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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
Theda and Tamblin Clark Smith Family Foundation Inc
% THEDA & TAMBLIN C SMITH FDN

A Employer identification number
39-6125329

Number and street (or P O box number if mail is not delivered to street address)
24918 Genesee Trail Road
Suite 203

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
Golden, CO 80401

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)*▶$ 38,461,789

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 ▶ ☐

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)	34,589,565			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,341	1,341		
	4	Dividends and interest from securities	365,453	365,453		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	615,950			
	b	Gross sales price for all assets on line 6a 11,637,588				
	7	Capital gain net income (from Part IV, line 2)		2,854,029		
	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	35,572,309	3,220,823		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	72,730	730		72,000
	14	Other employee salaries and wages	117,550			117,550
	15	Pension plans, employee benefits	14,688			14,688
	16a	Legal fees (attach schedule)	4,375	0	0	4,375
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	138,219	135,819		2,400
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,066	966		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	13,200			13,200
	21	Travel, conferences, and meetings	21,311	2,432		18,879
	22	Printing and publications				
	23	Other expenses (attach schedule)	38,395	252		38,143
	24	**Total operating and administrative expenses.** Add lines 13 through 23	422,534	140,199	0	281,235
	25	Contributions, gifts, grants paid	1,031,453			1,031,453
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,453,987	140,199	0	1,312,688
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	34,118,322			
	b	**Net investment income** (if negative, enter -0-)		3,080,624		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	117,150	2,233,369	2,233,369
3	Accounts receivable ▶ 17,802 Less allowance for doubtful accounts ▶		17,802	17,802
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			
10a	Investments—U S and state government obligations (attach schedule)		4,307,524	4,279,225
b	Investments—corporate stock (attach schedule)	2,101,429	27,763,083	29,688,458
c	Investments—corporate bonds (attach schedule)	201,872	2,203,995	2,229,935
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		13,000	13,000
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)	2,420,451	36,538,773	38,461,789
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,420,451	36,538,773	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,420,451	36,538,773	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,420,451	36,538,773	

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	2,420,451
2	Enter amount from Part I, line 27a	2	34,118,322
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,538,773
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	36,538,773

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)
1 a	Publicly-traded Securities			
b	RARE BOOK COLLECTION	D		
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	11,636,240		8,783,559	2,852,681
b	1,348		0	1,348
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				2,852,681
b				1,348
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	2,854,029
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	291,243	2,623,662	0 111006
2011	139,011	2,768,877	0 050205
2010	115,268	2,616,647	0 044052
2009	146,214	2,346,927	0 0623
2008	152,354	2,744,025	0 055522

2	**Total** of line 1, column (d).	2	0 323085
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 064617
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	17,303,507
5	Multiply line 4 by line 3.	5	1,118,101
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	30,806
7	Add lines 5 and 6.	7	1,148,907
8	Enter qualifying distributions from Part XII, line 4.	8	1,312,688

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	30,806
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	30,806
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	30,806
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,770		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	28,355		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	32,125
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,319
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,319 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5	Yes	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO, WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

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

Website address ▶

14 The books are in care of ▶THEDA & TAMBLIN C SMITH FDN Telephone no ▶(303) 407-9501

Located at ▶24918 GENESEE TRAIL ROAD SUITE 203 Golden CO ZIP +4 ▶80401

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

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

			Yes	No
16	At any time during calendar year 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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No				
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No				
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No				
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No				
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No				
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**			
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945–5(d).*				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*	**6b**		No	
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
David W Radford 24918 Genesee Trail Road Golden, CO 80401	Dir / Sec 1 0	18,000		
Carlton Smith 24918 Genesee Trail Road Golden, CO 80401	VP / Dir / Treas 1 0	18,000		
Marc Vaccaro 24918 Genesee Trail Road Golden, CO 80401	Pres / Dir / Chairman/CEO 1 0	18,000		
Sylvia Vaccaro 24918 Genesee Trail Road Golden, CO 80401	Dir 1 0	18,730		

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
PETER RADFORD 24918 GENESEE TRAIL ROAD GOLDEN, CO 80401	EXECUTIVE DIRECTOR 40 0	115,000	5,971	
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
BNY Mellon Bank 1 Wall St NEW YORK, NY 10286	Investment Mgt	128,666
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	15,063,788
b	Average of monthly cash balances	1b	2,490,203
c	Fair market value of all other assets (see instructions)	1c	13,021
d	**Total** (add lines 1a, b, and c)	1d	17,567,012
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	0
3	Subtract line 2 from line 1d	3	17,567,012
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	263,505
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,303,507
6	**Minimum investment return.** Enter 5% of line 5	6	865,175

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	865,175
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,806		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	30,806
3	Distributable amount before adjustments Subtract line 2c from line 1			3	834,369
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	834,369
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	834,369

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,312,688
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,312,688
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	30,806
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,281,882

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				834,369
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 17,083				
b From 2009. 30,734				
c From 2010.				
d From 2011. 1,591				
e From 2012. 167,428				
f **Total** of lines 3a through e.	216,836			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,312,688				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				834,369
e Remaining amount distributed out of corpus	478,319			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	695,155			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	17,083			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	678,072			
10 Analysis of line 9				
a Excess from 2009. . . . 30,734				
b Excess from 2010. . . .				
c Excess from 2011. . . . 1,591				
d Excess from 2012. . . . 167,428				
e Excess from 2013. . . . 478,319				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 Additional Data Table				
Total . . . . ▶ **3a**				1,031,453
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	1,341	
4 Dividends and interest from securities. . . .			14	365,453	
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	615,950	
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). .				982,744	

13 Total. Add line 12, columns (b), (d), and (e). 13 982,744

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

******	2014-11-06	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell				P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶	
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042			Phone no (303) 407-9501	

Form 990PF Part XV Line 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*				
ALANO SOCIETY INC 511 N CARROLL ST MADISON, WI 53703	N/A	PC	renovation fund	40,000
ASSN OF SMALL FOUNDATIONS EXPONENT PHILanthropy 1720 N ST NW WASHINGTON, DC 20036	N/A	PC	General & Unrestricted	200
AUTHENTIC VOICES OF AMERICA INC 209 S PLEASANT ST WHITEWATER, WI 53190	N/A	PC	disabled youth program	1,000
BEST FRIENDS OF NEENAH MENASHA INC 181 E N WATER ST STE 225 NEENAH, WI 54956	N/A	PC	General & Unrestricted	1,000
BOYS & GIRLS CLUB FOX VALLEY INC 160 S BADGER AVE APPLETON, WI 54914	N/A	PC	General & Unrestricted	2,000
BOYS & GIRLS CLUB OF FOND DU LAC INC 76 W 2ND ST FOND DU LAC, WI 54935	N/A	PC	General & Unrestricted	2,000
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A	PC	General & Unrestricted	250
BOYS & GIRLS CLUB OF OSHKOSH INC PO BOX 411 OSHKOSH, WI 54903	N/A	PC	Kids Transportation Fund	10,000
BOYS & GIRLS CLUBS OF ELKHART COUNTY INC 102 W LINCOLN AVE STE 240 GOSHEN, IN 46526	N/A	PC	General & Unrestricted	45,000
BOYS AND GIRLS CLUB OF DANE COUNTY INC 2001 TAFT ST MADISON, WI 53713	N/A	PC	General & Unrestricted	3,000
BOYS AND GIRLS CLUB OF DANE COUNTY INC 2001 TAFT ST MADISON, WI 53713	N/A	PC	College Club program	50,000
CAMPUS CRUSADE FOR CHRIST INC PO BOX 628222 ORLANDO, FL 32862	N/A	PC	General & Unrestricted	300
CAP SERVICES INC 5499 HWY 10 E STE A STEVENS POINT, WI 54482	N/A	PC	Enhanced Basic Skills and Fresh Start programs	50,000
CAP SERVICES INC 5499 HWY 10 E STE A STEVENS POINT, WI 54482	N/A	PC	Fresh Start program	10,000
CHAPS ACADEMY INC N5367 MAYFLOWER RD SHIOCTON, WI 54170	N/A	PC	General & Unrestricted	1,000
Total . . . . ▶ **3a**				1,031,453

