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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 10-01-2012 , and ending 09-30-2013

Name of foundation Pat & Emmitt Smith Charities		A Employer identification number 20-1895778	
Number and street (or P O box number if mail is not delivered to street address) 16000 N Dallas Parkway		B Telephone number (see instructions) (972) 584-0566	
City or town, state, and ZIP code Dallas, TX 75248		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 0	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ 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))		(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)	991,328			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	268	268		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 Total. Add lines 1 through 11	991,596	268		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	19,035			
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,250	3,125		3,125
	c Other professional fees (attach schedule)	111,597	55,798		55,799
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,536			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	8,401			
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	532,195			532,195
	24 Total operating and administrative expenses. Add lines 13 through 23	680,014	58,923		591,119
	25 Contributions, gifts, grants paid	378,336			378,336
	26 Total expenses and disbursements. Add lines 24 and 25	1,058,350	58,923		969,455
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-66,754			
	b Net investment income (if negative, enter -0-)		0		
	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	229,593	155,476	
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 24,200			
		Less allowance for doubtful accounts ▶	27,005	24,200	
	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		41,250	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	20,326	10,229		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	276,924	231,155	0	
Liabilities	17	Accounts payable and accrued expenses	19,821	42,474	
	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 ▶)	7,768	6,100	
	23	Total liabilities (add lines 17 through 22)	27,589	48,574	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	249,335	182,581	
30	Total net assets or fund balances (see page 17 of the instructions)	249,335	182,581		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	276,924	231,155		

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	249,335
2	Enter amount from Part I, line 27a	2	-66,754
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	182,581
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	182,581

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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	
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	792,632	374,885	2 11433
2010	182,675	401,708	0 45475
2009	216,739	286,629	0 75617
2008	39,706	132,202	0 30034
2007	87,469	84,769	1 03185
2 Total of line 1, column (d).			2 4 65744
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 93149
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 232,885
5 Multiply line 4 by line 3.			5 216,930
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7 216,930
8 Enter qualifying distributions from Part XII, line 4.			8 969,455

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 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 ☐ 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	0
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	
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	
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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) ☐ TX _____			
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	Yes	

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 ▶ <u>www.patandemmittsmithcharities.org</u>						
14	The books are in care of ▶ <u>Nina Jones CPACFO</u> Telephone no ▶ <u>(972) 584-0566</u> Located at ▶ <u>16000 N Dallas Parkway Ste 550N Dallas TX</u> ZIP +4 ▶ <u>75248</u>					
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 ▶ <table><tr><td>15</td><td></td></tr></table>	15				
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		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
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		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Marvin Blum	Sec/Treasurer	0		
16000 N Dallas Pkwy Ste 550N Dallas, TX 75248	0 10			
Emmitt Smith	Chairman	0		
16000 N Dallas Pkwy 550N Dallas, TX 75248	2 00			
Pat Smith	CEO	0		
16000 N Dallas Pkwy 550N Dallas, TX 75248	2 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
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FaySawers Production	Production of events	62,500
2512 Boll Street Dallas,TX 75204		
Ronelle Ianace		
5609 Wayfarer Dr Plano,TX 75093	VP-Comm Dev	88,000
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 Grants and Donations 45 agencies and youth supported for education, experiences & camp programs Overall, the donations impacted over 25,000 children	273,800
2 Team 22 10 Dallas area youth were provided unique experiences and opporunities to further their future	20,957
3 Page's Angels Transfer to Treasure You - a one time donation made as a transfer to a new non profit to support women's mental health initiatives	83,579
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	0
b	Average of monthly cash balances.	1b	236,431
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	236,431
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	
3	Subtract line 2 from line 1d.	3	236,431
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,546
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	232,885
6	Minimum investment return. Enter 5% of line 5.	6	11,644

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	11,644
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,644
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	11,644
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	11,644

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	969,455
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	969,455
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	969,455
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 2006 , 2005 , 2004			
3		Excess distributions carryover, if any, to 2012			
a	From 2007.	83,231			
b	From 2008.	33,096			
c	From 2009.	202,408			
d	From 2010.	162,590			
e	From 2011.	773,888			
f Total of lines 3a through e.		1,255,213			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 969,455			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		0			
d		Applied to 2012 distributable amount.			
e		957,811			11,644
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		2,213,024			
b					
c					
d					
e					
f					
7					0
8		83,231			
9		2,129,793			
10		Analysis of line 9			
a	Excess from 2008.	33,096			
b	Excess from 2009.	202,408			
c	Excess from 2010.	162,590			
d	Excess from 2011.	773,888			
e	Excess from 2012.	957,811			

