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 , and ending

Name of foundation: SMITH RICHARDSON FOUNDATION, INC.

A Employer identification number: 56-0611550

Number and street (or P O box number if mail is not delivered to street address): 701 GREEN VALLEY ROAD — Room/suite: 300

B Telephone number: 336-379-8600

City or town, state or province, country, and ZIP or foreign postal code: GREENSBORO, NC 27408-7096

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: [X] 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) ▶$ 521,570,780.

J Accounting method: ☐ Cash [X] 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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,292,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,762.	1,762.		
	4 Dividends and interest from securities	6,412,184.	6,341,551.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,302,725.			
	b Gross sales price for all assets on line 6a 2,596,913.				
	7 Capital gain net income (from Part IV, line 2)		29,593,385.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	38,608,019.	367,864.		STATEMENT 1
	12 **Total.** Add lines 1 through 11	76,616,690.	36,304,562.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,084,906.	0.		1,084,906.
	14 Other employee salaries and wages	1,308,555.	0.		1,308,555.
	15 Pension plans, employee benefits	1,572,359.	0.		661,070.
	16a Legal fees STMT 2	6,362.	0.		6,362.
	b Accounting fees STMT 3	86,350.	0.		86,350.
	c Other professional fees STMT 4	200,666.	5,536,218.		200,618.
	17 Interest	363.	0.		363.
	18 Taxes STMT 5	1,733,093.	0.		106,443.
	19 Depreciation and depletion	11,598.	0.		
	20 Occupancy	26,786.	0.		26,786.
	21 Travel, conferences, and meetings	153,231.	0.		143,415.
	22 Printing and publications	3,702.	0.		3,702.
	23 Other expenses STMT 6	804,626.	0.		804,626.
	24 **Total operating and administrative expenses** Add lines 13 through 23	6,992,597.	5,536,218.		4,433,196.
	25 Contributions, gifts, grants paid	21,676,315.			20,695,903.
	26 **Total expenses and disbursements.** Add lines 24 and 25	28,668,912.	5,536,218.		25,129,099.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	47,947,778.			
	b **Net investment income** (if negative, enter -0-)		30,768,344.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	55,769.	287,264.	287,264.
	2 Savings and temporary cash investments	1,191,959.	10,747.	10,747.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	149,049.	166,672.	166,672.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	469,227,442.	520,852,505.	520,852,505.
	14 Land, buildings, and equipment: basis ▶ 954,323.			
	Less accumulated depreciation ▶ 728,287.	46,145.	226,036.	226,036.
	15 Other assets (describe ▶ OTHER RECEIVABLES)	22,770.	27,556.	27,556.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	470,693,134.	521,570,780.	521,570,780.
Liabilities	17 Accounts payable and accrued expenses	7,068,385.	7,975,243.	
	18 Grants payable	5,177,307.	6,157,719.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 8)	1,635,367.	2,677,965.	
	23 **Total liabilities** (add lines 17 through 22)	13,881,059.	16,810,927.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	456,812,075.	504,759,853.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	456,812,075.	504,759,853.	
	31 **Total liabilities and net assets/fund balances**	470,693,134.	521,570,780.	

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	456,812,075.
2 Enter amount from Part I, line 27a	2	47,947,778.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	504,759,853.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	504,759,853.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	2,596,913.		2,129,662.	29,593,385.

	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				
b				
c				
d				
e				29,593,385.

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 29,593,385.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	24,797,694.	455,612,692.	.054427
2011	23,754,134.	461,323,470.	.051491
2010	22,296,628.	434,182,520.	.051353
2009	25,650,580.	396,207,187.	.064740
2008	27,455,557.	502,357,968.	.054653

2	**Total** of line 1, column (d)	2	.276664
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	.055333
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	485,196,856.
5	Multiply line 4 by line 3	5	26,847,398.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	307,683.
7	Add lines 5 and 6	7	27,155,081.
8	Enter qualifying distributions from Part XII, line 4	8	25,231,755.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	615,367.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	615,367.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	615,367.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	605,948.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	645,948.
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	30,581.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	30,581.	Refunded ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC,CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) STATEMENT 9 STMT 11	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) SEE STATEMENT 10	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SRF.ORG

14 The books are in care of ▶ ROSS HEMPHILL Telephone no. ▶336-379-8600

Located at ▶701 GREEN VALLEY ROAD, SUITE 300, GREENSBORO, NC ZIP+4 ▶27408-7096

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

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

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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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)? STMT 14 ☒ 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** X

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? STMT 14 ☒ 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? **6b** X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(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 13	0.00	1084906.	528,416.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NADIA C. SCHADLOW-MURPHY - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	193,496.	76,438.	0.
ALLAN SONG - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	183,740.	72,896.	0.
MARK STEINMEYER - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	185,591.	49,111.	0.
DONNA M. WALSH - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	EXECUTIVE ASSISTANT 37.50	155,404.	57,817.	0.
LORRAINE RAINVILLE - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	EXECUTIVE ASSISTANT 37.50	107,218.	36,419.	0.

Total number of other employees paid over $50,000 ▶ 7

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MCGLADREY LLP 230 NORTH ELM STREET, GREENSBORO, NC 27401	AUDIT AND TAX SERVICES	86,350.
MERCER 121 RIVER STREET, HOBOKEN, NJ 07030	COMPENSATION CONSULTANTS	66,776.
H. SMITH RICHARDSON TESTAMENTARY TRUST - 701 GREEN VALLEY RD, STE 300, GREENSBORO, NC	ACCOUNTING SERVICES	56,255.

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	490,338,212.
b	Average of monthly cash balances	1b	1,993,668.
c	Fair market value of all other assets	1c	253,761.
d	**Total** (add lines 1a, b, and c)	1d	492,585,641.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	492,585,641.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,388,785.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	485,196,856.
6	**Minimum investment return**. Enter 5% of line 5	6	24,259,843.

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	24,259,843.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 615,367.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	615,367.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,644,476.
4	Recoveries of amounts treated as qualifying distributions	4	235,214.
5	Add lines 3 and 4	5	23,879,690.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,879,690.

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	25,129,099.
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	102,656.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,231,755.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	25,231,755.

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.

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10-10-13

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				23,879,690.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			21,285,400.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 25,231,755.				
a Applied to 2012, but not more than line 2a			21,285,400.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	2,292,000.			
d Applied to 2013 distributable amount				1,654,355.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,292,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				22,225,335.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	2,292,000.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

** SEE STATEMENT 12

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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.

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

PETER L. RICHARDSON, PRESIDENT, 203-222-6222
SMITH RICHARDSON FOUNDATION, INC., 60 JESUP ROAD, WESTPORT, CT 06880

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

WRITTEN PROPOSAL ALONG WITH A COPY OF IRS EXEMPTION LETTER

c Any submission deadlines:

NONE

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

SEE ATTACHED STATEMENT OF PRIORITIES AND PROCEDURES (STATEMENT 15)

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 18	NONE	SEE STM 18	VARIOUS	20,695,903.
Total			▶ 3a	20,695,903.
b *Approved for future payment*				
SEE STATEMENT 18	NONE	SEE STM 18	VARIOUS	5,413,288.
Total			▶ 3b	5,413,288.

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
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	1,762.	
4 Dividends and interest from securities	900000	70,633.	14	6,341,551.	
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	900000	-290,660.	18	29,593,385.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 17	900000	687,770.	14	37,920,249.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		467,743.		73,856,947.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 74,324,690.

(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).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Ross Hemphill | 11/14/2014 | AGENT

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
GARRICK L. MARTIN	Garrick L. Martin	11-14-14		P00239389
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 230 N. ELM ST STE 1100 GREENSBORO, NC 27401			Phone no. (336) 272-4551	

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10-10-13

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 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
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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 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 to 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 990-PF, 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	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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	H. SMITH RICHARDSON CHARITABLE TRUST 701 GREEN VALLEY ROAD SUITE 300 GREENSBORO, NC 274087096	$ 2,292,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

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

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

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

Name of organization	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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
		$	

(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: SMITH RICHARDSON FOUNDATION, INC.

Employer identification number: 56-0611550

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.) ▶ $

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

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 1, Part I, Line 11 - Other income

DESCRIPTION		(a) Revenue and expenses per books	(b) Net investment income
EQUITY IN PARTNERSHIP INCOME/ (LOSS)		37,668,697	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES I	*	493,063	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES II	*	(56,184)	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES III	*	178,916	
OTHER INCOME FROM MOORINGS CAPITAL, LLC			367,864
GRANTS CANCELLED - STMT 10		235,214	
UNREALIZED APPRECIATION		88,313	
TOTALS		38,608,019	367,864

* 501(a) Real estate holding companies

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 1, Part I, Line 16a - Legal Fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
NEXSEN PRUET	6,362			6,362
TOTALS	6,362	0	0	6,362

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 1, Part I, Line 16B - Accounting Fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
MCGLADREY LLP	86,350			86,350
TOTALS	86,350	0	0	86,350

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 1, Part I, Line 16c - Other professional fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
CUSTODIAN FEES	48	48		
OTHER PROFESSIONAL FEES	151,462			151,462
COMPUTER CONSULTING FEES	49,156			49,156
EQUITY IN PARTNERSHIP INCOME/(LOSS)				
PARTNERSHIP INVESTMENT EXPENSES (K-1's)		5,536,170		
TOTALS	200,666	5,536,218	0	200,618

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 1, Part I, Line 18 - Taxes

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
FEDERAL EXCISE TAX	584,052			
PAYROLL TAXES	106,043			106,043
DEFERRED FEDERAL EXCISE TAXES	1,042,598			
OTHER TAXES & LICENSES	400			400
TOTALS	1,733,093	0	0	106,443

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 1, Part I, Line 23 - Other expenses

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
CONSULTING FEES	95,922			95,922
OFFICE SUPPLIES	44,436			44,436
DUES & SUBSCRIPTIONS	18,644			18,644
POSTAGE	10,487			10,487
TELEPHONE	39,188			39,188
UTILITIES	16,299			16,299
MAINTENANCE	442,196			442,196
INSURANCE	120,926			120,926
OFFICE EQUIPMENT RENTAL	14,182			14,182
BANK SERVICES	2,325			2,325
MISCELLANEOUS	21			21
TOTALS	804,626	0	0	804,626

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 2, Part II, Line 13 - Investments - other

DESCRIPTION		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
PARTNERSHIP EQUITY		464,596,115	516,886,940	516,886,940
MUTUAL FUNDS		2,471,118	1,178,219	1,178,219
SMITH RICHARDSON FOUNDATION PROPERTIES I	*	367,685	860,748	860,748
SMITH RICHARDSON FOUNDATION PROPERTIES II	*	1,049,331	1,004,490	1,004,490
SMITH RICHARDSON FOUNDATION PROPERTIES III	*	743,193	922,108	922,108
TOTALS		469,227,442	520,852,505	520,852,505

* 501(a) Real estate holding companies

Form 990-PF, Page 2, Part II, Line 14 - Land, Buildings, and Equipment

CATEGORY	Cost Basis	Ending Accumulated Depreciation	Net Book Value
FURNITURE, FIXTURES, AND EQUIPMENT	354,388	342,152	12,236
HARDWARE	397,286	185,176	212,110
SOFTWARE	187,771	186,082	1,689
LEASEHOLD IMPROVEMENTS	14,878	14,878	0
TOTALS	954,323	728,287	226,036

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

FORM 990-PF, Page 2, Part II, Line 22 - Other liabilities | STATEMENT 8

DESCRIPTION	Beginning of year (a) Book Value	End of year (b) Book Value
DEFERRED EXCISE TAX	1,635,367	2,677,965

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 5, Part VII-A, Line 11 - Transfers to and from Controlled Entities

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
MOORINGS CAPITAL LLC	56-2280118

ADDRESS
701 GREEN VALLEY ROAD, SUITE 300
GREENSBORO, NC 27408

DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
CASH DISTRIBUTION AS SHOWN ON 2013 SCHEDULE K-1 RECEIVED FROM PARTNERSHIP	44,524,729

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
MOORINGS CAPITAL LLC	56-2280118

ADDRESS
701 GREEN VALLEY ROAD, SUITE 300
GREENSBORO, NC 27408

DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
REIMBURSEMENT FOR EMPLOYEE SERVICES PROVIDED TO MOORINGS CAPITAL, LLC	1,210,321

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
MOORINGS CAPITAL LLC	56-2280118

ADDRESS
701 GREEN VALLEY ROAD, SUITE 300
GREENSBORO, NC 27408

DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
CAPITAL CONTRIBUTION MADE TO MOORINGS CAPITAL LLC AS SHOWN ON 2013 SCHEDULE K-1 RECEIVED FROM PARTNERSHIP	23,924,729

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES	45,735,050
TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	23,924,729

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 5, Part VII-A, Line 11 - Transfers to and from Controlled Entities

The Smith Richardson Foundation, Inc (EIN 56-0611550) owns an approximately 69 26% controlling interest in Moorings Capital, LLC (EIN 56-2280118). Moorings Capital LLC's address is 701 Green Valley Road, Suite 300, Greensboro, NC 27408 During the 2013 tax year, Smith Richardson Foundation, Inc DID NOT RECEIVE any specified payments from Moorings Capital LLC within the meaning of Internal Revenue Code (IRC) Section (§) 512(b)(13)(A) Also, Smith Richardson Foundation, Inc 's ownership interest in Moorings Capital LLC IS NOT an excess business holding under IRC §4943

Moorings Capital LLC is a partnership for federal income tax purposes, and it has four partners/LLC members All of the members are tax exempt entities under Internal Revenue Code Section 501(c)(3) This LLC was formed for the purpose of pooling each individual tax exempt entities' separate investments into one larger investment pool This pooling of investments provides many benefits to the partners/members which include lower investment management fees and access to investments not otherwise available Moorings Capital LLC does not have any employees and its only assets are the investments in lower tier investment partnerships Moorings Capital does not have a controlling interest in any of the lower tier investment partnerships that it owns Also, neither Smith Richardson Foundation, Inc nor any other partner/LLC member has any controlling interest in any of the lower tier investments that are owned by Moorings Capital LLC

During the 2013 tax year Smith Richardson Foundation, Inc made capital contributions of $23,924,729 to Moorings Capital LLC and received $44,524,729 of capital distributions Also during the 2013 tax year Moorings Capital LLC reimbursed the Smith Richardson Foundation, Inc for investment management and accounting expenses of $1,210,321

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 5, Part VII-A, Line 12 - Donor Advised Fund

In order to attract the best talent within the charitable sector, the Smith Richardson Foundation, Inc (Foundation) provides its trustees with the opportunity to designate $40,000 of Foundation distributions to qualifying charities. During the 2013 tax year, the Foundation made a $40,000 distribution to the Fidelity Charitable Gift Fund. The distribution was made at the request of a Foundation trustee who has advisory privileges with the fund Combining this distribution with other contributions to the Fidelity Charitable Gift Fund allows the trustee to use his advisory privileges in a more timely, thoughtful, and meaningful manner. Allowing this trustee to designate the qualifying recipient of this distribution enables the Foundation to attract and retain the best talent within the charitable sector and enhance the pursuit and accomplishment of the Foundation's charitable goals

