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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

RALPH L SMITH FOUNDATION 139524

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

Room/suite

UMB BANK N.A. P. O. BOX 415044 M/S 1020307

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

KANSAS CITY, MO 64141-6692

A Employer identification number

44-6008508

B Telephone number (see instructions)

816-860-7711

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 15,247,925.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

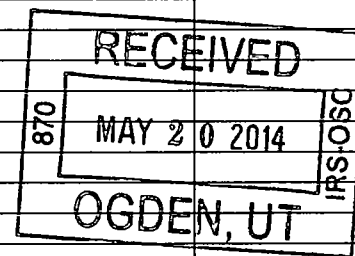
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	218,292.	220,132.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,040,214.			
b Gross sales price for all assets on line 6a	2,589,270.			
7 Capital gain net income (from Part IV, line 2)		1,040,166.		
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	1,258,506.	1,260,298.		
13 Compensation of officers, directors, trustees, etc.	36,383.	21,830.		14,553.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	800.	NONE	NONE	800.
c Other professional fees (attach schedule)	54,147.	54,147.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	12,316.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	5,826.			5,826.
22 Printing and publications				
23 Other expenses (attach schedule)	1,475.			1,475.
24 Total operating and administrative expenses				
Add lines 13 through 23	110,947.	75,977.	NONE	22,654.
25 Contributions, gifts, grants paid	590,000.			590,000.
26 Total expenses and disbursements. Add lines 24 and 25	700,947.	75,977.	NONE	612,654.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	557,559.			
b Net investment income (if negative, enter -0-)		1,184,321.		
c Adjusted net income (if negative, enter -0-)				



SCANNED MAY 28 2014

RECEIVED MAY 15 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	961,405.	875,681.	875,681.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	8,287,412.	8,736,801.	14,372,244.		
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)	9,248,817.	9,612,482.	15,247,925.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	9,248,817.	9,612,482.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	9,248,817.	9,612,482.		
	31	Total liabilities and net assets/fund balances (see instructions)	9,248,817.	9,612,482.		

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	9,248,817.
2	Enter amount from Part I, line 27a	2	557,559.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,806,376.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	193,894.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,612,482.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P Purchase D Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,589,270.		1,549,104.	1,040,166.		
b					
c					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			1,040,166.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,040,166.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	620,865.	12,539,709.	0.049512
2011	579,250.	12,049,173.	0.048074
2010	664,406.	11,689,745.	0.056837
2009	2,053,727.	11,356,577.	0.180840
2008	5,430,075.	14,295,238.	0.379852
2 Total of line 1, column (d)			2 0.715115
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 0.143023
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 14,050,101.
5 Multiply line 4 by line 3			5 2,009,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,843.
7 Add lines 5 and 6			7 2,021,331.
8 Enter qualifying distributions from Part XII, line 4			8 612,654.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	23,686.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	23,686.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,686.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,796.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,796.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9,890.	
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 <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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
b 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
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> MO		
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

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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?	13	X	
Website address ► N/A				
14	The books are in care of ► UMB BANK, N.A. Telephone no ► (816) 860-7711			
	Located at ► 1010 GRAND, KANSAS CITY, MO ZIP+4 ► 64106			
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			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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)?

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 88707a 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?

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
SEE STATEMENT 7		36,383.		

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

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

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

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	13,287,183.
b	Average of monthly cash balances	1b	976,879.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	14,264,062.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,264,062.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,961.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,050,101.
6	Minimum investment return. Enter 5% of line 5	6	702,505.

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	702,505.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,686.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,686.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	678,819.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	678,819.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	678,819.

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	612,654.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	612,654.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	612,654.

