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Form **990-PF**

Department of the Treasury Internal Revenue Service

# Return of Private Foundation

**or Section 4947(a)(1) Trust Treated as Private Foundation**

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

**2013**

**Open to Public Inspection**

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR UST 017999

**A** Employer identification number 16-6484804

Number and street (or P O box number if mail is not delivered to street address) PO BOX 6437 Room/suite

**B** Telephone number (see instructions) - -

City or town, state or province, country, and ZIP or foreign postal code ITHACA, NY 14851-6437

**C** If exemption application is pending, check here ▶ ☐

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

**D** 1 Foreign organizations, check here ▶ ☐

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

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

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

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 11,859,753.

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

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

SCANNED AUG 2 6 2014

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**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) | | | | |
| | 2 Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 294,251. | 294,251. | 294,251. | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 140,467. | | | |
| | b Gross sales price for all assets on line 6a 1,795,718. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 140,467. | | |
| | 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 | 434,718. | 434,718. | 294,251. | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 95,508. | 95,508. | 95,508. | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT 5 | 5,220. | 5,220. | 5,220. | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) STMT 6 | 500. | 500. | 500. | |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 101,228. | 101,228. | 101,228. | |
| | 25 Contributions, gifts, grants paid | 258,995. | | | 258,995. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 360,223. | 101,228. | 101,228. | 258,995. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | 74,495. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 333,490. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 193,023. | |

## 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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 163,337. | 214,981. | 214,981. |
| | 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) | 2,122,245. | 1,221,665. | 1,179,706. |
| | b Investments - corporate stock (attach schedule) | 6,233,754. | 6,255,637. | 7,672,463. |
| | c Investments - corporate bonds (attach schedule) | 1,322,672. | 1,222,170. | 1,260,128. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) | 540,858. | 1,542,908. | 1,532,475. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 10,382,866. | 10,457,361. | 11,859,753. |
| **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) | | NONE | |
| **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 | 10,382,866. | 10,457,361. | |
| | 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) | 10,382,866. | 10,457,361. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 10,382,866. | 10,457,361. | |

## 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 | 10,382,866. |
| 2 | Enter amount from Part I, line 27a | 2 | 74,495. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 10,457,361. |
| 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 | 10,457,361. |

## 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 | PUBLICLY TRADED SECURITIES | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 1,795,718. | | 1,655,251. | 140,467. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col (j), if any | |
| a | | | | 140,467. |
| 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 — 140,467.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — 3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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)) |
|---|---|---|---|
| 2012 | 287,257. | 287,257. | 1.000000 |
| 2011 | 167,614. | 167,614. | 1.000000 |
| 2010 | 229,796. | 229,796. | 1.000000 |
| 2009 | 354,887. | 354,887. | 1.000000 |
| 2008 | 423,926. | 423,926. | 1.000000 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 5.000000 |
| 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 | 1.000000 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 11,180,742. |
| 5 | Multiply line 4 by line 3 | 5 | 11,180,742. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,335. |
| 7 | Add lines 5 and 6 | 7 | 11,184,077. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 258,995. |

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 | 6,670. |
| 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 | 6,670. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . . | 5 | 6,670. |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . — 6a: 536. | | |
| b | Exempt foreign organizations - tax withheld at source . . . — 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) . . . — 6c: NONE | | |
| d | Backup withholding erroneously withheld . . . — 6d: | | |
| 7 | Total credits and payments. Add lines 6a through 6d . . . | 7 | 536. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . . | 8 | 113. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶ | 9 | 6,247. |
| 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 2014 estimated tax** ▶ NONE **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 | | |
| 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) ▶ NY | | | |
| 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 2013 or the taxable year beginning in 2013 (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 | | |
| 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 ▶ TOMPKINS TRUST COMPANY Telephone no. ▶ (607) 273-0037

Located at ▶ 119 E SENECA ST 2ND FL, ITHACA, NY ZIP+4 ▶ 14850

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, 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 | | |
| | 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 [X] No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] 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 [X] 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 [X] 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 | | |
| | 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 2013? | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? [ ] Yes [X] 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 [X] No | | | |
| b | If "Yes," did it have excess business holdings in 2013 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 2013.)* | 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 2013? | 4b | | X |

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

| | | Yes | No |
|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No | | | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No | | | |
| (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No | | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . | 5b | | |
| Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐ | | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No<br>*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? . . . .<br>*If "Yes" to 6b, file Form 8870* | 6b | | X |
| **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 |
|---|---|---|---|---|
| TOMPKINS TRUST COMPANY, TRUSTEE<br>119 E SENECA ST 2ND FL, ITHACA, NY 14850 | TRUSTEE<br>95 | 95,508. | -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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 . . . . ▶ NONE

**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 | | NONE |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | NONE |

**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 NONE | |
| 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.<br>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 | 11,351,007. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 11,351,007. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 11,351,007. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 170,265. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 11,180,742. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 559,037. |

**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 | 559,037. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 6,670. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 6,670. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 552,367. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 552,367. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 552,367. |

**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 | 258,995. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 258,995. |
| 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 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 258,995. |

**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 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|---|
| 1 | Distributable amount for 2013 from Part XI, line 7 | | | | 552,367. |
| 2 | Undistributed income, if any, as of the end of 2013 | | | | |
| a | Enter amount for 2012 only | | | NONE | |
| b | Total for prior years 20 11 ,20 ,20 | | NONE | | |
| 3 | Excess distributions carryover, if any, to 2013 | | | | |
| a | From 2008 202,995. | | | | |
| b | From 2009 357,128. | | | | |
| c | From 2010 232,032. | | | | |
| d | From 2011 173,292. | | | | |
| e | From 2012 NONE | | | | |
| f | Total of lines 3a through e | 965,447. | | | |
| 4 | Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 258,995. | | | | |
| a | Applied to 2012, but not more than line 2a | | | NONE | |
| b | Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c | Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d | Applied to 2013 distributable amount | | | | 258,995. |
| e | Remaining amount distributed out of corpus | NONE | | | |
| 5 | Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 293,372. | | | 293,372. |
| 6 | **Enter the net total of each column as indicated below:** | | | | |
| a | Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 672,075. | | | |
| b | Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d | Subtract line 6c from line 6b Taxable amount - see instructions | | NONE | | |
| e | Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions | | | NONE | |
| f | Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 | Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 | **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 672,075. | | | |
| 10 | Analysis of line 9 | | | | |
| a | Excess from 2009 266,751. | | | | |
| b | Excess from 2010 232,032. | | | | |
| c | Excess from 2011 173,292. | | | | |
| d | Excess from 2012 NONE | | | | |
| e | Excess from 2013 NONE | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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 (a) 2013 | Prior 3 years (b) 2012 | (c) 2011 | (d) 2010 | (e) Total |
|---|---|---|---|---|---|
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV Supplementary Information (Complete this part only if the 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 address of the person to whom applications should be addressed·

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE STATEMENT 11 | | | | 251,227. |
| **Total** . . . . . . ▶ **3a** | | | | 251,227. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . ▶ **3b** | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 294,251. | |
| 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 | 140,467. | |
| 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) | | | | 434,718. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 434,718.

(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.) |
|---|---|
| | NOT APPLICABLE |