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))

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

Pat and Emmitt Smith Charities
16000 N Dallas Parkway Ste 550N
Dallas, TX 75248
(972) 584-0541
rianace@ejsmithenterprises.com

b

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

1 One page description program, number of underserved youth, expected outcomes 2 Copy of Program Budget3 Copy of 501(c)(3) ruling letter4 Copy of Organization's Board of Directors5 Copy of Organization's Annual report

c

Any submission deadlines

June 15

d

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

1 Must operate as a 501(c)(3) for a minimum of 3 years 2 Must have proven track record of positive impact of children3 Must serve North Texas4 Must demonstrate a sustainable plan for the program submitted

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data TableSee Additional Data Table				
Total			3a	378,336
b <i>Approved for future payment</i>				
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	268	
4	Dividends and interest from securities. . . .					
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					
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). .				268	
13	Total. Add line 12, columns (b), (d), and (e).					268

[illegible]

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?		Yes	No
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.			

[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.

*****	2014-08-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00443727
	Nina Jones CPA	Nina Jones CPA			
	Firm's name ☐	NINA D JONES		Firm's EIN ☐	
		PO Box 1374			
	Firm's address ☐	Colleyville, TX 76034		Phone no (817) 239-2417	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization Pat & Emmitt Smith Charities	Employer identification number 20-1895778
---	---

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 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 Pat & Emmitt Smith Charities	Employer identification number 20-1895778
---	---

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
 ____	See Additional Data Table _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 ____	 _____ _____ _____	 \$ _____	 Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Pat & Emmitt Smith Chanties	Employer identification number 20-1895778
--	---

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 Pat & Emmitt Smith Chanties	Employer identification number 20-1895778
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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 <i>exclusively</i> 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
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

Additional Data

Software ID: 12000229
Software Version: 2012v2.0
EIN: 20-1895778
Name: Pat & Emmitt Smith Charities