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				678,819.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	4,717,029.			
b From 2009	1,491,634.			
c From 2010	88,593.			
d From 2011	6,740.			
e From 2012	7,676.			
f Total of lines 3a through e	6,311,672.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>612,654.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				612,654.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	66,165.			66,165.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,245,507.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	4,650,864.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,594,643.			
10 Analysis of line 9				
a Excess from 2009	1,491,634.			
b Excess from 2010	88,593.			
c Excess from 2011	6,740.			
d Excess from 2012	7,676.			
e Excess from 2013				

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 STATEMENT 22				590,000.
Total			3a	590,000.
b Approved for future payment				
Total			3b	

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

- 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.

b. If Yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

Signature of officer or trustee

05/09/2014
Date

▶
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's signature

Weston

Date	
------	--

05/09/2014

Check ☐ if self-employed

f	PT1N
---	------

P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ► 155 N. WACKER
CHICAGO, IL

60606

Phone no 312-879-2000

Form **990-PF** (2013)



Account Name

Ralph L Smith Foundation Smith Sh

Account Number 139524 1

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Statement Period Jan 1 - Dec. 31, 2013

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %
		Unit	Total	Unit	Total		
Equity Securities							
Common Stock							
2,800 Adobe Systems Inc	ADBE 00724F101	30.30	84,838.80	59.88	167,661.20	82,822.40	0
3,000 Ametek Inc New	AME 031100100	28.31	84,924.61	52.67	158,010.00	73,085.39	720 0.46
1,550 Ansys Inc	ANSS 03662Q105	27.37	42,423.20	87.20	135,160.00	92,736.80	0
1,479 Apollo Education Group Inc	APOL 037604105	28.81	42,607.44	27.32	40,406.28	(2,201.16)	0
2,250 Balchem Corporation	BCPC 057665200	25.22	56,752.48	58.70	132,075.00	75,322.52	585 0.44
4,000 BB&T Corp	BBT 054937107	28.21	112,841.03	37.32	149,280.00	36,438.97	3,680 2.47
2,000 Cerner Corp	CERN 156782104	20.01	40,015.00	55.74	111,480.00	71,465.00	0
2,000 Church & Dwight Inc	CHD 171340102	55.51	111,024.70	66.28	132,560.00	21,535.30	2,240 1.69
1,200 Covance Inc	CVD 222816100	62.60	75,123.39	88.06	105,672.00	30,548.61	0
2,100 Danaher Corp Del	DHR 235851102	27.26	57,246.00	77.20	162,120.00	104,874.00	210 0.13
3,000 Ebay Inc	EBAY 278642103	49.78	149,353.05	54.87	164,595.00	15,241.95	0
1,600 Ecolab Inc	ECL 278865100	34.96	55,939.90	104.27	166,832.00	110,892.10	1,760 1.05
4,000 EMC Corp	EMC 268648102	25.87	103,490.00	25.15	100,600.00	(2,890.00)	1,600 1.59
1,750 Expeditors Intl Wash Inc	EXPD 302130109	33.34	58,340.25	44.25	77,437.50	19,097.25	1,050 1.36
750 FactSet Research Systems Inc	FDS 303075105	106.38	79,784.03	108.58	81,435.00	1,650.97	1,050 1.29
1,800 Fastenal Co	FAST 311900104	38.48	69,269.00	47.51	85,518.00	16,249.00	1,800 2.10
3,466 Fiserv Inc	FISV 337738108	10.82	37,490.54	59.05	204,667.30	167,176.76	0
100 Google Inc Class A	GOOG 38259P508	570.64	57,064.00	1,120.71	112,071.00	55,007.00	0
750 Idexx Labs Inc	IDXX 45168D104	97.02	72,765.75	106.37	79,777.50	7,011.75	0