## 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 |
|---|---|---|---|
| | | | |

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

Tamara S. Amici | 08/15/2014 | VICE PRESIDENT

Signature of officer or trustee | Date | Title

TAMARA S AMICI

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 |
|---|---|---|---|---|
| | | | | |
| Firm's name ▶ | | | Firm's EIN ▶ | |
| Firm's address ▶ | | | Phone no | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| AFLAC INC 2.65% DUE 02/15/2017 | 2,650. | 2,650. | 2,650. |
| ABBOTT LABORATORIES COM | 186. | 186. | 186. |
| ABBVIE INC COM | 532. | 532. | 532. |
| AMERICAN EXPRESS CO COM | 654. | 654. | 654. |
| AMGEN INC COM | 949. | 949. | 949. |
| ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR | 1,231. | 1,231. | 1,231. |
| APACHE CORP | 424. | 424. | 424. |
| APPLE INC COM | 1,475. | 1,475. | 1,475. |
| ARCHER DANIELS MIDLAND CO COM | 1,201. | 1,201. | 1,201. |
| AUTOMATIC DATA PROCESSING | 1,307. | 1,307. | 1,307. |
| C R BARD INC 1.375 DUE 01/15/2018 | 1,079. | 1,079. | 1,079. |
| BAXTER INTL INC COM | 1,274. | 1,274. | 1,274. |
| BELLSOUTH 5.20% DUE 12/15/2016 | 5,200. | 5,200. | 5,200. |
| BERKSHIRE HATHAWAY 2.45% DUE 12/15/2015 | 2,450. | 2,450. | 2,450. |
| CF INDS HLDGS INC COM | 486. | 486. | 486. |
| CALAMOS MKT NEUTRAL | 2,070. | 2,070. | 2,070. |
| CALAMOS INV TR NEW STRAT INC INST | 1,739. | 1,739. | 1,739. |
| CAPITAL ONE FINL CORP COM | 708. | 708. | 708. |
| CARDINAL HEALTH INC COM | 1,207. | 1,207. | 1,207. |
| CHEVRON CORP NEW COM | 1,560. | 1,560. | 1,560. |
| CISCO SYS INC COM | 1,122. | 1,122. | 1,122. |
| CONOCOPHILLIPS COM | 2,030. | 2,030. | 2,030. |
| COSTCO WHSL CORP NEW COM | 413. | 413. | 413. |
| DANAHER CORP DEL COM | 29. | 29. | 29. |
| DELL INC 1.40% DUE 09/10/2013 | 548. | 548. | 548. |
| WALT DISNEY CO 1.35% DUE 08/16/2016 | 1,350. | 1,350. | 1,350. |
| DISCOVER FINL SVCS COM | 656. | 656. | 656. |
| EBAY INC 1.35% DUE 07/15/2017 | 877. | 877. | 877. |
| EXELON CORP COM | 1,069. | 1,069. | 1,069. |
| EXXON MOBIL CORP COM | 1,242. | 1,242. | 1,242. |
| FEDERAL FARM CREDIT BANKS 3.17% DUE 06/2 | 1,585. | 1,585. | 1,585. |
| FEDERAL FARM CREDIT BANKS 3.50% DUE 02/2 | 1,750. | 1,750. | 1,750. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| FEDERAL FARM CREDIT BANKS 3.50% DUE 02/2 | 1,750. | 1,750. | 1,750. |
| FEDERAL HOME LN BANKS 2.85% DUE 07/18/20 | 2,913. | 2,913. | 2,913. |
| FEDERAL HOME LN BANKS 2.50% DUE 06/27/20 | 2,500. | 2,500. | 2,500. |
| FEDERAL HOME LN BANKS 2.14% DUE12/05/202 | 2,675. | 2,675. | 2,675. |
| FEDERAL FARM CREDIT BANKS 2.35% DUE 04/2 | 1,175. | 1,175. | 1,175. |
| FEDERAL FARM CREDIT BANKS 2.35% DUE 06/2 | 2,350. | 2,350. | 2,350. |
| FEDERAL HOME LN BANKS 4.00% DUE 02/05/20 | 1,000. | 1,000. | 1,000. |
| FEDERAL HOME LN BANKS - STP 3.00% DUE 02 | 1,500. | 1,500. | 1,500. |
| FEDERAL HOME LN MTGE CORP 2.10% DUE 11/1 | 2,100. | 2,100. | 2,100. |
| FEDERAL HOME LN MTGE CORP 2.00% DUE 07/2 | 2,000. | 2,000. | 2,000. |
| FEDERAL NATIONAL MTGE ASSOC 4.125 DUE 04 | 12,375. | 12,375. | 12,375. |
| FEDERAL NATIONAL MTGE ASSOC 2.50% DUE 04 | 625. | 625. | 625. |
| FEDERAL NATIONAL MTGE ASSOC 2.40% DUE 04 | 1,200. | 1,200. | 1,200. |
| FEDERAL NATIONAL MTGE ASSOC 2.00% DUE 07 | 2,000. | 2,000. | 2,000. |
| FEDERAL NATIONAL MTGE ASSOC 2.625 DUE 03 | 1,312. | 1,312. | 1,312. |
| FEDERAL NATIONAL MTGE ASSOC 1.75% DUE 01 | 1,750. | 1,750. | 1,750. |
| FEDERAL NATIONAL MTGE ASSOC 2.25% DUE 12 | 2,812. | 2,812. | 2,812. |
| FIDELITY ADVISOR SER II FL RT HI INCM | 2,697. | 2,697. | 2,697. |
| FIDELITY FLTG RATE HIGH INC | 4,893. | 4,893. | 4,893. |
| FIDELITY SECS FD FD ADV RE INST | 2,239. | 2,239. | 2,239. |
| FIDELITY ADVISOR REAL ESTATE INCOME INST | 9,185. | 9,185. | 9,185. |
| FLEMING CAP MUT FD GROUP JP MORGAN CL I | 16,724. | 16,724. | 16,724. |
| GENERAL ELECTRIC CO COM | 1,561. | 1,561. | 1,561. |
| GE CAP CORP 1.60% DUE 11/20/2017 | 1,950. | 1,950. | 1,950. |
| GOLDMAN SACHS GROUP 5.35% DUE 01/15/2016 | 5,350. | 5,350. | 5,350. |
| HEWLETT PACKARD CO 2.60% DUE 09/15/2017 | 2,600. | 2,600. | 2,600. |
| INTEL CORP COM | 1,903. | 1,903. | 1,903. |
| INTERNATIONAL BUSINESS MACHS COM | 833. | 833. | 833. |
| ISHARES MSCI CANADA - ETF | 1,127. | 1,127. | 1,127. |
| ISHARES CORE S&P MCP ETF | 3,361. | 3,361. | 3,361. |
| ISHARES CORE S&P SCP ETF | 1,852. | 1,852. | 1,852. |
| ISHARES SP SMCP600VL ETF | 4,313. | 4,313. | 4,313. |
| JPMORGAN CHASE & CO COM | 1,360. | 1,360. | 1,360. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| JOHNSON & JOHNSON COM | 1,619. | 1,619. | 1,619. |
| LORD ABBETT INVT TR SH DURA INCM I | 3,596. | 3,596. | 3,596. |
| LOWES COS INC COM | 201. | 201. | 201. |
| MARATHON PETE CORP | 917. | 917. | 917. |
| MCKESSON CORP COM | 288. | 288. | 288. |
| MERGER FD SH BEN INT | 5,289. | 5,289. | 5,289. |
| METLIFE INC COM | 1,343. | 1,343. | 1,343. |
| MICROSOFT CORP COM | 1,552. | 1,552. | 1,552. |
| MICROSOFT CORP 4.20% DUE 06/01/2019 | 4,200. | 4,200. | 4,200. |
| FEDERATED PRIME CASH OBL (INCOME) FD #85 | 16. | 16. | 16. |
| FEDERATED PRIME OBLIGATIONS FD 396 GRP 5 | 14. | 14. | 14. |
| NATIONAL OILWELL VARCO INC COM | 585. | 585. | 585. |
| NIKE INC CL B | 529. | 529. | 529. |
| NVIDIA CORP COM | 1,104. | 1,104. | 1,104. |
| ORACLE CORP COM | 312. | 312. | 312. |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETRN | 6,266. | 6,266. | 6,266. |
| PIMCO REAL RETURN | 1,818. | 1,818. | 1,818. |
| PEPSICO INC COM | 715. | 715. | 715. |
| PEPSICO INC 1.25% DUE 08/13/2017 | 1,305. | 1,305. | 1,305. |
| PFIZER INC COM | 1,680. | 1,680. | 1,680. |
| PIMCO FDS PAC INVT MGMT SER COMM REALSTR | 7,674. | 7,674. | 7,674. |
| PRECISION CASTPARTS CORP COM | 28. | 28. | 28. |
| PROCTER & GAMBLE CO COM | 1,515. | 1,515. | 1,515. |
| PROCTER & GAMBLE 3.50% DUE 02/15/2015 | 3,500. | 3,500. | 3,500. |
| RIDGEWORTH FDS SEIX FLRT HI I | 16,470. | 16,470. | 16,470. |
| STANLEY BLACK & DECKER INC COM | 885. | 885. | 885. |
| STATE STR CORP COM | 877. | 877. | 877. |
| STRYKER CORP COM | 373. | 373. | 373. |
| TJX COS INC NEW COM | 577. | 577. | 577. |
| TARGET CORP COM | 1,161. | 1,161. | 1,161. |
| TEMPLETON INCOME TR GLB BD ADVSOR | 9,532. | 9,532. | 9,532. |
| TYSON FOODS INC CL A | 349. | 349. | 349. |
| UNITED STATES TREAS NTS 1.75% DUE 07/31/ | 875. | 875. | 875. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| UNITED STATES TREAS NTS 1.00% DUE 02/15/ | 625. | 625. | 625. |
| UNITED STATES TREAS NTS 2.125 DUE 02/29/ | 531. | 531. | 531. |
| VANGUARD TAX MANAGED INTL FD FTSE DEV MK | 29,683. | 29,683. | 29,683. |
| VERIZON COMMUNICATIONS INC COM | 1,048. | 1,048. | 1,048. |
| WALGREEN CO COM | 1,211. | 1,211. | 1,211. |
| WELLS FARGO & CO NEW COM | 1,466. | 1,466. | 1,466. |
| WISDOMTREE TR EMG MKTS SMCAP | 14,487. | 14,487. | 14,487. |
| WISDOMTREE TR EMERG MKTS ETF | 21,866. | 21,866. | 21,866. |
| ACCENTURE PLC IRELAND SHS CLASS A | 1,131. | 1,131. | 1,131. |
| TOTAL | 294,251. | 294,251. | 294,251. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| FOREIGN TAXES | 102. | 102. | 102. |
| FEDERAL TAX PAYMENT - PRIOR YE | 3,587. | 3,587. | 3,587. |
| FOREIGN TAXES ON NONQUALIFIED | 1,531. | 1,531. | 1,531. |
| TOTALS | 5,220. | 5,220. | 5,220. |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|---|---|---|---|
| OTHER ALLOCABLE EXPENSE-PRINCI | 500. | 500. | 500. |
| TOTALS | 500. | 500. | 500. |

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SAVE THE CHILDREN FEDERATION INC
ADDRESS:
ATTN CAROLYN MARKS
WESTPORT, CT 06880
AMOUNT OF GRANT PAID ........................................ 7,770.

RECIPIENT NAME:
see attached
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
TAX EX 501(C)(3)

RECIPIENT NAME:
ENVIRONMENTAL DEFENSE FUND
ADDRESS:
ATTN NICHOLAS PITARO
NEW YORK, NY 10010
AMOUNT OF GRANT PAID ........................................ 5,180.

RECIPIENT NAME:
AUDUBON
ADDRESS:
ATTN: ROSE TESONE, BEQUEST MANAGER
NEW YORK, NY 10014
AMOUNT OF GRANT PAID ........................................ 5,180.

RECIPIENT NAME:
FRESH AIR FUND
ADDRESS:
ATTN JENNY MORGENTHAU
NEW YORK, NY 10017
AMOUNT OF GRANT PAID ........................................ 18,130.

RECIPIENT NAME:
CARE PLANNED GIVING
ADDRESS:
ATTN: MARALENE PARLOR
ATLANTA, GA 30303
AMOUNT OF GRANT PAID ........................................... 5,180.

RECIPIENT NAME:
US FUND FOR UNICEF OFFICE OF PLANNE
ADDRESS:
ATTN: KAREN METZGER
NEW YORK, NY 10016
AMOUNT OF GRANT PAID ........................................... 2,590.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
ATTN THOMAS SCHENK
WEST NYACK, NY 10994
AMOUNT OF GRANT PAID ........................................... 31,079.

RECIPIENT NAME:
NEW YORK TIMES NEEDIEST CASES FUND
ADDRESS:
ATTN MICHAEL GOLDEN
NEW YORK, NY 10087
AMOUNT OF GRANT PAID ........................................... 5,180.

RECIPIENT NAME:
ADIRONDACK COUNCIL
ADDRESS:
ATTN BRIAN HOUSEAL
ELIZABETHTOWN, NY 12932-0640
AMOUNT OF GRANT PAID ........................................... 25,900.