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 5, Part VII-A, Line 11 - List of Controlled Entities

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
MOORINGS CAPITAL LLC	56-2280118

ADDRESS	EXCESS BUSINESS HOLDING
701 GREEN VALLEY ROAD, SUITE 300 GREENSBORO, NC 27408	NO

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
Form 990-PF, Page 9, Part XIII Line 4c
December 31, 2013

Foundation Trustees hereby elect under Treasury Regulation Section 53.4942(a)-3(d)(2) to treat $2,292,000 of grants made in 2013 as a distribution from corpus

SMITH RICHARDSON FOUNDATION, INC.
EIN #56-0611550
For the Year Ended December 31, 2013

Form 990-PF, Page 6, Part VIII, Line 1 - Officers, Directors, Trustees, Foundation Managers and Their Compensation

(a) Name and address	(b) Title or Position	Time Devoted	(c) Compensation Salary or Fees*	(d) Contributions to employee benefit plans & deferred comp	(e) Expense account, other allowances
Michael Blair New York, NY	Trustee, Audit & Compensation Cmt	1	0	0	0
Karla Frank Greensboro, NC	Assistant Secretary	38 hours	120,353	52,633	0
Ross Hemphill Greensboro, NC	VP & Chief Financial Officer	46 hours	355,336	83,751	0
W Winburne King III Greensboro, NC	Trustee, General Counsel, Co-Chief Investment Officer	52 hours	614,585	70,745	0
Dr Arvid R Nelson New Haven, CT	Trustee, Secretary, Audit Cmt Chairman	22 hours	50,000 *	0	0
Adele Richardson Ray Pittsboro, NC	Trustee, Grants Committee	1	0	0	0
Lundsford Richardson Jr Norwalk, CT	Trustee, Audit & Grants Committee	1	0	0	0
P L Richardson Westport, CT	Chairman of the Trustees, President & Co-Chief Investment Officer, Grants Committee Chairman	46 hours	989,277	242,141 (1)	0
Stuart S Richardson Easton, CT	Vice Chairman of the Trustees, Investment Committee	1	0	0	0
Tyler B Richardson Greensboro, NC	Trustee, Investment Committee	1	0	0	0
Gary Smith Greensboro, NC	Compensation Cmt Chair, Audit Cmt member	1	0	0	0
E William Stetson III Norwich, CT	Trustee, Grants Committee	1	0	0	0
Dr Marin Strmecki Easton, CT	Senior Vice-President, Director of Programs	50 hours	431,531	79,146	0

Form 990-PF, Page 6, Part VIII, Line 1 - Officers, Directors, Trustees, Foundation Managers and Their Compensation

(a) Name and address	(b) Title or Position	Time Devoted	(c) Compensation Salary or Fees*	(d) Contributions to employee benefit plans & deferred comp	(e) Expense account, other allowances
			$ 2,561,082	$ 528,416	0

Less	
Amount reimbursed for services provided to Moorings Capital, LLC (2)	1,210,321
Amount reimbursed for services provided to The H Smith Richardson Charitable Trust (3)	265,855
Form 990PF Part VIII	$ 1,084,906

(1) The amount reported above includes an estimate of the value of unvested retirement benefits that accrued during 2013 under an unfunded supplemental retirement plan The cost estimate reflects the portion of the retirement benefits allocable to the employee's service during the year See Statement 16

(2) Moorings Capital LLC is an investment partnership entirely owned by tax-exempt entitites Smith Richardson Foundation, Inc 's ownership is 69 26%

(3) The H Smith Richardson Charitable Trust is a tax-exempt private non-operating Foundation

SMITH RICHARDSON FOUNDATION, INC.

Lake Point 701 Green Valley Road Suite 300 Greensboro, NC 27408
Telephone (336) 379-8600 Facsimile (336) 379-5580

Mailing Address
Post Office Box 29467
Greensboro, NC 27429-9467

November 16, 2012

NBI Foundation USA, Inc.
Lauretta Bruno, President
Bencivenga Ward & Co. CPA's, P.C.
420 Columbus Ave., Suite 304
Valhalla, NY 10595

Dear Ms. Bruno,

The Smith Richardson Foundation, Inc. is pleased to inform you that its Board of Trustees has approved a grant of $100,000 to NBI Foundation USA, Inc.

Since your organization and ours are private foundations, we must enter into an expenditure responsibility agreement.

Use of Funds

Our grant is in support of the Centre for Development and Enterprise project "The Democracy Consensus: Is There an Alternative to the Beijing Consensus Developing in the Democracies of the South" and must be expended for charitable, scientific, literary, educational purposes or religious needs as defined under Internal Revenue Code Section 501(c)(3). Any funds not so expended during the year the grant is received or the following year must be returned to the Smith Richardson Foundation, Inc. Funds may not be used to 1) carry on propaganda, or otherwise attempt to influence legislation; 2) influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registrative drive; 3) make an individual grant or regrant funds to another organization unless the requirements of IRC Section 4945 are met; 4) advance any purpose other than one specified in IRC Section 170(c)(2)(B). NBI Foundation USA, Inc. will obtain sufficient evidence to verify each grantee organization is tax exempt and qualifies as a 501(c)(3) organization. If the grantee is a foreign organization, NBI will provide (or obtain) sufficient evidence as defined in Treasury Regulation Section 53.4942(a)-3(a)(6) that the foreign grantee organization would be likely to qualify as a 501(c)(3) public charity under United States tax law.

Documentation Required (IRS Guidelines)

Each year that NBI Foundation USA, Inc. makes expenditures from the $100,000 Smith Richardson Foundation, Inc. flow-through grant, you will provide a copy of the annual 990-PF to the Smith Richardson Foundation, Inc. by June 30 of the following year, along with a brief letter describing all such grants and/or programs.

NBI Foundation USA, Inc.
November 16, 2012
Page two

Payment Terms

Payments from Smith Richardson Foundation, Inc. to NBI Foundation USA, Inc. under this grant will be made as soon as possible following receipt of a signed copy of this agreement.

Sign and Return

If this agreement meets with your approval, please sign it and return one copy to us.

Acknowledged by:

For Smith Richardson Foundation, Inc.	For NBI Foundation USA, Inc.
Nov 16, 2012	November 21, 2012
Date	Date

SMITH RICHARDSON FOUNDATION, INC.

60 Jesup Road
Westport, CT 06880
Tel: (203) 222-6222
Fax: (203) 222-6282

August 12, 2012

Ms. Lauretta Bruno, President
NBI Foundation USA Inc.
Bencivenga Ward & Co. CPAs, P.C.
420 Columbus Avenue, Suite 304
Valhalla, NY 10595

Dear Ms. Bruno:

I am pleased to advise you that the Trustees of the Smith Richardson Foundation have approved a grant of $100,000 to the NBI Foundation USA Inc., supporting Ann Bernstein and Dr. Peter Berger's project at the Centre for Development and Enterprise entitled, *The Democracy Consensus: Is There an Alternative to the Beijing Consensus Developing in the Democracies of the South?* (SRF grant #2012-8924), according to the terms of the proposal submitted May 15, 2012, and the response to reviewers submitted June 8, 2012. The grant will have a start date of August 15, 2012. This grant will be paid upon receipt of the signed copy of this letter in our Greensboro office specified below.

The accompanying Memorandum of Grant Conditions is a part of this letter by reference. **Please note paragraph 5, no reference to this Foundation (other than whatever may be required by government regulation) may be made without our approval.** Dr. Nadia Schadlow, Senior Program Officer of the Foundation, will send a letter, which is incorporated into this grant agreement by reference, that conveys the comments of the Foundation's Governors, any conditions imposed on this grant by the Trustees, the Foundation's reporting requirements, and the product/s to be produced as a result of this grant.

Kindly evidence acceptance of these conditions by signing the copy of this letter and returning it, along with a copy of your IRS letter of tax exemption to:

Ms. Karla Frank
SMITH RICHARDSON FOUNDATION, INC.
701 Green Valley Road, Suite 300
Greensboro, NC 27408

Sincerely,

P L Richardson

Peter L. Richardson
President

Lauretta Bruno

Lauretta Bruno
President

Enclosures
cc: Karla Frank
Ann Bernstein
Dr. Peter Berger
10140502.doc

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				
Stellenbosch Community Development PO Box 2142 Dennesig, Dennesig 7601 SF	NONE	PUBLIC	love2give2children program	10,000
Queens College Educational Trust	NONE	PUBLIC	Education & Scholarships	1,050
Vhutshilo Mountain School Tshikombani Village Stand no 3031, Nzhele Valley 0993 SF	NONE	PUBLIC	Education	35,000
Center for Development Enterprise 5 Eton Road Parktown, Johannesburg 7764 SF	NONE	PUBLIC	The Democracy Consensus Project	100,000
Paediatric AIDS Treatment for Afric 44 St Marks Road East London 5201 SF	NONE	PUBLIC	General Support	35,000
EDL FOUNDATION SIBASA LIMPOPO PO BOX 737, LIMOPOPO 0970 SF	NONE	PUBLIC	HIV SKILLS TRAINING	65,000
WITS HEALTH CONSORTIUM PERINATAL 8 Blackwood Avenue Parktown, Gauteng 2193 SF	NONE	PUBLIC	Training of Healthcare Practioners	132,500
HIV SA Sailor Malan Ave Block 3 2nd Flr Park Aeroton, Gauteng 2013 SF	NONE	PUBLIC	HIV Home Based Care Support program	97,000
J J MEDICAL BURSARIES 2 CLAMART ROAD RICHMOND, JOHANNESBURG 2092 SF	NONE	PUBLIC	General Support	70,000
UCT GSB-MANAGEMENT DEVELOPMENT INST Graduate School Univer of Cape Town Cape Town, Portswood Road 8001 SF	NONE	PUBLIC	EDUCATION IN MANAGEMENT AND LEADERSHIP	657,061
NBI South Africa 3rd Floor building Sunnyside Park 32 Princess Wales Tr, Parktown 2193 SF	RELATED ENTITY	PUBLIC	GENERAL SUPPORT	185,000
Total . . . . ▶ 3a				1,387,611

AS OF YEAR END DECEMBER 31, 2013, THE GRANTER, THE NBI FOUNDATION USA, INC. HAS REPORTED THE ABOVE EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC. THE ENTIRE AMOUNT OF THE GRANT, $100,000, HAS BEEN SPENT.

SMITH RICHARDSON FOUNDATION, INC.
Lake Point 701 Green Valley Road Suite 300 Greensboro, NC 27408
Telephone (336) 379-8600 Facsimile (336) 379-5580

Mailing Address
Post Office Box 29467
Greensboro, NC 27429-9467

November 19, 2012

Mr. Michael Rose
Executive Director and Chief Finance Officer
RUSI (U.S.) Foundation
1776 I Street, NW, 9th Floor
Washington, DC 20006

Dear Mr. Rose,

The Smith Richardson Foundation, Inc. is pleased to inform you that its Board of Trustees has approved a grant of $150,000 to RUSI (U.S.) Foundation.

Since your organization and ours are private foundations, we must enter into an expenditure responsibility agreement.

Use of Funds

Our grant is in support of Alison Pargeter's project entitled, *The Muslim Brotherhood: Beyond the Arab Spring* SRF (grant #2012-8994) and must be expended for charitable, scientific, literary, educational purposes or religious needs as defined under Internal Revenue Code Section 501(c)(3). Any funds not so expended during the year the grant is received or the following year must be returned to the Smith Richardson Foundation, Inc. Funds may not be used to 1) carry on propaganda, or otherwise attempt to influence legislation; 2) influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registrative drive; 3) make an individual grant or regrant funds to another organization unless the requirements of IRC Section 4945 are met; 4) advance any purpose other than one specified in IRC Section 170(c)(2)(B). RUSI (U.S.) Foundation will obtain sufficient evidence to verify each grantee organization is tax exempt and qualifies as a 501(c)(3) organization.

Documentation Required (IRS Guidelines)

Each year that RUSI (U.S.) Foundation makes expenditures from the $150,000 Smith Richardson Foundation, Inc. flow-through grant, you will provide a copy of the annual 990-PF to the Smith Richardson Foundation, Inc. by June 30 of the following year, along with a brief letter describing all such grants and/or programs.

Payment Terms

Payments from Smith Richardson Foundation, Inc. to RUSI (U.S.) Foundation under this grant will be made as soon as possible following receipt of a signed copy of this agreement.

Sign and Return

If this agreement meets with your approval, please sign it and return one copy to us.

Acknowledged by:

For Smith Richardson Foundation, Inc.

Nov 19, 2012
Date

For RUSI (U.S.) Foundation

20 / NOVEMBER / 2012
Date

SMITH RICHARDSON FINANCIAL REPORT - 12 months ended 28th February, 2014

Smith Richardson (start date 1st March, 2013)	Budget	Actual
	$	$
Salary and full employment costs for principal researcher (75% time for 12 months)	97,500	97,500
One research visit to Egypt	4,000	0
One research visit to Tunisia	5,000	0
One research visit to Libya	5,000	392
US trip to disseminate findings	3,500	0
Arabic language researcher and interpreter	20,000	0
Overhead (10% of total costs)	15,000	15,000
Total Smith Richardson	150,000	112,892

Exch rate 28/02/14 1.6692

AS OF YEAR END DECEMBER 31, 2013, THE GRANTEE, RUSI (U S) FOUNDATION, HAS REPORTED THE ABOVE EXPENDITURES OF THE FLOW THROUGH GRANT TO SMITH RICHARDSON FOUNDATION, INC THE REMAINDER OF THE GRANT WILL BE SPENT IN 2014

The Grace Jones Richardson Trust

P. O. Box 20124
Greensboro, North Carolina 27420

October 22, 2014

Mr. Ross Hemphill
Smith Richardson Foundation, Inc.
701 Green Valley Road, Third Floor
Greensboro, NC 27408

Dear Ross:

We received $711,000 from the Smith Richardson Foundation, Inc. in 2012 to be used for flow-through grants. We understand that Smith Richardson Foundation, Inc. will take these grants as a qualifying distribution on their 2012 Form 990PF. We further understand that under the terms of our agreement with the Smith Richardson Foundation, Inc., we will redistribute all funds from this grant to qualifying grantees (as defined below) no later than December 31, 2013. From the grant we received in 2012, we expended $597,084 in 2012 from our corpus for qualifying flow-through grants. In 2013, we expended the remaining $113,916 from this grant from our corpus for qualifying flow-through grants.