Form 990PF Part XV Line 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*				
CHILDRENS HEALTH CARE FOUNDATION 2525 CHICAGO AVE MINNEAPOLIS, MN 55404	N/A	PC	General & Unrestricted	6,000
CHILMARK TOWN AFFAIRS COUNCIL INC PO BOX 29 CHILMARK, MA 02535	N/A	PC	General & Unrestricted	6,000
CHRISTINE ANN DOMESTIC ABUSE SERVICES INC PO BOX 99 NEENAH, WI 54957	N/A	PC	Room for Hope Campaign	20,000
COMMUNITY CLOTHES CLOSET INC 1465-B OPPORTUNITY WAY MENASHA, WI 54952	N/A	PC	operations support in Appleton	3,000
COMMUNITY CLOTHES CLOSET INC 1465-B OPPORTUNITY WAY MENASHA, WI 54952	N/A	PC	Remodel in Appleton fund	12,500
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION INC PO BOX 563 APPLETON, WI 54912	N/A	PC	Charitable Event	25,000
COTS INC PO BOX 1645 APPLETON, WI 54912	N/A	PC	Young Adult Program	5,000
CRANBROOK EDUCATIONAL COMMUNITY PO BOX 801 BLOOMFIELD HILLS, MI 48303	N/A	PC	Cranbrook Schools fund	3,000
C Wolff 4011 E 129th Way Thornton, CO 80241	NONE	N/A	Hardship Assistance Grant	5,000
DENVER RESCUE MISSION 3501 E 46TH AVE DENVER, CO 80216	N/A	PC	General & Unrestricted	5,450
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE NEW YORK, NY 10001	N/A	PC	General & Unrestricted	1,000
EVERGREEN CHRISTIAN OUTREACH PO BOX 1515 EVERGREEN, CO 80437	N/A	PC	General & Unrestricted	23,000
EVERGREEN CHRISTIAN OUTREACH PO BOX 1515 EVERGREEN, CO 80437	N/A	PC	Evergreen Christian Food Bank Program	3,000
FATHER CARRS PLACE 2B LTD 1062 N KOELLER ST OSHKOSH, WI 54902	N/A	PC	General & Unrestricted	1,000
FUTURE EDUCATIONAL FILMS INC 20 SOUTHRIDGE RD W TIBURON, CA 94920	N/A	PC	Camino documentary Project	1,500
Total . . . . ▶ **3a**				1,031,453

Form 990PF Part XV Line 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*				
GRACE EPISCOPAL CHURCH 116 W WASHINGTON AVE MADISON, WI 53703	N/A	PC	General & Unrestricted	900
GROTON SCHOOL 282 FARMERS ROW GROTON, MA 01450	N/A	PC	Annual Fund	3,000
HIMALAYAN INTL INSTITUTE OF YOGA SCI & PHil of usa 952 BETHANY TPKE HONESDALE, PA 18431	N/A	PC	General & Unrestricted	52,000
INTERNATIONAL BIRD RESCUE 36901 S GAFFEY RD SAN PEDRO, CA 90731	N/A	PC	General & Unrestricted	3,500
INTO YOUR HANDS INC PO BOX 3981 EVERGREEN, CO 80437	N/A	PC	General & Unrestricted	2,000
IOWA PUBLIC TELEVISION FOUNDATION PO BOX 6400 JOHNSTON, IA 50131	N/A	PC	Duncan Entertainment Group Production fund	75,000
IOWA PUBLIC TELEVISION FOUNDATION PO BOX 6400 JOHNSTON, IA 50131	N/A	PC	Quest for Meaning program	35,000
IRWIN A AND ROBERT D GOODMAN COMMUNITY CENTER INC 149 WAUBESA ST MADISON, WI 53704	N/A	PC	General & Unrestricted	8,160
J Murn 1309 North Sherman Ave Madison, WI 53714	NONE	N/A	Hardship Assistance Grant	4,800
LEAVEN INC 1475 OPPORTUNITY WAY MENASHA, WI 54952	N/A	PC	Needy Children's Fund	35,000
MADISON AUDUBON SOCIETY INC 1400 E WASHINGTON AVE STE 170 MADISON, WI 53703	N/A	PC	General & Unrestricted	21,200
MADISON AUDUBON SOCIETY INC 1400 E WASHINGTON AVE STE 170 MADISON, WI 53703	N/A	PC	Conservation fund	7,500
MADISON MUSEUM OF CONTEMPORARY ART INC 227 STATE ST MADISON, WI 53703	N/A	PC	General & Unrestricted	20,000
MADISON PARKS FOUNDATION INC 1402 WINGRA CREEK PKWY MADISON, WI 53715	N/A	PC	Skateboard Park Fund	500
MADISON PARKS FOUNDATION INC 1402 WINGRA CREEK PKWY MADISON, WI 53715	N/A	PC	Skateboard Park Program	3,000
Total . . . . ▶ **3a**				1,031,453