Form 990 Schedule B, 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
<u>54</u>	Bria Hertzog 4020 Oaklawn Dallas, TX 75219	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>53</u>	Capview Partners 5910 N Central Expwy 1625 Dallas, TX 75206	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>52</u>	Peter Susan Brundage 6901 Baltimore Drive Dallas, TX 75205	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>51</u>	Korey Miller 654 Brookstone Dr Irving, TX 75039	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>50</u>	Jim Margo Keyes 5907 Gladeside Court Dallas, TX 75248	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>49</u>	Carol Roberts 7580 Oak Grove Road Fort Worth, TX 76140	\$ 6,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>48</u>	Chris Carrie Faulkner 4080 Glenhurst Lane Frisco, TX 75033	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
47	Jim Susan Duggan 5500 Sea Pines Plano, TX 75093	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
46	Todd David 13628 Gamma Road Dallas, TX 75244	\$ 28,200	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
45	Lance Crosby 4403 Saint Andrews Blvd Irving, TX 75038	\$ 12,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
44	Frank Bonilla 2911 Turtle Creek Blvd Dallas, TX 75219	\$ 27,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
43	Chris AllenDee Dee McGuire 3501 Yactclub Court Arlington, TX 76016	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
42	Adil Zenobia 11105 Sunrise Frisco, TX 75035	\$ 20,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
41	Match My Golf 18170 Dallas Pkwy 501 Dallas, TX 75287	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
40	Jeff Rich 2911 Turtle Creek Blvd Dallas, TX 75219	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
39	Marvin Odom PO Box 2463 Houston, TX 77252	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
38	Sue Gragg 5500 Preston Dallas, TX 75205	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
37	Gregg Murry 193 Glendale Drive Coppell, TX 75019	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
36	Rod Roberts 6034 W Courtyard Dr 205 Austin, TX 78730	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
35	Steve Barbara Durham 9149 Clearlake Dallas, TX 75225	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
34	JC Penney 6501 Legacy Drive Plano, TX 75028	\$15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
33	Dave Stacey Johnson 4001 Wishing Well Lane Plano, TX 75093	\$45,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
32	Ambridge Hopsitality 2500 N Dallas Parkway Plano, TX 75093	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
31	Capital Title 2400 Dallas Parkway 560 Plano, TX 75093	\$12,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
30	Bill Beverly Warren 1413 Teaberry Court Plano, TX 75093	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
29	Jones Family Charites 1 Cowboys Parkway Irving, TX 75063	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
28	Roger Marianne Staubach 8343 Douglas 100 Dallas, TX 75225	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
27	Microsoft 7000 N Ste Hwy 161 Irving, TX 75039	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
26	Tim Fiona Wright 6517 Preston Road Plano, TX 75024	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
25	Sarah Palisi Chapin 8805 Sovereign Row Dallas, TX 75247	\$10,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
24	Brennan Financial Svce 15455 Dallas Parkway 1325 Addison, TX 75001	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
23	DupreeMiller Associates 100 Highland Park Village Dallas, TX 75205	\$15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
22	Doug Jodi Bartek 5211 Spanish Oaks Drive Frisco, TX 75033	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
21	Todd Wagner 334 E Lake Road 176 Palm Harbor, FL 34685	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
20	Gary McCollum 1341 Crossways Blvd Chesapeake, VA 23320	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	David Hilary Meadors 11117 Sunrise Lane Frisco, TX 75035	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
18	Richard Nancy Rogers 4300 Westgrove Drive Addison, TX 75001	\$25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
17	Andrews Distributing 2730 Irving Blvd Dallas, TX 75207	\$20,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
16	Plains Capital 2911 Turtle Creek Blvd 1300 Dallas, TX 75219	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	Granite Properties 5601 Granite Parkway 800 Plano, TX 75024	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	Albertsons 7580 Oak Grove Road Fort Worth, TX 76140	\$50,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
13	Tolleson Wealth Management 5500 Preston Road 250 Dallas, TX 75205	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
12	Shell Oil PO Box 2463 Houston, TX 77252	\$15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	Dallas Convention & Visitors Bur 325 St Paul Street 700 Dallas, TX 75201	\$5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
10	Crest Cadillac 2701 N Central Expressway Plano, TX 75075	\$25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	Bethany Health Care 18333 Preston Road 410 Dallas, TX 75252	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	Dr Richard Benavides 7920 Belt Line Road 310 Dallas, TX 75254	\$45,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
7	Michael Wilson 5000 Legacy Drive 100 Plano, TX 75024	\$25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Collin Bank 2701 Dallas Parkway 100 Plano, TX 75093	\$20,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	Cigna 1640 Dallas Parkway Plano, TX 75093	\$25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Waste Management 14911 Crystal Springs Court Orland Park, IL 60467	\$25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Softlayer Technologies 4849 Alpha Road Dallas, TX 75244	\$100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Brown Forman Spirits 5215 N OConnor Blvd Ste 400 Irving, TX 75039	\$21,891	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
1	JE Dunn Construction Tool 5613 Preakness Lane Plano, TX 75093	\$10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

TY 2012 Accounting Fees Schedule**Name:** Pat & Emmitt Smith Charities**EIN:** 20-1895778**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Kris Horlick, CPA	3,750	1,875	0	1,875
BKD Tax Prep Fees	2,500	1,250	0	1,250

TY 2012 Contractor Compensation Explanation**Name:** Pat & Emmitt Smith Charities**EIN:** 20-1895778**Software ID:** 12000229**Software Version:** 2012v2.0

Contractor	Explanation
Ronelle Ianace	Ronelle Ianace is an independent contractor hired to run the charity and her contract states she is compensated at \$8,000/month for these servcies.
FaySawers Production	Fay+Sawers is a production group hired to handle the details of organizing the main fundraising event - the Emmitt Smith Celebrity Invitational held each May.