We received $584,000 from the Smith Richardson Foundation, Inc. in 2013 to be used for flow-through grants. We understand that Smith Richardson Foundation, Inc. will take these grants as a qualifying distribution on their 2013 Form 990PF. We further understand that under the terms of our agreement with the Smith Richardson Foundation, Inc., we will redistribute all funds from this grant to qualifying grantees (as defined below) no later than December 31, 2014. From the grant we received in 2013, we expended $580,531 in 2013 from our corpus for qualifying flow-through grants. In 2014, we expended the remaining $3,469 from this grant from our corpus for qualifying flow-through grants.

The attached schedule lists all flow-through grants made by the Grace Jones Richardson Trust in 2013. We have verified that each of these grantee organizations are listed as a 501(c)(3) organization in the Internal Revenue Service's Publication 78 or we have obtained a copy of their exemption letter from the IRS. We have obtained acknowledgements from the grantee organizations that they will comply with specific requirements when using these funds. These grants were generally unrestricted, but in every case were made to further the exempt purposes of the organizations.

A copy of our audited financial statement is attached. Upon completion, we will provide a copy of our 2013 990-PF. We have, and will maintain, copies of correspondence with these organizations, signed acknowledgement letters, and a copy of the organization's exemption letter or a volume and page number reference to its location in IRS Publication 78. We will maintain these records in our files for four years and they will be available for the Foundation to review.

Sincerely,

Louise

Louise Maultsby Bristol, Managing Director
Client Planning and Estate Administration
Piedmont Trust Company
For the Trustees

LMB/rg

Attachments

Foundation Status	Grants Paid in 2013	Check #	Dollar Amount
PC	The Amencan Ireland Fund	7342	$55,000
PC	Fidelity Chantable Gift Fund	7322	$42,500
PC	BROWN UNIVERSITY	7054	$31,500
PC	Jewish Family Servce Inc	7089	$28,000
PC	ARTSPACE	7035	$25,000
PC	Glonae Dei Artes Foundation Inc	7296	$22,500
PC	Glonae Dei Artes Foundation	7145	$21,250
PC	COMMUNITY OF JESUS, INC	7146	$21,250
PC	Fairfield University	7046	$20,000
PC	Great Hearts Academies	7066	$20,000
PC	The Center for Urban Agnculture	7083	$20,000
PC	Manst College	7097	$20,000
PC	Fairbanks Museum and Planetanum	7139	$20,000
PC	CONNECTICUT AUDUBON SOCIETY INC	7197	$20,000
PC	TEMPLE OF UNDERSTANDING	7217	$20,000
PC	Orleans Church Building Foundation Inc	7297	$20,000
PC	FRIENDS OF CHILDREN, INC	7303	$20,000
PC	Independence Fund Inc	7390	$20,000
PC	Fnends of GHS Football Inc	7444	$19,000
PC	City Lights and Co	7036	$17,500
PC	Partners in Health a Nonprofit	7141	$17,500
PC	City Parks Foundation	7096	$15,000
PC	Community Health Partners Inc	7138	$15,000
PC	Carolina for Kibera, Inc	7142	$15,000
PC	International Center of Photography	7339	$15,000
PC	UNION OF CONCERNED SCIENTISTS	7341	$15,000
PC	TEMPLE OF UNDERSTANDING	7355	$15,000
PC	Amencares Inc	7340	$12,500
PC	Helping Hands Ministnes, Inc	7067	$10,000
PC	Fairbanks Museum and Planetanum	7071	$10,000
PC	Heroes in Transition Inc	7076	$10,000
PC	CENTER FOR CREATIVE LEADERSHIP	7095	$10,000
PC	Project Angel Food	7136	$10,000
PC	Foodbank of Santa Barbara County	7137	$10,000
PC	Harlem Children's Zone, Inc	7174	$10,000
PC	Planned Parenthood Hudson-Peconic Inc	7175	$10,000
PC	EARTHJUSTICE	7183	$10,000
PC	ANIMAL LEGAL DEFENSE FUND	7436	$1,000
			$694,500

Code: PC - Public charity described in section 509(a)(1) or (2)

SMITH RICHARDSON FOUNDATION, INC.

Lake Point 701 Green Valley Road Suite 300 Greensboro, NC 27408

Telephone (336) 379-8600
Facsimile (336) 379-5580

October 17, 2013

Mr. Joseph Hall
Halifax International Security Forum
1740 N Street, NW
Washington, DC 20036

Dear Mr. Hall,

The Smith Richardson Foundation, Inc. is pleased to inform you that its Board of Trustees has approved a grant designation by, Dr. Paula Dobriansky, a member of our Grants Advisory Committee in the amount of $10,000 to the Halifax International Security Forum.

Since your organization has not yet received approved IRS 501(c)3 status, we must enter into an expenditure responsibility agreement. Once you receive approval from the IRS, please forward a copy to us and this expenditure responsibility letter will become null and void.

Use of Funds

Our grant is in general support of the Halifax International Security Forum and must be expended for charitable, scientific, literary, educational purposes or religious needs as defined under Internal Revenue Code Section 501(c)(3). Any funds not so expended during the year the grant is received or the following year must be returned to the Smith Richardson Foundation, Inc. Funds may not be used to 1) carry on propaganda, or otherwise attempt to influence legislation; 2) influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registrative drive; 3) make an individual grant or regrant funds to another organization unless the requirements of IRC Section 4945 are met; 4) advance any purpose other than one specified in IRC Section 170(c)(2)(B).

Documentation Required (IRS Guidelines)

Each year that the Halifax International Security Forum makes expenditures from the $10,000 Smith Richardson Foundation, Inc. grant, you will provide a copy of the annual 990-PF to the Smith Richardson Foundation, Inc. by June 30 of the following year, along with a brief letter describing all such expenditures and/or programs.

Payment Terms

Payments from Smith Richardson Foundation, Inc. to Halifax International Security Forum under this grant will be made as soon as possible following receipt of a signed copy of this agreement.

Sign and Return

If this agreement meets with your approval, please sign it and return one copy to us.

Acknowledged by:

For Smith Richardson Foundation, Inc.

OCTOBER 17, 2013
Date

For Halifax International Security Forum

OcT, Ber 17 2013
Date

HALIFAX
INTERNATIONAL SECURITY FORUM

September 4, 2014

Linda Henderson
Smith Richardson Foundation, Inc.
701 Green Valley Road, Suite 300
Greensboro, NC 27408

Dear Ms. Henderson:

On behalf of the Halifax International Security Forum, I am writing to share the impact of the Smith Richardson Foundation's $10,000 grant (#2013-9335) for general support awarded October 17, 2013. Your contribution supported the gathering of 300 thought-leaders and decision-makers from over 50 countries as they convened in Halifax, Nova Scotia to discuss the world's most pressing security issues.

In the fifth iteration of the Halifax International Security Forum, representatives from militaries, governments, NGOs, academia, and the media gathered in an informal, unscripted atmosphere that encouraged free-flowing exchanges. The 2013 Forum addressed complex security challenges, including the evolving role of the West, instability in the Middle East, responsibility of democratic nations, a shifting Pacific order, Arctic security, and emerging robot and cyber technology. For two days without distractions, participants had the opportunity to propose ideas, share experiences, establish relationships, brainstorm solutions, and discuss ways to put them into action.

The Forum featured three different formats: on-the-record, plenary sessions with an audience of 300; night owl and breakfast sessions with audiences of 40-80, which took place in a relaxed, off-the-record setting; and 22 salon-style dinner conversations, also off-the-record, designed as intimate policy discussions. Notable speakers included U.S. Secretary of Defense Chuck Hagel, Senators Tim Kaine (D-VA) and John McCain (R-AZ), as well as Ministers of Defense from Canada, Chile, Denmark, Israel, Netherlands, and Spain, representatives from NATO, and the leaders of many other government branches, militaries, and international organizations. Included for your review is a full list of participants and the Forum's agenda.

The 2013 Forum garnered significant media coverage via broadcast, radio, print, and social media; worldwide, the potential reach of viewers and readers from the 2013 Halifax International Security Forum was estimated to be 650 million. Social media presence expanded substantially, and #HISF2013 became a trending topic in Washington, DC, demonstrating the impact of the Forum.

Thank you for your financial support which enabled the Halifax International Security Forum to further our unique vision of global security.

Sincerely,

Joseph Hall
Vice President

1740 N Street, NW · Washington, DC 20036 · HalifaxTheForum.org

Guidelines for Grant Applications

The International Security and the Foreign Policy Program and Domestic Public Policy Program make grants for research and writing on public policy topics that have been identified as priority areas for the Foundation Those priorities are described in greater detail on each program's home page

Process

The Smith Richardson Foundation has a rigorous proposal review process. The first step in the process is the submission of a concept paper Concept papers should not exceed five pages Please consult our **concept paper template** before making a submission.

If the staff determines that a project warrants further consideration under the Foundation's guidelines, an applicant will be asked to submit a full proposal that conforms to a **proposal template** provided by the Foundation.

Notification

Upon receipt of a grant application, the Foundation will either mail or e-mail a confirmation of receipt to the grant applicant. The Foundation will respond to all grant requests in a timely manner However, given the large number of grant proposals that the Foundation receives, we cannot guarantee a response within a specific time frame

Requests for grants greater than $50,000 and for multi-year grant support are made at one of our regular board meetings Requests for grants of $50,000 or less are reviewed on an ongoing basis and are handled as promptly as possible

Direct Service Grants

Although the mission of the Foundation is to support public policy research, it makes small grants to organizations in North Carolina and Connecticut that provide innovative services for disadvantaged children and families However, such grants are customarily solicited by the Foundation's Governors They are not renewable Direct service organizations located outside these two states, as well as national direct service charities, will not be considered for support by the Direct Service Grants Program

It is a regrettable but inescapable fact that the vast majority of unsolicited requests for funding must be rejected Because the Foundation's funds are limited, it does not provide support for the following

- Deficit funding or previously established projects
- Building or construction projects
- Arts and humanities projects
- Historic restoration projects
- Research projects in the physical sciences
- Renewals of local grant awards
- Evaluations of direct service organizations conducted internally
- Educational or other support to individuals

Please send the proposal to the attention of the program to which you wish to apply at the address listed below:

Smith Richardson Foundation
60 Jesup Road
Westport, CT 06880

Concept Paper Template

Concept Papers must include a one-page data sheet listing all the essential information pertinent to a grant request, including the following:

Tentative Project Title

Estimated Grant Request Amount

Estimated Project Start Date and Grant Term

Principal Investigator's Name
Title
Address
Phone and Fax Numbers
E-mail address

Co-investigator's Name (if applicable)
Title
Address
Phone and Fax Numbers
E-mail address

The concept paper should not exceed five pages It should include the following

Issue Describe the issue that the project will address and how it is relevant to public policy. Discuss how the project would advance knowledge beyond what is known from the existing research base

Project Personnel. Provide a brief biography for the principal investigator(s)

Project Activities Describe the research strategy or work plan of the project; include details such as how data would be collected and how analysis would be conducted

Products Describe the product(s) that will be produced during the project's grant term

Timeline Describe the timeline of the project, including a tentative start and end date.

Budget Provide an estimated budget, including detail on how the overall costs would be allocated among key categories such as salary support, honoraria for commissioned research, travel expenses, and data collection costs

Smith Richardson Foundation
Proposal Template

Cover Letter: The proposal should be accompanied by a cover letter signed by a representative of the institution that will receive and administer the grant. The cover letter should include the applicant's address, phone number, and email address, the date on which the proposal is being submitted, and the date on which the applicant would like the grant term to begin.

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation
Issue: Concise statement of the public policy issue to be addressed by the proposed project
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be ten to fifteen pages in length.

Issue: Describe the policy issue that the proposed project will examine or address

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)

Methods/Analytical Approach: What are the principal sources for research and information? What are the research design and methods to be used in the project? How will they answer the policy questions set forth in the proposal? If you plan to commission work from others, identify from whom you intend to commission work and describe the paper or work that you will ask them to prepare Provide as much detail as possible. *Peer reviewers who will read the proposal closely scrutinize the description of the project's methods.*

Program Activities: What program activities (e.g., statistical analysis, working groups, conferences, interviews, etc.) will compose the agenda of activities for the project? Include a timeline setting forth the project's work plan.

Products: What products – papers, publications, books, etc – will result from the project? For written products, please describe them in as much detail as possible (e.g., an outline of chapters of proposed book).

Dissemination: Please describe your plan for disseminating the project's findings.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

Proposal Appendices: Please include the following:

Organizational Background: What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

Smith Richardson Foundation
Book Proposal Template

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)

Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation

Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project. Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

------------------Page Break----------------------------

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be about ten pages in length.

Issue: Describe the policy problem that the proposed project will examine or address

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project.

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)
Methods/Analytical Approach: What are the principal sources for research and information? What are the research design and methods to be used in the project? How will they answer the policy questions set forth in the proposal? Provide as much detail as possible. *Peer reviewers who will read the proposal closely scrutinize the description of the project's methods.*
Program Activities: What program activities (e.g., statistical analysis, working groups, conferences, interviews, etc) will compose the agenda of activities for the project? Include a timeline setting forth the project's work plan.
Outline: Please provide a table of contents with a paragraph describing each of the probable chapters of the book.
Dissemination: Please indicate whether a publisher has agreed to publish the manuscript or provide names of likely publishers.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

<u>Budget</u>: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

<u>Proposal Appendices</u>: Please include the following:

Organizational Background: What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects

Curricula Vitae: Please include curricula vitae for the project's senior staff. C v.'s should be no more than 5 pages in length

<u>Additional Materials</u>: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

Smith Richardson Foundation
Conference/Working Group Proposal Template

Cover Letter: The proposal should be accompanied by a cover letter signed by a representative of the institution that will receive and administer the grant. The cover letter should include the applicant's address, phone number, and email address, the date on which the proposal is being submitted, and the date on which the applicant would like the grant term to begin.

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation
Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be ten to fifteen pages in length.

Issue: Describe the issue that the project will examine or address.

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)
Analytical Approach: Please provide one or two substantive paragraphs that describe the research or papers that will be commissioned for each panel or working group meeting. This material should include the nature and importance of each topic, the original work that you expect the researcher/author to undertake, and the identity and credentials of each participant who will present or will be asked to present commissioned work. *Peer reviewers who will read the proposal closely scrutinize the description of the project's design.*
Products: What products – papers, publications, books, etc. – will result from the project? For written products, please describe them in as much detail as is feasible at this point of the project (e.g., an outline of the probable chapters of a proposed book).
Dissemination: Please describe your plan for disseminating the project's findings.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

Proposal Appendices: Please include the following:

Organizational Background What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990PF, Page 6, Part VIII (Statement 13) - Employee Benefits for Mr Peter Richardson

The Foundation made employer contributions to the Foundation's retirement plan for Mr Peter Richardson of $38,250 The Foundation also provided Mr Richardson with medical, life and disability insurance on the same basis as all other Foundation employees The cost of these benefits were $33,459 The Foundation also included $21,394 in employer FICA benefits paid on Mr. Richardson's behalf The remainder of the amount shown in column (d) was not paid to Mr. Richardson in 2013 and represents the value of additional unvested retirement benefits that he accrued during 2013 under an unfunded supplemental retirement plan Mr Richardson's supplemental retirement benefits are being accrued over his expected 25-years of service with the Foundation.

