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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation		A Employer identification number	
ROGER B. SMITH FAMILY CHARITABLE TRUST		58-6331843	
Number and street (or P O box number if mail is not delivered to street address) 3630 JAPPELOUP LANE		Room/suite	B Telephone number 561-383-8407
City or town, state or province, country, and ZIP or foreign postal code WELLINGTON, FL 33414		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply: Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization: X Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
► \$ 1,387,341. (Part I, column (d) must be on cash basis.)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income
1 Contributions, gifts, grants, etc., received			N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities		56,726.	56,726.
5a Gross rents b Net rental income or (loss) _____			STATEMENT 1
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 158,753.		50,758.	
7 Capital gain net income (from Part IV, line 2)		50,758.	
8 Net short-term capital gain			
9 Income modifications Gross sales less returns			
10a and allowances b Less Cost of goods sold			
c Gross profit or (loss)			
11 Other income RECEIVED			
12 Total Add lines 1 through 11		107,484.	107,484.
13 Compensation of officers, directors, trustees, etc.		0.	0.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees OGDEN, UT			
b Accounting fees STMT 2		4,550.	2,275.
c Other professional fees			
17 Interest			
18 Taxes STMT 3		1,543.	0.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses			
24 Total operating and administrative expenses. Add lines 13 through 23		6,093.	2,275.
25 Contributions, gifts, grants paid		57,500.	57,500.
26 Total expenses and disbursements. Add lines 24 and 25		63,593.	2,275.
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		43,891.	105,209.
			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			
	2	Savings and temporary cash investments		28,273.	137,645.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 4	923,240.	953,262.
	c	Investments - corporate bonds	STMT 5	441,419.	345,916.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,392,932.	1,436,823.
					1,387,341.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
Net Assets or Fund Balances	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,392,932.	1,436,823.
	30	Total net assets or fund balances		1,392,932.	1,436,823.
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances		1,392,932.	1,436,823.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,392,932.
2	Enter amount from Part I, line 27a	2	43,891.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,436,823.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,436,823.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			P		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 158,753.		107,995.	50,758.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					50,758.
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	50,758.	
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.

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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	63,150.	1,055,719.	.059817
2011	25,750.	869,677.	.029609
2010	72,761.	770,315.	.094456
2009	78,162.	834,024.	.093717
2008	59,190.	1,122,317.	.052739
2 Total of line 1, column (d)			2 .330338
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 .066068
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,282,338.
5 Multiply line 4 by line 3			5 84,722.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,052.
7 Add lines 5 and 6			7 85,774.
8 Enter qualifying distributions from Part XII, line 4			8 57,500.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 1,280.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 1,280.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

8 824.

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

9

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

Refunded

10

11

Part VII-A Statements Regarding Activities

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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

1d 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 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3 X

If "Yes," attach a detailed description of the activities.

4a 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*

4b X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

5 X

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

6 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

7 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8 X

● By language in the governing instrument, or

9 X

● 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?

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*

10 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

GA, FL

GA, FL

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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>ROGER B. SMITH</u> Located at ► <u>3630 JAPPELOUP LANE, WELLINGTON, FL</u>	Telephone no. ► <u>561-383-8407</u> ZIP+4 ► <u>33414</u>	
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	<input type="checkbox"/> <u>N/A</u>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> <u>Yes</u> <input type="checkbox"/> <u>No</u>

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here N/Ac If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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?

 Yes No

N/A

7b

X

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
ROGER B. SMITH 3630 JAPPELOUP LANE WELLINGTON, FL 33414	TRUSTEE 1.00	0.	0.	0.

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

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

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

>

0

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

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

Total number of others receiving over \$50,000 for professional services**0****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	1,212,183.
b	Average of monthly cash balances	1b	89,683.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,301,866.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,301,866.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,528.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,282,338.
6	Minimum investment return. Enter 5% of line 5	6	64,117.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	64,117.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,104.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,104.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,013.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	62,013.
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	62,013.

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	57,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	57,500.
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	57,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				62,013.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	5,094.			
b From 2009	37,387.			
c From 2010	34,823.			
d From 2011				
e From 2012	11,627.			
f Total of lines 3a through e	88,931.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 57,500.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount			57,500.	
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))	4,513.			4,513.
6 Enter the net total of each column as indicated below:	84,418.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	581.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	83,837.			
10 Analysis of line 9:				
a Excess from 2009	37,387.			
b Excess from 2010	34,823.			
c Excess from 2011				
d Excess from 2012	11,627.			
e Excess from 2013				

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)

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).)