Form 990PF Part XV Line 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*				
MARQUETTE NEIGHBORHOOD ASSOCIATION PO BOX 3223 MADISON, WI 53704	N/A	PC	General & Unrestricted	3,000
MCMSA FOUNDATION 40 S PERRY ST STE 100 DAYTON, OH 45402	N/A	PC	Wright State Medical Scholarship	3,000
MUSCULAR DYSTROPHY ASSOCIATION 2670 S ASHLAND STE 101 GREEN BAY, WI 54304	N/A	PC	Green Bay MDA Summer Camp Program	15,000
NEHEMIAH COMMUNITY DEVELOPMENT CORPORATION 655 W BADGER RD MADISON, WI 53713	N/A	PC	Reentry & Advocacy Services Program	20,000
NEHEMIAH COMMUNITY DEVELOPMENT CORPORATION 655 W BADGER RD MADISON, WI 53713	N/A	PC	apartments for the underprivileged Project	3,500
PEOPLE AGAINST A VIOLENT ENVIRONMENT INCORPORATED PO BOX 561 BEAVER DAM, WI 53916	N/A	PC	Domestic Abuse Services Program	1,000
PERUVIAN HEARTS 24918 GENESEE TRAIL RD GOLDEN, CO 80401	N/A	PC	Girls' Empowerment Program	4,000
POLLY HILL ARBORETUM INC PO BOX 561 WEST TISBURY, MA 02575	N/A	PC	herbarium / classroom & educuation Project	6,000
REAL ESCAPE FROM THE SEX TRADE 24 ROY ST BOX 256 SEATTLE, WA 98109	N/A	PC	General & Unrestricted	13,600
REGIS UNIVERSITY 3333 REGIS BLVD DENVER, CO 80221	N/A	PC	General & Unrestricted	6,000
RIPON COLLEGE BOARD OF TRUSTEES PO BOX 248 RIPON, WI 54971	N/A	PC	General & Unrestricted	500
ROOM TO GROW NATIONAL INC 54 W 21ST ST RM 401 NEW YORK, NY 10010	N/A	PC	General & Unrestricted	71,000
RUDOLF STEINER FOUNDATION INC 1002 OREILLY AVE SAN FRANCISCO, CA 94129	N/A	PC	The Seed Fund	6,000
SEATTLE CLASSICAL CHRISTIAN SCHOOL 1013 8TH AVE SEATTLE, WA 98104	N/A	PC	General & Unrestricted	19,000
SHELTER FOR LIFE INTERNATIONAL INC 10201 WAYZATA BLVD STE 230 MINNETONKA, MN 55305	N/A	PC	General & Unrestricted	11,450
Total . . . . ▶ **3a**				1,031,453

Form 990PF Part XV Line 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*				
ST NORBERT COLLEGE INC 100 GRANT ST DE PERE, WI 54115	N/A	PC	Green Bay GLAD Camp Girls' Leadership Program	5,000
SYNERGOS INSTITUTE INC 3 E 54TH ST 14TH FL NEW YORK, NY 10022	N/A	PC	General & Unrestricted	21,600
THE ROAD HOME DANE COUNTY 128 E OLIN AVE STE 202 MADISON, WI 53713	N/A	PC	General & Unrestricted	5,800
THE SECOND WIND FOUNDATION 4601 HAMBLEN CT SEABROOK, TX 77586	N/A	PC	Books for the World program	2,160
THERAPEUTIC AND RECREATIONAL RIDING CENTER INC 3750 SHADY LN GLENWOOD, MD 21738	N/A	PC	General & Unrestricted	6,000
TRI-COUNTY COMMUNITY DENTAL CLINIC INC 9 TRI PARK WAY APPLETON, WI 54914	N/A	PC	Children's Mobile Dental Lab fund	10,000
UNION GOSPEL MISSION ASSOCIATION OF ST PAUL 77 9TH ST E ST PAUL, MN 55101	N/A	PC	General & Unrestricted	6,000
UNIVERSITY OF DENVER - OFFICE OF GIFT PROCESSING 2190 E ASBURY AVE DENVER, CO 80208	N/A	PC	General & Unrestricted	6,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53708	N/A	PC	General & Unrestricted	250
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53708	N/A	PC	Center for Investigating Healthy Minds	10,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53708	N/A	PC	School of Education's Cooperative Children's Book center	20,833
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	General & Unrestricted	5,000
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	Carla Smith Radford Scholarship Fund	20,000
WAYLAND ACADEMY 101 N UNIVERSITY AVE BEAVER DAM, WI 53916	N/A	PC	General Fund	6,000
WINGS OVER THE ROCKIES AIR & SPACE MUSEUM 7711 E ACADEMY BLVD DENVER, CO 80230	N/A	PC	Student/Teacher Program	10,000
Total . . . . ▶ 3a				1,031,453

Form 990PF Part XV Line 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*				
WISCONSIN INDEPENDENT CHRISTIAN SCHOOLS INC 3450 VINLAND ST OSHKOSH, WI 54901	N/A	PC	Oshkosh Christian School Division	6,000
WISCONSIN INDEPENDENT CHRISTIAN SCHOOLS INC 3450 VINLAND ST OSHKOSH, WI 54901	N/A	PC	Debt Reduction program	25,000
YOUNG MENS CHRISTIAN ASSOCIATION 324 WASHINGTON AVE OSHKOSH, WI 54901	N/A	PC	Children's Membership Fund	9,600
YOUNG MENS CHRISTIAN ASSOCIATION 324 WASHINGTON AVE OSHKOSH, WI 54901	N/A	PC	Kids Membership Program	14,400
YOUNG WOMENS CHRISTIAN ASSOCIATION OF MADISON INC 101 E MIFFLIN ST MADISON, WI 53703	N/A	PC	General & Unrestricted	15,000
YOUTH GO INC 213 NICOLET BLVD NEENAH, WI 54956	N/A	PC	Drop In Recreation Program	35,000
YOUTH VILLAGES INC 3320 BROTHER BLVD BARTLETT, TN 38133	N/A	PC	General & Unrestricted	1,000
Total . . . . ▶ **3a**				1,031,453

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317014734

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
Theda and Tamblin Clark Smith Family Foundation Inc	39-6125329

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
Theda and Tamblin Clark Smith Family Foundation Inc

Employer identification number
39-6125329

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	See Additional Data Table	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Name of organization
Theda and Tamblin Clark Smith Family Foundation Inc

Employer identification number
39-6125329

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Theda and Tamblin Clark Smith Family Foundation Inc

Employer identification number
39-6125329

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 39-6125329
Name: Theda and Tamblın Clark Smıth Famıly Foundatıon Inc

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Clarke Indıa Radford paul DıCarlo 18111 Von Karmen Ave Irvıne, CA 92612	$ 5,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributıon)
2	Estate of Tamblın Clark Smıth Paul DıCarlo 18111 Von Karmen Ave Irvıne, CA 92612	$ 34,550,762	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributıon)
3	Radford Carlton Scott 42 Lake Street Oshkosh, WI 549031793	$ 5,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributıon)
4	Radford Curtıs D 8379 Sauby Road Larsen, WI 54947	$ 5,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributıon)
5	Radford Peter 24918 Genesee Traıl Road Golden, CO 80401	$ 5,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributıon)
6	Vaccaro sylvıa 9138 Beaconlıght Court Dayton, OH 45458	$ 6,500	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributıon)
7	ȷessen theda 9138 Beaconlıght Court Dayton, OH 45458	$ 12,200	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributıon)

