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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2013

Open to Public Inspection

Form **990**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

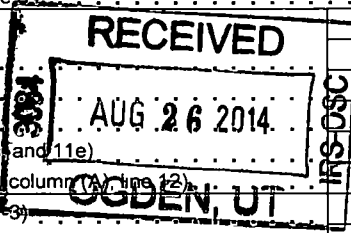
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning **2013**, and ending **2013**, and ending **20**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization GARRETT B. SMITH FOUNDATION			D Employer identification number 06-6411358	
	Doing Business As			E Telephone number () -	
	Number and street (or P O box if mail is not delivered to street address) Room/suite C/O CAMELOT CAPITAL L.P. P.O. BOX 5118				
	City or town, state or province, country, and ZIP or foreign postal code GREENWICH, CT 06831			G Gross receipts \$ 393,510.	
F Name and address of principal officer HEIDI SMITH C/O CAMELOT, PO BX 5118 GREENWICH, CT 06831			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶		
J Website: ▶ HTTP://GARRETTSMITHFDN.ORG					
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation 1995 M State of legal domicile CT		

Part I Summary

ACTIVITIES & GOVERNANCE REVENUE SEP 11 2014 EXPENSES NET ASSETS OR FUND BALANCES	1	Briefly describe the organization's mission or most significant activities THE FOUNDATION PROVIDES FUNDS TO SUPPORT RESEARCH IN THE TREATMENT OF CANCER, ESPECIALLY IN CHILDREN, AND TO SUPPORT ENTERTAINMENT PROGRAMS FOR THOSE HOSPITALIZED CHILDREN.																																											
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets																																											
	3	Number of voting members of the governing body (Part VI, line 1a)	3																																										
	4	Number of independent voting members of the governing body (Part VI, line 1b)	2																																										
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	0																																										
	6	Total number of volunteers (estimate if necessary)	0																																										
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0																																										
	7b	Net unrelated business taxable income from Form 990-T, line 34	0																																										
			<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 60%;"></th> <th style="width: 20%;">Prior Year</th> <th style="width: 20%;">Current Year</th> </tr> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">156,135.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">50,011.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">-4,816.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">201,330.</td> </tr> <tr> <td>13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">158,875.</td> </tr> <tr> <td>14 Benefits paid to or for members (Part IX, column (A), line 4)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> </tr> <tr> <td>15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> </tr> <tr> <td>16a Professional fundraising fees (Part IX, column (A), line 11e)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> </tr> <tr> <td>16b Total fundraising expenses (Part IX, column (D), line 25) ▶</td> <td style="text-align: right;">0</td> <td style="text-align: right;">0</td> </tr> <tr> <td>17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">9,388.</td> </tr> <tr> <td>18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)</td> <td style="text-align: right;">0</td> <td style="text-align: right;">168,263.</td> </tr> <tr> <td>19 Revenue less expenses Subtract line 18 from line 12</td> <td style="text-align: right;">0</td> <td style="text-align: right;">33,067.</td> </tr> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	0	156,135.	9 Program service revenue (Part VIII, line 2g)	0	0	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	50,011.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	-4,816.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	201,330.	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	158,875.	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	16b Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	0	9,388.	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	0	168,263.	19 Revenue less expenses Subtract line 18 from line 12	0	33,067.
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Part II Signature Block

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

Sign Here

Signature of officer: Heidi B. Smith Date: 8/12/14

Type or print name and title: HEIDI B. SMITH, TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name: MARC G GOLDBERG Preparer's signature: Marc Goldberg Date: 08/15/2014 Check if self-employed PTIN: P00140875

