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

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Open to Public Inspection

For calendar year 2012 or tax year beginning 02/22, 2013 **and ending** 10/31, 2013

Name of foundation: SMITHVILLE CHARITABLE FOUNDATION

A Employer identification number: 46-2100122

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 68

Room/suite:

B Telephone number (see instructions): (800) 822-4770

City or town, state, and ZIP code: ELLETTSVILLE, IN 47429

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

G Check all that apply

☒ Initial return
☐ Initial return of a former public charity
☐ Final return
☐ Amended return
☐ Address change
☐ 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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 23,244,540.

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

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)	33,033.			
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	91.	91.		ATCH 1
	4	Dividends and interest from securities	77,629.	77,629.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	645,561.			
	b	Gross sales price for all assets on line 6a 2,914,437.				
	7	Capital gain net income (from Part IV, line 2)		645,561.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	756,314.	723,281.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	46,665.	34,999.		11,666.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 3	24,102.			24,102.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion	3,537.			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	2,888.			2,888.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	77,192.	34,999.		38,656.
	25	Contributions, gifts, grants paid	975,451.			975,451.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,052,643.	34,999.	0	1,014,107.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-296,329.			
	b	**Net investment income** (if negative, enter -0-)		688,282.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
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		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		2,598,184.	2,598,184.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5		7,830,886.	10,006,258.
	c	Investments - corporate bonds (attach schedule) ATCH 6		2,961,876.	3,120,373.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7		6,157,709.	7,323,517.
	14	Land, buildings, and equipment basis ▶ 194,745.			
		Less accumulated depreciation (attach schedule) ▶ 3,537.		191,208.	196,208.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	0	19,739,863.	23,244,540.
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	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds		19,739,863.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	0	19,739,863.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	0	19,739,863.	

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	0
2	Enter amount from Part I, line 27a	2	-296,329.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	20,036,192.
4	Add lines 1, 2, and 3	4	19,739,863.
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	19,739,863.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
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				
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	645,561.
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	838,942.	20,611,070.	0.040703
2010	890,631.	20,258,312.	0.043964
2009	1,026,425.	18,725,929.	0.054813
2008	703,770.	16,551,956.	0.042519
2007	131,706.	18,926,576.	0.006959

2 **Total** of line 1, column (d)	2	0.188958
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	0.037792
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,872,505.
5 Multiply line 4 by line 3	5	864,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,883.
7 Add lines 5 and 6	7	871,281.
8 Enter qualifying distributions from Part XII, line 4	8	1,014,107.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	6,883.
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	6,883.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,883.
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	0
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	6,883.
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-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
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		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN,			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	**11**		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	**12**		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	X	

Website address ▶ N/A

14 The books are in care of ▶ DAVID A. NOYES & COMPANY Telephone no ▶ 888-400-7128

Located at ▶8888 KEYSTONE CROSSING, SUITE 1610 INDIANAPOLIS, IN ZIP+4 ▶ 46240

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**

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	**16**		X
	See the 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 instructions)?	**1b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	**1c**		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
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**		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
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**		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	**4b**		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		46,665.	0	0

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	

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	20,844,573.
b	Average of monthly cash balances		1b	2,181,244.
c	Fair market value of all other assets (see instructions)		1c	195,000.
d	**Total** (add lines 1a, b, and c)		1d	23,220,817.
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	23,220,817.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	348,312.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	22,872,505.
6	**Minimum investment return.** Enter 5% of line 5		6	1,143,625.

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	1,143,625.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,883.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,883.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,136,742.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,136,742.
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	1,136,742.

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	1,014,107.
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	1,014,107.
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	6,883.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,007,224.

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				1,136,742.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			895,087.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,014,107.				
a Applied to 2011, but not more than line 2a			895,087.	
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				119,020.
e Remaining amount distributed out of corpus				
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				
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				1,017,722.
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)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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.

ATCH 10

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

LETTER

c Any submission deadlines

ANYTIME

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

ATCH 11

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . ▶ **3a**				975,451.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	91.	
4 Dividends and interest from securities			14	77,629.	
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	645,561.	
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)				723,281.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 723,281.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee

3/12/2014 Date

▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES S. LAUDICK		3/11/14		P00137278

Firm's name ▶ BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ▶ 201 N. ILLINOIS STREET
INDIANAPOLIS, IN 46204

Phone no 317.383.4000

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
SMITHVILLE CHARITABLE FOUNDATION	46-2100122

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-50,260.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-50,260.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	695,821.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	695,821.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-50,260.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			695,821.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			645,561.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust
SMITHVILLE CHARITABLE FOUNDATION

