP LTD S/ADR	2,575	3,345
58 shares of EXPRESS SCRIPTS HOLDING CO.	1,947	3,705
155 shares of EXXON MOBIL CORP	12,505	13,510
221 shares of FANUC LIMITED UNSPONSORED	5,991	5,587
93 shares of FRANKLIN RES INC	3,872	4,293
135 shares of FREEPORT-MCMORAN COPPER GOLD INC.	5,781	4,080
54 shares of GATX CORP	1,969	2,444
31 shares of GEN DYNAMICS CP	1,840	2,581
192 shares of GENERAL ELECTRIC CO	4,482	4,443
136 shares of GENERAL MILLS INC	4,720	6,708
253 shares of GIVAUDAN SA UNSP/ADR	4,896	6,770
183 shares of GLAXOSMITHKLINE PLC	8,039	9,313

Name of Stock	End of Year Book Value	End of Year Fair Market Value
51 shares of GLOBAL PAYMENTS INC	2,071	2,430
69 shares of GRUPO FIN ADR	2,686	2,179
69 shares of HARSCO CORP	2,408	1,624
194 shares of HELIX ENERGY SOLUTIONS GROUP INC	2,694	4,856
29 shares of HENKEL KGAA PFD SHS ADR	2,781	2,819
114 shares of HOME DEPOT INC.	3,863	8,492
108 shares of HONEYWELL INTERNATIONAL INC.	5,472	8,594
83 shares of HSBC HLDGS PLC ADS	3,881	4,351
143 shares of ICAP PLC SPON ADR	1,639	1,622
63 shares of ICICI BK LTD ADS	2,774	1,639
266 shares of INDUSTRIAL COM UNSP/ADR	3,736	3,458
59 shares of INTEGRYS ENERGY GROUP	2,894	3,299
253 shares of INTEL CORP	5,274	5,561
26 shares of INTERCONTINETALEXCHANGE INC	2,243	4,674
42 shares of INTERNATIONAL BUSINESS MACHINES	6,718	7,655
140 shares of INTERNATIONAL GAME TECHNOLOGY	3,103	2,645
81 shares of INTUIT	2,815	5,146
6 shares of INTUITIVE SURGICAL, INC.	1,260	2,319
83 shares of JARDINE MATHESON UNS/ADR	5,474	4,356
94 shares of JOHNSON JOHNSON	5,727	8,123
63 shares of JOY GLOBAL INC.	2,860	3,095
354 shares of JP MORGAN CHASE CO	13,802	17,887
147 shares of JULIUS BAER GROUP LTD	1,397	1,291
284 shares of KEYCORP	2,348	3,314
339 shares of KONINKLIJKE AHOLD	4,547	5,424
21 shares of KRAFT FOODS GROUP, INC.	694	1,087
155 shares of LOREAL ADR	3,457	5,175
364 shares of LINDE AG SPONSORED ADR	5,756	6,978
92 shares of LYONDELLBASELL INDUSTRIES NV	6,396	6,454
221 shares of MATTELL INC.	6,388	8,951

Name of Stock	End of Year Book Value	End of Year Fair Market Value
138 shares of MCDONALDS CORP	9,267	13,022
26 shares of MEDNAX, INC.	1,836	2,532
252 shares of MERCK CO INC.	10,720	11,917
305 shares of MICROSOFT CORPORATION	8,462	10,187
72 shares of MINDRAY MEDICAL INTL	2,751	2,801
64 shares of MONDELEZ INTERNATIONAL INC	1,313	1,963
38 shares of MURPHY OIL CP HLDG	2,317	2,562
148 shares of NABORS INDUSTRIES LTD	2,652	2,279
185 shares of NESTLE S.A.	9,056	12,108
409 shares of NEW GOLD INC	4,143	2,757
70 shares of NEWFIELD EXPLORATION CO	3,168	1,667
22 shares of NEWS CORP LTD CL A	129	345
119 shares of NOKIAN TYRES OYJ ADR	2,688	2,768
456 shares of NORDEA BANK AB SPON ADR	4,689	5,331
115 shares of NOVARTIS AG ADR	7,210	8,393
28 shares of NOVO NORDISK A S	1,783	4,674
193 shares of OCCIDENTAL PETROLEUM CORP	15,837	17,024
20 shares of ONEOK INC	794	1,029
61 shares of ORACLE CORP	1,647	1,943
472 shares of PARTNER COMMUNICATIONS COMPANY LTD. - AMERICAN DEP	1,944	3,422
161 shares of PDRDY.PK	3,265	3,714
159 shares of PEPSICO INC	10,238	12,677
311 shares of PFIZER INC.	6,271	8,773
157 shares of PHILIP MORRIS INTL	8,606	13,100
22 shares of PHILLIPS 66	595	1,256
5083 shares of PIMCO COMMODITIESPLUS STRATEGY FUND CLASS A	54,084	55,252
124 shares of PNC FINANCIAL GROUP INC.	8,339	8,961
36 shares of PRAXAIR INC.	3,017	4,226
213 shares of PROCTER GAMBLE CO	13,715	16,590
116 shares of PROGRESSIVE CORP OHIO	2,357	2,908