Firm's name: ANCHIN BLOCK & ANCHIN LLP Firm's EIN: 13-0436940

Firm's address: 1375 BROADWAY NEW YORK, NY 10018-7001 Phone no: 212-840-3456

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

G17

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

THE FOUNDATION PROVIDES FUNDS TO SUPPORT RESEARCH IN THE TREATMENT OF
CANCER, ESPECIALLY IN CHILDREN, AND TO SUPPORT ENTERTAINMENT PROGRAMS
FOR THOSE HOSPITALIZED CHILDREN.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 158,875 including grants of \$ 158,875) (Revenue \$)
THE FOUNDATION PROVIDES FUNDS TO SUPPORT RESEARCH IN THE TREATMENT
OF CANCER, ESPECIALLY IN CHILDREN, AND TO SUPPORT ENTERTAINMENT
PROGRAMS FOR THOSE HOSPITALIZED CHILDREN.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 158,875.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Contains 20 main questions and sub-questions (a-f) regarding organizational activities, financial reporting, and fundraising. Includes checkboxes for 'Yes' and 'No'.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, response box, Yes, and No. Contains questions 1a through 14b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CT,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection Indicate how you made these available. Check all that apply
[] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization CAMELOT CAPITAL C/O PAW PARTNERS 4Greenwich Office Park, Greenwich CT 06831 203-862-3344 Heidi Smith

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SCOTT SMITH PRES/DIRECTOR	5.00 2.00	X						0	0	0
(2) HEIDI SMITH SECY/TRESURER	5.00 2.00	X						0	0	0
(3) _____										
(4) _____										
(5) _____										
(6) _____										
(7) _____										
(8) _____										
(9) _____										
(10) _____										
(11) _____										
(12) _____										
(13) _____										
(14) _____										

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c	90,247		
	d	Related organizations	1d			
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	65,888.		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		156,135		
Program Service Revenue	2a	_____	Business Code			
	b	_____				
	c	_____				
	d	_____				
	e	_____				
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		0		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 1		29,775		29,775.
	4	Income from investment of tax-exempt bond proceeds		0		
	5	Royalties		0		
			(i) Real	(ii) Personal		
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)		0		
			(i) Securities	(ii) Other		
	7a	Gross amount from sales of assets other than inventory		168,572		
	b	Less cost or other basis and sales expenses		148,336		
	c	Gain or (loss)		20,236.		
	d	Net gain or (loss)		20,236		20,236
	8a	Gross income from fundraising events (not including \$ 90,247 of contributions reported on line 1c) See Part IV, line 18	a	39,028		
	b	Less direct expenses	b	43,844		
c	Net income or (loss) from fundraising events		-4,816		-4,816	
9a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b				
c	Net income or (loss) from gaming activities		0			
10a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory		0			
	Miscellaneous Revenue	Business Code				
11a	_____					
b	_____					
c	_____					
d	All other revenue					
e	Total. Add lines 11a-11d		0			
12	Total revenue. See instructions		201,330		45,195	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	158,875.	158,875.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	3,150.		3,150.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	5,804.		5,804.	
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	434.		434.	
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a -----				
b -----				
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses Add lines 1 through 24e	168,263.	158,875.	9,388.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	572,449.	2	568,221.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	10c	0
	11 Investments - publicly traded securities	1,027,765.	11	1,128,717.
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,600,214.	16	1,696,938.	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	1,600,214.	30	1,696,938.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	0	32	0
33 Total net assets or fund balances	1,600,214.	33	1,696,938.	
34 Total liabilities and net assets/fund balances	1,600,214.	34	1,696,938.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	201,330.
2	Total expenses (must equal Part IX, column (A), line 25)	2	168,263.
3	Revenue less expenses. Subtract line 2 from line 1	3	33,067.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,600,214.
5	Net unrealized gains (losses) on investments	5	63,584.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	-29.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	102.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,696,938.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization GARRETT B. SMITH FOUNDATION	Employer identification number 06-6411358
---	--

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)	<input type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input type="checkbox"/>	<input type="checkbox"/>

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here [X]

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) 14%; 15 Public support percentage from 2012 Schedule A, Part II, line 14 15%; 16a 33 1/3% support test - 2013; b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished; 3 Gross receipts from activities that are not an unrelated trade or business under section 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV); 13 Total support. (Add lines 9, 10c, 11, and 12).