RECIPIENT NAME:
FRANZISKA RACKER CENTERS
ADDRESS:
ATTN: DAN BROWN
ITHACA, NY 14850

RECIPIENT NAME:
SPCA OF TOMPKINS COUNTY
ADDRESS:
ATTN JIM BOUDERAU
ITHACA, NY 14850
AMOUNT OF GRANT PAID .............................................. 1,295.

RECIPIENT NAME:
LEGACY FOUNDATION
ADDRESS:
TOMPKINS TRUST COMPANY
ITHACA, NY 14851-0460
AMOUNT OF GRANT PAID .............................................. 25,899.

RECIPIENT NAME:
DAY CARE & CHILD DEVELOPMENT COUNCI
ADDRESS:
OF TC ATTN: SUSAN DALE-HALL
ITHACA, NY 14850
AMOUNT OF GRANT PAID .............................................. 5,180.

RECIPIENT NAME:
CHALLENGE INDUSTRIES ATTN: EMILY PA
ADDRESS:
SOUTH HILL BUSINESS PARK
ITHACA, NY 14850
AMOUNT OF GRANT PAID .............................................. 5,180.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LONGVIEW AN ITHACARE COMMUNITY
ADDRESS:
ATTN KERRY BARNES
ITHACA, NY 14850
AMOUNT OF GRANT PAID .......................................... 2,590.

RECIPIENT NAME:
UNITY HOUSE
ADDRESS:
34 WRIGHT AVE, SUITE C
AUBURN, NY 13021
AMOUNT OF GRANT PAID .......................................... 2,590.

RECIPIENT NAME:
TOMPKINS CNTY PUBLIC LIBRARY FOUNDA
ADDRESS:
ATTN SUZANNE SMITH JABLONSKI
ITHACA, NY 14850
AMOUNT OF GRANT PAID .......................................... 1,295.

RECIPIENT NAME:
BEECHTREE CARE CENTER
ADDRESS:
ATTN: BUSINESS OFFICE
ITHACA, NY 14850-5406
AMOUNT OF GRANT PAID .......................................... 5,180.

RECIPIENT NAME:
HOSPICARE
ADDRESS:
ATTN DALE JOHNSON
ITHACA, NY 14850
AMOUNT OF GRANT PAID .......................................... 2,590.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WILDERNESS SOCIETY
ADDRESS:
ATTN WILLIAM KLASS
WASHINGTON, DC 20036
AMOUNT OF GRANT PAID ........................................ 5,180.

RECIPIENT NAME:
NATURE CONSERVANCY
ADDRESS:
1815 LYNN ST
ARLINGTON, VA 22203-1606
AMOUNT OF GRANT PAID ........................................ 77,699.

RECIPIENT NAME:
PROJECT HOPE HEALTH SCIENCES CENTER
ADDRESS:
ATTN: BARBARA KABAKOFF
MILLWOOD, VA 22646
AMOUNT OF GRANT PAID ........................................ 5,180.

RECIPIENT NAME:
HABITAT FOR HUMANITY INC
ADDRESS:
ATTN KATIE DICKERSON
AMERICUS, GA 31709-3498
AMOUNT OF GRANT PAID ........................................ 5,180.

TOTAL GRANTS PAID: 251,227.

**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.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www irs gov/form1041*

OMB No 1545-0092

**2013**

Name of estate or trust: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number: 16-6484804

**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**

| See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars. | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|
| 1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b | | | | |
| 1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked | | | | |
| 2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked | | | | |
| 3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked | 456,756. | 453,715. | | 3,041. |

| | | |
|---|---|---|
| 4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 4 | |
| 5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 5 | |
| 6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet | 6 | ( ) |
| 7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶ | 7 | 3,041. |

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

| See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars. | (d) Proceeds (sales price) | (e) Cost (or other basis) | (g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g) | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|
| 8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b | | | | |
| 8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked | | | | |
| 9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked | | | | |
| 10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked | 1,326,734. | 1,201,536. | | 125,198. |

| | | |
|---|---|---|
| 11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 11 | |
| 12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 12 | |
| 13 Capital gain distributions | 13 | 12,228. |
| 14 Gain from Form 4797, Part I | 14 | |
| 15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet | 15 | ( ) |
| 16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶ | 16 | 137,426. |

## 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 |
|---|---|---|---|---|---|
| 17 | **Net short-term gain or (loss)** | 17 | | | 3,041. |
| 18 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 18a | | | 137,426. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 18b | | | 113. |
| c | 28% rate gain | 18c | | | |
| 19 | **Total net gain or (loss).** Combine lines 17 and 18a ▶ | 19 | | | 140,467. |

**Note:** *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

## Part IV Capital Loss Limitation

20 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 19, column (3) **or b** $3,000 . . . . 20 ( )

**Note:** *If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 21 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | | | 21 | | | |
| 22 | Enter the **smaller** of line 18a or 19 in column (2) but not less than zero | 22 | | | | | |
| 23 | 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) | 23 | | | | | |
| 24 | Add lines 22 and 23 | 24 | | | | | |
| 25 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ | 25 | | | | | |
| 26 | Subtract line 25 from line 24. If zero or less, enter -0- | | | 26 | | | |
| 27 | Subtract line 26 from line 21. If zero or less, enter -0- | | | 27 | | | |
| 28 | Enter the **smaller** of the amount on line 21 or $2,450 | | | 28 | | | |
| 29 | Enter the **smaller** of the amount on line 27 or line 28 | | | 29 | | | |
| 30 | Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ | | | | | 30 | |
| 31 | Enter the smaller of line 21 or line 26 | | | 31 | | | |
| 32 | Subtract line 30 from line 26 | | | 32 | | | |
| 33 | Enter the **smaller** of line 21 or $11,950 | | | 33 | | | |
| 34 | Add lines 27 and 30 | | | 34 | | | |
| 35 | Subtract line 34 from line 33. If zero or less, enter -0- | | | 35 | | | |
| 36 | Enter the **smaller** of line 32 or line 35 | | | 36 | | | |
| 37 | Multiply line 36 by 15% ▶ | | | | | 37 | |
| 38 | Enter the amount from line 31 | | | 38 | | | |
| 39 | Add lines 30 and 36 | | | 39 | | | |
| 40 | Subtract line 39 from line 38. If zero or less, enter -0- | | | 40 | | | |
| 41 | Multiply line 40 by 20% ▶ | | | | | 41 | |
| 42 | Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 42 | | | |
| 43 | Add lines 37, 41, and 42 | | | 43 | | | |
| 44 | Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 44 | | | |
| 45 | **Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶ | | | | | 45 | |

Form **8949**

Department of the Treasury
Internal Revenue Service

# Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

| Name(s) shown on return | Social security number or taxpayer identification number |
|---|---|
| GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR | 16-6484804 |

*Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later*

**Part I** **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

**You *must* check Box A, B, *or* C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

| 1 (a) Description of property (Example 100 sh XYZ Co ) | (b) Date acquired (Mo , day, yr ) | (c) Date sold or disposed (Mo , day, yr ) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions | (g) Amount of adjustment | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|---|---|---|
| 157. CELGENE CORP COM | 12/24/2012 | 04/11/2013 | 19,235.00 | 12,449.00 | | | 6,786.00 |
| 45. COGNIZANT TECHNOLOGY S | 12/24/2012 | 04/11/2013 | 3,488.00 | 3,305 00 | | | 183.00 |
| 142. MARATHON PETE CORP | 12/24/2012 | 04/11/2013 | 11,560 00 | 8,923 00 | | | 2,637.00 |
| 4435. METROPCS COMMUNICATI | 12/24/2012 | 04/11/2013 | 49,713.00 | 43,684.00 | | | 6,029.00 |
| 100000 FEDERAL FARM CREDI 2.35% DUE 04/26/2021 | 04/30/2012 | 04/26/2013 | 100,000.00 | 100,050.00 | | | -50.00 |
| 1392.301 PIMCO REAL RETURN | 02/25/2013 | 07/09/2013 | 15,524.00 | 17,000.00 | | | -1,476.00 |
| 1388.889 PIMCO REAL RETURN | 03/01/2013 | 07/09/2013 | 15,486.00 | 17,000.00 | | | -1,514.00 |
| 1966.338 PIMCO REAL RETURN | 02/06/2013 | 07/09/2013 | 21,925 00 | 23,950.00 | | | -2,025.00 |
| 1375.721 PIMCO REAL RETURN | 02/20/2013 | 07/09/2013 | 15,339.00 | 16,660.00 | | | -1,321.00 |
| 700.165 PIMCO REAL RETURN | 05/13/2013 | 07/09/2013 | 7,807 00 | 8,500 00 | | | -693.00 |
| 1394 586 PIMCO REAL RETURN | 03/22/2013 | 07/09/2013 | 15,550.00 | 17,000.00 | | | -1,450.00 |
| 2073.172 PIMCO REAL RETURN | 04/22/2013 | 07/09/2013 | 23,116 00 | 25,500.00 | | | -2,384.00 |
| 1394.507 PIMCO REAL RETURN | 02/04/2013 | 07/09/2013 | 15,549.00 | 17,013.00 | | | -1,464.00 |
| 89.017 PIMCO REAL RETURN | 12/13/2012 | 07/09/2013 | 993.00 | 1,110.00 | | | -117.00 |
| **2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶ | | | | | | | |

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

**For Paperwork Reduction Act Notice, see your tax return instructions.**

Form **8949**

Department of the Treasury
Internal Revenue Service

# Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

| Name(s) shown on return | Social security number or taxpayer identification number |
|---|---|
| GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR | 16-6484804 |

*Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later*

**Part I** **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

**You *must* check Box A, B, *or* C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

| 1 (a) Description of property (Example 100 sh XYZ Co ) | (b) Date acquired (Mo , day, yr.) | (c) Date sold or disposed (Mo , day, yr ) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions | (g) Amount of adjustment | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|---|---|---|
| 3163 842 PIMCO REAL RETURN | 12/24/2012 | 07/09/2013 | 35,277.00 | 39,200.00 | | | -3,923.00 |
| 2805. ISHARES MSCI CANADA | 12/24/2012 | 12/06/2013 | 80,130 00 | 79,464.00 | | | 666.00 |
| 250. APACHE CORP | 12/24/2012 | 12/20/2013 | 21,676 00 | 19,745.00 | | | 1,931 00 |
| 55. AUTOMATIC DATA PROCESS | 12/24/2012 | 12/20/2013 | 4,388.00 | 3,162.00 | | | 1,226 00 |
| | | | | | | | |
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| | | | | | | | |
| | | | | | | | |
| **2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶ | | | 456,756. | 453,715. | | | 3,041 |