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2013

Form 990-PF, Page 12, Part XVI-A, Line 11a - Other Revenue

DESCRIPTION		Unrelated Business Income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 Exclusion code	(d) Amount
EQUITY IN PARTNERSHIP INCOME/ (LOSS)		900000	687,770	14	36,980,927
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES I	*			14	493,063
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES II	*			14	(56,184)
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES III	*			14	178,916
OTHER INCOME FROM MOORINGS CAPITAL, LLC					
GRANTS CANCELLED - STMT 10				14	235,214
UNREALIZED APPRECIATION				14	88,313
MISCELLANEOUS INCOME				14	0
TOTALS			687,770		37,920,249

* 501(a) Real estate holding companies

SMITH RICHARDSON FOUNDATION, INC
EIN: 56-0611550
FORM 990-PF - GRANTS PAID AND APPROVED FOR FUTURE PAYMENT
12/31/2013

Year Awarded	Grant Number	Organization	Foundation Status of Recipient	Unpaid 2012	Grants Awarded 2013	Grants Returned 2013	Grants Paid 2013	Grants Cancelled 2013	Unpaid Grants 2013	Grants Due Date 2014
2013	20139356	ABRI/Homes for the Brave	PC	0	7 500		7 500		0	
2013	20139152	Academy of Our Lady of Mercy Inc	PC	0	5 000		5 000		0	
2013	20139341	Academy of Our Lady of Mercy Inc	PC	0	5 000		5 000		0	
2013	20118786	Adam J Lewis Education Foundation	PC	0	50 000		50 000		0	
2013	20139112	America Abroad Media	PC	0	400 000		200 000		200 000	3/31/14-$200 000
2013	20139235	America Abroad Media	PC	0	298 994		149 750		149 244	7/31/14-$149 244
2013	20139140	American Academy for Strategic Education	PC	0	300 000		150 000		150 000	6/15/14-$150 000
2013	20139218	American Academy for Strategic Education	PC	0	25 000		25 000		0	
2013	20139113	American Enterprise Institute for Public Policy Research	PC	0	150 000		150 000		0	
2013	20139143	American Enterprise Institute for Public Policy Research	PC	0	150 000		75 000		75 000	7/31/14-$75 000
2013	20139220	American Enterprise Institute for Public Policy Research	PC	0	150 000		150 000		0	
2013	20139310	American Enterprise Institute for Public Policy Research	PC	0	175 800		175 800		0	
2013	20139150	American Heart Association	PC	0	1 000		1 000		0	
2011	20118757	American Institutes for Research	PC	150 000	0		150 000		0	
2013	20139160	American Security Project	PC	0	270 000		270 000		0	
2013	20139344	AmeriCares Foundation Inc	PC	0	25 000		25 000		0	
2013	20139168	Arc of Greensboro Inc	PC	0	1 000		1 000		0	
2013	20139213	Backpack Beginnings	PC	0	1 500		1 500		0	
2013	20139352	Backpack Beginnings	PC	0	7 500		7 500		0	
2013	20139192	Beaufort Historical Association Inc	PC	0	5 000		5 000		0	
2013	20139366	Beaufort Historical Association Inc	PC	0	10 000		10 000		0	
2013	20139197	Bipartisan Policy Center	PC	0	125 000		125 000		0	
2012	20128925	Bizcorps	PC	123 943	0		123 943		0	
2013	20139259	Border Buddies Ministries Inc	PC	0	1 000		1 000		0	
2013	20139080	Boston College	PC	0	7 500		7 500		0	
2013	20139194	Boys & Girls Club of Coastal Carolina Inc	PC	0	2 000		2 000		0	
2013	20129015	Brandeis University	PC	0	125 245		125 245		0	
2013	20139161	Bridgeport Hospital Foundation Inc	PC	0	25 000		25 000		0	
2012	20128820	Brookings Institution	PC	60 000	0		60 000		0	
2013	20128980	Brookings Institution	PC	0	125 000		125 000		0	
2013	20129063	Brookings Institution	PC	0	175 000		100 000		75 000	11/15/14-$75 000
2013	20139222	Brookings Institution	PC	0	100 000		100 000		0	
2013	20139289	Brookings Institution	PC	0	49 908		49 908		0	
2013	20139297	Brookings Institution	PC	0	165 000		165 000		0	
2013	20139305	Brookings Institution	PC	0	125 000		125 000		0	
2013	20139313	Brookings Institution	PC	0	100 000		50 000		50 000	11/15/14-$50 000
2013	20139098	Brown University	PC	0	7 500		7 500		0	
2013	20139209	Calvin Hill Day Care Center	PC	0	5 000		5 000		0	
2012	20128911	Carnegie Endowment for International Peace	PC	50 000	0		50 000		0	
2013	20139117	Carnegie Endowment for International Peace	PC	0	150 000		100 000		50 000	3/31/14-$50 000
2013	20139118	Carnegie Endowment for International Peace	PC	0	120 000		60 000		60 000	3/31/14-$60 000
2013	20139195	Carteret Community Foundation Inc	PC	0	1 000		1 000		0	
2013	20139182	Center for American Progress	PC	0	147 336		147 336		0	
2013	20139171	Center for Creative Leadership	PC	0	1 000		1 000		0	
2013	20139340	Center for Creative Leadership	PC	0	50 000		50 000		0	
2013	20139149	Center for Strategic and Budgetary Assessments	PC	0	500 000		250 000		250 000	3/15/14-$250 000
2012	20128913	Center for Strategic and International Studies Inc	PC	100 000	0		100 000		0	
2013	20139119	Center for Strategic and International Studies Inc	PC	0	200 000		200 000		0	
2013	20139120	Center for Strategic and International Studies Inc	PC	0	242 569		242 569		0	
2013	20139127	Center for Strategic and International Studies Inc	PC	0	300 000		300 000		0	
2013	20139141	Center for Strategic and International Studies Inc	PC	0	300 000		300 000		0	
2013	20139142	Center for Strategic and International Studies Inc	PC	0	176 916		176 916		0	
2013	20139223	Center for Strategic and International Studies Inc	PC	0	200 000		100 000		100 000	7/31/14-$100 000
2013	20139325	Center for Strategic and International Studies Inc	PC	0	25 000		25 000		0	
2013	20139261	Charlotte Bridge Home Inc	PC	0	1 000		1 000		0	
2013	20139251	Chatham County Cooperative Extension	PC	0	5 500		5 500		0	
2013	20139280	Checkerboard Foundation Inc	PC	0	12 500		12 500		0	
2012	20128841	Chicago Council on Global Affairs	PC	50 000	0		50 000		0	
2013	20139329	Children of Fallen Patriots Foundation	PC	0	15 000		15 000		0	
2012	20128905	China Vitae Inc	PC	150 000	0		150 000		0	
2009	20088583	CNA Corporation	PC	0	0	87 675			0	
2013	20139114	CNA Corporation	PC	0	265 985		265 985		0	
2013	20139145	CNA Corporation	PC	0	150 000		150 000		0	
2013	20139210	Collaborative for Academic Social and Emotional Learning (CASEL)	PC	0	5 000		5 000		0	
2013	20139081	Columbia University	PC	0	7 500		7 500		0	
2013	20139128	Columbia University	PC	0	606 374		197 131		409 243	11/15/14-$202 063 11/15/2015-$207 180
2012	20128963	Committee for Human Rights in North Korea	PC	150 000	0		150 000		0	
2013	20139256	Connecticut Audubon Society Inc	PC	0	2 500		2 500		0	
2013	20139257	Connecticut Audubon Society Inc	PC	0	2 500		2 500		0	
2013	20139353	Connecticut Food Bank	PC	0	7 500		7 500		0	
2013	20139254	Connecticut Ornithological Association Inc	PC	0	1 000		1 000		0	
2010	20108472	Cornell University	PC	0	0	5 774			0	
2013	20139255	Cornell University	PC	0	5 000		5 000		0	
2012	20128836	Council on Foreign Relations Inc	PC	150 000	0		150 000		0	
2013	20139121	Council on Foreign Relations Inc	PC	0	300 000		200 000		100 000	6/15/14-$100 000
2013	20139225	Council on Foreign Relations Inc	PC	0	150 000		75 000		75 000	9/15/14-$75 000
2013	20139245	Council on Foreign Relations Inc	PC	0	125 000		125 000		0	
2013	20139330	Council on Foreign Relations Inc	PC	0	60 000		60 000		0	
2013	20139365	Council on Foreign Relations Inc	PC	0	500		500		0	
2013	20139169	Crayons Matter	PC	0	500		500		0	
2013	20139146	CRDF Global	PC	0	100 000		100 000		0	
2013	20139351	Creating Hope International	PC	0	7 500		7 500		0	
2013	20139354	Crescent Rotary	PC		7 500				7 500	Upon IRS Reinstatement of 501C3
2013	20139250	Crossroads Academy	PC	0	1 000		1 000		0	
2013	20139191	Crystal Coast Hospice House	PC	0	10 000		10 000		0	

Year Awarded	Grant Number	Organization	Foundation Status of Recipient	Unpaid 2012	Grants Awarded 2013	Grants Returned 2013	Grants Paid 2013	Grants Cancelled 2013	Unpaid Grants 2013	Grants Due Date 2014
2013	20139105	Cyber Conflict Studies Association	PC	0	143 655		143 655		0	
2013	20139273	Cystic Fibrosis Foundation	PC	0	10 000		10 000		0	
2013	20139260	Delmarva Ornithological Society	PC	0	1 000		1 000		0	
2013	20129044	Duke University	PC	0	159 974		159 974		0	
2013	20139082	Duke University	PC	0	7 500		7 500		0	
2013	20139302	Electric Infrastructure Security Council	PC	0	297 000		148 500		148 500	11/15/14--$148 500
2013	20139274	Entertainment Industry Foundation	PC	0	10 000		10 000		0	
2013	20139282	Family Support Network of Central Carolina	PC	0	1 000		1 000		0	
2013	20139336	Fidelity Charitable Gift Fund	PC	0	40 000		40 000		0	
2013	20139355	Food Assistance Inc	PC	0	7 500		7 500		0	
2013	20139266	Food Bank of Central & Eastern North Carolina	PC	0	2 500		2 500		0	
2013	20139228	Foreign Policy Research Institute	PC	0	155 100		155 100		0	
2013	20139312	Foreign Policy Research Institute	PC	0	128 700		128 700		0	
2013	20139339	Foundation Center	PC	0	17 000		17 000		0	
2009	20088502	Freedom House	PC	0	0	131			0	
2012	20128888	Freedom House	PC	165 000	0		165 000		0	
2013	20128909	Freedom House	PC	0	175 000		175 000		0	
2013	20139234	Freedom House	PC	0	115 000		115 000		0	
2013	20139247	Friends of Nathaniel Witherell Inc	PC	0	5 000		5 000		0	
2013	20139151	Friends of The American University of Afghanistan	PC	0	5 000		5 000		0	
2013	20139172	Friends of The American University of Afghanistan	PC	0	2 500		2 500		0	
2013	20139248	Friends of The American University of Afghanistan	PC	0	2 500		2 500		0	
2013	20139281	Friends of The American University of Afghanistan	PC	0	5 000		5 000		0	
2013	20139326	Friends of The American University of Afghanistan	PC	0	2 500		2 500		0	
2013	20139345	Friends of The American University of Afghanistan	PC	0	5 000		5 000		0	
2013	20139193	Friends of the Museum N C Maritime Museum Inc	PC	0	5 000		5 000		0	
2013	20139246	FSW Inc CT	PC	0	200 000		100 000		100 000	7/4/14-$100 000
2012	20129020	Georgetown University	PC	0	0	14 818			0	
2013	20139084	Georgetown University	PC	0	7 500		7 500		0	
2013	20139183	Georgetown University	PC	0	120 000		120 000		0	
2013	20139188	Georgetown University	PC	0	2 000		2 000		0	
2013	20139216	Georgetown University	PC	0	2 500		2 500		0	
2013	20139327	Georgetown University	PC	0	1 000		1 000		0	
2013	20139212	Girl CHARGE	PC	0	1 500		1 500		0	
2013	20139136	Grand Teton National Park Foundation	PC	0	5 000		5 000		0	
2013	20139205	Greens Farms Academy	PC	0	5 000		5 000		0	
2013	20139155	Greensboro Children's Museum	PC	0	1 000		1 000		0	
2013	20139350	Greensboro Children's Museum	PC	0	2 000		2 000		0	
2013	20139368	Greensboro Symphony Orchestra	PC	0	500		500		0	
2013	20139335	Halifax International Security Forum	PC	0	10 000		10 000		0	
2010	20108283	Harvard University	PC	0	0	89 489			0	
2012	20128793	Harvard University	PC	81 614	0		81 614		0	
2012	20128797	Harvard University	PC	95 778	0		95 778		0	
2012	20128899	Harvard University	PC	150 000	0		150 000		0	
2013	20139085	Harvard University	PC	0	7 500		7 500		0	
2013	20139123	Harvard University	PC	0	200 000		100 000		100 000	9/15/14-$100 000
2013	20139186	Harvard University	PC	0	200 000		130 125		69 875	6/26/14-$69 875
2012	20128866	Hoover Institution	PC	120 000	0		120 000		0	
2013	20139308	Hoover Institution	PC	0	200 000		150 000		50 000	11 30 14-$50 000
2013	20139367	Hospice and Palliative Care of Greensboro	PC	0	500		500		0	
2012	20128828	Hudson Institute Inc	PC	50 000	0		50 000		0	
2012	20128864	Hudson Institute Inc	PC	120 000	0		120 000		0	
2012	20128907	Hudson Institute Inc	PC	60 000	0		60 000		0	
2012	20129004	Hudson Institute Inc	PC	75 000	0		75 000		0	
2012	20129019	Hudson Institute Inc	PC	100 000	0		100 000		0	
2013	20139309	Hudson Institute Inc	PC	0	100 000		100 000		0	
2013	20139208	Hydrocephalus Association	PC	0	10 000		10 000		0	
2012	20128982	ideas42	PC	135 465	0		135 465		0	
2013	20139204	International Arts and Artists Inc	PC	0	5 000		5 000		0	
2012	20128876	Johns Hopkins University	PC	0	0	387			0	
2012	20128914	Johns Hopkins University	PC	75 000	0		75 000		0	
2012	20129003	Johns Hopkins University	PC	424 036	0		424 036		0	
2013	20139086	Johns Hopkins University	PC	0	7 500		7 500		0	
2013	20139176	Johns Hopkins University	PC	0	21 303		21 303		0	
2013	20139303	Johns Hopkins University	PC	0	50 000		50 000		0	
2013	20139202	Kingdom County Productions	PC	0	2 000		2 000		0	
2013	20139147	LibForAll Foundation	PC	0	150 000		75 000		75 000	7/15/14-$75 000
2013	20139348	Little Britches Therapeutic Riding Inc	PC	0	5 000		5 000		0	
2013	20139087	Massachusetts Institute of Technology	PC	0	7 500		7 500		0	
2013	20139333	Massachusetts Institute of Technology	PC	0	60 000		60 000		0	
2013	20139363	Maternal & Family Health Services Inc	PC	0	1 000		1 000		0	
2013	20139361	McLean Hospital	PC	0	20 000		20 000		0	
2013	20139177	MDRC	PC	0	350 000		200 000		150 000	12/1/14-$150 000
2013	20139157	Millbrook Early Childhood Center	PC	0	5 000		5 000		0	
2013	20139364	Millbrook Early Childhood Center	PC	0	5 000		5 000		0	
2013	20139232	Monterey Institute of International Studies	PC	0	150 000		75 000		75 000	7/31/14-$75 000
2002	20011830	Mount Holyoke College	PC	0	0	423			0	
2010	20108441	National Bureau of Economic Research Inc	PC	0	0	27 797			0	
2013	20128972	National Bureau of Economic Research Inc	PC	0	165 968		165 968		0	
2013	20129075	National Bureau of Economic Research Inc	PC	0	168 707		168 707		0	
2013	20128996	National Institute for Public Policy	PC	0	69 860		69 860		0	
2013	20139230	National Institute for Public Policy	PC	0	137 567		137 567		0	
2013	20139229	National Strategy Information Center Inc	PC	0	108 789		108 789		0	
2013	20139242	National Wildlife Federation	PC	0	5 000		5 000		0	
2013	20128976	New America Foundation	PC	0	50 000		50 000		0	
2013	20129043	New America Foundation	PC	0	50 000		50 000		0	
2013	20139362	New Beginnings Family Academy Inc	PC	0	7 500		7 500		0	
2013	20139269	New Global Citizens	PC	0	2 500		2 500		0	
2013	20139198	New Life Mobility Assistance Dogs	PC	0	10 000		10 000		0	