Account Name

Ralph L Smith Foundation Smith Sh

Account Number 139524 1

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Statement Period: Jan. 1 - Dec. 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
1,500 Illinois Tool Works Inc	ITW 452308109	9.37	14,049.49	84.08	126,120.00	112,070.51	2,520 2.00
1,500 Jacobs Engineering Group Inc	JEC 469814107	41.60	62,402.00	62.99	94,485.00	32,083.00	0
8,400 Kimberly Clark Corp	KMB 494368103	1.17	9,864.88	104.46	877,464.00	867,599.12	27,216 3.10
3,266 Microsoft Corp	MSFT 594918104	14.02	45,804.23	37.41	122,181.06	76,376.83	3,658 2.99
4,250 Nuance Communications Inc	NUAN 67020Y100	21.73	92,340.30	15.20	64,600.00	(27,740.30)	0
2,500 Oracle Corp	ORCL 68389X105	21.18	52,955.00	38.26	95,650.00	42,695.00	1,200 1.25
1,500 Pall Corp	PLL 696429307	63.21	94,818.20	85.35	128,025.00	33,206.80	1,650 1.29
6,750 PrivateBancorp Inc	PVTB 742962103	19.87	134,141.35	28.93	195,277.50	61,136.15	270 0.14
1,000 Proto Labs Inc	PRLB 743713109	46.97	46,971.30	71.18	71,180.00	24,208.70	0
1,000 Qualcomm Inc	QCOM 747525103	59.19	59,194.67	74.25	74,250.00	15,055.33	1,400 1.89
2,500 Resmed Inc	RMD 761152107	22.30	55,741.51	47.08	117,700.00	61,958.49	2,500 2.12
1,700 Starbucks Corp	SBUX 855244109	14.42	24,520.00	78.39	133,263.00	108,743.00	1,768 1.33
1,000 Stencyl Inc	SRCL 858912108	31.56	31,563.49	116.17	116,170.00	84,606.51	0
900 Stratasys Ltd Ord Sedol B7WD7D7	SSYS M85548101	73.01	65,709.00	134.70	121,230.00	55,521.00	0
1,250 Stryker Corp	SYK 863667101	58.51	73,135.50	75.14	93,925.00	20,789.50	1,525 1.62
2,250 TJX Cos Inc	TJX 872540109	30.72	69,129.15	63.73	143,392.50	74,263.35	1,305 0.91
1,250 Tractor Supply CO	TSCO 892356106	67.76	84,701.88	77.58	96,975.00	12,273.12	650 0.67
600 Union Pacific Corp	UNP 907818108	149.55	89,732.10	168.00	100,800.00	11,067.90	1,896 1.88
3,000 US Bancorp Del	USB 902973304	40.49	121,457.20	40.40	121,200.00	(257.20)	2,760 2.28



Account Name

Ralph L Smith Foundation Smith Sh

Account Number. 139524 1

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Statement Period Jan 1 - Dec. 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Total Equity Securities (continued)							
Common Stock (continued)							
2,584 Walgreen Co	WAG 931422109	32.20	83,203.71	57.44	148,424.96	65,221.25	3,256 2.19
1,000 Waters Corp	WAT 941848103	49.83	49,829.49	100.00	100,000.00	50,170.51	0
Total Common Stock			2,752,557.62		5,509,670.80	2,757,113.18	68,269
Preferred Stock							
6,500 US Bancorp 6% Ser G PFD	UBDLP 902973817	25.83	167,900.65	27.37	177,905.00	10,004.35	9,750 5.48
2,500 Wells Fargo & Company 8% \$2.00 PFD	949746879	27.00	67,498.00	27.96	69,900.00	2,402.00	5,000 7.15
Total Preferred Stock			235,398.65		247,805.00	12,406.35	14,750
Total Equity Securities			2,987,956.27		5,757,475.80	2,769,519.53	83,019

Fixed Income Securities

Government & Agency Bonds							
110,089 615 Government National Mortgage Assn Pool DTD 5/1/2008 5.0000% 5/15/2023 Pool # GN 686884		1.18	129,825.38	106.59	117,348.65	(12,476.73)	5,504 4.69
Total Government & Agency Bonds			129,825.38		117,348.65	(12,476.73)	5,504
Total Fixed Income Securities			129,825.38		117,348.65	(12,476.73)	5,504

Fixed Income Funds

Fixed Income Funds							
1,000 iShares 1-3 Year Credit Bond	CSJ 464288646	104.47	104,470.00	105.46	105,460.00	990.00	1,231 1.17
7,000 iShares Floating Rate Note	FLOT 464298655	50.67	354,710.00	50.72	355,040.00	330.00	1,680 0.47
10,000 Vanguard S/T Corporate Bond	VCSH 92206C409	79.22	792,204.00	79.78	797,800.00	5,596.00	14,570 1.83
2,000 Vanguard Total Bond Market ETF	BND 921937835	82.96	165,925.00	80.05	160,100.00	(5,825.00)	4,062 2.54
Total Fixed Income Funds			1,417,309.00		1,418,400.00	1,091.00	21,543
Total Fixed Income Funds			1,417,309.00		1,418,400.00	1,091.00	21,543