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

| Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side ) | Social security number or taxpayer identification number |
|---|---|
| GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR | 16-6484804 |

*Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later*

**Part II** **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

**You *must* check Box D, E, *or* F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

| 1 (a) Description of property (Example 100 sh XYZ Co ) | (b) Date acquired (Mo , day, yr ) | (c) Date sold or disposed (Mo , day, yr ) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions | (g) Amount of adjustment | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|---|---|---|
| 100000 DELL INC 1 40% DUE | 10/18/2010 | 01/28/2013 | 99,900 00 | 100,549 00 | | | -649 00 |
| 50000 FEDERAL HOME LN BAN 02/05/2018 | 09/17/2009 | 02/05/2013 | 50,000 00 | 50,155 00 | | | -155.00 |
| 100000. FEDERAL HOME LN BA 3.00% DUE 02/19/2020 | 01/21/2010 | 02/19/2013 | 100,000.00 | 100,000 00 | | | |
| 100000 FEDERAL FARM CREDI 3.50% DUE 02/22/2018 | 02/15/2011 | 02/22/2013 | 100,000.00 | 99,950.00 | | | 50.00 |
| 100000. FEDERAL FARM CREDI 3.50% DUE 02/28/2018 | 03/04/2011 | 02/28/2013 | 100,000.00 | 100,650.00 | | | -650.00 |
| 100000. FEDERAL NATIONAL M 2.625 DUE 03/07/2022 | 03/05/2012 | 03/07/2013 | 100,000.00 | 99,900.00 | | | 100.00 |
| 100. ABBOTT LABORATORIES C | 08/21/2009 | 04/11/2013 | 3,721.00 | 2,183.00 | | | 1,538.00 |
| 50. ABBOTT LABORATORIES CO | 05/03/2010 | 04/11/2013 | 1,860.00 | 1,223.00 | | | 637.00 |
| 100 ABBOTT LABORATORIES C | 02/22/2011 | 04/11/2013 | 3,721.00 | 2,234.00 | | | 1,487.00 |
| 100. ABBOTT LABORATORIES C | 04/14/2009 | 04/11/2013 | 3,721.00 | 2,129.00 | | | 1,592 00 |
| 115. ABBOTT LABORATORIES C | 06/22/2007 | 04/11/2013 | 4,279 00 | 2,976.00 | | | 1,303.00 |
| 100. ABBOTT LABORATORIES C | 09/14/2007 | 04/11/2013 | 3,721.00 | 2,499.00 | | | 1,222.00 |
| 100 ABBOTT LABORATORIES C | 01/08/2009 | 04/11/2013 | 3,721.00 | 2,461.00 | | | 1,260.00 |
| 100. ABBVIE INC COM | 08/21/2009 | 04/11/2013 | 4,318 00 | 2,366 00 | | | 1,952 00 |
| **2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶ | | | | | | | |

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR | 16-6484804

*Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later*

**Part II** **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

**You *must* check Box D, E, *or* F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

| 1 (a) Description of property (Example 100 sh XYZ Co) | (b) Date acquired (Mo, day, yr) | (c) Date sold or disposed (Mo, day, yr) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions | Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions | (g) Amount of adjustment | (h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|---|---|---|
| 50. ABBVIE INC COM | 05/03/2010 | 04/11/2013 | 2,159.00 | 1,326.00 | | | 833.00 |
| 100. ABBVIE INC COM | 02/22/2011 | 04/11/2013 | 4,318.00 | 2,423.00 | | | 1,895 00 |
| 100. ABBVIE INC COM | 04/14/2009 | 04/11/2013 | 4,318.00 | 2,309.00 | | | 2,009.00 |
| 115. ABBVIE INC COM | 06/22/2007 | 04/11/2013 | 4,966.00 | 3,227.00 | | | 1,739.00 |
| 100. ABBVIE INC COM | 09/14/2007 | 04/11/2013 | 4,318.00 | 2,710.00 | | | 1,608.00 |
| 100. ABBVIE INC COM | 01/08/2009 | 04/11/2013 | 4,318 00 | 2,669 00 | | | 1,649.00 |
| 50. BERKSHIRE HATHAWAY INC NEW | 05/03/2010 | 04/11/2013 | 5,326.00 | 3,921 00 | | | 1,405.00 |
| 440. BERKSHIRE HATHAWAY IN NEW | 03/16/2010 | 04/11/2013 | 46,865.00 | 36,084 00 | | | 10,781 00 |
| 550 COGNIZANT TECHNOLOGY | 08/21/2009 | 04/11/2013 | 42,630 00 | 18,969.00 | | | 23,661.00 |
| 300. LOWES COS INC COM | 08/21/2009 | 04/11/2013 | 11,649.00 | 6,351.00 | | | 5,298.00 |
| 400 LOWES COS INC COM | 08/20/2010 | 04/11/2013 | 15,532.00 | 8,124 00 | | | 7,408.00 |
| 305. LOWES COS INC COM | 08/28/2008 | 04/11/2013 | 11,843.00 | 7,578.00 | | | 4,265.00 |
| 200. LOWES COS INC COM | 01/08/2009 | 04/11/2013 | 7,766.00 | 4,356.00 | | | 3,410.00 |
| 50. LOWES COS INC COM | 02/17/2009 | 04/11/2013 | 1,942.00 | 861.00 | | | 1,081 00 |
| **2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶ | | | | | | | |

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR | 16-6484804

*Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later*

**Part II** **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

**You *must* check Box D, E, *or* F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

| 1 (a) Description of property (Example 100 sh XYZ Co) | (b) Date acquired (Mo, day, yr) | (c) Date sold or disposed (Mo, day, yr) | (d) Proceeds (sales price) (see instructions) | (e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions | Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions | (g) Amount of adjustment | (h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g) |
|---|---|---|---|---|---|---|---|
| 100 PEPSICO INC COM | 02/04/2008 | 04/11/2013 | 7,982 00 | 6,908 00 | | | 1,074.00 |
| 100 PEPSICO INC COM | 08/21/2009 | 04/11/2013 | 7,982.00 | 5,752.00 | | | 2,230.00 |
| 100. PEPSICO INC COM | 02/22/2011 | 04/11/2013 | 7,982.00 | 6,265.00 | | | 1,717 00 |
| 100. PEPSICO INC COM | 02/08/2006 | 04/11/2013 | 7,982.00 | 5,716.00 | | | 2,266 00 |
| 80. PEPSICO INC COM | 12/28/2004 | 04/11/2013 | 6,386.00 | 4,195.00 | | | 2,191.00 |
| 50. PEPSICO INC COM | 06/22/2007 | 04/11/2013 | 3,991.00 | 3,281 00 | | | 710.00 |
| 100. PEPSICO INC COM | 02/09/2007 | 04/11/2013 | 7,982.00 | 6,387.00 | | | 1,595.00 |
| 167 STATE STR CORP COM | 08/21/2009 | 04/11/2013 | 10,082.00 | 8,964 00 | | | 1,118 00 |
| 239. WALGREEN CO COM | 09/09/2011 | 04/11/2013 | 11,596 00 | 8,551.00 | | | 3,045.00 |
| 100000. FEDERAL NATIONAL M 2.40% DUE 04/19/2016 | 03/25/2011 | 04/19/2013 | 100,000.00 | 100,000.00 | | | |
| 50000. FEDERAL NATIONAL MT 2.50% DUE 04/30/2018 | 04/20/2010 | 04/30/2013 | 50,000.00 | 50,000.00 | | | |
| 4055.15 PIMCO REAL RETURN | 07/03/2012 | 07/09/2013 | 45,215.00 | 50,000.00 | | | -4,785.00 |
| 100000. FEDERAL NATIONAL M 2.00% DUE 07/15/2016 | 06/16/2011 | 07/15/2013 | 100,000 00 | 99,975.00 | | | 25.00 |
| 100000. FEDERAL HOME LN BA DUE 07/18/2018 | 07/13/2011 | 07/26/2013 | 100,000.00 | 99,900 00 | | | 100.00 |
| **2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶ | | | | | | | |

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

| Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number |
|---|---|
| GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR | 16-6484804 |

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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

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|---|---|---|---|---|---|---|---|
| 50. APACHE CORP | 05/03/2010 | 12/20/2013 | 4,335.00 | 5,195 00 | | | -860 00 |
| 150 APACHE CORP | 08/11/2008 | 12/20/2013 | 13,006 00 | 15,326.00 | | | -2,320.00 |
| 100. APACHE CORP | 04/14/2009 | 12/20/2013 | 8,671.00 | 6,746.00 | | | 1,925.00 |
| 710. AUTOMATIC DATA PROCES | 09/22/2011 | 12/20/2013 | 56,639 00 | 33,696.00 | | | 22,943 00 |
| 100. DANAHER CORP DEL COM | 08/20/2010 | 12/20/2013 | 7,690 00 | 3,608 00 | | | 4,082.00 |
| 200. DANAHER CORP DEL COM | 03/16/2010 | 12/20/2013 | 15,380.00 | 7,816 00 | | | 7,564 00 |
| 90 DANAHER CORP DEL COM | 10/28/2009 | 12/20/2013 | 6,921 00 | 3,072.00 | | | 3,849.00 |
| | | | | | | | |
| | | | | | | | |
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| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| **2 Totals.** Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶ | | | 1,326,734. | 1,201,536. | | | 125,198. |

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

| Form **CHAR500**<br>This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006) | **Annual Filing for Charitable Organizations**<br>New York State Department of Law (Office of the Attorney General)<br>Charities Bureau - Registration Section<br>120 Broadway<br>New York, NY 10271<br>http //www charitiesnys com | **2013**<br>**Open to Public Inspection** |
|---|---|---|

## 1. General Information

a. For the fiscal year beginning (mm/dd/yyyy) ________ / 2 0 1 3 and ending (mm/dd/yyyy) ____________

| b Check if applicable for NYS | c Name of organization | d Fed employer ID no (EIN) (##-#######) |
|---|---|---|
| ☐ Address change<br>☐ Name change<br>☐ Initial filing<br>☐ Final filing<br>☐ Amended filing<br>☐ NY registration pending | GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST 017999 | 16-6484804<br>e NY State registration no (##-##-##) |
| | Number and street (or P O box if mail not delivered to street address): PO BOX 6437 — Room/suite: | f Telephone number (607)273-0037 |
| | City or town, state or country and zip + 4: ITHACA NY 14851-6437 | g Email |

## 2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

| | Signature | Printed Name | Title | Date |
|---|---|---|---|---|
| a. President or Authorized Officer | Tamara A. Amici | | | |
| b Chief Financial Officer or Treas | | | | |

## 3. Annual Report Exemption Information

a. **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)

Check ▶ ☐ if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed $25,000 **and** the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year

**NOTE:** An organization may claim this exemption if no PFR or FRC was used **and** either 1) it received an allocation from a federated fund, United Way or incorporated community appeal **and** contributions from other sources did not exceed $25,000 **or** 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b. **EPTL** annual report exemption (EPTL registrants and dual registrants)

Check ▶ ☐ if gross receipts did not exceed $25,000 **and** assets (market value) did not exceed $25,000 at any time during this fiscal year.