Year Awarded	Grant Number	Organization	Foundation Status of Recipient	Unpaid 2012	Grants Awarded 2013	Grants Returned 2013	Grants Paid 2013	Grants Cancelled 2013	Unpaid Grants 2013	Grants Due Date 2014
2013	20139271	New Life Mobility Assistance Dogs	PC	0	10 000		10 000		0	
2010	20108402	New York University	PC	0	0	4			0	
2011	20118614	New York University	PC	0	0	2 692			0	
2013	20139178	New York University	PC	0	261 925		261 925		0	
2013	20139166	North Carolina Coastal Federation Inc	PC	0	25 000		25 000		0	
2013	20139264	North Carolina Coastal Federation Inc	PC	0	5 000		5 000		0	
2013	20139258	North Country Animal League	PC	0	1 000		1 000		0	
2011	20118617	Northwestern University	PC	100 000	0		100 000		0	
2013	20139088	Northwestern University	PC	0	7 500		7 500		0	
2013	20139089	Ohio University	PC	0	7 500		7 500		0	
2012	20128867	Pacific Forum CSIS	PC	115 000	0		115 000		0	
2013	20139306	Peterson Institute for International Economics	PC	0	200 000		200 000		0	
2013	20139090	Princeton University	PC	0	7 500		7 500		0	
2013	20139290	Princeton University	PC	0	500 000		250 000		250 000	11/15/14-$250 000
2013	20139357	Pro Bono Partnership	PC	0	7 500		7 500		0	
2013	20139358	Project Learn	PC	0	7 500		7 500		0	
2013	20139137	Protestant Episcopal High School In Virginia	PC	0	5 000		5 000		0	
2013	20139219	Public Domain Foundation aka Music2Life	PC	0	8 000		8 000		0	
2012	20128985	Public Policy Institute of California	PC	200 000	0		200 000		0	
2013	20139359	Reach Out and Read	PC	0	7 500		7 500		0	
2013	20139214	Red Dog Farm Animal Rescue Network	PC	0	10 000		10 000		0	
2013	20139211	Reelin for Research Inc	PC	0	2 500		2 500		0	
2013	20139102	Research Foundation of the City University of New York	PC	0	100 000		100 000		0	
2013	20129077	Resources for the Future	PC	0	285 816		202 364		83 452	4/15/14-$83 452
2013	20139133	Rights Action	PC	0	25 000		25 000		0	
2013	20139287	Rocky Mountain Institute	PC	0	150 000		150 000		0	
2013	20139268	Save the Children Federation Inc	PC	0	5 000		5 000		0	
2013	20139347	Self-Help	PC	0	25 000		25 000		0	
2012	20128892	Small Wars Foundation	PC	75 000	0		75 000		0	
2013	20139201	Society for the Arts Ltd	PC	0	5 000		5 000		0	
2013	20139153	Society for the Prevention of Cruelty to Animals of the Triad	PC	0	3 500		3 500		0	
2013	20139215	Society for the Prevention of Cruelty to Animals of the Triad	PC	0	5 000		5 000		0	
2013	20139337	Society of Jesus Worldwide	SOI	0	15 000		15 000		0	
2013	20139207	SoundWaters	PC	0	5 000		5 000		0	
2013	20139227	Spirit of America	PC	0	350 000		200 000		150 000	7/31/14-$150 000
2013	20139278	Squadron A Foundation	PC	0	2 500		2 500		0	
2013	20139349	Squadron A Foundation	PC	0	2 500		2 500		0	
2013	20139134	St Barnabas Episcopal Church	PC	0	25 000		25 000		0	
2013	20139360	St Vincent de Paul Middletown	PC	0	7 500		7 500		0	
2013	20129076	Stanford University	PC	0	205 493		205 493		0	
2013	20139170	Stanford University	PC	0	50 000		50 000		0	
2013	20139199	Stanford University	PC	0	315 082		180 703		134 379	6/26/14-$134 379
2013	20139203	Stone Quarry Hill Art Park Inc	PC	0	5 000		5 000		0	
2013	20139270	Stony Brook Foundation Inc	PC	0	20 000		20 000		0	
2013	20139091	Syracuse University	PC	0	7 500		7 500		0	
2013	20139092	Syracuse University	PC	0	7 500		7 500		0	
2013	20139111	Syracuse University	PC	0	140 482		69 938		70 544	6/15/14-$70 544
2013	20139324	Syracuse University	PC	0	25 000		25 000		0	
2013	20139093	Texas A&M University	PC	0	7 500		7 500		0	
2013	20139279	The American Society of the Most Venerable Order of the Hospital o	PC	0	2 500		2 500		0	
2013	20139132	The Atlantic Council of the United States Inc	PC	0	10 000		10 000		0	
2013	20139221	The Atlantic Council of the United States Inc	PC	0	100 000		75 000		25 000	11/15/14-$25 000
2013	20139236	The Atlantic Council of the United States Inc	PC	0	200 000		100 000		100 000	7/15/14-$100 000
2013	20139244	The Atlantic Council of the United States Inc	PC	0	150 000		150 000		0	
2013	20139156	The Berkshire Taconic Community Foundation Inc	PC	0	2 500		2 500		0	
2013	20139174	The Caux Round Table Inc	PC	0	25 000		25 000		0	
2013	20139159	The Center for Democracy and Human Rights in Saudi Arabia	PC	0	7 500		7 500		0	
2013	20139342	The Center for Democracy and Human Rights in Saudi Arabia	PC	0	2 500		2 500		0	
2013	20139237	The Center for the Study of the Presidency and Congress	PC	0	150 000		150 000		0	
2013	20139283	The Center for the Study of the Presidency and Congress	PC	0	50 000		50 000		0	
2011	20118562	The College of William & Mary	PC	75 000	0		75 000		0	
2013	20139286	The College of William & Mary	PC	0	14 818		14 818		0	
2013	20139320	The College of William & Mary	PC	0	1 000		1 000		0	
2013	20139267	The Colorado College	PC	0	10 000		10 000		0	
2013	20139103	The Conference Board Inc	PC	0	55 237		55 237		0	
2012	20128889	The Dui Hua Foundation	PC	150 000	0		150 000		0	
2013	20139190	The Educational Foundation Inc	PC	0	5 000		5 000		0	
2010	20108473	The George Washington University	PC	0	0	403			0	
2013	20139083	The George Washington University	PC	0	7 500		7 500		0	
2013	20139332	The George Washington University	PC	0	60 000		60 000		0	
2013	20139217	The Henry L Stimson Center	PC	0	150 000		150 000		0	
2013	20139162	The Institute for Foreign Policy Analysis Inc	PC	0	50 000		0		50 000	1/15/14-$50 000
2013	20139331	The Institute for Foreign Policy Analysis Inc	PC	0	60 000		60 000		0	
2013	20139226	The Institute for the Study of War	PC	0	500 000		250 000		250 000	7/31/14-$250 000
2013	20139252	The Institute for the Study of War	PC	0	10 000		10 000		0	
2012	20128865	The Jamestown Foundation	PC	80 000	0		80 000		0	
2012	20128891	The Jamestown Foundation	PC	300 000	0		300 000		0	
2013	20139124	The Jamestown Foundation	PC	0	100 000		100 000		0	
2013	20139148	The Jamestown Foundation	PC	0	150 000		75 000		75 000	5/15/14-$75 000
2013	20139163	The Jamestown Foundation	PC	0	49 000		49 000		0	
2013	20139272	The Maritime Aquarium	PC	0	10 000		10 000		0	
2012	20129011	The National Bureau of Asian Research	PC	100 000	0		100 000		0	
2013	20139187	The New York Center for Children	PC	0	10 000		10 000		0	
2013	20139126	The Nonproliferation Policy Education Center Inc	PC	0	400 000		200 000		200 000	4/15/14-$200 000
2013	20139206	The Polish Institute of Arts & Sciences in America Inc	PC	0	5 000		5 000		0	
2012	20128838	The Potomac Foundation	PC	96 250	0		96 250		0	
2013	20139094	The University of Kansas	PC	0	7 500		7 500		0	
2013	20129078	The University of Texas at Austin	PC	0	50 000		50 000		0	
2013	20139096	The University of Texas at Austin	PC	0	7 500		7 500		0	

Year Awarded	Grant Number	Organization	Foundation Status of Recipient	Unpaid 2012	Grants Awarded 2013	Grants Returned 2013	Grants Paid 2013	Grants Cancelled 2013	Unpaid Grants 2013	Grants Due Date 2014
2013	20139271	New Life Mobility Assistance Dogs	PC	0	10 000		10 000		0	
2010	20108402	New York University	PC	0	0	4			0	
2011	20118614	New York University	PC	0	0	2 692			0	
2013	20139178	New York University	PC	0	261 925		261 925		0	
2013	20139166	North Carolina Coastal Federation Inc	PC	0	25 000		25 000		0	
2013	20139264	North Carolina Coastal Federation Inc	PC	0	5 000		5 000		0	
2013	20139258	North Country Animal League	PC	0	1 000		1 000		0	
2011	20118617	Northwestern University	PC	100 000	0		100 000		0	
2013	20139088	Northwestern University	PC	0	7 500		7 500		0	
2013	20139089	Ohio University	PC	0	7 500		7 500		0	
2012	20128867	Pacific Forum CSIS	PC	115 000	0		115 000		0	
2013	20139306	Peterson Institute for International Economics	PC	0	200 000		200 000		0	
2013	20139090	Princeton University	PC	0	7 500		7 500		0	
2013	20139290	Princeton University	PC	0	500 000		250 000		250 000	11/15/14-$250 000
2013	20139357	Pro Bono Partnership	PC	0	7 500		7 500		0	
2013	20139358	Project Learn	PC	0	7 500		7 500		0	
2013	20139137	Protestant Episcopal High School In Virginia	PC	0	5 000		5 000		0	
2013	20139219	Public Domain Foundation aka Music2Life	PC	0	8 000		8 000		0	
2012	20128985	Public Policy Institute of California	PC	200 000	0		200 000		0	
2013	20139359	Reach Out and Read	PC	0	7 500		7 500		0	
2013	20139214	Red Dog Farm Animal Rescue Network	PC	0	10 000		10 000		0	
2013	20139211	Reelin for Research Inc	PC	0	2 500		2 500		0	
2013	20139102	Research Foundation of the City University of New York	PC	0	100 000		100 000		0	
2012	20129077	Resources for the Future	PC	0	285 816		202 364		83 452	4/15/14-$83 452
2013	20139133	Rights Action	PC	0	25 000		25 000		0	
2013	20139287	Rocky Mountain Institute	PC	0	150 000		150 000		0	
2013	20139268	Save the Children Federation Inc	PC	0	5 000		5 000		0	
2013	20139347	Self-Help	PC	0	25 000		25 000		0	
2012	20128892	Small Wars Foundation	PC	75 000	0		75 000		0	
2013	20139201	Society for the Arts Ltd	PC	0	5 000		5 000		0	
2013	20139153	Society for the Prevention of Cruelty to Animals of the Triad	PC	0	3 500		3 500		0	
2013	20139215	Society for the Prevention of Cruelty to Animals of the Triad	PC	0	5 000		5 000		0	
2013	20139337	Society of Jesus Worldwide	SOI	0	15 000		15 000		0	
2013	20139207	SoundWaters	PC	0	5 000		5 000		0	
2013	20139227	Spirit of America	PC	0	350 000		200 000		150 000	7/31/14-$150 000
2013	20139278	Squadron A Foundation	PC	0	2 500		2 500		0	
2013	20139349	Squadron A Foundation	PC	0	2 500		2 500		0	
2013	20139134	St Barnabas Episcopal Church	PC	0	25 000		25 000		0	
2013	20139360	St Vincent de Paul Middletown	PC	0	7 500		7 500		0	
2012	20129076	Stanford University	PC	0	205 493		205 493		0	
2013	20139170	Stanford University	PC	0	50 000		50 000		0	
2013	20139199	Stanford University	PC	0	315 082		180 703		134 379	6/28/14-$134 379
2013	20139203	Stone Quarry Hill Art Park Inc	PC	0	5 000		5 000		0	
2013	20139270	Stony Brook Foundation Inc	PC	0	20 000		20 000		0	
2013	20139091	Syracuse University	PC	0	7 500		7 500		0	
2013	20139092	Syracuse University	PC	0	7 500		7 500		0	
2013	20139111	Syracuse University	PC	0	140 482		69 938		70 544	6/15/14-$70 544
2013	20139324	Syracuse University	PC	0	25 000		25 000		0	
2013	20139093	Texas A&M University	PC	0	7 500		7 500		0	
2013	20139279	The American Society of the Most Venerable Order of the Hospital o	PC	0	2 500		2 500		0	
2013	20139132	The Atlantic Council of the United States Inc	PC	0	10 000		10 000		0	
2013	20139221	The Atlantic Council of the United States Inc	PC	0	100 000		75 000		25 000	11/15/14-$25 000
2013	20139236	The Atlantic Council of the United States Inc	PC	0	200 000		100 000		100 000	7/15/14-$100 000
2013	20139244	The Atlantic Council of the United States Inc	PC	0	150 000		150 000		0	
2013	20139156	The Berkshire Taconic Community Foundation Inc	PC	0	2 500		2 500		0	
2013	20139174	The Caux Round Table Inc	PC	0	25 000		25 000		0	
2013	20139159	The Center for Democracy and Human Rights in Saudi Arabia	PC	0	7 500		7 500		0	
2013	20139342	The Center for Democracy and Human Rights in Saudi Arabia	PC	0	2 500		2 500		0	
2013	20139237	The Center for the Study of the Presidency and Congress	PC	0	150 000		150 000		0	
2013	20139283	The Center for the Study of the Presidency and Congress	PC	0	50 000		50 000		0	
2011	20118562	The College of William & Mary	PC	75 000	0		75 000		0	
2013	20139286	The College of William & Mary	PC	0	14 818		14 818		0	
2013	20139320	The College of William & Mary	PC	0	1 000		1 000		0	
2013	20139267	The Colorado College	PC	0	10 000		10 000		0	
2013	20139103	The Conference Board Inc	PC	0	55 237		55 237		0	
2012	20128889	The Dui Hua Foundation	PC	150 000	0		150 000		0	
2013	20139190	The Educational Foundation Inc	PC	0	5 000		5 000		0	
2010	20108473	The George Washington University	PC	0	0	403			0	
2013	20139083	The George Washington University	PC	0	7 500		7 500		0	
2013	20139332	The George Washington University	PC	0	60 000		60 000		0	
2013	20139217	The Henry L Stimson Center	PC	0	150 000		150 000		0	
2013	20139162	The Institute for Foreign Policy Analysis Inc	PC	0	50 000		0		50 000	1/15/14-$50 000
2013	20139331	The Institute for Foreign Policy Analysis Inc	PC	0	60 000		60 000		0	
2013	20139226	The Institute for the Study of War	PC	0	500 000		250 000		250 000	7/31/14-$250 000
2013	20139252	The Institute for the Study of War	PC	0	10 000		10 000		0	
2012	20128865	The Jamestown Foundation	PC	80 000	0		80 000		0	
2012	20128891	The Jamestown Foundation	PC	300 000	0		300 000		0	
2013	20139124	The Jamestown Foundation	PC	0	100 000		100 000		0	
2013	20139148	The Jamestown Foundation	PC	0	150 000		75 000		75 000	5/15/14-$75 000
2013	20139163	The Jamestown Foundation	PC	0	49 000		49 000		0	
2013	20139272	The Maritime Aquarium	PC	0	10 000		10 000		0	
2012	20129011	The National Bureau of Asian Research	PC	100 000	0		100 000			
2013	20139187	The New York Center for Children	PC	0	10 000		10 000		0	
2013	20139126	The Nonproliferation Policy Education Center Inc	PC	0	400 000		200 000		200 000	4/15/14-$200 000
2013	20139206	The Polish Institute of Arts & Sciences in America Inc	PC	0	5 000		5 000		0	
2012	20128838	The Potomac Foundation	PC	96 250	0		96 250		0	
2013	20139094	The University of Kansas	PC	0	7 500		7 500		0	
2012	20129078	The University of Texas at Austin	PC	0	50 000		50 000		0	
2013	20139096	The University of Texas at Austin	PC	0	7 500		7 500		0	