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	KINDER MORGAN INC DEL KMI DEL, 2300 sh	$ 85,790	2013-08-12
2	MATTHEWS PACIFIC TIGER FUND MAPTX, 2601 331 sh	$ 62,822	2013-08-09
2	AFLAC INC AFL, 2207 sh	$ 136,028	2013-08-09
2	AMC NETWORKS INC AMCX, 93 sh	$ 6,162	2013-08-09
2	AT&T, INC T, 3385 sh	$ 118,577	2013-08-09
2	ACTAVIS PLC ACT, 692 sh	$ 93,302	2013-08-09
2	AEGON N V ORD AMER REG AEG, 46 sh	$ 357	2013-08-09
2	AEGON N V ORD AMER REG AEG, 32 sh	$ 248	2013-08-09
2	AEGON N V ORD AMER REG AEG, 1544 sh	$ 11,981	2013-08-09
2	ALLEGHENY TECH ATI, 763 sh	$ 21,841	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ALLIANT CORP LNT, 883 sh	$ 46,821	2013-08-09
2	ALLSTATE CORP ALL, 545 sh	$ 27,593	2013-08-09
2	AMERICA MOVIL SA AMX, 1237 sh	$ 25,853	2013-08-09
2	AMGEN INC AMGN, 1413 sh	$ 155,246	2013-08-09
2	ANADARKO PETROLEUM CORP APC, 679 sh	$ 61,039	2013-08-09
2	ANIXTER INTL INC AXE, 942 sh	$ 80,809	2013-08-09
2	ARCHER DANIELS MDLND ADM, 1242 sh	$ 47,525	2013-08-09
2	BP PLC SPONSORED ADR BP, 3552 sh	$ 146,893	2013-08-09
2	BAKER HUGHES INTL BHI, 1392 sh	$ 66,280	2013-08-09
2	BANK NEW YORK MELLON CORP BK, 1333 sh	$ 41,370	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BRISTOL-MYERS SQUIBB CO BMY, 471 sh	$ 20,627	2013-08-09
2	CBS CORP CL B CBS, 1327 sh	$ 71,419	2013-08-09
2	CMS ENERGY CP CMS, 589 sh	$ 16,554	2013-08-09
2	CSX CORP CSX, 3908 sh	$ 100,279	2013-08-09
2	CST BRANDS INC CST, 1046 sh	$ 34,168	2013-08-09
2	CVB FINANCIAL CORPORATION CVBF, 3534 sh	$ 46,419	2013-08-09
2	CA INC CA, 1590 sh	$ 49,123	2013-08-09
2	CABLEVISION SYSTEMS CORP CL A CVC, 375 sh	$ 7,307	2013-08-09
2	CHEVRON CORP CVX, 9793 sh	$ 1,198,663	2013-08-09
2	CIMAREX ENERGY CO XEC, 2662 sh	$ 213,200	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Coca Cola Bottlıng Cons COKE, 353 sh	$ 21,967	2013-08-09
2	COLGATE-PALMOLIVE COMPANY CL, 19085 sh	$ 1,159,605	2013-08-09
2	COMCAST CORP CMCSK, 803 sh	$ 34,678	2013-08-09
2	COMERICA INC CMA, 1024 sh	$ 43,474	2013-08-09
2	CONOCOPHILLIPS COP, 1262 sh	$ 84,043	2013-08-09
2	CONSOLIDATED EDISON INC ED, 294 sh	$ 17,788	2013-08-09
2	CORELOGIC INC CLGX, 1070 sh	$ 30,404	2013-08-09
2	CORNING INC GLW, 8835 sh	$ 133,497	2013-08-09
2	COVANCE INC CVD, 735 sh	$ 61,145	2013-08-09
2	CRANE CO CR, 1367 sh	$ 83,790	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DEERE CO DE, 1162 sh	$ 94,471	2013-08-09
2	DIODES DIOD, 2981 sh	$ 72,021	2013-08-09
2	WALT DISNEY HOLDINGS CO DIS, 6715 sh	$ 437,650	2013-08-09
2	DIRECTV GROUP DTV, 353 sh	$ 22,174	2013-08-09
2	DOW CHEMICAL PV DOW, 11049 sh	$ 415,995	2013-08-09
2	DUKE ENERGY CO DUK, 312 sh	$ 22,152	2013-08-09
2	EXELIS, INC XLS, 589 sh	$ 8,903	2013-08-09
2	EXXON MOBIL CORP XOM, 12252 sh	$ 1,113,646	2013-08-09
2	F M C CP FMC, 942 sh	$ 61,673	2013-08-09
2	FMC TECHS INC FTI, 1618 sh	$ 87,170	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FIDELITY NATIONAL INFORMATION SERVICES FIS, 795 sh	$ 37,218	2013-08-09
2	FIDELITY NATIONAL FINANCIAL INC FNF, 1809 sh	$ 44,321	2013-08-09
2	FIRST AMERICAN CORP FAF, 1070 sh	$ 23,631	2013-08-09
2	FLUOR CORP FLR, 485 sh	$ 31,911	2013-08-09
2	FOREST LABORATORIES FRX, 4241 sh	$ 187,367	2013-08-09
2	FREEPORT-MCMORAN COPPER & GOLD INC FCX, 1522 sh	$ 47,935	2013-08-09
2	GENERAL ELECTRIC CO GE, 19226 sh	$ 467,672	2013-08-09
2	GLAXOSMITHKLINE PLC GSK, 1017 sh	$ 52,487	2013-08-09
2	GLOBAL PAYMENTS INC GPN, 848 sh	$ 40,628	2013-08-09
2	GREAT PLAINS ENERGY GXP, 388 sh	$ 9,345	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HARLEY DAVIDSON INC HOG, 471 sh	$ 27,676	2013-08-09
2	HEWLETT PACKARD CO HPQ, 1932 sh	$ 51,778	2013-08-09
2	HUBBELL CLASS B HUB-B, 1440 sh	$ 156,348	2013-08-09
2	HUNTINGTON INGALLS INDUSTRIES HII, 289 sh	$ 18,357	2013-08-09
2	ITT CORP ITT, 294 sh	$ 9,923	2013-08-09
2	ILLINOIS TOOL WORKS ITW, 287 sh	$ 21,007	2013-08-09
2	INTEL CORP INTC, 1472 sh	$ 33,017	2013-08-09
2	INTERMEC INCCOM IN, 516 sh	$ 5,101	2013-08-09
2	INTERNATIONAL BUSINESS MACHINES IBM, 1130 sh	$ 212,530	2013-08-09
