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Return of Private Foundation

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

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

2013

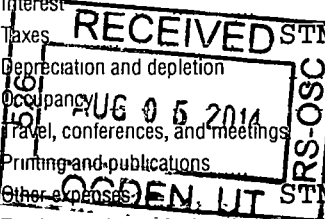
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC.		A Employer identification number 20-2642648
Number and street (or P.O. box number if mail is not delivered to street address) C/O MASOTTI&MASOTTI 1100 SUMMER ST 4FL	Room/suite	B Telephone number 802-583-6332
City or town, state or province, country, and ZIP or foreign postal code STAMFORD, CT 06905-5534		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) \$ 1,641,294.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	30.	30.		STATEMENT 1
	4 Dividends and interest from securities	49,957.	49,957.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	78,908.			
	b Gross sales price for all assets on line 6a	594,390.			
	7 Capital gain net income (from Part IV, line 2)		78,908.		
	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)					
11 Other income	21,423.	21,423.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	150,318.	150,318.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,355.	4,355.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	3,562.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	14,943.	14,943.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	22,860.	19,298.	0.	0.
	25 Contributions, gifts, grants paid	123,200.			123,200.
26 Total expenses and disbursements. Add lines 24 and 25	146,060.	19,298.	0.	123,200.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	4,258.				
b Net investment income (if negative, enter -0-)		131,020.			
c Adjusted net income (if negative, enter -0-)			0.		



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		159,390.	37,964.	37,964.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 7		1,072,279.	1,176,540.	1,464,909.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 8		116,998.	138,421.	138,421.
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,348,667.	1,352,925.	1,641,294.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒				
	24	Unrestricted		1,348,667.	1,352,925.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ ☐				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		1,348,667.	1,352,925.	
	31	Total liabilities and net assets/fund balances		1,348,667.	1,352,925.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,348,667.
2	Enter amount from Part I, line 27a	2	4,258.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,352,925.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,352,925.

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 ML 7135	P	VARIOUS	06/30/13
b ML 04B39	P	VARIOUS	06/30/13
c ML02078	P	VARIOUS	06/30/13
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 331,573.		303,528.	28,045.
b 118,275.		89,848.	28,427.
c 144,542.		122,106.	22,436.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			28,045.
b			28,427.
c			22,436.
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	78,908.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	151,760.	1,378,838.	.110064
2011	240,163.	1,502,658.	.159825
2010	290,585.	1,587,070.	.183095
2009	287,125.	1,642,975.	.174759
2008	222,575.	2,412,988.	.092240

2 Total of line 1, column (d)	2	.719983
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	.143997
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,445,236.
5 Multiply line 4 by line 3	5	208,110.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,310.
7 Add lines 5 and 6	7	209,420.
8 Enter qualifying distributions from Part XII, line 4	8	123,200.

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	2,620.
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	0.
3 Add lines 1 and 2		3	2,620.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	2,620.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,440.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 9	9	181.	
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 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE, VT		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WINTHROP H. SMITH, JR Telephone no. ► 802-583-6332 Located at ► 246 GALLOPING WIND TRAIL, WARREN, VT ZIP+4 ► 05674			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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) N/A	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)

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)? ☐ 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)? **N/A**

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? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** ☐ Yes ☐ No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

0

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

Expenses

1	N/A	
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Form **990-PF** (2013)

**THE WINTHROP H. SMITH JR.
CHARITABLE FOUNDATION, INC.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,389,073.
b	Average of monthly cash balances	1b	78,172.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,467,245.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,467,245.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,009.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,445,236.
6	Minimum investment return Enter 5% of line 5	6	72,262.

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	72,262.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,620.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,620.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,642.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,642.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,642.

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	123,200.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	123,200.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	123,200.

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				69,642.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	103,425.			
b From 2009	204,976.			
c From 2010	213,411.			
d From 2011	165,780.			
e From 2012	85,247.			
f Total of lines 3a through e	772,839.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	123,200.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				69,642.
e Remaining amount distributed out of corpus	53,558.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	826,397.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	103,425.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	722,972.			
10 Analysis of line 9:				
a Excess from 2009	204,976.			
b Excess from 2010	213,411.			
c Excess from 2011	165,780.			
d Excess from 2012	85,247.			
e Excess from 2013	53,558.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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

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

1 Information Regarding Foundation Managers:

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

WINTHROP H. SMITH JR

- 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.

NONE

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.

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)					
3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient 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 ATTACHED LIST			501(C)(3)	TO PROMOTE THE ORGANIZATION'S EXEMPT PURPOSES.	123,200.
Total				▶ 3a	123,200.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	30.		
4 Dividends and interest from securities			14	49,957.		
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			14	21,423.		
8 Gain or (loss) from sales of assets other than inventory			14	78,908.		
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)		0.		150,318.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	150,318.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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
N/A		

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.		May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee <i>Winthrop H. Smith Jr.</i>	Date <i>7-23-14</i>	