Employer identification number
46-2100122

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a EATON CORP 1,650 SHARES	01/04/2013	10/28/2013	116,035.	93,519.	22,516.
LAUDUS MONDRIAN INTL 22,746.071 SHARES	10/09/2012	10/08/2013	248,387.	275,000.	-26,613.
PIMCO FOREIGN BOND FD 24,445.231 SHARES	VAR	10/09/2013	258,386.	276,376.	-17,990.
DREYFUS/LAUREL FDS EM. MKTS 42,344.611 SHARES	VAR	10/08/2013	600,447.	628,620.	-28,173.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -50,260.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	ROSS STONES INC 6,500 SHARES	06/12/2008	09/25/2013	467,290.	120,276.	347,014.
	CHUBB CORP 1,500 SHARES	VAR	10/28/2013	139,135.	79,838.	59,297.
	CREDIT SUISSE COM RTN STRTGY FD 38,071.066 SHS	05/10/2012	10/08/2013	280,965.	300,000.	-19,035.
	GILEAD SCIENCES INC 4,000 SHARES	06/29/2012	10/28/2013	274,946.	102,572.	172,374.
	MCDONALDS CORP 1,500 SHARES	06/12/2008	10/28/2013	143,089.	89,640.	53,449.
	JPMORGAN CHASE & CO 2,750 SHARES	07/14/2011	10/28/2013	145,181.	111,843.	33,338.
	SPDR DJ WILSHIRE ETF INTL REAL ESTATE 2,875 SHARES	08/09/2011	10/09/2013	120,174.	101,157.	19,017.
	VANGUARD REIT ETF 1,825 SHARES	08/09/2011	10/09/2013	120,402.	90,035.	30,367.
6b	**Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					695,821.

Schedule D-1 (Form 1041) 2012

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return: SMITHVILLE CHARITABLE FOUNDATION

Identifying number: 46-2100122

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1 Maximum amount (see instructions) . . . 1

2 Total cost of section 179 property placed in service (see instructions) . . . 2

3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . 3

4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . 4

5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . 5

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29 . . . 7

8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . 8

9 Tentative deduction Enter the **smaller** of line 5 or line 8 . . . 9

10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562 . . . 10

11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) 11

12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . 12

13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 . . . . ▶ 13

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

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

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . 14

15 Property subject to section 168(f)(1) election . . . 15

16 Other depreciation (including ACRS) . . . 16

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012 . . . 17

18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here . . . ▶ ☐

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	SEE					
b 5-year property	DETAIL					
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property	02/22/2013	194,745.	39 yrs	MM	S/L	3,537.
				MM	S/L	

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

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

Part IV Summary (See instructions)

21 Listed property. Enter amount from line 28 . . . 21

22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions . . . 22 3,537.

23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . 23

JSA **For Paperwork Reduction Act Notice, see separate instructions.**
2X2300 2 000

Form **4562** (2012)

3494GC D310

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

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

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

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☒ No **24b** If "Yes," is the evidence written? ☐ Yes ☒ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

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

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

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

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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI Amortization