2	INTERNATIONAL GAME TECHNOLOGY IGT, 20263 sh	$ 388,746	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	INTUITIVE SURGICAL, INC ISRG, 279 sh	$ 109,330	2013-08-09
2	JP MORGAN CHASE & CO JPM, 10661 sh	$ 583,583	2013-08-09
2	JOHNSON & JOHNSON JNJ, 1979 sh	$ 183,226	2013-08-09
2	JOHNSON CONTROLS INC JCI, 9387 sh	$ 386,322	2013-08-09
2	KIMBERLY CLARK CORP KMB, 29915 sh	$ 2,945,580	2013-08-09
2	KINDER MORGAN INC KMI, 1503 sh	$ 56,588	2013-08-09
2	LANCASTER COLONY CORPORATION LANC, 618 sh	$ 52,054	2013-08-09
2	LENDER PROCESSING SERVICES INC LPS, 397 sh	$ 12,904	2013-08-09
2	M D C HLDGS MDC, 1120 sh	$ 32,642	2013-08-09
2	MATTELL INC MAT, 1348 sh	$ 57,674	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MCDONALD'S CORP MCD, 1178 sh	$ 115,132	2013-08-09
2	MCKESSON CORP MCK, 2615 sh	$ 324,077	2013-08-09
2	MERCK & CO INC MRK, 3912 sh	$ 189,810	2013-08-09
2	MICROSOFT CORPORATION MSFT, 1178 sh	$ 38,503	2013-08-09
2	MONSANTO CO MON, 751 sh	$ 72,704	2013-08-09
2	MORGAN STANLEY MS, 4005 sh	$ 108,055	2013-08-09
2	NATL FUEL GAS CO NFG, 636 sh	$ 42,154	2013-08-09
2	NATL OILWELL VARCO NOV, 1965 sh	$ 142,649	2013-08-09
2	NEENAH PAPER INC NP, 1413 sh	$ 53,192	2013-08-09
2	NEWMONT MINING CORP NEM, 146 sh	$ 4,233	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NEWPORT CORPORATION NEWP, 1236 sh	$ 19,467	2013-08-09
2	NIKE INC-CL B NKE, 942 sh	$ 62,445	2013-08-09
2	NISOURCE INC NI, 1734 sh	$ 53,147	2013-08-09
2	NOKIA NOK, 1708 sh	$ 7,139	2013-08-09
2	NORTHROP GRUMMAN CORP NOC, 1741 sh	$ 166,213	2013-08-09
2	OWENS AND MINOR INC OMI, 3534 sh	$ 126,305	2013-08-09
2	PEPSICO INC PEP, 1843 sh	$ 155,687	2013-08-09
2	PFIZER INC PFE, 3663 sh	$ 106,722	2013-08-09
2	PHILLIPS 66 PSX, 631 sh	$ 37,191	2013-08-09
2	Piper Jaffray Cos PJC, 516 sh	$ 17,222	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PRAXAIR INC PX, 1943 sh	$ 235,666	2013-08-09
2	PROCTER GAMBLE CO PG, 4069 sh	$ 332,132	2013-08-09
2	PUBLIC STORAGE INC PSA, 589 sh	$ 95,851	2013-08-09
2	QUEST DIAGNOSTICS DGX, 1470 sh	$ 87,369	2013-08-09
2	RAVEN INDUSTRIES, INC RAVN, 14137 sh	$ 448,426	2013-08-09
2	ROYAL DUTCH SHELL PLC RDS-A, 3279 sh	$ 212,578	2013-08-09
2	SCHLUMBERGER LTD SLB, 2818 sh	$ 227,962	2013-08-09
2	SCHWEITZER MAUDIT SWM, 4557 sh	$ 252,230	2013-08-09
2	SELECTIVE INS GROUP INC SIGI, 3887 sh	$ 95,523	2013-08-09
2	SEMPRA ENERGY COM SRE, 796 sh	$ 69,292	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SHERWIN-WILLIAMS CO SHW, 706 sh	$ 124,514	2013-08-09
2	SPECTRA ENERGY CORP-W/I SE, 468 sh	$ 16,392	2013-08-09
2	SYMANTEC CORP SYMC, 768 sh	$ 20,559	2013-08-09
2	TARGET CORPORATION TGT, 589 sh	$ 41,713	2013-08-09
2	TELEDYNE TECH INC TDY, 217 sh	$ 17,691	2013-08-09
2	TESCO PLC S ADR TSCDY, 1291 sh	$ 22,515	2013-08-09
2	TEXTRON INC TXT, 942 sh	$ 26,498	2013-08-09
2	TUPPERWARE CORP TUP, 177 sh	$ 15,186	2013-08-09
2	US BANCORP DEL USB, 35343 sh	$ 1,315,290	2013-08-09
2	UNION PACIFIC UNP, 1767 sh	$ 281,987	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	UNITED TECHNOLOGIES CORP UTX, 942 sh	$ 99,602	2013-08-09
2	VALEANT PHARMACEUTICALS INTL VRX, 862 sh	$ 87,209	2013-08-09
2	VALERO ENERGY CORP VLO, 9424 sh	$ 349,348	2013-08-09
2	VENTAS INC VTR, 925 sh	$ 59,686	2013-08-09
2	VANGUARD SM-CAP ETF VB, 667 sh	$ 67,067	2013-08-09
2	VERIZON COMMUNICATIONS VZ, 832 sh	$ 41,109	2013-08-09
2	VIACOM INC CL B VIA-B, 1327 sh	$ 96,566	2013-08-09
2	VODAFONE GROUP PLC VOD, 308 sh	$ 9,451	2013-08-09
2	WASTE MANAGEMENT INC WM, 245 sh	$ 10,537	2013-08-09
2	WELLS FARGO & CO WFC, 11568 sh	$ 499,622	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	WESTERN DIGITAL CORP WDC, 4938 sh	$ 331,192	2013-08-09
2	WEYERHAEUSER CO WY, 108915 sh	$ 3,000,064	2013-08-09
2	WISCONSIN ENERGY CP WEC, 1696 sh	$ 73,700	2013-08-09
2	XYLEM INC XYL, 589 sh	$ 14,690	2013-08-09
2	DAIMLERCHRYSLER AG DDAIF, 135 sh	$ 9,804	2013-08-09
2	EATON CORP PLC ETN, 5409 sh	$ 353,803	2013-08-09
2	INGERSOL-RAND PLC IR, 1060 sh	$ 64,734	2013-08-09
2	TRANSOCEAN LTD RIG, 158 sh	$ 7,563	2013-08-09
2	READING INTERNATIONAL INC RDI, 3238 sh	$ 20,254	2013-08-09
2	TEXAS PACIFIC LAND TRUST TPL, 1767 sh	$ 146,467	2013-08-09