Paid Preparer Use Only	Print/Type preparer's name MASOTTI & MASOTTI LLC	Preparer's signature <i>[Signature]</i>	Date 07/16/14	Check ☐ if self-employed	PTIN P00111918
	Firm's name MASOTTI & MASOTTI, LLC			Firm's EIN 06-0769038	
	Firm's address 1100 SUMMER STREET SUITE 401 STAMFORD, CT 06905			Phone no. (203) 323-1191	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	30.	30.	30.
TOTAL TO PART I, LINE 3	30.	30.	30.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EQUITY SECURITIES	49,957.	0.	49,957.	49,957.	49,957.
TO PART I, LINE 4	49,957.	0.	49,957.	49,957.	49,957.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP	21,423.	21,423.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	21,423.	21,423.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,355.	4,355.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,355.	4,355.	0.	0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX	3,562.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,562.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	14,656.	14,656.	0.	0.
FEE	287.	287.	0.	0.
TO FORM 990-PF, PG 1, LN 23	14,943.	14,943.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORPORATE STOCKS	1,176,540.	1,464,909.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,176,540.	1,464,909.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY	COST	138,421.	138,421.
TOTAL TO FORM 990-PF, PART II, LINE 13		138,421.	138,421.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	9
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TAX DUE FROM FORM 990-PF, PART VI	180.
UNDERPAYMENT PENALTY	1.
LATE PAYMENT INTEREST	1.
 TOTAL AMOUNT DUE	 <u>182.</u>

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT	10
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	180.	180.	.0300	61	1.
DATE FILED	07/15/14		181.			
 TOTAL LATE PAYMENT INTEREST						 <u>1.</u>

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WINTHROP H. SMITH JR 246 GALLOPING WIND TRAIL WARREN, VT 05674	PRESIDENT/DIR 0.00		.	
HEATHER SMITH 160 BROOKVIEW AVE FAIRFIELD, CT 06825	SECRETARY/DIR 0.00		0.	0.
CHRISTINA S. DISABATO 66 PARKWOOD ROAD FAIRFIELD, CT 06824	TREASURER/DIR 0.00		0.	0.
CAMERON SMITH 160 BROOKVIEW AVE FAIRFIELD, CT 06825	DIRECTOR 0.00		0.	0.
WINTHROP H. SMITH III 7 WEST ELM ST GREENWICH, CT 06830	DIRECTOR 0.00		0.	0.
 TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			 <u>0.</u>	 <u>0.</u>

**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 ☒
- 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

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 20-2642648
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O MASOTTI&MASOTTI 1100 SUMMER ST 4FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions STAMFORD, CT 06905-5534	

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

04

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

WINTHROP H. SMITH, JR

- The books are in the care of ►
- 246 GALLOPING WIND TRAIL - WARREN, VT 05674**

Telephone No ► **802-583-6332**

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

AUGUST 15, 2014

, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► ☒ calendar year **2013** or► ☐ tax year beginning _____, and ending _____

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

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

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2013 - DECEMBER 31, 2013
FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
1 Green Mountain Valley School 271 Moulton Rd Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	17,500 00
2 Pawsitive Painting 70 Court Street, Portsmouth, NH	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	100 00
3 Warren Volunteer Fire Dept PO Box 337, Warren, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
4 Moretown Library 897 Route 100B, Moretown, Vt	501(c)(3)	To Promote the Organization's Exempt Purposes	None	600 00
5 Mary Haas Foundation 312 11th Avenue, #31D, New York, NY	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
6 MRU Community Fund 4825 Mount Royal Gate SW Calgary, Alberta, CA T3E 6K6	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	600 00
7 Boy Scout Troop 700 Waitsfield, VT - United Church of Christ	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	750 00
8 Warren Afterschool Program The Warren School 293 School Road, Warren, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	750 00
9 Champlain College 163 S Willard St , Burlington, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	15,000 00
10 Central Vt Humane Society PO Box 687, Montpelier, VT 05601	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	550 00
11 HCC Foundation, Inc 39 Columbia Dr , 7th Floor, Tampa, FL	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
12 Vermont Council On 137 Elm St #1, Montpelier, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
13 National Association of the 10th Mountain Division 8199 Pinewoods Rd , Houghton, NY	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,200 00
14 High Fives Non Profit Foundation PO Box 3212, Truckee, Ca 96160	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
15 New Heritage Theater 253 W 138th St., New York, NY	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000.00
16 Mad River Valley Ambulance Service 4177 Main St., PO Box 305, Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2013 - DECEMBER 31, 2013
FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
17 Valley Arts Foundation 5101 Main St Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	6,575 00
18 Waitsfield PTA 3391 Main St, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	250 00
19 The Skinner Barn 609 Common Road, Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
20 Amherst College Alumni Fund Contact - Amherst, Amherst, MA 01002 413-452-2000	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
21 Peter's FUNd Racer c/o David J Newton 303 Columbus Ave , #901, Boston, MA	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
22 Deerfield Academy 7 Boyden Ln PO Box 65, Deerfield, MA 01342 413-774-1400	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
24 MRV Interfaith Council 4355 Main St , Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	325 00
25 Vermont Symphony Orchestra 2 Church St, Suite 3B, Burlington, Vt 05401	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,000.00
26 Warren Ed Fund Inc 293 School Rd , Warren, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
27 Amherst College Amherst, MA	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
28 Vermont Natl Guard Chantable PO Box 683, Essex Junction, VT 05453	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
29 Nantucket Community Sailing Inc 4 Winter St Nantucket, MA 02554	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
30 Vermont Land Trust Land Resources Conservation 8 Bailey Ave , Montpelier, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
31 US Ski and Snowboard Foundation 686 Worcester Rd Rte 9E, Framington, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	15,000 00
32 ECHO Lake Aquanum and Science Center 1 College St., Burlington, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000.00
33 VPR 365 Troy Avenue, Colchester, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2013 - DECEMBER 31, 2013
FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
34 Global Health Media Project 30 Common Rd , Waitsfield, VT	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
TOTAL GRANTS & CONTRIBUTIONS PAID DURING THE YEAR				123,200 00