For EPTL or Article-7A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above

*__Do not__ submit a fee, __do not__ complete the following schedules and __do not__ submit any attachments to this form*

## 4. Article 7-A Schedules

If you did **not** check the Article 7-A annual report exemption above, complete the following for this fiscal year

a Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? . . . ☐ Yes* ☐ No

*** If "Yes", complete Schedule 4a.**

b. Did the organization receive government contributions (grants)? . . . ☐ Yes* ☐ No

*** If "Yes", complete Schedule 4b.**

## 5. Fee Submitted: See last page for summary of fee requirements.

Indicate the filing fee(s) you are submitting along with this form

a Article 7-A filing fee . . . . . . $ ________

b. EPTL filing fee . . . . . . $ ________

c **Total fee** . . . . . . $ ________

***Submit only one check or money order for the total fee, payable to "NYS Department of Law"***

## 6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments → → →

## 5. Fee Instructions

*The filing fee depends on the organization's Registration Type For details on Registration Type and filing fees, see the Instructions for Form CHAR500*

| Organization's Registration Type | Fee Instructions |
|---|---|
| • **Article 7-A** | Calculate the Article 7-A filing fee using the table in **part a** below. The EPTL filing fee is $0 |
| • **EPTL** | Calculate the EPTL filing fee using the table in **part b** below. The Article 7-A filing fee is $0 |
| • **Dual** | Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below Add the Article 7-A and EPTL filing fees together to calculate the total fee Submit a single check or money order for the total fee |

a) **Article 7-A filing fee**

| Total Support & Revenue | Article 7-A Fee |
|---|---|
| more than $250,000 | $25 |
| up to $250,000 * | $10 |

* *Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of $25, regardless of total support and revenue*

b) **EPTL filing fee**

| Net Worth at End of Year | EPTL Fee |
|---|---|
| Less than $50,000 | $25 |
| $50,000 or more, but less than $250,000 | $50 |
| $250,000 or more, but less than $1,000,000 | $100 |
| $1,000,000 or more, but less than $10,000,000 | $250 |
| $10,000,000 or more, but less than $50,000,000 | $750 |
| $50,000,000 or more | $1500 |

## 6. Attachments - Document Attachment Check-List

***Check the boxes for the documents you are attaching***

**For All Filers**

Filing Fee

[X] Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

[ ] **IRS Form 990**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

[ ] **IRS Form 990-EZ**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

[X] **IRS Form 990-PF**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

**Additional Article 7-A Document Attachment Requirement**

Independent Accountant's Report

[X] Audit Report *(total support & revenue more than $250,000)*
[ ] Review Report *(total support & revenue $100,001 to $250,000)*
[ ] No Accountant's Report Required *(total support & revenue not more than $100,000)*

ALPHA KEY SMITHGEORG GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST 23 01 7999 0 0G 