Account Name

Ralph L Smith Foundation Smith Sh

Account Number 139524 1

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Statement Period Jan. 1 - Dec 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized		Estimated Annual Yield Income %
		Unit	Total	Unit	Total	Gain / (Loss)		
Money Markets and Cash								
Money Market Funds								
426,968.44 Fidelity Treasury Fund #695	FISXX 316175504	1.00	426,968.44	1.00	426,968.44			42 0.01
Total Money Market Funds			426,968.44		426,968.44	0.00		42
Total Money Markets and Cash			426,968.44		426,968.44	0.00		42
Account Total			4,962,059.09		7,720,192.89	2,758,133.80		110,108



Account Name: Ralph L Smith Foundation Douthat Sh

Account Number: 139674.1

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Statement Period: Dec. 1 - Dec. 31, 2013

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
		Unit	Total	Unit	Total			
Common Stock								
3,750 Adobe Systems Inc	ADBE 00724F101	30.48	114,316.70	59.88	224,546.25	110,229.55	0	
3,375 Ametek Inc New	AME 031100100	17.45	58,906.54	52.67	177,761.25	118,854.71	810	0.46
2,200 Ansys Inc	ANSS 03662Q105	23.51	51,717.62	87.20	191,840.00	140,122.38	0	
2,279 Apollo Education Group Inc	APOL 037604105	36.11	82,298.22	27.32	62,262.28	(20,035.94)	0	
2,466 Balchem Corporation	BCPC 057665200	25.64	63,230.56	58.70	144,754.20	81,523.64	641	0.44
4,000 BB&T Corp	BBT 054937107	27.75	110,996.90	37.32	149,280.00	38,283.10	3,680	2.47
3,000 Cerner Corp	CERN 156782104	20.01	60,022.50	55.74	167,220.00	107,197.50	0	
2,000 Church & Dwight Inc	CHD 171340102	41.35	82,694.70	66.28	132,560.00	49,865.30	2,240	1.69
2,000 Covance Inc	CVD 222816100	60.67	121,333.15	88.06	176,120.00	54,786.85	0	
3,000 Danaher Corp Del	DHR 235851102	25.94	77,822.00	77.20	231,600.00	153,778.00	300	0.13
2,500 Ebay Inc	EBAY 278642103	51.00	127,498.05	54.87	137,162.50	9,664.45	0	
1,750 Ecolab Inc	ECL 278865100	36.72	64,253.14	104.27	182,472.50	118,219.36	1,925	1.05
5,000 EMC Corp	EMC 268648102	25.96	129,778.00	25.15	125,750.00	(4,028.00)	2,000	1.59
2,500 Expeditors Intl Wash Inc	EXPD 302130109	32.73	81,823.80	44.25	110,625.00	28,801.20	1,500	1.36
1,000 FactSet Research Systems Inc	FDS 303075105	106.38	106,378.70	108.58	108,580.00	2,201.30	1,400	1.29
2,000 Fastenal Co	FAST 311900104	34.63	69,260.00	47.51	95,020.00	25,760.00	2,000	2.10
4,468 Fiserv Inc	FISV 337738108	11.16	49,844.47	59.05	263,835.40	213,990.93	0	
200 Google Inc Class A	GOOG 38259P508	524.74	104,947.50	1,120.71	224,142.00	119,194.50	0	
1,000 Idexx Labs Inc	IDXX 45168D104	97.02	97,021.00	106.37	106,370.00	9,349.00	0	



Account Name.