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. []

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, Percentage. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Line number, Description, Percentage. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization []

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization []

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions []

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - EXCESS CONTRIBUTIONS

(NOT OPEN TO PUBLIC INSPECTION)

<u>CONTRIBUTOR NAME</u>	<u>TOTAL CONTRIBUTION</u>	<u>LESS 2% OF LINE 11 (F)</u>	<u>EXCESS CONTRIBUTION AMOUNT</u>
S. DENNING	55,500.	21,929.	33,571.
G. FOX	27,500.	21,929.	5,571.
S. FOX	33,400.	21,929.	11,471.
K. JEFFREY	27,000.	21,929.	5,071.
P. KARMANOS	55,000.	21,929.	33,071.
S. & H. SMITH	46,701.	21,929.	24,772.
J. TAVSS	30,000.	21,929.	8,071.
P. WRIGHT	65,100.	21,929.	43,171.
M. & A. TROY	26,150.	21,929.	4,221.
J. YOUNG	28,900.	21,929.	6,971.
J. ZIMMEL	27,000.	21,929.	5,071.
TOTAL	<u>422,251.</u>		<u>181,032.</u>

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

GARRETT B. SMITH FOUNDATION

Employer identification number

06-6411358

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | | | |
|----------------------------|----------------------------------|----------------------------|---------------------------------------|
| a <input type="checkbox"/> | Mail solicitations | e <input type="checkbox"/> | Solicitation of non-government grants |
| b <input type="checkbox"/> | Internet and email solicitations | f <input type="checkbox"/> | Solicitation of government grants |
| c <input type="checkbox"/> | Phone solicitations | g <input type="checkbox"/> | Special fundraising events |
| d <input type="checkbox"/> | In-person solicitations | | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total							

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GOLF OUTING (event type)	(event type)	(total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	129,275.			129,275.
	2 Less. Contributions	90,247.			90,247.
	3 Gross income (line 1 minus line 2).	39,028.			39,028.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	43,844.			43,844.
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				43,844.
11 Net income summary. Subtract line 10 from line 3, column (d) ▶				-4,816.	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities. _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Name of the organization

GARETT B. SMITH FOUNDATION

Employer identification number

06-6411358

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) YALE NEW HAVEN CHILDREN'S HOSPITAL 1 PARK STREET NEW HAVEN, CT 06516	06-0646652	501(C)(3)	58,875				GENERAL FUND
(2) DANA FARBER CANCER INSTITUTE 44 BINNEY STREET BOSTON, MA 02115	04-2263040	501(C)(3)	50,000				GENERAL FUND
(3) UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104	23-2810852	501(C)(3)	50,000				GENERAL FUND
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 3
- 3 Enter total number of other organizations listed in the line 1 table 3

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I

PART IV

THE TRUSTEES REVIEW REPORTS RECEIVED FROM THE GRANTEEES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

GARRETT B. SMITH FOUNDATION

Employer identification number

06-6411358

990 PART III

990-PF WAS FILED IN PRIOR YEAR

THE GARRETT B. SMITH FOUNDATION HAS TERMINATED ITS PRIVATE FOUNDATION
STATUS UNDER I.R.C. SECTION 507(B)(1)(B). ITS 60 MONTH PERIOD ENDS
DECEMBER 31, 2013.

PURSUANT TO IRS INSTRUCTION U THE FOUNDATION IS FILING FORM 990 INSTEAD OF
FORM 990-PF FOR ITS FINAL YEAR OF THE TERMINATION PERIOD. 990-PF BUT WILL
BE TREATED AS A PUBLIC CHARITY DESCRIBED IN SECTIONS 509(A)(1) AND
170(B)(1)(A) OF THE CODE.

PART VI

LINE 2

SCOTT SMITH AND HEIDI SMITH ARE MARRIED.

PART VI

LINE 8

THE FOUNDATION DOES NOT HAVE DOCUMENTED MEETINGS OR WRITTEN ACTIONS TAKEN
IN 2013. THE FOUNDATION HOSTS AN ANNUAL GOLF OUTING AND SUPPORTS 3 GRANTS
ON AN ANNUAL BASIS. THE FOUNDATION HAS NO COMMITTEES THAT HAVE AUTHORITY
TO ACT ON THE BEHALF OF THE TRUSTEES.

PART VI

LINE 11A

A COPY OF FORM 990 IS PROVIDED TO BOTH TRUSTEES TO BE REVIEWED BEFORE

Name of the organization GARRETT B., SMITH FOUNDATION	Employer identification number 06-6411358
--	--

FILING. FILING.

PART VI

LINE 19

GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILBLE UPON REQUEST TO THE PUBLIC.