Name of Stock	End of Year Book Value	End of Year Fair Market Value
175 shares of PUBLICIS GROUPE S.A	3,136	3,264
53 shares of QUALCOMM INC	2,542	3,513
84 shares of RAYMOND JAMES FINANCIAL INC	2,246	3,514
115 shares of REED ELSEVIER PLC	4,550	5,637
551 shares of REGAL ENTERTAINMENT	8,514	9,857
44 shares of REINSURANCE GROUP AMER INC.	2,138	2,852
131 shares of REPUBLIC SVCS INC.	3,359	4,259
228 shares of ROCHE HOLDING LTD ADR	9,252	14,195
98 shares of ROYAL DUTCH SHELL PLC	6,184	6,330
110 shares of SABMILLER PLC S/ADR	5,286	5,262
50 shares of SAFRAN SA - UNSPON ADR	1,989	2,763
114 shares of SANOFI-AVENTIS SPONSORED ADR	5,469	5,447
50 shares of SAP AKTIENGESELL ADS	2,541	3,691
307 shares of SBERBANK SPONSORED ADR	3,594	3,230
462 shares of SCHNEIDER ELEC UNSP/ADR	6,629	7,050
47 shares of SCOTTS CO. CLASS A	1,915	2,477
156 shares of SEALED AIR CP	2,633	4,430
276 shares of SGS SA UNSP ADR	4,668	6,254
130 shares of SILVER WHEATON CORP	4,483	3,426
20 shares of SIMON PPTY GROUP INC	1,613	2,913
52 shares of SNAP ON INC.	2,651	4,867
63 shares of SODEXHO ALLIANCE SA SP ADR	4,554	5,550
139 shares of SOFTBANK CP UNSP ADR	2,123	4,323
119 shares of SONOVA HOLDING AG AD	2,708	2,626
1442 shares of SPDR DJ GLOBAL REAL ESTATE	53,957	57,794
158 shares of ST. JUDE MED INC.	5,518	7,965
111 shares of SVENSKA CELL AKT SCA ADR	2,059	2,707
76 shares of SYNOPSYS, INC.	2,415	2,756
232 shares of SYSCO CORP	6,885	7,429
89 shares of TARGET CORPORATION	4,695	5,635

Name of Stock	End of Year Book Value	End of Year Fair Market Value
127 shares of TEXAS INSTRUMENTS INC.	3,349	4,851
15 shares of TIME WARNER CABLE INC	983	1,610
122 shares of TJX COMPANIES INC	2,322	6,432
94 shares of TOSHIBA CORP UNSP/ADR	2,800	2,219
278 shares of TOTAL FINA ELF S.A.	15,059	15,376
57 shares of TOYOTA MTR CORP	5,398	6,885
270 shares of TULLOW OIL PLC 899415202	2,957	2,098
508 shares of TURKIYE GARANTI BANK	2,756	1,742
90 shares of TWENTY-FIRST CENTURY, FOX INC COMMON CL A	1,020	2,820
269 shares of TYCO INTERNATIONAL LTD.	6,661	8,888
69 shares of UBS AG	1,402	1,332
219 shares of UNICHARM CORP - SPN ADR	2,719	2,271
136 shares of UNILEVER N V N Y	4,294	5,118
79 shares of UNITED OVRSEAS BK LTD ADR	2,275	2,451
89 shares of UNITED PARCEL SERVICE	7,698	7,617
141 shares of UNITED TECHNOLOGIES CORP	9,958	14,114
52 shares of URS CORP	2,381	2,575
75 shares of VALSPAR CORP	2,421	4,662
97 shares of VOLKSWAGEN AG	4,510	4,393
65 shares of WAL-MART STORES INC.	3,515	4,744
60 shares of WALGREEN CO	2,103	2,884
53 shares of WALT DISNEY HOLDINGS CO.	2,086	3,224
313 shares of WELLS FARGO CO.	11,359	12,858
52 shares of WHITING PETROLEUM CORP	2,325	2,624
121 shares of XILINX INC.	3,555	5,254

TY 2012 Other Expenses Schedule**Name:** The Timothy and Judith Smith Foundation**EIN:** 95-4769418**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	10,803			10,803
Bank Charges	289	289		

TY 2012 Other Income Schedule**Name:** The Timothy and Judith Smith Foundation**EIN:** 95-4769418**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	53	53	

TY 2012 Other Professional Fees Schedule**Name:** The Timothy and Judith Smith Foundation**EIN:** 95-4769418**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	21,087	21,087		

TY 2012 Taxes Schedule**Name:** The Timothy and Judith Smith Foundation**EIN:** 95-4769418**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	600			
Foreign Tax Paid	1,394	1,394		