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ACCT TYPE  -CHAR TRUST DATE OPENED-12/24/1998 FEE DUE  -Q-DEC      FEE SCHED-TT  RTN PWR-GENERAL   INV POWERS-FULL INV OBJ-GROWTH/I
BRANCH     -00         CRITICAL DT-00/00/0000 FEE TYPE -DEDUCT     TAXLOTS   -YES  OWN TIME DEP -N   OWN TIME DEP -Y   PRS MODEL  82
OFFICER    -POLI       PROXY OWNER-00001 OBO  FEE PYMT -10/04/2013 TAX Y/E   -DEC  COM TRUST FND-N   COM TRUST FND-Y
INV OFFICER-ENH 50/GL  INV INCOME -YES        FEE BASE             SITUS     -NY   NON INC PROP -Y   NON INC PROP -Y
NO OF BENE -25         PRIN INVAS -NO         FEE MIN              TAX SV    -YES  REAL ESTATE  -Y   REAL ESTATE  -Y
ACCT STATUS-ACTIVE     AUTO OVDRFT-NO         FEE DISC             MDB ELEC -NONE  OWN STOCK    -Y   OWN STOCK    -N
VOTNG AUTH -SOLE       STMT DUE   -A-DEC      FEE DISC %           CASH SWEEP-YES  BUSINESS INT -Y   BUSINESS INT -N
INVST DISC -FULL       REVW DUE   -A-JUN      INF RPTG -APPLICABLE 1098 & 1099MISC(NONEMP COMP) ONLY
```

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| ***CASH*** | | | | | | | | | | | | |
| INCOME CASH | | | | 0 00 | | | | | 0 0 | | | 0.00 |
| PRINCIPAL CASH | | | | 0 00 | | | | | 0.0 | | | 0.00 |
| ***TOTAL CASH*** | | | | 0.00 | | | | | | 0 | | 0 00 |
| ***CASH EQUIVALENTS *** MISC CASH EQUIV-TAXABLE | | | | | | | | | | | | |
| OTHER MISC CASH EQUIV-TAXABLE | | | | | | | | | | | | |
| FEDERATED PRIME CASH OBL (INCOME) FD #854 | 34,844.05 | | FULL | 34,844.05 | 34,844 | 3 | 0 0 | 0 0 | 0 3 | 34,844 | 1.000* | 34,844.05 |
| FEDERATED PRIME OBLIGATIONS FD 396 GRP 55453 | 180,136.83 | | FULL | 180,136 83 | 180,137 | 18 | 0.0 | 0 0 | 1.5 | 180,137 | 1.000* | 180,136.83 |
| TOTAL OTHER MISC CASH EQUIV-TAXABLE | | | | 214,980.88 | 214,981 | 21 | 0.0 | 0 0 | 1 8 | 214,981 | | 214,980 88 |
| TOTAL MISC CASH EQUIV-TAXABLE | | | | 214,980.88 | 214,981 | 21 | 0.0 | 0.0 | 1 8 | 214,981 | | 214,980.88 |
| ***TOTAL CASH EQUIVALENTS *** | | | | 214,980 88 | 214,981 | 21 | 0.0 | 0.0 | 1.8 | 214,981 | | 214,980.88 |
| ***FIXED INCOME *** U S. TREASURY BONDS & NOTES | | | | | | | | | | | | |
| MATURITY (0 - 5 YRS) | | | | | | | | | | | | |
| UNITED STATES TREAS NTS 1 00% DUE 02/15/2014 ORIGINAL FACE: | 50,000 0.0000 | NR Aaa | FULL | 50,175.78 | 50,176 | 500 | 1.0 | 1.0 | 0 4 | 50,580 | 100 137 | 50,068 50 |
| UNITED STATES TREAS NTS 1.75% DUE 07/31/2015 ORIGINAL FACE: | 50,000 0.0000 | NR Aaa | FULL | 49,800 78 | 49,801 | 875 | 1.8 | 1.7 | 0 4 | 51,828 | 102.332 | 51,166.00 |
| UNITED STATES TREAS NTS 2.125 DUE 02/29/2016 ORIGINAL FACE | 25,000 0.0000 | NR Aaa | FULL | 25,003.91 | 25,004 | 531 | 2.1 | 2.1 | 0.2 | 26,361 | 103.648 | 25,912.00 |
| TOTAL MATURITY (0 - 5 YRS) | | | | 124,980.47 | 124,981 | 1,906 | 1 5 | 1.5 | 1 1 | 128,769 | | 127,146.50 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| TOTAL U S TREASURY BONDS & NOTES | | | | 124,980 47 | 124,981 | 1,906 | 1 5 | 1 5 | 1 1 | 128,769 | | 127,146.50 |
| **U.S. GOVT AGENCY OBLIGATIONS** | | | | | | | | | | | | |
| MATURITY (0 - 5 YRS) | | | | | | | | | | | | |
| FEDERAL NATIONAL MTGE ASSOC | | AA+ | | | | | | | | | | |
| 4.125 DUE 04/15/2014 | 300,000 | Aaa | FULL | 297,375.00 | 297,375 | 12,375 | 4 2 | 4 1 | 2.6 | 315,036 | 101.142 | 303,426 00 |
| ORIGINAL FACE | 0.0000 | | | | | | | | | | | |
| FEDERAL FARM CREDIT BANKS | | AA+ | | | | | | | | | | |
| 3.17% DUE 06/23/2014 | 50,000 | Aaa | FULL | 50,000 00 | 50,000 | 1,585 | 3 2 | 3.1 | 0.4 | 52,151 | 101.436 | 50,718 00 |
| ORIGINAL FACE | 0 0000 | | | | | | | | | | | |
| TOTAL MATURITY (0 - 5 YRS) | | | | 347,375 00 | 347,375 | 13,960 | 4.0 | 3 9 | 3 0 | 367,187 | | 354,144.00 |
| MATURITY (5 - 10 YRS) | | | | | | | | | | | | |
| FEDERAL NATIONAL MTGE ASSOC | | AA+ | | | | | | | | | | |
| 1 75% DUE 01/30/2019 | 100,000 | Aaa | FULL | 99,800.00 | 99,800 | 1,750 | 1.8 | 1.8 | 0 8 | 101,011 | 98 675 | 98,675.00 |
| ORIGINAL FACE. | 0 0000 | | | | | | | | | | | |
| FEDERAL HOME LN MTGE CORP | | AA+ | | | | | | | | | | |
| 2.10% DUE 11/16/2020 | 100,000 | Aaa | FULL | 100,000.00 | 100,000 | 2,100 | 2 1 | 2 2 | 0.8 | 101,128 | 94.786 | 94,786 00 |
| ORIGINAL FACE | 0 0000 | | | | | | | | | | | |
| FEDERAL FARM CREDIT BANKS | | AA+ | | | | | | | | | | |
| 2.35% DUE 06/21/2021 | 100,000 | Aaa | FULL | 100,035.40 | 100,035 | 2,350 | 2 3 | 2.5 | 0.8 | 100,414 | 94.507 | 94,507 00 |
| ORIGINAL FACE | 0 0000 | | | | | | | | | | | |
| FEDERAL HOME LN MTGE CORP | | AA+ | | | | | | | | | | |
| 2 00% DUE 07/26/2021 | 100,000 | Aaa | FULL | 99,600 00 | 99,600 | 2,000 | 2 0 | 2.2 | 0 8 | 100,551 | 93 145 | 93,145 00 |
| ORIGINAL FACE. | 0 0000 | | | | | | | | | | | |
| FEDERAL HOME LN BANKS | | AA+ | | | | | | | | | | |
| 2 50% DUE 06/27/2022 | 100,000 | Aaa | FULL | 100,000 00 | 100,000 | 2,500 | 2 5 | 2 7 | 0.8 | 100,433 | 93 136 | 93,136 00 |
| ORIGINAL FACE· | 0.0000 | | | | | | | | | | | |
| FEDERAL HOME LN BANKS | | AA+ | | | | | | | | | | |
| 2.14% DUE12/05/2022 | 125,000 | Aaa | FULL | 124,875 00 | 124,875 | 2,675 | 2 1 | 2 4 | 1.0 | 123,828 | 91 115 | 113,893 75 |
| ORIGINAL FACE. | 0 0000 | | | | | | | | | | | |
| FEDERAL NATIONAL MTGE ASSOC | | AA+ | | | | | | | | | | |
| 2.25% DUE 12/27/2023 | 125,000 | Aaa | FULL | 125,000 00 | 125,000 | 2,813 | 2.3 | 2.6 | 0 9 | 124,211 | 88 218 | 110,272 50 |
| ORIGINAL FACE. | 0.0000 | | | | | | | | | | | |
| TOTAL MATURITY (5 - 10 YRS) | | | | 749,310 40 | 749,310 | 16,188 | 2.2 | 2.3 | 5.9 | 751,576 | | 698,415 25 |
| TOTAL U.S. GOVT AGENCY OBLIGATIONS | | | | 1,096,685 40 | 1,096,685 | 30,148 | 2.7 | 2 9 | 8.9 | 1,118,763 | | 1,052,559 25 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| CORPORATE BONDS & NOTES | | | | | | | | | | | | |
| MATURITY (0 - 5 YRS) | | | | | | | | | | | | |
| PROCTER & GAMBLE | | AA- | | | | | | | | | | |
| 3.50% DUE 02/15/2015 | 100,000 | Aa3 | FULL | 99,437.00 | 99,437 | 3,500 | 3 5 | 3 4 | 0.9 | 106,175 | 103 309 | 103,309 00 |
| ORIGINAL FACE: | 0 0000 | | | | | | | | | | | |
| BERKSHIRE HATHAWAY | | AA | | | | | | | | | | |
| 2.45% DUE 12/15/2015 | 100,000 | Aa2 | FULL | 99,564 00 | 99,564 | 2,450 | 2 5 | 2 4 | 0 9 | 105,128 | 103 633 | 103,633 00 |
| ORIGINAL FACE· | 0 0000 | | | | | | | | | | | |
| GOLDMAN SACHS GROUP | | A- | | | | | | | | | | |
| 5.35% DUE 01/15/2016 | 100,000 | Baa1 | FULL | 99,000 00 | 99,000 | 5,350 | 5 4 | 4.9 | 0 9 | 110,539 | 108.217 | 108,217 00 |
| ORIGINAL FACE | 0.0000 | | | | | | | | | | | |
| WALT DISNEY CO | | A | | | | | | | | | | |
| 1.35% DUE 08/16/2016 | 100,000 | A2 | FULL | 99,315.00 | 99,315 | 1,350 | 1 4 | 1 3 | 0 9 | 101,362 | 101.150 | 101,150 00 |
| ORIGINAL FACE: | 0 0000 | | | | | | | | | | | |
| BELLSOUTH | | A- | | | | | | | | | | |
| 5.20% DUE 12/15/2016 | 100,000 | WR | FULL | 98,750 00 | 98,750 | 5,200 | 5 3 | 4 7 | 0 9 | 114,693 | 110.532 | 110,532 00 |
| ORIGINAL FACE: | 0 0000 | | | | | | | | | | | |
| AFLAC INC | | A- | | | | | | | | | | |
| 2 65% DUE 02/15/2017 | 100,000 | A3 | FULL | 100,818.00 | 100,818 | 2,650 | 2.6 | 2 6 | 0 9 | 105,122 | 103 191 | 103,191.00 |
| ORIGINAL FACE | 0 0000 | | | | | | | | | | | |
| EBAY INC | | A | | | | | | | | | | |
| 1.35% DUE 07/15/2017 | 75,000 | A2 | FULL | 75,153 54 | 75,154 | 1,013 | 1 3 | 1.4 | 0 6 | 75,874 | 99.430 | 74,572.50 |
| ORIGINAL FACE | 0 0000 | | | | | | | | | | | |
| PEPSICO INC | | A- | | | | | | | | | | |
| 1 25% DUE 08/13/2017 | 100,000 | A1 | FULL | 99,656.40 | 99,656 | 1,250 | 1 3 | 1.3 | 0.8 | 100,376 | 98 929 | 98,929 00 |
| ORIGINAL FACE | 0 0000 | | | | | | | | | | | |
| HEWLETT PACKARD CO | | BBB+ | | | | | | | | | | |
| 2.60% DUE 09/15/2017 | 100,000 | Baa1 | FULL | 99,034 00 | 99,034 | 2,600 | 2 6 | 2 6 | 0.9 | 97,416 | 101 605 | 101,605 00 |
| ORIGINAL FACE | 0.0000 | | | | | | | | | | | |
| GE CAP CORP | | AA+ | | | | | | | | | | |
| 1.60% DUE 11/20/2017 | 125,000 | A1 | FULL | 125,000.00 | 125,000 | 2,000 | 1 6 | 1 6 | 1.0 | 125,081 | 99 342 | 124,177.50 |