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ROSS STONES INC 6,500 SHARES					06/12/2008	09/25/2013
467,290.		120,276.					347,014.	
		EATON CORP 1,650 SHARES					01/04/2013	10/28/2013
116,035.		93,519.					22,516.	
		LAUDUS MONDRIAN INTL 22,746.071 SHARES					10/09/2012	10/08/2013
248,387.		275,000.					-26,613.	
		PIMCO FOREIGN BOND FD 24,445.231 SHARES					VAR	10/09/2013
258,386.		276,376.					-17,990.	
		DREYFUS/LAUREL FDS EM. MKTS 42,344.611 S					VAR	10/08/2013
600,447.		628,620.					-28,173.	
		CHUBB CORP 1,500 SHARES					VAR	10/28/2013
139,135.		79,838.					59,297.	
		CREDIT SUISSE COM RTN STRTGY FD 38,071.0					05/10/2012	10/08/2013
280,965.		300,000.					-19,035.	
		GILEAD SCIENCES INC 4,000 SHARES					06/29/2012	10/28/2013
274,946.		102,572.					172,374.	
		MCDONALDS CORP 1,500 SHARES					06/12/2008	10/28/2013
143,089.		89,640.					53,449.	
		JPMORGAN CHASE & CO 2,750 SHARES					07/14/2011	10/28/2013
145,181.		111,843.					33,338.	
		SPDR DJ WILSHIRE ETF INTL REAL ESTATE 2,					08/09/2011	10/09/2013
120,174.		101,157.					19,017.	
		VANGUARD REIT ETF 1,825 SHARES					08/09/2011	10/09/2013
120,402.		90,035.					30,367.	
TOTAL GAIN(LOSS)		....					645,561.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DAVID A. NOYES & CO ACCT #1150-4385	91.	91.
TOTAL	91.	91.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DAVID A. NOYES #1150-4385 - DIVIDENDS	66,266.	66,266.
DAVID A. NOYES #1150-4385 - INTEREST	11,363.	11,363.
TOTAL	77,629.	77,629.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	24,102.			24,102.
TOTALS	24,102.			24,102.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
UTILITIES	1,521.	1,521.
MISC. EXPENSE	235.	235.
ADMINISTRATIVE COMPENSATION	1,132.	1,132.
TOTALS	2,888.	2,888.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABORATORIES	86,726.	105,447.
ACCENTURE PLC IRELAND	200,586.	242,550.
ANHEUSER BUSCH INBEV	175,590.	259,325.
APPLE INC	251,244.	365,891.
BERKSHIRE HATHAWAY INC	463,590.	632,995.
CAPITAL ONE FINANCIAL CORP	258,766.	326,183.
CHEVRON CORP	294,430.	359,880.
CHUBB CORP	87,730.	151,932.
CONOCOPHILLIPS	154,933.	208,991.
CVS CAREMARK CORP	200,080.	249,040.
DIAGEO PLC	200,605.	306,216.
DISNEY WALT COMPANY	217,600.	342,950.
E M C CORP	259,638.	225,064.
EATON CORP PLC	113,356.	141,120.
ENERGY SELECT SECTOR	458,575.	462,186.
EXXON MOBIL CORP	285,032.	291,265.
FINANCIAL SELECT SECTOR	460,680.	411,300.
GILEAD SCIENCES INC	128,215.	355,875.
GOLDMAN SACHS GROUP	133,320.	139,144.
INT'L BUSINESS MACHINE CORP	123,097.	179,210.
INTUIT INC	230,550.	273,143.
JOHNSON & JOHNSON	151,222.	213,003.
JPMORGAN CHASE & CO	122,010.	154,620.
MCDONALDS CORP	209,160.	337,820.
MCKESSON CORP	213,099.	355,673.
ORACLE CORP	223,827.	233,997.
SECTOR SPDR TR TECHNOLOGY	352,700.	487,925.
SECTOR SPDR TR UTILITIES	343,043.	324,395.
SPDR DJ WILSHIRE INTL REAL EST	139,264.	170,788.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THERMO FISHER SCIENTIC INC	142,870.	244,450.
UNION PACIFIC CORP	139,820.	151,400.
UNITED TECHNOLOGIES CORP	205,258.	318,750.
VANGUARD INTL EQUITY ET INDEX	499,480.	508,032.
VANGUARD REIT	114,948.	161,073.
3M CO	189,842.	314,625.
TOTALS	7,830,886.	10,006,258.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NATIONAL RURAL UTILITIES 4.75%	244,553.	252,470.
UNITED TECHNOLOGIES CORP 4.875	246,804.	266,590.
GENERAL ELECTRIC CO .850%	200,584.	200,886.
BANK OF AMERICA NA 6.00%	251,715.	279,395.
GEORGIA POWER COMPANY 5.700%	252,715.	285,675.
JPMORGAN CHASE & CO 2.000%	203,140.	202,486.
TARGET CORP 6.000%	250,907.	293,808.
MERCK & CO 1.100%	200,968.	197,450.
NUCOR CORP 5.850%	250,122.	287,707.
BANK OF NOVA SCOTIA 2.375%	204,654.	200,444.
ROYAL BANK OF CANADA 1.450%	203,628.	202,240.
CANADIAN IMPERIAL BANK .900%	251,658.	251,000.
TOTAL CAPITAL INTL SA .750%	200,428.	200,222.
TOTALS	2,961,876.	3,120,373.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARTISAN FDS INC	660,000.	792,835.
DIAMOND HILL LONG-SHORT FUND	440,000.	493,313.
DODGE & COX FDS INTL STK FD	660,000.	815,206.
GATEWAY FUND	441,927.	453,167.
HARBOR FUND INTL FD	482,000.	894,854.
KALMAR FUNDS GROWTH W/VALUE FD	545,000.	691,864.
KEELEY FDS INC SMALL CAP VALUE	240,000.	283,067.
MERGER FD SH BEN INT	440,000.	453,950.
JPMORGAN MID CAP VALUE FUND	100,000.	162,563.
RIDGEWORTH FUNDS SEIX HIGH YLD	887,782.	912,565.
STRATTON FDS INC SMALL CAP FD	91,000.	200,133.
FS INVESTMENTS CORPORATION II	1,170,000.	1,170,000.
TOTALS	6,157,709.	7,323,517.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
NET ASSETS WERE TRANSFERRED FROM SMITHVILLE CHARITABLE FOUNDATION [EIN 90-0395457]		20,036,192.
	TOTAL	20,036,192.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CULLEN H MCCARTY 5131 N MAPLE GROVE ROAD BLOOMINGTON, IN 47404	MEMBER, BOARD OF GOVERNORS 2.00	0	0	0
DARBY A MCCARTY 808 WEST TEMPERANCE ELLETSVILLE, IN 47429	MEMBER, BOARD OF GOVERNORS 2.00	0	0	0
RICHARD O KISSEL II ONE INDIANA SQUARE SUITE 3500 INDIANAPOLIS, IN 46204	MEMBER, BOARD OF GOVERNORS 2.00	0	0	0
WOLFRUM CAPITAL MANAGEMENT GROUP 8888 KEYSTONE CROSSING INDIANAPOLIS, IN 46240	TRUSTEE 10.00	46,665.	0	0
	GRAND TOTALS	46,665.	0	0