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	RARE BOOKS FROM ESTATE	$ 10,000	2013-01-01
7	WWI AND WWII COLLECTION	$ 3,000	2013-01-01

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

TY 2013 Investments Corporate Bonds Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABB FINANCE USA INC - 2.875% -	52,946	51,971
AMAZON.COM INC - 2.500% - 11/2	36,640	36,057
AMERICAN EXPRESS CO - 7.000% -	51,470	59,742
AMERICAN INTL GROUP - 5.850% -	39,918	40,147
AMGEN INC BOND - 5.650% - 06/1	41,430	42,362
ANHEUSER-BUSCH INBEV - 2.500%	41,761	41,624
AT&T INC - 4.450% - 05/15/2021	47,529	47,377
BANK OF AMERICA CORP - 5.490%	55,068	55,351
BBVA US SR SA - 3.250% - 05/16	35,435	35,281
BEAR STEARNS COS INC SUB - 5.5	66,922	66,869
BLACKROCK INC - 6.250% - 09/15	41,081	40,609
BOSTON PROPERTIES LP - 4.125%	41,209	40,864
BP CAPITAL MARKETS - 3.875% -	36,623	36,411
CISCO SYSTEMS INC - 5.500% - 0	22,875	27,503
CITIGROUP INC - 6.125% - 11/21	69,335	69,162
COMCAST CORP BOND - 3.125% - 0	63,452	62,030
CONAGRA FOODS INC - 3.200% - 0	28,270	27,853
DISCOVERY COMMUNICATIONS LLC -	52,318	52,028
EASTMAN CHEMICAL CO - 3.600% -	39,011	38,402
FORD MOTOR CREDIT CO - 3.000%	67,276	67,555
GE CAP CORP - 5.300% - 02/11/2	43,800	44,745
GOLDMAN SACHS GROUP - 6.750% -	42,092	44,502
HOME DEPOT INC - 5.400% - 03/0	46,705	54,845
HSBC FINANCE CORP - 6.676% - 0	51,676	51,707
HYDRO-QUEBEC GTD GLBL NT - 2.0	30,938	30,804
IBM CORP NOTES - 5.700% - 09/1	28,200	34,449
INTEL CORP - 2.700% - 12/15/20	65,134	64,527
JOHNSON CONTROLS INC - 3.750%	41,020	39,713
MET LIFE GLOBAL FUNDING - 7.71	44,037	43,383
MORGAN STANLEY - 4.875% - 11/0	50,491	51,183
NEWS AMERICA INC - 6.150% - 03	33,005	32,973
NYSE EURONEXT - 2.000% - 10/05	40,134	40,052
ORACLE CORP NOTES - 5.750% - 0	70,084	69,333
PEPSICO INC - 4.500% - 01/15/2	38,693	38,067
PETROBRAS INTL FIN - 5.375% -	25,004	24,810
PPL CORP - 8.75% - 05/01/2014	39,340	39,131
PROVINCE OF ONTARIO - 4.000% -	38,307	37,889
PRUDENTIAL FIN INC - 4.750% -	42,978	42,626
RABOBANK NEDERLAND - 4.500% -	42,352	42,456
ROGERS WIRELESS INC - 6.375% -	40,892	40,382
SIMON PROPERTY GROUP - 5.650%	51,606	51,164
TD AMERITRADE HOLDING CORP - 4	41,372	41,298
TELEFONICA EMISIONES S A U - 5	51,676	53,118
THERMO FISHER SCIENTIFIC - 3.6	39,567	39,642
TIME WARNER CABLE INC - 4.125%	52,461	52,127
TIME WARNER INC - 4.000% - 01/	35,560	35,442
VERIZON COMMUNICATIONS INC - 5	64,327	64,421
WALGREEN CO - 3.100% - 09/15/2	37,866	37,500
UNITED TECHNOLOGIES PFD	44,109	48,448

TY 2013 Investments Corporate Stock Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AARON'S INC.	18,717	18,816
ABBOTT LABS	32,579	32,581
ABERDEEN ASSET MANAGEMENT-PLC	4,573	6,309
ACTAVIS PLC	93,302	116,256
AECOM TECHNOLOGY CORPORATION	43,260	39,142
AGCO CP	21,030	19,533
AIA GROUP LTD ADR	7,961	8,262
AIR PRODS & CHEM INC.	30,844	35,881
ALASKA AIR GROUP INC	14,621	16,141
ALLEGION PLC	13,136	15,599
ALLIANT TECH SYS INC	46,093	51,957
ALLSTATE CORP	27,593	29,724
AMDOCS LIMITED	30,650	32,992
AMER FIN GRP HLD	17,163	17,893
AMGEN INC	155,246	161,195
ANADARKO PETROLEUM CORP	61,039	53,858
ANHEUSER BUSCH COS INC	8,682	9,581
ANN INC	12,578	13,893
APPLE INC.	26,064	30,295
ARCHER DANIELS MDLND	47,525	53,903
ARES CAPITAL CORPORATION	37,252	37,139
ASG MANAGED FUTURES STRATEGY	20,000	22,699
ASSOCIATED BANC-CORP	30,537	32,364
ASSOCIATED BRITISH FOODS PLC	4,878	6,506
AT&T, INC	160,352	160,505
AVAGO TECHNOLOGIES LIMITED	19,602	19,566
BAKER HUGHES INTL	66,280	76,922
BALLY TECHNOLOGIES INC	43,173	48,639
BANGKOK BANK PCL	8,585	7,228
BANK NEW YORK MELLON CORP	41,370	46,575

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BARCLAYS PLC ADR	4,874	5,076
BAYER A G SPONSORED ADR	9,975	12,212
BELLE INTL HLDG ADR	4,020	3,113
BHP BILLITON LIMITED	6,539	6,820
BLACK HILLS CORP	9,248	9,452
BNY MELLON FOCUS EQ OPP	140,000	165,102
BNY MELLON INCOME STOCK FUND	100,000	130,813
BRE PPTYS INC CL A	10,723	10,942
BRINKER INTL INC.	14,762	16,682
BRISTOL-MYERS SQUIBB CO	43,203	50,014
BRITISH AMERICAN TOBACCO PLC	8,017	8,379
CA INC.	49,123	53,504
CADENCE DESIGN SYSTEMS INC.	44,317	42,901
CAMDEN PPTY TR	33,473	29,009
CATERPILLAR INC.	35,168	35,416
CATHAY GENERAL BANCORP	12,139	12,563
CBL & ASSOCIATES PROPERTIES	27,666	24,785
CBS CORP CL B	71,419	84,583
CENTERPOINT ENERGY	32,911	34,770
CENTRICA PLC S/ADR	9,267	9,272
CHARLES RIV LABORATORIES INTL	42,525	47,206
CHEESECAKE FACTORY INC	7,658	8,689
CHESAPEAKE ENERGY CORPORATION	37,903	39,353
CHEVRON CORP	1,253,749	1,282,701
CLECO CORP	32,118	32,168
COMCAST CORP	34,678	40,054
COMCAST CORP CL A	31,771	34,820
COMERICA INC	43,474	48,681
COMMERCE BANCSHARES, INC.	11,196	11,317
COMPASS GROUP PLC ADR	9,348	11,130