| ORIGINAL FACE: | 0.0000 | | | | | | | | | | | |
| C R BARD INC | | A | | | | | | | | | | |
| 1 375 DUE 01/15/2018 | 125,000 | A3 | FULL | 126,232.50 | 126,233 | 1,719 | 1 4 | 1 4 | 1.0 | 125,660 | 96 471 | 120,588.75 |
| ORIGINAL FACE: | 0.0000 | | | | | | | | | | | |
| TOTAL MATURITY (0 - 5 YRS) | | | | 1,121,960 44 | 1,121,961 | 29,082 | 2.6 | 2 5 | 9 7 | 1,167,426 | | 1,149,904.75 |
| MATURITY (5 - 10 YRS) | | | | | | | | | | | | |
| MICROCSOFT CORP | | AAA | | | | | | | | | | |
| 4.20% DUE 06/01/2019 | 100,000 | Aaa | FULL | 100,210.00 | 100,210 | 4,200 | 4.2 | 3.8 | 0.9 | 115,281 | 110.223 | 110,223.00 |
| ORIGINAL FACE: | 0 0000 | | | | | | | | | | | |
| TOTAL CORPORATE BONDS & NOTES | | | | 1,222,170.44 | 1,222,171 | 33,282 | 2.7 | 2.6 | 10.6 | 1,282,707 | | 1,260,127 75 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| SHORT-TERM BOND-MUTUAL FD | | | | | | | | | | | | |
| MATURITY (0 - 5 YRS) | | | | | | | | | | | | |
| FIDELITY ADVISOR SER II FL RT HI INCM | 26,366 909 | | FULL | 261,856.27 | 262,087 | 8,147 | 3 1 | 3 1 | 2.2 | 262,469 | 9 960 | 262,614 41 |
| LORD ABBETT INVT TR SH DURA INCM I | 53,068.191 | | FULL | 241,561 62 | 241,562 | 9,446 | 3.9 | 3 9 | 2.0 | 241,562 | 4.550 | 241,460 27 |
| RIDGEWORTH FDS SEIX FLRT HI I | 57,087.468 | | FULL | 512,698.00 | 512,698 | 21,636 | 4.2 | 4 2 | 4.4 | 514,860 | 9 060 | 517,212 46 |
| TOTAL MATURITY (0 - 5 YRS) | | | | 1,016,115 89 | 1,016,347 | 39,229 | 3 9 | 3 8 | 8.6 | 1,018,891 | | 1,021,287.14 |
| TOTAL SHORT-TERM BOND-MUTUAL FD | | | | 1,016,115 89 | 1,016,347 | 39,229 | 3 9 | 3 8 | 8.6 | 1,018,891 | | 1,021,287 14 |
| INTERNATIONAL BOND-MUTUAL FD | | | | | | | | | | | | |
| MATURITY (0 - 5 YRS) | | | | | | | | | | | | |
| TEMPLETON INCOME TR GLB BD ADVSOR | 19,792.615 | | FULL | 262,328.52 | 262,329 | 10,154 | 3 9 | 3.9 | 2 2 | 264,357 | 13 090 | 259,085 33 |
| LONG/INTER BOND-MUTUAL FD | | | | | | | | | | | | |
| MATURITY (0 - 5 YRS) | | | | | | | | | | | | |
| PIMCO FDS PAC INVT MGMT SER TOTAL RETRN PT | 23,583 076 | | FULL | 264,463.08 | 264,463 | 6,509 | 2 5 | 2 6 | 2 1 | 263,708 | 10 690 | 252,103 08 |
| ***TOTAL FIXED INCOME | | *** | | 3,986,743.80 | 3,986,976 | 121,228 | 3 0 | 3 1 | 33 5 | 4,077,195 | | 3,972,309.05 |
| ***EQUITIES | *** | | | EQUITIES/EXCHANGE TRADED FUNDS | | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | | | | | | |
| AUTOZONE INC COM | 122 | B+ | FULL | 44,856 39 | 44,856 | 0 | 0 0 | 0.0 | 0 5 | 43,240 | 477 940 | 58,308 68 |
| DISNEY WALT CO COM DISNEY | 880 | A+ | FULL | 20,419.72 | 20,420 | 757 | 3 7 | 1.1 | 0.6 | 43,815 | 76 400 | 67,232 00 |
| DIRECTV COM | 875 | B | FULL | 43,967 00 | 43,967 | 0 | 0 0 | 0.0 | 0.5 | 43,890 | 69.060 | 60,427 50 |
| NIKE INC CL B | 840 | A+ | FULL | 23,681.48 | 23,681 | 806 | 3 4 | 1.2 | 0.6 | 21,672 | 78.640 | 66,057 60 |
| PRICELINE COM INC COM NEW | 70 | B+ | FULL | 43,178 80 | 43,179 | 0 | 0.0 | 0.0 | 0 7 | 43,427 | 1162 400 | 81,368.00 |
| TJX COS INC NEW COM | 1,050 | A+ | FULL | 24,894 55 | 24,895 | 609 | 2.4 | 0 9 | 0.6 | 44,573 | 63.730 | 66,916 50 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| TARGET CORP COM | 735 | A+ | FULL | 43,938 23 | 43,938 | 1,264 | 2 9 | 2 7 | 0 4 | 43,490 | 63 270 | 46,503.45 |
| TOTAL CONSUMER DISCRETIONARY | | | | 244,936 17 | 244,936 | 3,436 | 1 4 | 0 8 | 3 8 | 284,107 | | 446,813.73 |
| CONSUMER STAPLES | | | | | | | | | | | | |
| ARCHER DANIELS MIDLAND CO COM | 1,580 | A- | FULL | 43,734.24 | 43,734 | 1,517 | 3.5 | 2.2 | 0.6 | 43,276 | 43 400 | 68,572.00 |
| COSTCO WHSL CORP NEW COM | 444 | A | FULL | 47,077 28 | 47,077 | 551 | 1.2 | 1.0 | 0.4 | 47,077 | 119 020 | 52,844.88 |
| PROCTER & GAMBLE CO COM | 640 | A+ | FULL | 36,237 79 | 36,238 | 1,540 | 4.2 | 3 0 | 0.4 | 43,450 | 81 410 | 52,102.40 |
| TYSON FOODS INC CL A | 1,992 | B | FULL | 47,299.84 | 47,300 | 598 | 1 3 | 0 9 | 0 6 | 47,300 | 33 460 | 66,652.32 |
| WALGREEN CO COM | 971 | A | FULL | 35,206 72 | 35,207 | 1,223 | 3 5 | 2.2 | 0.5 | 35,937 | 57 440 | 55,774.24 |
| TOTAL CONSUMER STAPLES | | | | 209,555.87 | 209,556 | 5,429 | 2.6 | 1.8 | 2 5 | 217,040 | | 295,945 84 |
| ENERGY | | | | | | | | | | | | |
| CHEVRON CORP NEW COM | 400 | A+ | FULL | 30,461.99 | 30,462 | 1,600 | 5 3 | 3 2 | 0 4 | 43,256 | 124 910 | 49,964 00 |
| CONOCOPHILLIPS COM | 752 | B+ | FULL | 42,457 84 | 42,458 | 2,076 | 4 9 | 3 9 | 0 4 | 43,608 | 70.650 | 53,128 80 |
| EXXON MOBIL CORP COM | 505 | A+ | FULL | 36,364 29 | 36,364 | 1,273 | 3.5 | 2.5 | 0 4 | 43,708 | 101 200 | 51,106.00 |
| HELMERICH & PAYNE INC COM | 846 | B+ | FULL | 69,022 44 | 69,022 | 2,115 | 3.1 | 3.0 | 0 6 | 69,022 | 84.080 | 71,131 68 |
| MARATHON PETE CORP COM | 563 | NR | FULL | 35,378 92 | 35,379 | 946 | 2.7 | 1.8 | 0 4 | 35,469 | 91.730 | 51,643.99 |
| NATIONAL OILWELL VARCO INC COM | 643 | B+ | FULL | 49,955 80 | 49,956 | 669 | 1.3 | 1.3 | 0 4 | 43,949 | 79.530 | 51,137 79 |
| TOTAL ENERGY | | | | 263,641.28 | 263,641 | 8,679 | 3.3 | 2.6 | 2 8 | 279,012 | | 328,112.26 |
| FINANCIALS | | | | | | | | | | | | |
| AMERICAN EXPRESS CO COM | 760 | B+ | FULL | 32,306.54 | 32,307 | 699 | 2.2 | 1.0 | 0 6 | 43,685 | 90 730 | 68,954 80 |
| CAPITAL ONE FINL CORP COM | 745 | B+ | FULL | 43,627.13 | 43,627 | 894 | 2.0 | 1.6 | 0.5 | 43,158 | 76 610 | 57,074 45 |
| DISCOVER FINL SVCS COM | 1,094 | NR | FULL | 47,135.43 | 47,135 | 875 | 1.9 | 1.4 | 0 5 | 47,135 | 55 950 | 61,209.30 |
| GOLDMAN SACHS GROUP INC COM | 396 | B+ | FULL | 69,314.38 | 69,314 | 871 | 1.3 | 1.2 | 0 6 | 69,314 | 177 260 | 70,194.96 |
| JPMORGAN CHASE & CO COM | 1,000 | B+ | FULL | 32,214.45 | 32,214 | 1,520 | 4 7 | 2.6 | 0.5 | 43,969 | 58.480 | 58,480.00 |
| METLIFE INC COM | 1,330 | B | FULL | 58,130.02 | 58,130 | 1,463 | 2.5 | 2.0 | 0 6 | 43,810 | 53 920 | 71,713.60 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| STATE STR CORP | | B+ | | | | | | | | | | |
| COM | 778 | | FULL | 37,109 25 | 37,109 | 809 | 2 2 | 1.4 | 0.5 | 36,574 | 73 390 | 57,097 42 |
| WELLS FARGO & CO NEW | | A- | | | | | | | | | | |
| COM | 1,275 | | FULL | 32,728 35 | 32,728 | 1,530 | 4 7 | 2.6 | 0.5 | 43,580 | 45 400 | 57,885 00 |
| TOTAL FINANCIALS | | | | 352,565 55 | 352,564 | 8,661 | 2.5 | 1 7 | 4 2 | 371,225 | | 502,609 53 |
| HEALTH CARE | | | | | | | | | | | | |
| AMGEN INC | | B+ | | | | | | | | | | |
| COM | 505 | | FULL | 26,231.78 | 26,232 | 1,232 | 4 7 | 2 1 | 0 5 | 43,531 | 114.080 | 57,610 40 |
| BAXTER INTL INC | | A+ | | | | | | | | | | |
| COM | 655 | | FULL | 41,096.89 | 41,097 | 1,284 | 3.1 | 2 8 | 0 4 | 43,662 | 69.550 | 45,555 25 |
| CARDINAL HEALTH INC | | B | | | | | | | | | | |
| COM | 1,045 | | FULL | 44,239.64 | 44,240 | 1,264 | 2.9 | 1 8 | 0 6 | 43,033 | 66.810 | 69,816 45 |
| CELGENE CORP | | B | | | | | | | | | | |
| COM | 393 | | FULL | 31,160 93 | 31,161 | 0 | 0 0 | 0 0 | 0.6 | 30,839 | 168 968 | 66,404.42 |
| JOHNSON & JOHNSON | | A+ | | | | | | | | | | |
| COM | 625 | | FULL | 37,940 23 | 37,940 | 1,650 | 4 3 | 2 9 | 0.5 | 43,813 | 91.590 | 57,243 75 |
| MCKESSON CORP | | A- | | | | | | | | | | |
| COM | 450 | | FULL | 43,793 95 | 43,794 | 432 | 1 0 | 0.6 | 0.6 | 43,632 | 161 400 | 72,630 00 |
| PFIZER INC | | B+ | | | | | | | | | | |
| COM | 1,750 | | FULL | 43,907 32 | 43,907 | 1,820 | 4 1 | 3.4 | 0.5 | 43,889 | 30 630 | 53,602.50 |
| STRYKER CORP | | A+ | | | | | | | | | | |
| COM | 704 | | FULL | 47,055.36 | 47,055 | 859 | 1 8 | 1 6 | 0.4 | 47,055 | 75.140 | 52,898 56 |
| TOTAL HEALTH CARE | | | | 315,426.10 | 315,426 | 8,541 | 2 7 | 1 8 | 4.0 | 339,454 | | 475,761 33 |
| INDUSTRIALS | | | | | | | | | | | | |
| GENERAL ELECTRIC CO | | A- | | | | | | | | | | |
| COM | 2,105 | | FULL | 30,986.42 | 30,986 | 1,852 | 6.0 | 3 1 | 0.5 | 44,184 | 28.030 | 59,003.15 |
| HERTZ GLOBAL HOLDINGS INC | | NR | | | | | | | | | | |
| COM | 1,960 | | FULL | 47,140 16 | 47,140 | 0 | 0 0 | 0 0 | 0.5 | 47,140 | 28 620 | 56,095 20 |