Year Awarded	Grant Number	Organization	Foundation Status of Recipient	Unpaid 2012	Grants Awarded 2013	Grants Returned 2013	Grants Paid 2013	Grants Cancelled 2013	Unpaid Grants 2013	Grants Due Date 2014
2013	20139184	The University of Texas at Austin	PC	0	366 759		366 759		0	
2013	20139293	The University of Texas at Austin	PC	0	99 880		99 880		0	
2010	20108344	The Urban Institute	PC	0	0	108			0	
2012	20128794	The Urban Institute	PC	250 000	0		0		250 000	2/24/14-$250 000
2013	20139139	The Urban Institute	PC	0	202 135		202 135		0	
2013	20139276	The Vermont International Film Foundation	PC	0	10 000		10 000		0	
2012	20128887	The Wisconsin Project on Nuclear Arms Control	PC	165 000	0		165 000		0	
2013	20139292	Thomas B Fordham Institute	PC	0	107 000		107 000		0	
2013	20139167	Union College	PC	0	5 000		5 000		0	
2013	20139243	Union College	PC	0	5 000		5 000		0	
2013	20139328	Union College	PC	0	10 000		10 000		0	
2013	20139263	United States Fund for Unicef	PC	0	2 500		2 500		0	
2013	20139129	United States Military Academy	PC	0	131 593		0		131 593	1/15/14-$42 111 1/15/15-$89 482
2012	20118747	University of Arkansas	PC	44 431	0		0		44 431	3/31/14-$44 431
2013	20139180	University of Arkansas Foundation Inc	PC	0	600 000		200 000		400 000	6/26/14-$200 000 6/26/15-$200 000
2012	20128890	University of California San Diego	PC	100 000	0		100 000		0	
2013	20139181	University of Chicago	PC	0	122 610		122 610		0	
2013	20139296	University of Chicago	PC	0	256 103		256 103		0	
2013	20139321	University of Chicago	PC	0	1 000		1 000		0	
2013	20139322	University of Chicago	PC	0	3 000		3 000		0	
2012	20128898	University of Colorado Colorado Springs	PC	0	0	2 331			0	
2013	20139106	University of Illinois at Chicago	PC	0	175 000		98 000		77 000	3/15/14-$77 000
2012	20128895	University of Maryland	PC	0	600 000		300 000		300 000	6/1/14-$300 000
2012	20129005	University of North Carolina at Chapel Hill	PC	75 000	0		75 000		0	
2013	20139135	University of North Carolina at Chapel Hill	PC	0	5 000		5 000		0	
2013	20139189	University of North Carolina at Chapel Hill	PC	0	10 000		10 000		0	
2013	20139095	University of Pennsylvania	PC	0	7 500		7 500		0	
2012	20128977	University of Southern California	PC	82 193	0		82 193		0	
2013	20129079	University of Southern California	PC	0	124 132		124 132		0	
2012	20128992	University of Virginia	PC	101 597	0		101 597		0	
2013	20139097	University of Virginia	PC	0	7 500		7 500		0	
2010	20108290	University of Virginia Law School Foundation	PC	82 000	0		82 000		0	
2013	20139130	University of Virginia Law School Foundation	PC	0	261 100		84 500		176 600	6/15/14-$87 000 6/15/15-$89 600
2013	20139291	University of Wisconsin-Madison	PC	0	5 774		5 774		0	
2013	20139299	University of Wisconsin-Madison	PC	0	397 376		212 143		185 233	10/28/14-$185 233
2013	20139253	Upper Connecticut Valley Community Coalition Inc	PC	0	1 000		1 000		0	
2013	20139275	Upper Valley Arts	PC	0	5 000		5 000		0	
2009	20098794	Vanderbilt University	PC	0	0	3 182			0	
2013	20139200	Vermont Land Trust	PC	0	4 000		4 000		0	
2012	20128984	Washington University in St Louis	PC	200 000	0		200 000		0	
2013	20139165	Western Guilford High School Boosters Club	PC	0	3 000		3 000		0	
2013	20139249	Westover Presbyterian Church Inc	PC	0	17 000		17 000		0	
2013	20139158	Wildlife Rescue League	PC	0	2 500		2 500		0	
2013	20139262	Womans Heart AKA Grace After Fire	PC	0	1 000		1 000		0	
2013	20139311	World Organization for Resource Development and Education	PC	0	110 250		55 125		55 125	11/15/14-$55 125
2013	20139196	Wounded Warrior Project Inc	PC	0	1 000		1 000		0	
2013	20139277	Yale Center for British Art	PC	0	2 500		2 500		0	
2013	20139131	Yale University	PC	0	705 000		225 000		480 000	8/31/14-$235 000 8/31/15-$245 000
2013	20139284	Yale University Library	PC	0	2 500		2 500		0	
2007	20054881	Yale University Press	PC	150 000	0		0		150 000	1/31/14-$150 000
2013	20139154	Young Life	PC	0	1 000		1 000		0	
2013	20139265	Zero to Three- National Center for Infants Toddlers and Families	PC	0	5 000		5 000		0	
		Grand Total		$5 177 307	$21 092 315	$235 214	$20 111 903	$0	$6 157 719	
		Flow through grants								
		Grace Jones Richardson Testamentary Trust			$250 000		$250 000			
		Grace Jones Richardson Testamentary Trust			$334 000		$334 000			
		Total Grants		$5 177 307	$21 676 315	$235 214	$20 695 903	$0	$6 157 719	

Disposal of assets used (or held for use) directly in carrying out charitable purposes	0
Recoveries of amounts treated as qualifying distributions (990-PF, Page 8, Part XI, Line 4)	$235,214

Grants approved prior to 2013 for future payment	$ 744,431
Grants approved during 2013 for future payment	$ 5,413,288
Total Grants Unpaid	$ 6,157,719

Smith Richardson Foudation, Inc.
Realized Gains and Losses for Tax Investment Income
Form 990-PF, Page 3, Part IV, Line 1A
EIN· 56-0611550
From 01-01-13 through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Long Term
10/31/2012	01/31/2013	100 62	NT Short Intermediate US Gov't (nsiu x)	1,023 68	1,004 18	(19 50)	
11/14/2012	01/31/2013	232 67	NT International Equity Index Fd (noin x)	2,877 73	2,510 46	(367 27)	
11/14/2012	01/31/2013	81 03	NT Stock Index FD (nosi x)	1,386 41	1,506 27	119 86	
11/13/2012	01/31/2013	184 59	NT Large Cap Equity Fund (noge x)	2,599 15	3,012 55	413 40	
02/20/2003	01/31/2013	194 23	N T Large Cap Value Fund (nolv x)	1,707 28	2,008 36		301 08
10/31/2012	02/26/2013	53 99	NT Stock Index FD (nosi x)	935 54	1,005 29	69 75	
11/14/2012	02/26/2013	1198 33	NT Stock Index FD (nosi x)	20,760 26	22,312 89	1,552 63	
11/14/2012	02/26/2013	2675 61	NT Large Cap Equity Fund (noge x)	36,666 81	43,211 17	6,544 36	
11/14/2012	02/26/2013	1123 23	NT Stock Index FD (nosi x)	19,218 27	20,914 59	1,696 32	
11/13/2012	02/26/2013	2376 93	NT Large Cap Equity Fund (noge x)	33,468 81	38,387 43	4,918 62	
10/31/2012	02/27/2013	102 23	NT Short Intermediate US Gov't (nsiu x)	1,040 06	1,021 25	(18 81)	
11/14/2012	02/27/2013	239 96	NT International Equity Index Fd (noin x)	2,967 89	2,553 13	(414 76)	
11/14/2012	02/27/2013	81 22	NT Stock Index FD (nosi x)	1,389 66	1,531 88	142 22	
11/13/2012	02/27/2013	187 5	NT Large Cap Equity Fund (noge x)	2,640 13	3,063 76	423 63	
02/20/2003	02/27/2013	196 02	N T Large Cap Value Fund (nolv x)	1,723 02	2,042 51		319 49
10/31/2012	03/28/2013	102 43	NT Short Intermediate US Gov't (nsiu x)	1,042 10	1,021 25	(20 85)	
11/14/2012	03/28/2013	236 62	NT International Equity Index Fd (noin x)	2,926 58	2,553 13	(373 45)	
11/14/2012	03/28/2013	78 68	NT Stock Index FD (nosi x)	1,346 20	1,531 88	185 68	
11/13/2012	03/28/2013	183 02	NT Large Cap Equity Fund (noge x)	2,577 05	3,063 76	486 71	
02/20/2003	03/28/2013	188 42	N T Large Cap Value Fund (nolv x)	1,656 21	2,042 51		386 30
10/31/2012	04/30/2013	102 13	NT Short Intermediate US Gov't (nsiu x)	1,039 04	1,021 25	(17 79)	
11/14/2012	04/30/2013	225 14	NT International Equity Index Fd (noin x)	2,784 60	2,553 13	(231 47)	
11/14/2012	04/30/2013	77 21	NT Stock Index FD (nosi x)	1,321 05	1,531 88	210 83	
11/13/2012	04/30/2013	180 97	NT Large Cap Equity Fund (noge x)	2,548 18	3,063 76	515 58	
02/20/2003	04/30/2013	184 34	N T Large Cap Value Fund (nolv x)	1,620 35	2,042 51		422 16
10/31/2012	05/31/2013	103 37	NT Short Intermediate US Gov't (nsiu x)	1,051 66	1,021 25	(30 41)	
11/14/2012	05/31/2013	232 31	NT International Equity Index Fd (noin x)	2,873 28	2,553 13	(320 15)	
11/14/2012	05/31/2013	75 43	NT Stock Index FD (nosi x)	1,290 59	1,531 88	241 29	
11/13/2012	05/31/2013	175 57	NT Large Cap Equity Fund (noge x)	2,472 15	3,063 76	591 61	
02/20/2003	05/31/2013	178 23	N T Large Cap Value Fund (nolv x)	1,566 64	2,042 51		475 87
10/31/2012	06/28/2013	104 21	NT Short Intermediate US Gov't (nsiu x)	1,060 20	1,021 25	(38 95)	
11/14/2012	06/28/2013	239 06	NT International Equity Index Fd (noin x)	2,956 76	2,553 13	(403 63)	
11/14/2012	06/28/2013	76 86	NT Stock Index FD (nosi x)	1,315 06	1,531 88	216 82	
11/13/2012	06/28/2013	178 33	NT Large Cap Equity Fund (noge x)	2,511 01	3,063 76	552 75	
02/20/2003	06/28/2013	178 54	N T Large Cap Value Fund (nolv x)	1,569 37	2,042 51		473 14
10/31/2012	07/31/2013	104	NT Short Intermediate US Gov't (nsiu x)	1,058 07	1,021 25	(36 82)	
11/14/2012	07/31/2013	226 54	NT International Equity Index Fd (noin x)	2,801 91	2,553 13	(248 78)	
11/13/2012	07/31/2013	168 62	NT Large Cap Equity Fund (noge x)	2,374 29	3,063 76	689 47	
02/20/2003	07/31/2013	170 49	N T Large Cap Value Fund (nolv x)	1,498 61	2,042 51		543 90
11/14/2012	08/05/2013	73 16	NT Stock Index FD (nosi x)	1,251 75	1,531 88	280 13	
10/31/2012	08/30/2013	104 42	NT Short Intermediate US Gov't (nsiu x)	1,062 34	1,021 25	(41 09)	
11/14/2012	08/30/2013	230 64	NT International Equity Index Fd (noin x)	2,852 62	2,553 13	(299 49)	
11/14/2012	08/30/2013	75 31	NT Stock Index FD (nosi x)	1,288 54	1,531 88	243 34	
11/13/2012	08/30/2013	173 19	NT Large Cap Equity Fund (noge x)	2,438 63	3,063 76	625 13	
02/20/2003	08/30/2013	176 84	N T Large Cap Value Fund (nolv x)	1,554 42	2,042 51		488 09
10/31/2012	09/30/2013	104	NT Short Intermediate US Gov't (nsiu x)	1,058 07	1,021 25	(36 82)	
11/14/2012	09/30/2013	214 37	NT International Equity Index Fd (noin x)	2,651 39	2,553 13	(98 26)	
11/14/2012	09/30/2013	73 4	NT Stock Index FD (nosi x)	1,255 86	1,531 88	276 02	
11/13/2012	09/30/2013	169 18	NT Large Cap Equity Fund (noge x)	2,382 17	3,063 76	681 59	
02/20/2003	09/30/2013	171 78	N T Large Cap Value Fund (nolv x)	1,509 95	2,042 51		532 56
10/31/2012	10/31/2013	103 89	NT Short Intermediate US Gov't (nsiu x)	1,056 95	1,021 25	(35 70)	
11/14/2012	10/31/2013	207 74	NT International Equity Index Fd (noin x)	2,569 39	2,553 13	(16 26)	
11/14/2012	10/31/2013	70 17	NT Stock Index FD (nosi x)	1,200 60	1,531 88	331 28	
11/13/2012	10/31/2013	162 88	NT Large Cap Equity Fund (noge x)	2,293 46	3,063 76	770 30	
02/20/2003	10/31/2013	163 66	N T Large Cap Value Fund (nolv x)	1,438 57	2,042 51		603 94
11/14/2012	11/22/2013	31143 49	NT International Equity Index Fd (noin x)	378,935 22	384,310 05		5,374 83
12/19/2012	11/22/2013	777 77	NT International Equity Index Fd (noin x)	8,026 51	9,597 67	1,571 16	
02/27/2013	11/22/2013	2470 18	NT International Equity Index Fd (noin x)	26,282 71	30,481 97	4,199 26	
11/14/2012	11/22/2013	11879 11	NT Stock Index FD (nosi x)	205,797 55	266,920 11		61,122 56
12/19/2012	11/22/2013	87 83	NT Stock Index FD (nosi x)	1,562 48	1,973 51	411 03	
03/25/2013	11/22/2013	48 71	NT Stock Index FD (nosi x)	937 57	1,094 50	156 93	
06/24/2013	11/22/2013	60 12	NT Stock Index FD (nosi x)	1,172 90	1,350 88	177 98	
09/24/2013	11/22/2013	58 87	NT Stock Index FD (nosi x)	1,239 72	1,322 79	83 07	
11/14/2012	11/22/2013	27104 89	NT Large Cap Equity Fund (noge x)	371,448 00	526,375 89		154,927 89
12/19/2012	11/22/2013	125 56	NT Large Cap Equity Fund (noge x)	1,977 48	2,438 37	460 89	
03/25/2013	11/22/2013	65 89	NT Large Cap Equity Fund (noge x)	1,096 30	1,279 58	183 28	
06/24/2013	11/22/2013	75 55	NT Large Cap Equity Fund (noge x)	1,270 72	1,467 18	196 46	
09/24/2013	11/22/2013	74 77	NT Large Cap Equity Fund (noge x)	1,363 69	1,452 03	88 34	
01/15/2003	11/22/2013	144 91	N T Large Cap Value Fund (nolv x)	1,423 02	1,866 44		443 42
02/20/2003	11/22/2013	11007 79	N T Large Cap Value Fund (nolv x)	96,758 50	141,780 21		45,021 71
12/18/2003	11/22/2013	173 93	N T Large Cap Value Fund (nolv x)	2,085 40	2,240 22		154 82