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONOCOPHILLIPS	127,832	135,083
CONSOLIDATED EDISON INC	17,788	16,252
CORR CP OF AM	49,728	43,295
COVANCE INC	9,657	9,687
CREDIT SUISSE GROUP ADR	5,782	6,208
DARDEN RESTAURANTS INC.	35,428	36,428
DEERE CO	94,471	106,125
DELUXE CORPORATION	45,381	51,146
DENBURY RESOURCES INC	4,081	3,615
DFA EMERGING MARKETS CORE EQ	571,000	562,079
DIAGEO PLC ADS	6,339	6,886
DILLARD'S INC	29,030	34,996
DIRECTV GROUP	22,174	24,378
DNB NOR ASA SPONSOR ADR	10,198	11,893
DOMINION RESOURCES INC PFD	37,957	38,425
DOMINOS PIZZA INC	7,344	7,662
DON QUIJOTE CO LTD	11,579	11,620
DOW CHEMICAL PV	96,362	106,960
DREYFUS GLOBAL ALPHA A	20,000	22,490
DREYFUS PREM, INTERNATIONAL	614,000	612,319
DREYFUS PREMIER EMERGING MRKT	204,000	195,554
DREYFUS PREMIER LTD TERM HIGH	396,662	401,758
DREYFUS PREMIER U.S. EQUITY FD	140,000	171,087
DRIL QUIP INC	18,080	17,809
DST SYS INC.	42,052	48,092
DU PONT DE NEMOURS	28,200	32,485
DUKE ENERGY CO	40,384	40,371
EAST WEST BANCORP, INC.	43,558	44,412
EATON CORP PLC	420,463	490,137
ENERGIZER HOLDINGS INC	44,802	50,873

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ENERGY DEVELOPMENT ADR	3,942	3,184
EVEREST RE GROUP LTD	6,179	6,235
EXELIS, INC	43,515	52,015
EXXON MOBIL CORP	1,113,646	1,239,902
F M C CP	61,673	71,083
FACTSET RESH SYST INC.	19,295	19,327
FAMILYMART CO LTD ADR	3,913	4,158
FANUC LIMITED UNSPONSORED	4,957	5,528
FEDERAL RLTY INVT TR	14,785	14,197
FIDELITY NATIONAL INFORMATION	37,218	42,676
FLUOR CORP	31,911	38,941
FMC TECHS INC COM	87,170	84,476
FREEPORT-MCMORAN COPPER & GOLD	47,935	57,440
FRESENIUS MED CAR AG	4,123	4,625
GALLAGHER ARTHUR J & CO.	31,845	35,667
GAMESTOP CORP	5,892	6,404
GENERAL ELECTRIC CO	541,012	621,313
GENTEX CORPORATION	9,560	10,224
GENWORTH FINANCIAL INC CL A	3,769	4,193
GLAXOSMITHKLINE PLC	75,786	80,993
GREENHILL & COMPANY INC	11,090	12,747
GREIF INC	15,232	15,196
GRUPO FIN STANTANDER	3,091	3,137
HANESBRANDS INC	51,361	57,621
HARLEY DAVIDSON INC.	27,676	32,612
HARRIS CORP DEL	40,722	46,773
HEALTH NET INC	24,059	23,736
HELIX ENERGY SOLUTIONS GROUP I	4,112	4,172
HEWLETT PACKARD CO	51,778	54,057
HIGHWOODS PRPTY INC	8,303	7,957

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HILL-ROM HOLDINGS, INC.	40,948	42,167
HILSHIRE BRANDS CO	39,545	41,466
HSN, INC	20,180	21,805
HYATT HOTELS CORP.	33,822	35,117
IDACORP INC HLDG CO	39,152	38,880
IDEX CP	52,480	57,603
ILLINOIS TOOL WORKS	21,007	24,131
INGERSOL-RAND PLC	51,586	65,296
INTEL CORP	33,017	38,213
INTERNATIONAL BUSINESS MACHINE	212,530	211,954
INTERNATIONAL RECTIFIER CORP	38,209	42,755
INVESCO MORTGAGE INC	27,855	24,809
ISHARES MSCI EMERGING MARKETS	500,644	512,426
ISHARES MSCI-JAPAN	3,920	4,006
ISHARES TRUST MSCI EAFE INDEX	497,249	503,250
ITT CORP.	39,203	46,633
JARDINE MATHESON UNS/ADR	5,583	5,281
JOHNSON & JOHNSON	183,226	181,257
JOHNSON CONTROLS INC.	386,322	481,553
JP MORGAN CHASE & CO	583,583	623,455
JS GROUP CORP ADR	5,219	7,162
KEURIG GREEN MOUNTAIN INC.	54,616	60,432
KIMBERLY CLARK CORP	2,407,310	2,551,540
KINDER MORGAN INC	30,347	29,268
KINDER MORGAN INC DEL	85,790	9,338
KLA TENCOR CORP	37,934	41,254
KOSMOS ENERGY LTD.	3,009	3,242
L'AIR LIQUIDE ADR OTC	8,673	9,078
L'OREAL ADR	7,817	8,085
LAS VEGAS SANDS CORP	42,229	53,632

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LENNOX INTL INC	49,989	54,438
LINCOLN ELECTRIC HOLDING INC.	38,505	39,237
LINCOLN NATIONAL CORP	4,879	5,678
LOCKHEED MARTIN CORP	44,282	57,680
LORILLARD INC	95,258	100,144
LOWES COMPANIES INC.	38,328	47,568
LSI CORPORATION	33,457	47,803
MAKITA CORP	6,362	6,360
MASCO CORP	11,826	12,524
MATSON INC	18,414	17,494
MATTELL INC.	23,699	29,880
MELLON EMERGING MKTS FD CL M	576,000	559,922
MELLON INTERMEDIATE BOND FUND	613,195	589,943
MELLON INTERNATIONAL FD CL M	602,000	628,742
MELLON MID CAP STK FD CL M	220,000	269,153
MELLON SMALL CAP STOCK FUND	1,140,000	1,234,605
MENTOR GRAPHICS CORP	30,258	32,254
MERCK & CO INC.	189,810	195,796
METTLER-TOLEDO INTL	37,235	36,631
MICROSOFT CORPORATION	38,503	44,069
MINDRAY MEDICAL INTL	4,322	4,000
MINERAL TECH INC	18,261	19,823
MITSUBISHI TOKYO FIN	7,637	7,949
MONDELEZ INTERNATIONAL INC	34,013	39,889
MONSANTO CO	72,704	87,529
MOODYS CORP	17,409	18,833
NATIONAL GRID TRANSCO PLC	39,445	43,764
NATL OILWELL VARCO	142,649	156,276
NEENAH PAPER INC	53,192	60,434
NESTLE S.A.	11,400	12,510

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NETAPP, INC.	5,340	5,348
NEUSTAR, INC. CL A	42,848	44,375
NEW RES INVESTMENT CORP	38,337	38,009
NEWMONT MINING CORP	4,233	3,362
NEXTERA ENERGY CAPITAL HOLDING	45,102	45,304
NIKE INC-CL B	62,445	74,079
NISOURCE INC.	53,147	57,014
NISSAN MOTOR LTD ASR	7,422	6,048
NOKIA	15,067	22,043
NOMURA HOLDINGS ADR	8,744	8,702
NORDSTROM INC	31,018	31,518
NOVARTIS AG ADR	11,702	12,861
NUCOR CP	30,025	32,028
OCCIDENTAL PETROLEUM CORP	22,896	24,726
OLD MUTUAL PLC UNSP/ADR	6,061	6,350
OLD REP INTL CORP	20,302	22,278
OLIN CP	37,590	47,891
ONEOK INC	27,691	28,603
OSHKOSH CORP	44,101	42,823
PACKAGING CORP AMER	54,793	56,319
PEPSICO INC	214,002	214,234
PETSMART INC.	20,978	21,098
PFIZER INC.	176,666	180,809
PHILIP MORRIS INTL	39,832	40,080
PHILIPPINE LONG DISTANCE ADR	3,373	3,004
PHILLIPS 66	23,467	31,700
PINNACLE WEST CAPITAL CORP	30,544	28,048
PLAINS GP HOLDINGS LP	35,838	35,872
PNC FINANCIAL GROUP INC.	24,370	27,153
PNM RESOURCES INC	5,286	5,306