Ralph L Smith Foundation Douthat Sh

Account Number: 139674.1
Statement Period: Dec. 1 - Dec. 31, 2013

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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
		Unit	Total	Unit	Total			
Common Stock(continued)								
2,000 Illinois Tool Works Inc	ITW 452308109	9 46	18,924 36	84.08	168,160 00	149,235.64	3,360	2 00
2,000 Jacobs Engineering Group Inc	JEC 469814107	41 90	83,800 00	62 99	125,980 00	42,180 00	0	
4,166 Microsoft Corp	MSFT 594918104	18 03	75,129 74	37.41	155,850 06	80,720 32	4,666	2 99
4,000 Nuance Communications Inc	NUAN 67020Y100	22 79	91,173 90	15 20	60,800 00	(30,373 90)	0	
4,000 Oracle Corp	ORCL 68389X105	21 34	85,360 00	38 26	153,040 00	67,680 00	1,920	1 25
2,000 Pall Corp	PLL 696429307	32 22	64,435 20	85 35	170,700 00	106,264 80	2,200	1 29
7,000 PrivateBancorp Inc	PVTB 742962103	17 17	120,172 90	28.93	202,510.00	82,337 10	280	0.14
1,000 Proto Labs Inc	PRLB 743713109	46 97	46,971.30	71.18	71,180 00	24,208 70	0	
1,000 Qualcomm Inc	QCOM 747525103	44 40	44,396 00	74 25	74,250 00	29,854 00	1,400	1 89
3,000 Resmed Inc	RMD 761152107	20.54	61,606 68	47 08	141,240 00	79,633.32	3,000	2 12
2,400 Starbucks Corp	SBUX 855244109	18 59	44,616 00	78 39	188,136 00	143,520 00	2,496	1 33
1,500 Stericycle Inc	SRCL 858912108	32 50	48,750 93	116 17	174,255 00	125,504 07	0	
1,000 Stratasis Ltd Ord Sedol B7WD7D7	SSYS M85548101	16.07	16,072 35	134 70	134,700 00	118,627 65	0	
2,000 Stryker Corp	SYK 863667101	56.89	113,773.00	75 14	150,280 00	36,507 00	2,440	1 62
2,500 TJX Cos Inc	TJX 872540109	24 85	62,134 50	63 73	159,325 00	97,190 50	1,450	0 91
1,500 Tractor Supply CO	TSCO 892356106	67 76	101,642.25	77 58	116,370 00	14,727 75	780	0 67
700 Union Pacific Corp	UNP 907818108	149 55	104,687 45	168 00	117,600 00	12,912 55	2,212	1 88
3,000 US Bancorp Del	USB 902973304	26 99	80,971 47	40 40	121,200 00	40,228 53	2,760	2 28
3,733 Walgreen Co	WAG 931422109	32 10	119,840 53	57 44	214,423 52	94,582 99	4,704	2 19



Account Name: Ralph L Smith Foundation Douthat Sh

Account Number: 139674.1
Statement Period: Dec. 1 - Dec. 31, 2013

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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Estimated Annual Yield Income %
		Unit	Total	Unit	Total	
Common Stock(continued)						
1,500 Waters Corp	WAT 941848103	50 59	75,881 10	100.00	150,000.00	0
Total Common Stock			3,114,483.21		5,861,900.96	50,164
Preferred Stock						
7,000 US Bancorp 6% Ser G PFD	UBDLP 902973817	25.84	180,864 20	27.37	191,590 00	10,500 5 48
2,500 Wells Fargo & Company 8% \$2 00 PFD	949746879	27 00	67,498 00	27.96	69,900 00	5,000 7 15
Total Preferred Stock			248,362.20		261,490.00	15,500
Total Equity Securities			3,362,845.41		6,123,390.96	65,664
Fixed Income Securities						
Government & Agency Bonds						
110,089 615 Government National Mortgage Assn Pool DTD 5/1/2008 5 0000% 5/15/2023	36296CCV0 Pool # GN 686884	0 00	0.00	106 59	117,348 65	0
Total Government & Agency Bonds			0.00		117,348.65	0
Total Fixed Income Securities			0.00		117,348.65	0
Fixed Income Funds						
Fixed Income Funds						
1,000 iShares 1-3 Year Credit Bond	CSJ 464288646	104 47	104,470.00	105 46	105,460 00	1,231 1 17
5,000 iShares Floating Rate Note	FLOT 46429B655	50 67	253,330 00	50 72	253,600 00	1,200 0 47
4,000 Vanguard S/T Corporate Bond	VCSH 92206C409	78 79	315,140 00	79 78	319,120 00	5,828 1 83
2,000 Vanguard Total Bond Market ETF	BND 921937835	82 96	165,925 00	80 05	160,100 00	4,062 2 54
Total Fixed Income Funds			838,865.00		838,280.00	12,321
Total Fixed Income Funds			838,865.00		838,280.00	12,321