ROGER B. SMITH

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

NONE

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

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

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

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

• Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FIDELITY CHARITABLE TRUST P.O. BOX 770001 CINCINNATI, OH 45277	NONE	PUBLIC CHARITY	UNRESTRICTED	25,000.
MADISON COUNTY FOOD BANK P.O. BOX 1226 RICHMOND, KY 40476	NONE	PUBLIC CHARITY	UNRESTRICTED	500.
NEW YORK YACHT CLUB FOUNDATION 37 WEST 44TH STREET NEW YORK, NY 10036	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
ST. FRANCIS EPISCOPAL CHURCH 408 N MAIN STREET RUTHERFORDTON, NC 28135	NONE	CHURCH	UNRESTRICTED	10,000.
TRYON SEVENTH-DAY ADVENTIST CHURCH 2820 LYNN ROAD TRYON, NC 28782	NONE	CHURCH	UNRESTRICTED	1,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 57,500.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		107,484.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	107,484.

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

ROGER B. SMITH FAMILY CHARITABLE TRUST

58-6331843

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

20.000.

323831
05-01-13

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN - DIVIDENDS	21,408.	0.	21,408.	21,408.	
JP MORGAN - INTEREST	29,116.	0.	29,116.	29,116.	
JP MORGAN - NONDIVIDEND DIST	125.	0.	125.	125.	
JP MORGAN - OID	6,077.	0.	6,077.	6,077.	
TO PART I, LINE 4	56,726.	0.	56,726.	56,726.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,550.	2,275.		0.
TO FORM 990-PF, PG 1, LN 16B	4,550.	2,275.		0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PAYMENTS	1,543.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,543.	0.		0.

ROGER B. SMITH FAMILY CHARITABLE TRUST

58-6331843

FORM 990-PF	CORPORATE STOCK	STATEMENT 4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	953,262.	1,031,576.
TOTAL TO FORM 990-PF, PART II, LINE 10B	953,262.	1,031,576.

FORM 990-PF	CORPORATE BONDS	STATEMENT 5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	345,916.	218,120.
TOTAL TO FORM 990-PF, PART II, LINE 10C	345,916.	218,120.



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PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
November 30 - December 31, 2013

ACCOUNT NUMBER
848-01283 103

Your Portfolio Holdings

The total cost basis for each security position and the unrealized gain/loss are provided solely for your convenience and may not be used for tax purposes or otherwise relied upon. If you have questions related to tax consequences, please consult your tax advisor. Unrealized gain/loss total reflects only those positions for which a cost basis is available or has been provided to J.P. Morgan Clearing Corp. ("JPMCC"). Unless the tax basis provided relates to a position purchased on the books of JPMCC, JPMCC has not and cannot validate the basis provided. Information on this statement related to cost and gain/loss calculations does not include adjustments for wash sales that may have occurred on the last business day of this statement period. These wash sale adjustments, if any, will be reflected on your next statement.

CASH & MONEY MARKET FUNDS

DESCRIPTION	TYPE	QUANTITY	PRICE	MARKET VALUE	COST	UNREALIZED GAIN/LOSS
JPMORGAN TR I	CASH	137,645.43	1.00	137,645	137,645	
PRIME MONEY MKT FD RESV CL						
SECURITY SYMBOL IS JRVXX						
SECURITY NUM A000CB2						
TOTAL CASH & MONEY MARKET FUNDS				\$137,645	\$137,645	\$0

EQUITIES

Equities & Options



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PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
 November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
 848-01293 103
 LAST STATEMENT November 29 2013

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
DELTA AIR LINES INC DEL COM	CASH	02/13/02	5,579	27.47	153,256	26.53	Please provide this information		1,338	0.87
SYMBOL: DAL		02/13/02	2,481		67,604	34.83	85,232	-17,628 LT		
		02/13/02	165		4,533	21.25	3,506	1,026 LT		
		02/10/04	1,148		31,636	24.71	28,373	3,163 LT		
		02/10/04	77		2,115	21.25	1,836	479 LT		
		04/20/07	1,147		31,508	24.07	27,809	3,889 LT		
		04/20/07	77		2,115	21.25	1,836	479 LT		
		12/28/10	281		7,170	0.00	2,721	LT		
		12/29/10	243		8,675	0.00	2,448	LT		
FORD MOTOR CO PAR \$0.01	CASH	07/16/03	2,439	15.43	37,634	11.11	27,097	10,537 LT	976	2.59
SYMBOL: F										
FRONTIER COMMUNICATIONS CORP	CASH	06/18/02	360	4.65	1,674	4.69	1,697		144	8.60
SYMBOL: FTR		05/12/03	52		242	0.01	2	241 LT		
		01/31/05	52		242	0.00	7	LT		
		08/28/06	172		800	6.27	1,078	-278 LT		
		08/28/06	84		391	7.26	610	-219 LT		
WTS GENERAL MOTORS COMPANY EXP 07/10/2019	CASH	10/07/13	2,000	23.12	46,240	18.22	36,435	8,805		
SYMBOL: GMWSB		10/07/13	500		11,560	18.23	9,115	2,445 ST		
		10/07/13	500		11,560	18.24	9,120	2,440 ST		
		10/07/13	1,000		23,120	18.20	18,200	4,920 ST		
OWENS CORNING	CASH	11/14/06	2,000	40.72	81,440	0.44	54,465			
SYMBOL: OC		02/13/07	1,972		80,300	0.00	53,577	LT		
		02/13/07	28		1,140	31.72	888	252 LT		
SIX FLAGS ENTERTAINMENT CORPORATION NEW	CASH	03/07/07	9,132	36.82	336,240	10.74	25,278	238,162	17,168	5.11
SYMBOL: SIX		03/07/07	1,220		44,920	10.74	13,103	31,878 LT		
		03/07/07	3,956		145,660	10.74	12,175	103,172 LT		
		03/07/07	3,956		145,660	10.74	0	103,172 LT		