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12/20/2004	11/22/2013	158 38	N T Large Cap Value Fund (nolv x)	2,090 59	2,039 93		(50 66)
12/20/2005	11/22/2013	209 93	N T Large Cap Value Fund (nolv x)	2,672 35	2,703 90		31 55
12/20/2005	11/22/2013	914 52	N T Large Cap Value Fund (nolv x)	11,641 87	11,779 01		137 14
12/19/2006	11/22/2013	41 3	N T Large Cap Value Fund (nolv x)	559 61	531 94		(27 67)
12/19/2006	11/22/2013	1132 25	N T Large Cap Value Fund (nolv x)	15,341 92	14,583 37		(758 55)
12/19/2006	11/22/2013	239 99	N T Large Cap Value Fund (nolv x)	3,251 81	3,091 07		(160 74)
10/26/2007	11/22/2013	588 69	N T Large Cap Value Fund (nolv x)	8,288 78	7,582 32		(706 46)
12/19/2007	11/22/2013	514 53	N T Large Cap Value Fund (nolv x)	5,793 50	6,627 14		833 64
12/19/2007	11/22/2013	1793 17	N T Large Cap Value Fund (nolv x)	20,191 06	23,096 01		2,904 95
12/19/2007	11/22/2013	82 4	N T Large Cap Value Fund (nolv x)	927 87	1,061 31		133 44
04/07/2008	11/22/2013	7238 45	N T Large Cap Value Fund (nolv x)	76,800 00	93,231 15		16,431 15
11/04/2008	11/22/2013	0 89	N T Large Cap Value Fund (nolv x)	0 00	11 46		11 46
11/04/2008	11/22/2013	5 53	N T Large Cap Value Fund (nolv x)	0 00	71 23		71 23
11/04/2008	11/22/2013	19 31	N T Large Cap Value Fund (nolv x)	0 00	248 71		248 71
12/19/2008	11/22/2013	852 3	N T Large Cap Value Fund (nolv x)	6,034 24	10,977 62		4,943 38
12/21/2009	11/22/2013	508 11	N T Large Cap Value Fund (nolv x)	4,451 03	6,544 45		2,093 42
02/16/2010	11/22/2013	194 04	N T Large Cap Value Fund (nolv x)	1,701 73	2,499 23		797 50
12/21/2010	11/22/2013	475 44	N T Large Cap Value Fund (nolv x)	4,630 76	6,123 66		1,492 90
12/19/2011	11/22/2013	443 66	N T Large Cap Value Fund (nolv x)	3,695 64	5,714 34		2,018 70
12/19/2012	11/22/2013	756 63	N T Large Cap Value Fund (nolv x)	7,414 89	9,745 39	2,330 50	
02/27/2013	11/22/2013	1176 61	N T Large Cap Value Fund (nolv x)	12,260 29	15,154 72	2,894 43	
04/22/2005	11/22/2013	2910 995	NT Short Intermediate US Gov't (nsiu x)	29,343 88	28,615 13		(728 75)
04/27/2005	11/22/2013	56	NT Short Intermediate US Gov't (nsiu x)	561 68	550 48		(11 20)
05/24/2005	11/22/2013	55	NT Short Intermediate US Gov't (nsiu x)	549 43	540 65		(8 78)
06/24/2005	11/22/2013	56	NT Short Intermediate US Gov't (nsiu x)	563 23	550 48		(12 75)
07/25/2005	11/22/2013	52	NT Short Intermediate US Gov't (nsiu x)	529 72	511 16		(18 56)
08/25/2005	11/22/2013	60	NT Short Intermediate US Gov't (nsiu x)	597 29	589 80		(7 49)
09/26/2005	11/22/2013	56	NT Short Intermediate US Gov't (nsiu x)	556 93	550 48		(6 45)
10/25/2005	11/22/2013	68	NT Short Intermediate US Gov't (nsiu x)	677 54	668 44		(9 10)
11/23/2005	11/22/2013	58	NT Short Intermediate US Gov't (nsiu x)	577 18	570 14		(7 04)
12/21/2005	11/22/2013	81	NT Short Intermediate US Gov't (nsiu x)	803 56	796 23		(7 33)
01/25/2006	11/22/2013	47	NT Short Intermediate US Gov't (nsiu x)	470 55	462 01		(8 54)
02/22/2006	11/22/2013	56	NT Short Intermediate US Gov't (nsiu x)	553 01	550 48		(2 53)
03/27/2006	11/22/2013	74	NT Short Intermediate US Gov't (nsiu x)	723 04	727 42		4 38
04/24/2006	11/22/2013	67	NT Short Intermediate US Gov't (nsiu x)	661 12	658 61		(2 51)
05/24/2006	11/22/2013	77	NT Short Intermediate US Gov't (nsiu x)	754 94	756 91		1 97
06/26/2006	11/22/2013	75	NT Short Intermediate US Gov't (nsiu x)	735 30	737 25		1 95
07/25/2006	11/22/2013	73	NT Short Intermediate US Gov't (nsiu x)	710 82	717 59		6 77
08/25/2006	11/22/2013	86	NT Short Intermediate US Gov't (nsiu x)	853 42	845 38		(8 04)
09/25/2006	11/22/2013	78	NT Short Intermediate US Gov't (nsiu x)	772 86	766 74		(6 12)
10/25/2006	11/22/2013	84	NT Short Intermediate US Gov't (nsiu x)	833 88	825 72		(8 16)
11/24/2006	11/22/2013	76	NT Short Intermediate US Gov't (nsiu x)	755 54	747 08		(8 46)
12/20/2006	11/22/2013	92	NT Short Intermediate US Gov't (nsiu x)	914 33	904 36		(9 97)
01/25/2007	11/22/2013	61	NT Short Intermediate US Gov't (nsiu x)	592 01	599 63		7 62
02/22/2007	11/22/2013	71	NT Short Intermediate US Gov't (nsiu x)	699 61	697 93		(1 68)
03/26/2007	11/22/2013	75	NT Short Intermediate US Gov't (nsiu x)	745 96	737 25		(8 71)
04/24/2007	11/22/2013	77	NT Short Intermediate US Gov't (nsiu x)	768 49	756 91		(11 58)
05/25/2007	11/22/2013	78	NT Short Intermediate US Gov't (nsiu x)	768 14	766 74		(1 40)
06/25/2007	11/22/2013	76	NT Short Intermediate US Gov't (nsiu x)	741 76	747 08		5 32
07/25/2007	11/22/2013	84	NT Short Intermediate US Gov't (nsiu x)	825 93	825 72		(0 21)
08/27/2007	11/22/2013	75	NT Short Intermediate US Gov't (nsiu x)	738 93	737 25		(1 68)
09/24/2007	11/22/2013	65	NT Short Intermediate US Gov't (nsiu x)	644 00	638 95		(5 05)
10/25/2007	11/22/2013	69	NT Short Intermediate US Gov't (nsiu x)	688 69	678 27		(10 42)
11/26/2007	11/22/2013	38	NT Short Intermediate US Gov't (nsiu x)	383 59	373 54		(10 05)
12/20/2007	11/22/2013	46	NT Short Intermediate US Gov't (nsiu x)	459 51	452 18		(7 33)
01/25/2008	11/22/2013	23	NT Short Intermediate US Gov't (nsiu x)	233 75	226 09		(7 66)
02/25/2008	11/22/2013	33	NT Short Intermediate US Gov't (nsiu x)	335 79	324 39		(11 40)
03/25/2008	11/22/2013	28	NT Short Intermediate US Gov't (nsiu x)	285 85	275 24		(10 61)
04/07/2008	11/22/2013	1908	NT Short Intermediate US Gov't (nsiu x)	19,500 00	18,755 68		(744 32)
04/24/2008	11/22/2013	29	NT Short Intermediate US Gov't (nsiu x)	297 58	285 07		(12 51)
05/23/2008	11/22/2013	28	NT Short Intermediate US Gov't (nsiu x)	278 79	275 24		(3 55)
06/24/2008	11/22/2013	31	NT Short Intermediate US Gov't (nsiu x)	311 80	304 73		(7 07)
07/25/2008	11/22/2013	29	NT Short Intermediate US Gov't (nsiu x)	289 75	285 07		(4 68)
08/25/2008	11/22/2013	33	NT Short Intermediate US Gov't (nsiu x)	330 74	324 39		(6 35)
09/24/2008	11/22/2013	29	NT Short Intermediate US Gov't (nsiu x)	290 29	285 07		(5 22)
10/27/2008	11/22/2013	30	NT Short Intermediate US Gov't (nsiu x)	311 39	294 90		(16 49)
11/21/2008	11/22/2013	17	NT Short Intermediate US Gov't (nsiu x)	179 45	167 11		(12 34)
12/22/2008	11/22/2013	24	NT Short Intermediate US Gov't (nsiu.x)	249 07	235 92		(13 15)
01/26/2009	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	111 75	98 30		(13 45)
02/23/2009	11/22/2013	14	NT Short Intermediate US Gov't (nsiu x)	142 49	137 62		(4 87)
03/25/2009	11/22/2013	12	NT Short Intermediate US Gov't (nsiu x)	130 62	117 96		(12 66)
04/24/2009	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	108 16	98 30		(9 86)