| PRECISION CASTPARTS CORP | | B | | | | | | | | | | |
| COM | 235 | | FULL | 14,726 65 | 14,727 | 28 | 0 2 | 0.0 | 0 5 | 44,514 | 269 300 | 63,285 50 |
| STANLEY BLACK & DECKER INC | | B+ | | | | | | | | | | |
| COM | 594 | | FULL | 47,422 94 | 47,423 | 1,188 | 2.5 | 2.5 | 0 4 | 47,423 | 80 690 | 47,929 86 |
| TOTAL INDUSTRIALS | | | | 140,276 17 | 140,276 | 3,068 | 2.2 | 1 4 | 1 9 | 183,261 | | 226,313.71 |
| INFORMATION TECHNOLOGY | | | | | | | | | | | | |
| ACCENTURE PLC IRELAND | | NR | | | | | | | | | | |
| SHS CLASS A | 650 | | FULL | 43,231 50 | 43,232 | 1,209 | 2.8 | 2 3 | 0.5 | 43,225 | 82.220 | 53,443.00 |
| APPLE INC | | B+ | | | | | | | | | | |
| COM | 125 | | FULL | 35,225 98 | 35,226 | 1,525 | 4 3 | 2.2 | 0.6 | 66,522 | 561.020 | 70,127.50 |
| CISCO SYS INC | | B+ | | | | | | | | | | |
| COM | 2,200 | | FULL | 39,700.45 | 39,700 | 1,496 | 3 8 | 3.0 | 0.4 | 43,229 | 22.430 | 49,346 00 |
| INTEL CORP | | B+ | | | | | | | | | | |
| COM | 2,115 | | FULL | 37,480.97 | 37,481 | 1,904 | 5.1 | 3.5 | 0.5 | 43,611 | 25.955 | 54,894.82 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| INTERNATIONAL BUSINESS MACHS COM | 225 | A+ | FULL | 19,647 22 | 19,647 | 855 | 4.4 | 2 0 | 0 4 | 43,099 | 187 570 | 42,203.25 |
| MICROSOFT CORP COM | 1,600 | A- | FULL | 40,953 36 | 40,953 | 1,792 | 4 4 | 3 0 | 0.5 | 42,736 | 37 410 | 59,856.00 |
| NVIDIA CORP COM | 3,560 | B | FULL | 43,894 45 | 43,894 | 1,210 | 2 8 | 2.1 | 0 5 | 43,646 | 16 020 | 57,031.20 |
| ORACLE CORP COM | 1,300 | A- | FULL | 27,006 98 | 27,007 | 624 | 2 3 | 1.3 | 0 4 | 43,316 | 38.260 | 49,738.00 |
| TOTAL INFORMATION TECHNOLOGY | | | | 287,140 91 | 287,140 | 10,615 | 3.7 | 2 4 | 3 7 | 369,384 | | 436,639.77 |
| MATERIALS | | | | | | | | | | | | |
| CF INDS HLDGS INC COM | 221 | NR | FULL | 44,272 15 | 44,272 | 884 | 2.0 | 1 7 | 0 4 | 44,898 | 233 040 | 51,501.84 |
| TELECOMMUNICATION | | | | | | | | | | | | |
| VERIZON COMMUNICATIONS INC COM | 505 | B | FULL | 15,102 51 | 13,660 | 1,071 | 7 1 | 4.3 | 0 2 | 21,851 | 49 140 | 24,815.70 |
| UTILITIES | | | | | | | | | | | | |
| EXELON CORP COM | 735 | B+ | FULL | 35,621.15 | 35,621 | 911 | 2.6 | 4 5 | 0 2 | 21,859 | 27.390 | 20,131.65 |
| TOTAL EQUITIES/EXCHANGE TRADED FUNDS | | | | 1,908,537.86 | 1,907,092 | 51,295 | 2.7 | 1 8 | 23.7 | 2,132,091 | | 2,808,645 36 |

SMALL/MID CAP-ETF

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| NOT CLASSIFIED | | | | | | | | | | | | |
| ISHARES CORE S&P MCP ETF | 1,945 | NR | FULL | 197,884 11 | 197,884 | 3,361 | 1 7 | 1.3 | 2 2 | 197,807 | 133 810 | 260,260.45 |
| ISHARES CORE S&P SCP ETF | 1,695 | NR | FULL | 131,854.05 | 131,854 | 1,853 | 1 4 | 1.0 | 1.6 | 132,380 | 109.130 | 184,975.35 |
| ISHARES SP SMCP600VL ETF | 3,275 | NR | FULL | 264,095.68 | 264,096 | 4,313 | 1 6 | 1 2 | 3 1 | 264,980 | 111.260 | 364,376.50 |
| TOTAL NOT CLASSIFIED | | | | 593,833 84 | 593,834 | 9,527 | 1 6 | 1.2 | 6 8 | 595,167 | | 809,612.30 |
| TOTAL SMALL/MID CAP-ETF | | | | 593,833.84 | 593,834 | 9,527 | 1.6 | 1 2 | 6.8 | 595,167 | | 809,612.30 |

INTERNATIONAL

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| CONSUMER STAPLES | | | | | | | | | | | | |
| ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR | 504 | NR | FULL | 39,580 23 | 11,819 | 1,262 | 3 2 | 2 4 | 0 5 | 44,055 | 106 460 | 53,655 84 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| NOT CLASSIFIED | | | | | | | | | | | | |
| VANGUARD TAX MANAGED INTL FD FTSE DEV MKT ETF | 25,675 | NR | FULL | 898,111 50 | 898,112 | 27,806 | 3 1 | 2.6 | 9 0 | 904,530 | 41 680 | 1,070,134.00 |
| TOTAL INTERNATIONAL | | | | 937,691.73 | 909,931 | 29,068 | 3.1 | 2 6 | 9 5 | 948,585 | | 1,123,789.84 |
| EMERGING MARKETS-ETF | | | | | | | | | | | | |
| NOT CLASSIFIED | | | | | | | | | | | | |
| WISDOMTREE TR EMG MKTS SMCAP | 8,265 | NR | FULL | 396,353 86 | 396,354 | 13,150 | 3 3 | 3.5 | 3.2 | 408,622 | 46.090 | 380,933.85 |
| WISDOMTREE TR EMERG MKTS ETF | 9,505 | NR | FULL | 527,147 30 | 527,147 | 19,884 | 3 8 | 4.1 | 4 1 | 543,591 | 51.030 | 485,040.15 |
| TOTAL NOT CLASSIFIED | | | | 923,501 16 | 923,501 | 33,034 | 3 6 | 3 8 | 7.3 | 952,213 | | 865,974.00 |
| TOTAL EMERGING MARKETS-ETF | | | | 923,501.16 | 923,501 | 33,034 | 3 6 | 3 8 | 7.3 | 952,213 | | 865,974 00 |
| SMALL/MID CAP-MUTUAL FD | | | | | | | | | | | | |
| NOT CLASSIFIED | | | | | | | | | | | | |
| FLEMING CAP MUT FD GROUP JP MORGAN CL I | 9,829.176 | | FULL | 255,711.79 | 255,712 | 3,008 | 1.2 | 0 9 | 2 9 | 277,562 | 35 120 | 345,200.66 |
| INTERNATIONAL-MUTUAL FD | | | | | | | | | | | | |
| NOT CLASSIFIED | | | | | | | | | | | | |
| EUROPACIFIC GROWTH FD SHS CL F-2 | 14,333.494 | | FULL | 514,298 02 | 514,298 | 8,227 | 1 6 | 1.2 | 5 9 | 589,823 | 48.980 | 702,054.54 |
| REAL ESTATE-MUTUAL FD | | | | | | | | | | | | |
| NOT CLASSIFIED | | | | | | | | | | | | |
| FIDELITY SECS FD FD ADV RE INST | 23,617.519 | | FULL | 243,406 54 | 265,933 | 13,037 | 5 4 | 5 0 | 2 2 | 268,440 | 11.060 | 261,209 76 |
| ALTERNATIVES-MUTUAL FD | | | | | | | | | | | | |
| NOT CLASSIFIED | | | | | | | | | | | | |
| CALAMOS INV TR NEW STRAT INC INST | 21,123.451 | | FULL | 246,466.47 | 273,549 | 4,161 | 1 7 | 1.5 | 2.3 | 264,732 | 12 830 | 271,013.88 |
| MERGER FD SH BEN INT | 16,473.448 | | FULL | 261,172 51 | 261,173 | 5,123 | 2 0 | 1 9 | 2 2 | 260,607 | 16 010 | 263,739.90 |

| SECURITY NAME | SHARES OR PAR | S&P/ MDY RTNG | INVT DISC | INVESTMENT COST BASIS | INVENTORY BASIS | EST ANNUAL INCOME | CURR YLD COST | CURR YLD MKT | % MKT VALUE | ADJUSTED MKT VAL LAST YR | UNIT MARKET PRICE | CURRENT MARKET VALUE |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| PIMCO FDS PAC INVT MGMT SER COMM REALSTR I | 40,295 623 | | FULL | 371,017 14 | 371,017 | 3,341 | 0.9 | 1.5 | 1 9 | 266,876 | 5 490 | 221,222.97 |
| TOTAL NOT CLASSIFIED | | | | 878,656 12 | 905,739 | 12,625 | 1 4 | 1.7 | 6 4 | 792,215 | | 755,976.75 |
| TOTAL ALTERNATIVES-MUTUAL FD | | | | 878,656 12 | 905,739 | 12,625 | 1.4 | 1.7 | 6 4 | 792,215 | | 755,976.75 |
| ***TOTAL EQUITIES | | *** | | 6,255,637.06 | 6,276,040 | 159,821 | 2.6 | 2.1 | 64 7 | 6,556,096 | | 7,672,463.21 |
| ***SUB-TOTALS*** | | | | 10,457,361.74 | 10,477,997 | 281,070 | 2 7 | 2 4 | 100.0 | 10,848,272 | | 11,859,753 14 |
| ACCRUED INTEREST | | | | | | | | | | | | 14,258 34 |
| EX-DIVIDENDS | | | | | | | | | | | | 17,618.23 |
| ***GRAND TOTALS*** | | | | 10,457,361 74 | 10,477,997 | 281,070 | 2.7 | 2 4 | 100.0 | 10,848,272 | | 11,891,629.71 |

| | | | | | |
|---|---|---|---|---|---|
| INVESTMENT CONTROL | 10,457,361 74 | SHARES/PAR CONTROL | 3,066,958 85 | | |
| TAX YTD LONG TERM G/L | 147,829 07 | FEES PAID Y/T/D | 95,507 78 | PRIOR Y/E MARKET VALUE | 10,877,669.89 |
| TAX YTD MID TERM G/L | 0 00 | LAST FEE PMT DATE | 10/04/2013 | CONTRIBUTIONS TO DATE | 0.00 |
| TAX YTD SHORT TERM G/L | 11,879 37 | | | | |

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ 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**<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br>GEORGE V SMITH AND JEAN A SMITH<br>CHARITABLE TR UST 017999 | Employer identification number (EIN) or<br>16-6484804 |
| | Number, street, and room or suite no If a P.O. box, see instructions.<br>PO BOX 6437 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions.<br>ITHACA, NY 14851-6437 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . 0 4

| 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 ▶ TOMPKINS TRUST COMPANY

Telephone No. ▶ (607)273-0037 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, 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 13 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 | $ |
| **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 | $ 536. |
| **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 | $ |

**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.** Form **8868** (Rev 1-2014)