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PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
848-01293103
LAST STATEMENT November 29, 2013

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
TRUMP ENTERTAINMENT RESORTS INC FRAC CUSIP CUSIP: JRJBT203	CASH	07/21/10	37,483	Unpriced	4,634		224,196		LT	
TRUMP ENTMT RESORTS INC CUSIP: 89816T202	CASH	07/19/10	99	Unpriced			1,898		LT	
VERIZON COMMUNICATIONS SYMBOL: VZ	CASH		1,500	49.14	73,710	20.76	31,142	42,568	3,180	4.31
		08/18/02	220		10,811	0.73	160	10,650	LT	
		06/12/03	220		10,811	0.47	102	10,708	LT	
		01/31/05	708		34,791	28.10	19,898	14,893	LT	
		08/28/06	352		17,297	31.20	10,981	6,317	LT	
OXFORD AUTOMOTIVE INC -RSTD- SECURITY NUM: 9304517	CASH	11/14/02	184	Unpriced		800.80	131,331		N/A	LT
Total Equities & Options					\$1,031,574		\$427,902	\$953,262		\$22,807
TOTAL EQUITIES					\$1,031,574		\$427,902	\$953,262		\$22,807

FIXED INCOME

Corporate Bonds

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
SIX FLAGS INC SR NT ESCROW CUSIP: - DATED DATE 06/01/04 BOOK ENTRY ONLY DUE 06/01/2014 9.625% JD 01 CUSIP: B30ESCBH4	CASH	05/07/10	100,000	Unpriced	32,125		98,087		LT	9,626	802



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PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
 November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
 848-01293103
 LAST STATEMENT November 29, 2013

Corporate Bonds (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
CLAIRES STORES INC SR SUB NT DATED DATE 02/26/08 BOOK ENTRY ONLY PAR CALL 06/01/2015 DUE 08/01/2017 10.600% JD 01 CALL 06/01/14 101.750 CUSIP 178884A8 RATING MOODY CAA3 S&P CCC	CASH	02/04/08	100,000	102.50	102,500	95.22	95,218	7,282 LT	10,500	10.24	875
MCC COMMUNICATIONS INC ESCRROW DATED DATE 03/24/00 BOOK ENTRY ONLY IN DEFAULT DUE 04/01/2020 13.000% CUSIP 652763H9 RATING MOODY WR S&P D	CASH	03/07/01	100,000	Unpriced		54.03	54,030	N/A LT			
RUSSIAN FEDERATION REG S STEP CPN 7.50% THEREAFTER DATED DATE 06/26/00 DUE 03/31/2030 7.600% MS 31 AMORTIZED AMOUNT = 71,500 FACTOR = .71500000 CUSIP X74344DM5 RATING MOODY N/A S&P BBB	CASH	03/05/01	100,000	116.78	83,495	46.97	33,582	49,913 LT	5,363	6.42	1,341



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PRIVILEGED ACCESS PLATINUM ACCOUNT

STATEMENT PERIOD
 November 30 - December 31, 2013

Your Portfolio Holdings (continued)

ACCOUNT NUMBER
 B48-01293 103
 LAST STATEMENT November 29, 2013

Corporate Bonds (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
BAND INTERNATIONAL LTD	CASH	09/01/99	139,000	Unpriced		46.76	64,999				4,518
SR 3											1,707
DATED DATE 08/11/05											
DUUE 11/16/2035 3.250% FA 18											
CUSIP: G1190WAC4											
Total Corporate Bonds			539,000		\$218,120		\$345,916	\$67,195	\$30,006		\$4,725
TOTAL FIXED INCOME			539,000		\$218,120		\$345,916	\$57,195	\$30,006		\$4,725

YOUR PORTFOLIO HOLDINGS ACCRUED INTEREST

Total FMV = 1,387,339.43

YOUR PORTFOLIO HOLDINGS ESTIMATED ANNUAL INCOME

Total Cost = 1,436,823

Transaction Detail

DIVIDENDS / INTEREST / OTHER INCOME

DIVIDENDS

DATE	DESCRIPTION	SYMBOL/ISIN	QUANTITY	RATES	DEBIT AMOUNT	CREDIT AMOUNT
12/02/13	FORD MOTOR CO	F	2,439	0.1000		243.90
	PAR 50.01					
	REC 11/01/13 PAY 12/02/13					
12/09/13	SIX FLAGS ENTERTAINMENT CORPORATION NEW	SIX	9,132	0.4700		4,292.04
	REC 11/25/13 PAY 12/09/13					