ATTACHMENT 1

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
INTEREST	57.			57.
DIVIDENDS	29,718.			29,718.
TOTALS	<u>29,775.</u>			<u>29,775.</u>

ATTACHMENT 2

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GOLF OUTING	90,247.
TOTAL	<u>90,247.</u>

ATTACHMENT 3

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
GOLF OUTING	39,028.	43,844.	-4,816.
TOTALS	<u>39,028.</u>	<u>43,844.</u>	<u>-4,816.</u>

Name of the organization GARRETT B. SMITH FOUNDATION	Employer identification number 06-6411358
---	--

ATTACHMENT 4

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
JPM ACC. # Q 81389001	448,227.	457,081.	FMV
JPM ACC. # A 42482009	269,065.	347,122.	FMV
JPM ACC. # A 42484005	308,749.	324,514.	FMV
9 SHS IBM	1,724.		FMV
TOTALS	<u>1,027,765.</u>	<u>1,128,717.</u>	

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

GARRETT B. SMITH FOUNDATION

Employer identification number

06-6411358

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013

Open to Public
Inspection

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SCOTT & HEIDI SMITH CHARITABLE TRUST PO BOX 5118 GREENWICH, CT 06831 13-7177068	GRANT MAKING	CT	501(C)(3)	PF	N/A		X
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

FEDERAL FOOTNOTES

THE GARRETT B. SMITH FOUNDATION HAS NOTIFIED THE INTERNAL REVENUE SERVICE OF ITS INTENT TO TERMINATE ITS PRIVATE FOUNDATION STATUS UNDER SECTION 507(B)(1)(B) OF THE INTERNAL REVENUE CODE, BEGINNING JANUARY 1, 2009 AND HAS CONSENTED TO EXTEND THE TIME FOR ASSESSMENT OF TAX DEFICIENCIES UNDER SECTION 4940 OF THE CODE (SEE FORM 872 ATTACHED).



THE GARRETT B SMITH FOUNDATION [ACCT. Q81389001

For the Period 12/1/13 to 12/31/13

US Fixed Income			
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	23,795.17	282,924.54
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	16,007.60	174,322.72
Total US Fixed Income			\$457,247.26
			- 166 Accruals
			457,081.26

J.P.Morgan



THE GARRETT B SMITH FND- OAP FDG ACCT. A42482009
For the Period 12/1/13 to 12/31/13

Equity Detail

	Price	Quantity	Value
US Large Cap Equity			
ANALOG DEVICES INC 032654-10-5 ADI	50.93	310,000	15,788.30
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	80.80	227,000	18,341.37
BAXTER INTERNATIONAL INC 071813-10-9 BAX	69.55	271,000	18,848.05

J.P. Morgan



THE GARRETT B SMITH FND- OAF FDG [ACCT. A42482009]
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value
US Large Cap Equity			
BLACKROCK INC 08247X-10-1 BLK	316.47	67.000	21,203.49
CATERPILLAR INC 149123-10-1 CAT	90.81	194.000	17,617.14
CHEVRON CORP 168764-10-0 CVX	124.81	132.000	16,488.12
COLGATE PALMOLIVE CO 194162-10-3 CL	65.21	270.000	17,606.70
CONOCOPHILLIPS 20825C-10-4 COP	70.65	261.000	18,439.65
GENERAL MILLS INC 370334-10-4 GIS	49.91	328.000	16,370.48
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	84.08	209.000	17,572.72
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	190.000	17,402.10
MC DONALDS CORP 580135-10-1 MCD	97.03	178.000	17,271.34
NEXTERA ENERGY INC 65339F-10-1 NEE	85.62	207.000	17,723.34
PEPSICO INC 713448-10-8 PEP	82.94	201.000	16,870.94
PROCTER & GAMBLE CO 742718-10-9 PG	81.41	198.000	16,119.18
STAPLES INC 855030-10-2 SPLS	15.89	1,180.000	18,750.20