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DARBY A MCCARTY
808 WEST TEMPERANCE
ELLETTSVILLE, IN 47429
336-747-8190

ATTACHMENT 11

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE RESTRICTED TO CHARITABLE ORGANIZATIONS IN CERTAIN COUNTIES IN THE STATE OF INDIANA.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROWN COUNTY COMMUNITY FOUNDATION 91 WEST MOUND STREET, UNIT #4 P O BOX 191 NASHVILLE, IN 47448	NONE PUBLIC	GENERAL	26,300
DAVIESS COUNTY COMMUNITY FOUNDATION 320 MAIN STREET P O BOX 302 WASHINGTON, IN 47501	NONE PUBLIC	GENERAL	50,000
DUBOIS COUNTY COMMUNITY FOUNDATION P O. BOX 269 JASPER, IN 47547	NONE PUBLIC	GENERAL	40,000
GIBSON COUNTY COMMUNITY FOUNDATION 127 N HART STREET P O BOX 180 PRINCETON, IN 47670	NONE PUBLIC	GENERAL	50,000
GREENE COUNTY FOUNDATION, INC. 4513 W STATE ROAD 54 BLOOMFIELD, IN 47424	NONE PUBLIC	GENERAL	55,000
HENDRICKS COUNTY COMMUNITY FOUNDATION 6319 E HIGHWAY 36, #211 AVON, IN 46123	NONE PUBLIC	GENERAL	57,500