TY 2012 Other Assets Schedule**Name:** Pat & Emmitt Smith Charities**EIN:** 20-1895778**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding		1	
Due from Treasure You	212	7,339	
Due from PSE		2,889	

TY 2012 Other Expenses Schedule**Name:** Pat & Emmitt Smith Charities**EIN:** 20-1895778**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Website	4,138			4,138
Telephone	1,410			1,410
Team 22 Program Expenses	20,957			20,957
Supplies	487			487
Software Expense	350			350
Printing	586			586
Postage	657			657
Payroll Fees	335			335
Other Costs	3,579			3,579
Insurance	4,875			4,875
Golf Tournament Expenses	489,449			489,449
Development/Solicitation	3,723			3,723
Credit Card Fees	111			111
Books, Subscription, Reference	13			13
2012 Bad Debt	1,525			1,525

TY 2012 Other Liabilities Schedule

Name: Pat & Emmitt Smith Charities

EIN: 20-1895778

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Rounding	1	
Intercompany Payables	7,767	6,100

TY 2012 Other Professional Fees Schedule**Name:** Pat & Emmitt Smith Charities**EIN:** 20-1895778**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Contract Labor Events (V Appiah)	12,944	6,472	0	6,472
Contract Labor Events (M Irwin)	104	52	0	52
Contract Labor Events (K Apple)	784	391	0	392
Contract Labor Events (E Smith)	9,765	4,883	0	4,883
Community Development Dir (R Ianace)	88,000	44,000	0	44,000

TY 2012 Substantial Contributors Schedule

Name: Pat & Emmitt Smith Charities

EIN: 20-1895778

Software ID: 12000229

Software Version: 2012v2.0

Name	Address
Softlayer Technologies	4849 Alpha Road Dallas, TX 75244

TY 2012 Taxes Schedule**Name:** Pat & Emmitt Smith Charities**EIN:** 20-1895778**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	2,536			

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				
Sunset Cheer HighSchool 2120 W Jefferson Blvd Dallas,TX 75208	None	501(c)(3)	General Fund	1,000
The Rock-T Youth Foundation 825 E Lamar Blvd Arlington,TX 76011	None	501(c)(3)	General Fund	1,000
Treasure You 16000 N Dallas Pkwy Ste 550N Dallas,TX 75248	Related by Org	501(c)(3)	Fundraiser for Page's Angels	87,579
World Vision 3325 Roy Orr Blvd Grand Prairie,TX 75050	None	501(c)(3)	Sponsor A Child	355
Best Buddies Texas 2904 Floyd Street Dallas,TX 75204	None	501(c)(3)	General Fund	2,000
The Larry Hagman Foundation 3811 Turtle Creek Blvd 800 Dallas,TX 75219	None	501(c)(3)	General Fund	1,000
Total  3a				378,336

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 <i>Paid during the year</i>				
Boys and Girls Club of Collin County 701 South Church Street McKinney,TX 75069	None	501(c)(3)	SMART Moves Program	5,000
After-School All Stars of N TX 2250 Lakeside Blvd Richardson,TX 75082	None	501(c)(3)	We Are Ready Program	5,000
Dallas Symphony Association 2301 Flora Street Dallas,TX 75201	None	501(c)(3)	Team 22 Program	2,500
New Destiny for Children PO Box 84818 Baton Rouge,LA 70884	None	501(c)(3)	General Fund	5,000
Autism Speaks 1 East 33rd Street 4th Floor New York,NY 10016	None	501(c)(3)	General Fund	1,000
JC Penney 6501 Legacy Drive Plano,TX 75024	None	501(c)(3)	Back to School Uniform Program	9,937
Southern Youth Sports 920 W Gregory Street Pensacola,FL 32502	None	501(c)(3)	General Fund	2,500
The Jason Terry Foundation PO Box 3095 Loganville,GA 30052	None	501(c)(3)	General Fund	1,000
Dallas Elite Track 3725 Bridle Blend Prosper,TX 75078	None	501(c)(3)	General Fund	1,000
Childhelp 4350 E Camelback Road F250 Phoenix,AZ 85018	None	501(c)(3)	General Fund	200
Carr Cares Foundation 2831 Eldorado Pkwy 103-339 Frisco,TX 75033	None	501(c)(3)	General Fund	1,000
Speak Up Speak Out Community Prog Fund PO box 3418 Capital Heights,MD 20791	None	501(c)(3)	General Fund	855
Gospel for Asia 1800 Golden Trail Court Carrollton,TX 75010	None	501(c)(3)	Sponsor A Child	360
ManeGait 3160 N Custer Road McKinney,TX 75071	None	501(c)(3)	General Fund	400
Rainbow Days 8150 N Central Expwy 1600 Dallas,TX 75206	None	501(c)(3)	General Fund	10,250