Account Name: Ralph L Smith Foundation Douthat Sh

Account Number: 139674.1
Statement Period: Dec. 1 - Dec. 31, 2013

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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
		Unit	Total	Unit	Total			
Money Markets and Cash								
Money Market Funds								
448,712 65 Fidelity Treasury Fund #695	FISXX 316175504	1 00	448,712.65	1 00	448,712 65		44	0.01
Total Money Market Funds			448,712.65		448,712.65	0.00	44	
Total Money Markets and Cash			448,712.65		448,712.65	0.00	44	
Account Total			4,650,423.06		7,527,732.26	2,877,309.20	78,029	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	218,292.	220,132.
	-----	-----
TOTAL	218,292.	220,132.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEES	800.			800.
	-----	-----	-----	-----
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INV ADV. FEES	54,147.	54,147.
	-----	-----
TOTALS	54,147.	54,147.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	3,471.
FEDERAL ESTIMATES - PRINCIPAL	8,845.

TOTALS	12,316.
	=====

RALPH L SMITH FOUNDATION 139524

44-6008508

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
MEMBERSHIP DUES	725.	725.
INSURANCE EXPENSE	750.	750.
TOTALS	----- 1,475. =====	----- 1,475. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

COST BASIS ADJUSTMENT TO ASSETS THAT TRANSFERRED	191,414.
ACCRETION	1,680.
REFUNDED TAX PREP FEES -REVERSAL IN 2014	800.

TOTAL	193,894.
	=====

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

=====

OFFICER NAME:

UMB BANK, N.A.

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 36,383.

OFFICER NAME:

PAUL N. DOUTHAT; C/O UMB

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141

TITLE:

MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

NEIL T. SMITH; C/O UMB

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141

TITLE:

MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

ELIZABETH SMITH; C/O UMB

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141

TITLE:

MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:

NEIL T. DOUTHAT; C/O UMB

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141

TITLE:

MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

SUZANNE D. BIRKANS; C/O UMB

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141

TITLE:

MANAGER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

36,383.

=====

RALPH L SMITH FOUNDATION 139524
FORM 990PF, PART XV - LINES 2a - 2d

44-6008508

=====

RECIPIENT NAME:

JAN B. LEONARD - UMB, N.A.

ADDRESS:

P.O. BOX 415044 M/S 1020307

KANSAS CITY, MO 64141-6692

RECIPIENT'S PHONE NUMBER: 816-860-1933

FORM, INFORMATION AND MATERIALS:

LETTER OF NO MORE THAN 3 PAGES WITH APPROPRIATE ATTACHMENTS-

ATTACHMENTS TO BE DETERMINED UPON INITIAL TELEPHONE CALL

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL, AND

ELEEMOSYNARY PURPOSES FOR THE BENEFIT OF THE PUBLIC

STATEMENT 9

=====

RECIPIENT NAME:

CLARE FOUNDATION

ADDRESS:

909 PICO BOULEVARD

SANTA MONICA, CA 90404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BIG BROTHERS OF GREATER LOS ANGELES

ADDRESS:

800 S. FIGUEROA STREET, SUITE 620

LOS ANGELES, CA 90017

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 24,000.

RECIPIENT NAME:

ALZHEIMER'S ASSOCIATION

ADDRESS:

4221 WILSHIRE BLVD #400

LOS ANGELES, CA 90010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

TUTWILER CLINIC

ADDRESS:

205 ALMA STREET

TUTWILER, MS 38963

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BOYS & GIRLS CLUBS OF SANTA MONICA

ADDRESS:

1238 LINCOLN BLVD

SANTA MONICA, CA 90401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 16,500.