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POPULAR, INC.	11,562	12,641
POTLATCH CORP	42,996	42,575
PROCTER GAMBLE CO	399,018	402,898
PROTECTIVE LIFE CORPORATION	11,058	12,158
PRUDENTIAL PLC SC	10,522	12,600
PUBLIC STORAGE INC	95,851	88,656
PULTE GROUP INC.	13,662	16,296
QUEST DIAGNOSTICS	87,369	78,704
REED ELSEVIER PLC	7,386	8,407
REGIONS FINANCIAL CORP	30,905	31,846
RELIANCE STL & ALMN	22,973	23,510
RESMED INC	57,823	48,022
ROCHE HOLDING LTD ADR	12,880	14,040
ROVI CORP.	39,070	40,168
ROYAL BANK SCOTLAND ADS	4,528	4,192
ROYAL DUTCH SHEL PLC	9,380	10,515
RPC INC	32,073	34,808
SANOFI-AVENTIS SPONSORED ADR	10,371	11,262
SAP AKTIENGESELL ADS	5,810	6,971
SCHLUMBERGER LTD	227,962	253,930
SCOTTISH & SOUTHERN ENERGY ADR	3,712	3,642
SCOTTS CO. CLASS A	41,940	44,176
SEAGATE TECHNOLOGY	22,992	28,642
SEI INVESTMENTS	37,547	39,940
SEMPRA ENERGY COM	69,292	71,449
SILGAN HOLDINGS, INC	31,526	32,173
SIRONA DENTAL SYSTEMS INC	34,051	34,398
SLM CORP	33,068	33,376
SOFTBANK CP UNSP ADR	5,852	7,010
SPECTRA ENERGY CORP-W/I	16,392	16,670

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARWOOD PROPERTY TRUST INC	36,212	40,996
STARZ	4,804	4,678
STATOIL ASA ADS	6,912	7,480
SUN ART RETAIL GROUP	4,815	4,573
SUNTORY BEVERAGE & FOOD LTD	8,564	8,288
SYMANTEC CORP	20,559	18,109
SYNGENTA AG ADS	10,177	10,392
TAIWAN SEMICONDUCTOR MFG CO LT	32,316	32,438
TARGET CORPORATION	41,713	37,266
TAUBMAN CENTERS INC	9,260	8,310
TCW EMERGING MARKETS INCOME FD	214,000	200,568
TECH DATA CORP	19,194	19,608
TEVA PHARMECEUTICAL SP ADR	36,522	36,473
TEXTRON INC.	26,498	34,628
THOR INDS INC	16,094	14,912
TOOTSIE ROLL INDS INC.	5,777	5,857
TOTAL FINA ELF S.A.	12,351	12,867
TOYOTA MTR CORP	14,551	13,655
TRANSOCEAN LTD.	7,563	7,808
U G I CP	45,144	45,191
UNICHARM CORP - SPN ADR	7,136	6,452
UNION PACIFIC	281,987	296,856
UNITED PARCEL SERVICE	38,868	45,500
UNITED TECHNOLOGIES CORP	99,602	107,200
UNITED THERAPEUTICS CORP	45,584	62,194
UNIVERSAL HLTH SVC B	24,601	25,191
URBAN OUTFITTERS, INC	6,547	6,678
US BANCORP DEL	570,990	619,857
VALERO ENERGY CORP	349,348	474,970
VALMONT INDUSTRIES INC	40,578	43,990

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VALUECLICK INC	39,963	46,740
VANGUARD SM-CAP ETF	67,067	73,337
VCA ANTECH, INC	31,894	36,064
VENTAS INC	59,686	52,984
VERIZON COMMUNICATIONS	60,778	60,049
VILASSIS COMMUNICATIONS INC	44,328	48,635
VIRTUS EMERGING MARKETS OPPTS	577,000	558,833
VISHAY INTERTECH	14,179	14,188
VODAFONE GROUP PLC	7,610	9,749
WADDELL&REED FIN INC	44,096	48,840
WALT DISNEY HOLDINGS CO.	437,650	513,026
WASTE MANAGEMENT INC.	10,537	10,993
WEINGARTEN REALTY INVESTORS	39,768	34,823
WELLS FARGO & CO.	499,622	525,187
WEYERHAEUSER CO	2,449,165	2,807,046
WILLIAMS COS	29,535	30,085
WISCONSIN ENERGY CP	21,119	20,091
WOLSELEY PLC	5,680	6,143
WOLTERS KLUWER S/ADR	6,172	6,277
WORTHINGTON INDUSTRIES INC.	45,140	47,550
WYNDHAM WORLDWIDE	12,899	14,738
XL GROUP PLC	37,946	37,890
ZURICH INS GROUP ADR	8,323	9,334

TY 2013 Investments Government Obligations Schedule

Name:	Theda and Tamblin Clark Smith Family Foundation Inc
EIN:	39-6125329
US Government Securities - End of Year Book Value:	4,175,132
US Government Securities - End of Year Fair Market Value:	4,146,258
State & Local Government Securities - End of Year Book Value:	132,392
State & Local Government Securities - End of Year Fair Market Value:	132,967

TY 2013 Investments - Land Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

TY 2013 Investments - Other Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WWI AND WWII COLLECTION		3,000	3,000
RARE BOOK COLLECTION		10,000	10,000

TY 2013 Land, Etc. Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

TY 2013 Legal Fees Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Consultations	4,375			4,375

TY 2013 Other Expenses Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	31,821			31,821
Bank Charges	127	127		
Foundation Dues & Memberships	725			725
Indemnification Insurance	3,152			3,152
Office Supplies	1,183			1,183
Payroll Processing Fees	766			766
Postage/Delivery Service	386			386
State or Local Filing Fees	110			110
Storage Fee	125	125		

TY 2013 Other Professional Fees Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	128,666	128,666		
MAINTENANCE OF BOOK COLLECTION	7,153	7,153		
LOGO DEVELOPMENT	2,400			2,400

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TY 2013 Substantial Contributors Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Name	Address
Estate of Tamblin Clark Smith	Paul DiCarlo 18111 Von Karmen Ave Irvine, CA 92612

TY 2013 Taxes Schedule

Name: Theda and Tamblin Clark Smith Family Foundation Inc

EIN: 39-6125329

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	1,100			
Foreign Tax Paid	966	966		