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05/22/2009	11/22/2013	12	NT Short Intermediate US Gov't (nsiu.x)	120 42	117 96		(2 46)
06/24/2009	11/22/2013	13	NT Short Intermediate US Gov't (nsiu x)	140 39	127 79		(12 60)
07/27/2009	11/22/2013	12	NT Short Intermediate US Gov't (nsiu x)	121 93	117 96		(3 97)
08/25/2009	11/22/2013	10	NT Short Intermediate US Gov't (nsiu.x)	105 79	98 30		(7 49)
09/24/2009	11/22/2013	9	NT Short Intermediate US Gov't (nsiu.x)	94 85	88 47		(6 38)
10/26/2009	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	101 04	98 30		(2 74)
11/23/2009	11/22/2013	8	NT Short Intermediate US Gov't (nsiu x)	87 25	78 64		(8 61)
12/22/2009	11/22/2013	190	NT Short Intermediate US Gov't (nsiu x)	1,973 45	1,867 70		(105 75)
12/22/2009	11/22/2013	11	NT Short Intermediate US Gov't (nsiu x)	117 13	108 13		(9 00)
12/22/2009	11/22/2013	5	NT Short Intermediate US Gov't (nsiu x)	54 78	49 15		(5 63)
01/25/2010	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	99 44	98 30		(1 14)
02/16/2010	11/22/2013	2948	NT Short Intermediate US Gov't (nsiu x)	30,770 39	28,978 90		(1,791 49)
02/22/2010	11/22/2013	15	NT Short Intermediate US Gov't (nsiu x)	151 80	147 45		(4 35)
03/25/2010	11/22/2013	13	NT Short Intermediate US Gov't (nsiu x)	136 96	127 79		(9 17)
04/26/2010	11/22/2013	13	NT Short Intermediate US Gov't (nsiu x)	138 30	127 79		(10 51)
05/24/2010	11/22/2013	12	NT Short Intermediate US Gov't (nsiu x)	124 17	117 96		(6 21)
06/24/2010	11/22/2013	13	NT Short Intermediate US Gov't (nsiu x)	133 97	127 79		(6 18)
07/26/2010	11/22/2013	12	NT Short Intermediate US Gov't (nsiu x)	121 24	117 96		(3 28)
08/25/2010	11/22/2013	12	NT Short Intermediate US Gov't (nsiu x)	122 61	117 96		(4 65)
09/24/2010	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	112 02	98 30		(13 72)
10/25/2010	11/22/2013	8	NT Short Intermediate US Gov't (nsiu x)	90 72	78 64		(12 08)
11/23/2010	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	102 90	98 30		(4 60)
12/22/2010	11/22/2013	6	NT Short Intermediate US Gov't (nsiu.x)	64 64	58 98		(5 66)
12/22/2010	11/22/2013	13	NT Short Intermediate US Gov't (nsiu x)	135 53	127 79		(7 74)
12/22/2010	11/22/2013	302	NT Short Intermediate US Gov't (nsiu x)	3,099 84	2,968 67		(131 17)
01/25/2011	11/22/2013	7	NT Short Intermediate US Gov't (nsiu x)	66 96	68 81		1 85
02/22/2011	11/22/2013	9	NT Short Intermediate US Gov't (nsiu x)	88 67	88 47		(0 20)
03/25/2011	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	104 25	98 30		(5 95)
04/25/2011	11/22/2013	12	NT Short Intermediate US Gov't (nsiu x)	121 19	117 96		(3 23)
05/24/2011	11/22/2013	9	NT Short Intermediate US Gov't (nsiu x)	96 95	88 47		(8 48)
06/23/2011	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	103 59	98 30		(5 29)
07/25/2011	11/22/2013	10	NT Short Intermediate US Gov't (nsiu x)	100 58	98 30		(2 28)
08/25/2011	11/22/2013	11	NT Short Intermediate US Gov't (nsiu x)	118 58	108 13		(10 45)
09/26/2011	11/22/2013	8	NT Short Intermediate US Gov't (nsiu x)	82 12	78 64		(3 48)
10/25/2011	11/22/2013	8	NT Short Intermediate US Gov't (nsiu x)	86 19	78 64		(7 55)
11/22/2011	11/22/2013	6	NT Short Intermediate US Gov't (nsiu x)	63 25	58 98		(4 27)
12/20/2011	11/22/2013	8	NT Short Intermediate US Gov't (nsiu x)	86 41	78 64		(7 77)
12/21/2011	11/22/2013	53	NT Short Intermediate US Gov't (nsiu x)	538 44	520 99		(17 45)
12/21/2011	11/22/2013	212	NT Short Intermediate US Gov't (nsiu x)	2,180 32	2,083 96		(96 36)
01/25/2012	11/22/2013	3	NT Short Intermediate US Gov't (nsiu x)	29 46	29 49		0 03
02/23/2012	11/22/2013	6	NT Short Intermediate US Gov't (nsiu x)	59 01	58 98		(0 03)
03/26/2012	11/22/2013	3	NT Short Intermediate US Gov't (nsiu x)	29 49	29 49		0 00
04/24/2012	11/22/2013	3	NT Short Intermediate US Gov't (nsiu x)	29 49	29 49		0 00
05/24/2012	11/22/2013	3	NT Short Intermediate US Gov't (nsiu x)	29 50	29 49		(0 01)
06/25/2012	11/22/2013	2	NT Short Intermediate US Gov't (nsiu x)	20 96	19 66		(1 30)
08/27/2012	11/22/2013	2	NT Short Intermediate US Gov't (nsiu x)	19 79	19 66		(0 13)
09/24/2012	11/22/2013	2	NT Short Intermediate US Gov't (nsiu x)	20 62	19 66		(0 96)
10/25/2012	11/22/2013	11	NT Short Intermediate US Gov't (nsiu x)	117 66	108 13		(9 53)
10/26/2012	11/22/2013	1	NT Short Intermediate US Gov't (nsiu x)	12 14	9 83		(2 31)
10/26/2012	11/22/2013	174 042	NT Short Intermediate US Gov't (nsiu x)	1,787 53	1,710 84		(76 69)
11/26/2012	11/22/2013	9 24	NT Short Intermediate US Gov't (nsiu x)	95 00	90 83	(4 17)	
12/19/2012	11/22/2013	293 72	NT Short Intermediate US Gov't (nsiu x)	2,937 23	2,887 27	(49 96)	
12/19/2012	11/22/2013	5 05	NT Short Intermediate US Gov't (nsiu x)	50 40	49 64	(0 76)	
12/19/2012	11/22/2013	38 35	NT Short Intermediate US Gov't (nsiu x)	383 48	376 98	(6 50)	
01/24/2013	11/22/2013	5 6	NT Short Intermediate US Gov't (nsiu x)	55 96	55 05	(0 91)	
02/25/2013	11/22/2013	2 1	NT Short Intermediate US Gov't (nsiu x)	20 89	20 64	(0 25)	
02/27/2013	11/22/2013	2801 44	NT Short Intermediate US Gov't (nsiu x)	27,986 35	27,538 22	(448 13)	
03/25/2013	11/22/2013	5 52	NT Short Intermediate US Gov't (nsiu x)	55 01	54 26	(0 75)	
04/24/2013	11/22/2013	8 16	NT Short Intermediate US Gov't (nsiu x)	81 51	80 21	(1 30)	
05/23/2013	11/22/2013	4 32	NT Short Intermediate US Gov't (nsiu x)	42 78	42 47	(0 31)	
06/24/2013	11/22/2013	5 07	NT Short Intermediate US Gov't (nsiu x)	49 54	49 84	0 30	
07/24/2013	11/22/2013	5 26	NT Short Intermediate US Gov't (nsiu x)	51 55	51 71	0 16	
08/26/2013	11/22/2013	4 89	NT Short Intermediate US Gov't (nsiu x)	47 75	48 07	0 32	
09/24/2013	11/22/2013	5 32	NT Short Intermediate US Gov't (nsiu x)	52 09	52 29	0 20	
10/24/2013	11/22/2013	5 9	NT Short Intermediate US Gov't (nsiu x)	58 01	58 00	(0 01)	
11/22/2013	11/22/2013	5 56	NT Short Intermediate US Gov't (nsiu x)	54 63	54 65	0 02	
10/31/2012	11/29/2013	103 89	NT Short Intermediate US Gov't (nsiu x)	1,056 95	1,021 25		(35 70)
11/14/2012	11/29/2013	206 56	NT International Equity Index Fd (noin x)	2,554 79	2,553 13		(1 66)
11/14/2012	11/29/2013	68 11	NT Stock Index FD (nosi x)	1,165 35	1,531 88		366 53
11/13/2012	11/29/2013	157 6	NT Large Cap Equity Fund (noge x)	2,219 12	3,063 76		844 64
02/20/2003	11/29/2013	159 2	N T Large Cap Value Fund (nolv x)	1,399 37	2,042 51		643 14
10/31/2012	12/13/2013	104 21	NT Short Intermediate US Gov't (nsiu x)	1,060 20	1,021 25		(38 95)

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11/14/2012	12/13/2013	213 65	NT International Equity Index Fd (noin x)	2,642 48	2,553 13		(89 35)
11/14/2012	12/13/2013	69 22	NT Stock Index FD (nosi x)	1,184 34	1,531 88		347 54
11/13/2012	12/13/2013	159 65	NT Large Cap Equity Fund (noge x)	2,247 98	3,063 76		815 78
02/20/2003	12/13/2013	162 49	N T Large Cap Value Fund (nolv x)	1,428 29	2,042 51		614 22
11/13/2012	12/17/2013	18023 8	NT Large Cap Equity Fund (noge x)	253,787 54	346,596 74		92,809 20
12/19/2012	12/17/2013	95 6	NT Large Cap Equity Fund (noge x)	1,505 64	1,838 38	332 74	
03/25/2013	12/17/2013	47 98	NT Large Cap Equity Fund (noge x)	798 29	922 65	124 36	
06/24/2013	12/17/2013	53 52	NT Large Cap Equity Fund (noge x)	900 19	1,029 19	129 00	
09/24/2013	12/17/2013	51 55	NT Large Cap Equity Fund (noge x)	940 13	991 31	51 18	
02/20/2003	12/17/2013	2880 75	N T Large Cap Value Fund (nolv x)	25,321 79	36,355 10		11,033 31
12/18/2003	12/17/2013	439 52	N T Large Cap Value Fund (nolv x)	5,269 77	5,546 75		276 98
12/20/2004	12/17/2013	396 17	N T Large Cap Value Fund (nolv x)	5,229 36	4,999 67		(229 69)
12/20/2005	12/17/2013	403 78	N T Large Cap Value Fund (nolv x)	5,140 10	5,095 71		(44 39)
12/20/2005	12/17/2013	1759 02	N T Large Cap Value Fund (nolv x)	22,392 36	22,198 85		(193 51)
12/19/2006	12/17/2013	2041 19	N T Large Cap Value Fund (nolv x)	27,658 18	25,759 84		(1,898 34)
12/19/2006	12/17/2013	432 65	N T Large Cap Value Fund (nolv x)	5,862 32	5,460 05		(402 27)
12/19/2006	12/17/2013	74 45	N T Large Cap Value Fund (nolv x)	1,008 85	939 56		(69 29)
10/26/2007	12/17/2013	1014 25	N T Large Cap Value Fund (nolv x)	14,280 66	12,799 85		(1,480 81)
12/19/2007	12/17/2013	139 64	N T Large Cap Value Fund (nolv x)	1,572 39	1,762 26		189 87
12/19/2007	12/17/2013	871 92	N T Large Cap Value Fund (nolv x)	9,817 79	11,003 64		1,185 85
12/19/2007	12/17/2013	3038 74	N T Large Cap Value Fund (nolv x)	34,216 20	38,348 94		4,132 74
11/04/2008	12/17/2013	9 39	N T Large Cap Value Fund (nolv x)	0 00	118 50		118 50
11/04/2008	12/17/2013	32 73	N T Large Cap Value Fund (nolv x)	0 00	413 05		413 05
11/04/2008	12/17/2013	1 51	N T Large Cap Value Fund (nolv x)	0 00	19 06		19 06
12/19/2008	12/17/2013	931 85	N T Large Cap Value Fund (nolv x)	6,597 47	11,759 96		5,162 49
12/21/2009	12/17/2013	493 04	N T Large Cap Value Fund (nolv x)	4,319 02	6,222 17		1,903 15
02/16/2010	12/17/2013	1707 85	N T Large Cap Value Fund (nolv x)	14,977 87	21,553 09		6,575 22
12/21/2010	12/17/2013	441 45	N T Large Cap Value Fund (nolv x)	4,299 63	5,571 10		1,271 47
12/19/2011	12/17/2013	370 34	N T Large Cap Value Fund (nolv x)	3,084 92	4,673 70		1,588 78
12/19/2012	12/17/2013	560 59	N T Large Cap Value Fund (nolv x)	5,493 71	7,074 65	1,580 94	
02/27/2013	12/17/2013	1107 87	N T Large Cap Value Fund (nolv x)	11,543 99	13,981 33	2,437 34	
12/17/2013	12/19/2013	2411 17	NT Money Market Fund	2,411 17	2,411 17	0 00	
TOTAL GAINS						40,189 20	434,082 36
TOTAL LOSSES						(3,583 31)	(10,454 43)
				2,129,324 32	2,589,558 14	36,605 89	423,627 93
TOTAL REALIZED GAIN/LOSS			460,233 82				
CAPITAL GAIN DISTRIBUTIONS							
	02/20/2013		Adelphia Communication				2,316 02
	02/26/2013		Adelphia Communication				62 67
	05/14/2013		Adelphia Communication				41 74
	06/04/2013		Hollinger International Inc				3,511 61
	12/20/2013		NT Stock Index FD (nosi x)				1,323 13
TOTAL DISTRIBUTIONS			7,255 17			0 00	7,255 17
						36,605 89	430,883 10
TOTAL GAIN/LOSS			467,488 99				

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. SMITH RICHARDSON FOUNDATION, INC.	Employer identification number (EIN) or 56-0611550
	Number, street, and room or suite no. If a P.O. box, see instructions. 701 GREEN VALLEY ROAD, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENSBORO, NC 27408-7096	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ ROSS HEMPHILL - 701 GREEN VALLEY ROAD, SUITE 300 - GREENSBORO, NC 27408-7096

Telephone No. ▶ 336-379-8600 Fax No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ________ , and ending ________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$	645,948.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	645,948.
c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Patrick D. Mart Title ▶ AGENT Date ▶ 8-7-14

323842
12-31-13

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print		
	Name of exempt organization or other filer, see instructions SMITH RICHARDSON FOUNDATION, INC.	Employer identification number (EIN) or 56-0611550
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 701 GREEN VALLEY ROAD, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENSBORO, NC 27408-7096	

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

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

- The books are in the care of ▶ ROSS HEMPHILL - 701 GREEN VALLEY ROAD, SUITE 300 - GREENSBORO, NC 27408-7096

  Telephone No ▶ 336-379-8600 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______________ , and ending ______________ .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 645,948.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 605,948.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 40,000.

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

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	MOORINGS CAPITAL LLC (ST - GROSS)	P	VARIOUS	VARIOUS
b	MOORINGS CAPITAL LLC (LT - GROSS)	P	VARIOUS	VARIOUS
c	MOORINGS CAPITAL LLC (ST - UBIT)	P	VARIOUS	VARIOUS
d	MOORINGS CAPITAL LLC (LT - UBIT)	P	VARIOUS	VARIOUS
e	MISCELLANEOUS EQUIPMENT	P	VARIOUS	VARIOUS
f	STATEMENT 19 (LT SALES)	P	VARIOUS	VARIOUS
g	STATEMENT 19 (ST SALES)	P	VARIOUS	VARIOUS
h	STATEMENT 19 (LT CAPITAL GAIN DISTRIBUTIONS)	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(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				35,245.
b				28,800,229.
c				-22,610.
d				313,270.
e	100.		338.	-238.
f	2,245,046.		1,821,418.	423,628.
g	344,512.		307,906.	36,606.
h	7,255.			7,255.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				35,245.
b				28,800,229.
c				-22,610.
d				313,270.
e				-238.
f				423,628.
g				36,606.
h				7,255.
i				
j				
k				
l				
m				
n				
o				

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	29,593,385.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A