RECIPIENT NAME:

ST. JOSEPH CENTER

ADDRESS:

204 HAMPTON DRIVE

VENICE, CA 90291

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

STUDENTS RUN LA

ADDRESS:

5252 CREBS AVENUE

TARZANA, CA 91356

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

SAINT ANNE SCHOOL

ADDRESS:

2015 COLORADO AVENUE

SANTA MONICA, CA 90404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

SAINT RAPHAEL CATHOLIC SCHOOL

ADDRESS:

924 W 70TH STREET

LOS ANGELES, CA 90044

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

UCLA UNICAMP

ADDRESS:

900 HILGARD AVENUE, SUITE 301
LOS ANGELES, CA 90024

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ORME SCHOOL

ADDRESS:

HC 63 BOX 3040
MAYER, AZ 8633

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 165,000.

RECIPIENT NAME:

CHRISTO REY KANSAS CITY

ADDRESS:

211 W LINWOOD BLVD
KANSAS CITY, MO 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

ALS ASSOCIATION

KEITH WORTHINGTON CHAPTER

ADDRESS:

8340 MISSION RD SUITE B-4

PRAIRIE VILLAGE, KS 66206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 81,000.

RECIPIENT NAME:

GREATER KC COMMUNITY FOUNDATION

ADDRESS:

1055 BROADWAY STE 130

KANSAS CITY, MO 64105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

TRUMAN MEDICAL CENTER CHAR FDN

ADDRESS:

2310 HOLMES SUITE 735

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,500.

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

=====

RECIPIENT NAME:

BISHOP MIEGE HIGH SCHOOL

ADDRESS:

5041 REINHARDT DRIVE

ROELAND PARK, KS 66205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CHILDREN'S MERCY HOSPITAL

ADDRESS:

2401 GILLHAM ROAD

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CRISTO REY KANSAS CITY

ADDRESS:

211 W LINWOOD BLVD

KANSAS CITY, MO 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

HABITAT FOR HUMANITY

ADDRESS:

1423 E. LINWOOD BLVD
KANSAS CITY, MO 64109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HARVESTER'S
THE COMMUNITY FOOD NETWORK

ADDRESS:

3801 TOPPING AVENUE
KANSAS CITY, MO 64129

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

KIDS TLC

ADDRESS:

480 S ROGERS ROAD
OLATHE, KS 66062

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

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

RECIPIENT NAME:

NELSON GALLERY FOUNDATION

ADDRESS:

4525 OAK STREET

KANSAS CITY, MO 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

PEMBROKE HILL SCHOOL

ADDRESS:

STATE LINE ROAD

KANSAS CITY, MO 64112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

THE FAMILY CONSERVANCY

ADDRESS:

444 MINNESOTA AVENUE

KANSAS CITY, KS 66101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

THE PLAZA ACADEMY

ADDRESS:

4050 PENNSYLVANIA AVENUE

KANSAS CITY, MO 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UNIVERSITY OF MISSOURI - COLUMBIA

COLLEGE OF BUSINESS

ADDRESS:

104 CORNELL HALL

COLUMBIA, MO 65211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

VILLAGE PRESBYTERIAN CHURCH

ADDRESS:

6641 MISSION ROAD

PRAIRIE VILLAGE, KS 66208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,500.

=====

RECIPIENT NAME:

ST. ANN CATHOLIC CHURCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

LOS ANGELES AREA COUNCIL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MIDAMERICA CHAPTER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

PALISADES AMERICANISM PARADE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

WEST HOLLYWOOD SHERIFFS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

MUST MINISTRIES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

WELLSPRING LIVING

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

KC HEALTHY KIDS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

POWELL GARDENS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

THE DANIELS COLLEGE OF BUSINESS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

LOUISVILLE HIGH SCHOOL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

FRONT PORCHD ALLIANCE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

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

=====

RECIPIENT NAME:

YOUNG LIFE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

VITAE FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WEST HOLLYWOOD SHERIFFS BOOSTERS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

590,000.

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