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Name and address (home or business)				
a <i>Paid during the year</i>				
Minnies Food Pantry 3198 W Parker Road 3124 Plano, TX 75075	None	501(c)(3)	Children's Lunch Program	5,000
LeaderKids Fort Worth PO Box 11371 Fort Worth, TX 76110	None	501(c)(3)	Transportation to Leadership Program	7,100
James Madison University 220 University Blvd MSC Harrisonburg, VA 22807	None	501(c)(3)	Scholarship Fund	10,000
Hendrick Scholarship 800 Central Pkwy East 100 Plano, TX 75074	None	501(c)(3)	College Scholarships	6,000
Gladneys Center for Adoption 6300 John Ryan Dr Fort Worth, TX 76132	None	501(c)(3)	New Beginning's Program	5,000
Fort Worth Public Library 500 W Third Street Fort Worth, TX 76102	None	501(c)(3)	Children's Area	5,000
Foundation for Education of Young Women 2804 Swiss Avenue Dallas, TX 75204	None	501(c)(3)	College Bound Program	5,000
Dallas Wind Symphony PO Box 595026 Dallas, TX 75359	None	501(c)(3)	Band Camp Scholarships	2,500
Dallas Tennis Association 14679 Midway Road 104 Addison, TX 75001	None	501(c)(3)	Invest In A Child Program	3,000
Dallas Can Academy 325 W 12th Street Dallas, TX 75208	None	501(c)(3)	Winner's Circle Program	5,000
Dallas Black Dance Theatre PO Box 131290 Dallas, TX 75313	None	501(c)(3)	Education outreach & scholarships	5,000
Community Council of Greater Dallas 1349 Empire Central 400 Dallas, TX 75247	None	501(c)(3)	Community Youth Development Program	5,000
City House 902 East 16th Street Plano, TX 75074	None	501(c)(3)	Homeless Youth Program	2,500
Childrens Medical Center 2777 Stemmons Fwy 700 Dallas, TX 75207	None	501(c)(3)	Summer Camps	5,000
C5 Youth Foundation 14185 Dallas Pkwy 1400 Dallas, TX 75254	None	501(c)(3)	Program Supplies	5,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Children's Defense Fund 5410 Bellaire 203 Bellaire, TX 77401	None	501(c)(3)	Return of 2012 Donation	-25,000
Jimmy V Celebrity Golf 106 Towerview Court Cary, NC 27513		501(c)(3)	General Fund	1,000
Dallas Baptist University 3000 Mountain Creek Pkwy Dallas, TX 75211	None	501(c)(3)	Ryan Kingland Scholarship	4,000
Texas A&M University 2200 Campbell Street Commerce, TX 75428	None	501(c)(3)	Jason Valdivia Tuition	500
OU BSU 16000 N Dallas Pkwy 550N Dallas, TX 75248	Family	501(c)(3)	Fund Education	700
The University of Texas Fdtn PO Box 250 Austin, TX 78767	None	501(c)(3)	Urban STEM Program	2,500
The Warren Center 320 Custer Road Richardson, TX 75080	None	501(c)(3)	General Fund	2,500
The Turning Point PO Box 866754 Plano, TX 75086	None	501(c)(3)	EPIC Project	5,000
The Shelton School 15720 Hillcrest Dallas Dallas, TX 75248	None	501(c)(3)	Scholarship Fund	27,520
YET Center PO Box 36006 Dallas, TX 75235	None	501(c)(3)	Torch Bearer Society	10,000
St Phillips School & Comm Ctr 1600 Pennsylvania Avenue Dallas, TX 75215	None	501(c)(3)	Community Center Athletic Program	10,000
Star Childrens Charity 1900 Preston road 267 Plano, TX 75093	None	501(c)(3)	General Fund	113,580
Prime Prep Academy 330 E Ann Arbor Avenue Dallas, TX 75216	None	501(c)(3)	General Fund	1,000
Play Like A Girl 5729 Lebanon Road 144-237 Frisco, TX 75034	None	501(c)(3)	Eat, Move & Play Program	5,000
North TexasFood Bank 4500 S Cockrell Hill Road Dallas, TX 75236	None	501(c)(3)	Food 4 Kids Backpack Program	5,000