J.P.Morgan



THE GARRETT B SMITH FND- OAP FDG ACCT. A42482009

For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value
US Large Cap Equity			
TARGET CORP 87612E-10-6 TGT	63.27	238,000	15,058.26
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	90.54	201,000	18,198.54
UNITED PARCEL SERVICE INC CL B 911312-10-6 UPS	105.08	164,000	17,233.12
XILINX CORP 983919-10-1 XLNX	45.92	314,000	14,418.88
Total US Large Cap Equity			\$347,121.92

J.P.Morgan



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/13 to 12/31/13

Equity Detail

	Price	Quantity	Value
US Large Cap Equity			
CLEARBRIDGE EQUITY INC FD-H CAP & INCOME I 52469H-59-4 SOPY X	18.65	379.785	7,082.99
SIT DIVIDEND GROWTH FUND-H 82980D-70-7 SDVG X	17.66	952.928	16,828.71
Total US Large Cap Equity			\$23,911.70
European Large Cap Equity			
JPM INTREPID EUROPEAN FD - INSTL FUND 1300 4812A0-68-0 JFEI X	26.73	281.938	7,536.20
Asia ex-Japan Equity			
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	15.59	849.251	13,239.82
			=44,687.72

J.P.Morgan



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005

For the Period 12/1/13 to 12/31/13

Alternative Assets Detail

	Price	Quantity	Estimated Value
Hedge Funds			
COLUMBIA FD SER TRT - COLUMBIA CONVERTIBLE SECURITIES FD - Z 19765H-72-7 NCJA X	18.20	369.536	6,725.56
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.20	2,430.098	27,217.08

J.P.Morgan



THE GARRETT B SMITH FND- TAP DYS [ACCT. A42484005]
 For the Period 12/1/13 to 12/31/13

	Price	Quantity	Estimated Value
Hedge Funds			
GATEWAY FUND-Y 387829-88-4 GTEY X	28.98	350.855	10,171.29
HSBC FDS TOTAL RETURN I 40428X-15-6 HITRI X	9.85	1,243.409	12,247.58
Total Hedge Funds			\$56,361.51

	Quantity/Original Commitment Amount	Estimated Value
Real Estate & Infrastructure		
NUVEEN GLOBAL INFRASTRUCT-I 670690-51-0 FGIY X	664.30	6,875.51



THE GARRETT B SMITH FND- TAP DYS [ACCT. A42484005]

For the Period 12/1/13 to 12/31/13

	Quantity/Original Commitment Amount	Estimated Value
Real Estate & Infrastructure		
TORTOISE MLP & PIPELINE-INS 56166Y-40-4 TORI X	750.05	11,738.20
Total Real Estate & Infrastructure		\$15,909.00
		\$18,613.71

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

J.P. Morgan



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/13 to 12/31/13

Note: ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Fixed Income Detail

	Price	Quantity	Value
US Fixed Income			
AVENUE MUT FDS TR CRED STRA INST 05358F-30-1	11.38	880.97	10,025.40
COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND INC 19248X-30-7	12.88	1,447.54	18,644.25
METROPOLITAN WEST FDS TOTAL RET CL I 592905-50-9	10.55	2,316.81	24,442.31
HARBOR HIGH YIELD BOND-INST 411511-55-3	10.81	1,158.40	12,522.26
HARBOR CONVERTIBLE SEC-INST 411512-73-4	10.92	912.61	9,865.68
DOUBLELINE TOTAL RET BD-I 258520-10-3	10.78	4,064.88	43,819.45

J.P. Morgan



THE GARRETT B SMITH FND- TAP DYS ACCT. A42484005
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value
US Fixed Income			
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	980.96	11,663.57
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-28-0	10.31	1,541.10	15,888.78
RIDGEWORTH SEIX FLOATING-I 766281-67-8	9.06	2,107.48	19,093.76
TRP INST FLOATING RATE-F 77958B-10-5	10.28	1,752.76	18,018.37
BLACKROCK HIGH YIELD BOND 091928-63-8	8.21	2,348.94	19,284.76
Total US Fixed Income			\$203,368.59
			+ 1,482 Accruals
			204,850.59

J.P.Morgan

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GARRETT B. SMITH FOUNDATION	06-6411358
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P.O. BOX 5118	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	GREENWICH, CT 06831	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CAMELOT CAPITAL

Telephone No. ▶ 203 862-3340

FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2013 or
 ▶ tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.