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARTIN COUNTY COMMUNITY FOUNDATION P O BOX 1235 BEDFORD, IN 47421	NONE PUBLIC	GENERAL	10,000
COMMUNITY FOUNDATION OF MORGAN COUNTY 56 NORTH MAIN STREET MARTINSVILLE, IN 46151	NONE PUBLIC	GENERAL	36,863.
COMMUNITY FOUNDATION OF BLOOMINGTON/MONROE COUNTY 101 W KIRKWOOD AVENUE, SUITE 321 BLOOMINGTON, IN 47404	NONE PUBLIC	GENERAL	200,000
ORANGE COUNTY COMMUNITY FOUNDATION 112 WEST WATER STREET PAOLI, IN 47454	NONE PUBLIC	GENERAL	40,000.
OWEN COUNTY COMMUNITY FOUNDATION 201 WEST MORGAN STREET, SUITE 202 P.O. BOX 503 SPENCER, IN 47460	NONE PUBLIC	GENERAL	54,000
POSEY COUNTY COMMUNITY FOUNDATION 402 MAIN STREET P.O. BOX 746 MT VERNON, IN 47620	NONE PUBLIC	GENERAL	66,800.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WABASH VALLEY COMMUNITY FOUNDATION 2901 OHIO BLVD, SUITE 153 TERRE HAUTE, IN 47803	NONE PUBLIC	GENERAL	68,000.
BLOOMFIELD-EASTERN GREENE COUNTY PUBLIC LIBRARY 125 SOUTH FRANKLIN STREET BLOOMFIELD, IN 47424	NONE PUBLIC	GENERAL	1,300
ENDWRIGHT CENTER 631 W EDGEWOOD DRIVE ELLETTSVILLE, IN 47429	NONE PUBLIC	GENERAL	6,000
FRIENDS OF THE LIBRARY 303 E KIRKWOOD AVENUE BLOOMINGTON, IN 47408	NONE PUBLIC	GENERAL	2,000
HENDRICKS REGIONAL HEALTH FOUNDATION 998 E. MAIN STREET, #105 DANVILLE, IN 46122	NONE PUBLIC	GENERAL	18,000
MONROE COUNTY YMCA 2125 S. HIGHLAND AVENUE BLOOMINGTON, IN 47401	NONE PUBLIC	GENERAL	50,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OWEN COUNTY YMCA 1111 WEST HIGHWAY 46 WEST SPENCER, IN 47460	NONE PUBLIC	GENERAL	5,000.
OUR FATHER'S ARMS P O BOX 273 SULLIVAN, IN 47862	NONE PUBLIC	GENERAL	15,000
VAN BUREN TOWNSHIP VOLUNTEER FIRE DEPARTMENT 2130 S KIRBY ROAD BLOOMINGTON, IN 47403	NONE PUBLIC	GENERAL	8,188
GREENE EDUCATION SERVICES P O BOX 151 SWITZ CITY, IN 47465	NONE PUBLIC	GENERAL	7,500.
BOONE COUNTY COMMUNITY FOUNDATION P O BOX 92 ZIONSVILLE, IN 46077-0092	NONE PUBLIC	GENERAL	25,000.
COMMUNITY FOUNDATION OF HOWARD COUNTY, INC. 215 W SYCAMORE ST. KOKOMO, IN 46901	NONE PUBLIC	GENERAL	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ELLETTSVILLE VOLUNTEER FIRE DEPARTMENT, INC 5080 W STATE RD 46 BLOOMINGTON, IN 47404	NONE PUBLIC	GENERAL	10,000
GREATER BLOOMINGTON CHAMBER OF COMMERCE FOUNDATION 400 W 7TH STREET, SUITE 102 BLOOMINGTON, IN 47404	NONE PUBLIC	GENERAL	33,000
HOOSIER TRAILS COUNCIL/BOY SCOUTS OF AMERICA 5625 EAST STATE ROAD 46 BLOOMINGTON, IN 47401	NONE PUBLIC	GENERAL	10,000
PEOPLE AND ANIMAL LEARNING SERVICES R R 3 BOX 390 SOLSBERRY, IN 47459	NONE PUBLIC	GENERAL	10,000
TRI CENTRAL COMMUNITY SCHOOLS 4774 NORTH 200 WEST SHARPSVILLE, IN 46068	NONE PUBLIC	GENERAL	10,000.
		TOTAL CONTRIBUTIONS PAID	975,451

FEDERAL FOOTNOTES

ON FEBRUARY 22, 2013, THE BOARD OF GOVERNORS OF THE SMITHVILLE CHARITABLE FOUNDATION TRUST AGREEMENT DATED JULY 24, 2007 HAVE DETERMINED THAT IT IS BENEFICIAL AND DESIRABLE TO CONVERT THE ADMINISTRATIVE FORM OF THE FOUNDATION FROM A TRUST (EIN 90-0395457) TO A CORPORATION (EIN 46-2100122) ORGANIZED UNDER THE NONPROFIT CORPORATION LAWS OF THE STATE OF INDIANA. THIS RETURN REFLECTS THE INCOME FROM THE NEW ORGANIZATION FORMED AND ALL THE NET ASSETS TRANSFERRED FROM THE TRUST (EIN 90-0395457).

FEDERAL FOOTNOTES

PART II BALANCE SHEET LINE 14 DESCRIPTION OF PROPERTY:

840 W TEMPERANCE STREET
ELLETTSVILLE, IN 47429

FEDERAL FOOTNOTES

PART XIII - UNDISTRIBUTED INCOME SMITHVILLE CHARITABLE FOUNDATION CONVERTED THE ADMINISTRATIVE FORM OF THE FOUNDATION FROM A TRUST [EIN 90-0395457] TO A NEWLY FORMED CORPORATION [EIN 46-2100122] UNDER THE NONPROFIT LAWS OF THE STATE OF INDIANA. THE UNDISTRIBUTED INCOME FROM SMITHVILLE CHARITABLE FOUNDATION [EIN 90-0395457] WAS CARRIED OVER AND BE REPORTED, EXEMPT FROM TAX ON THE TAX RETURN OF THE NEW ENTITY CREATED, SMITHVILLE CHARITABLE FOUNDATION [46-2100122].