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: STANLEY SMITH HORTICULTURAL TRUST

A Employer identification number: 94-6209165

Number and street (or P O box number if mail is not delivered to street address): 2320 MARINSHIP WAY SUITE 150 — Room/suite:

B Telephone number: (415) 332-0166

City or town, state or province, country, and ZIP or foreign postal code: SAUSALITO, CA 94965

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,280,527.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,636.	1,636.		STATEMENT 1
	4 Dividends and interest from securities	388,779.	388,779.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	272,435.			
	b Gross sales price for all assets on line 6a 7,161,516.				
	7 Capital gain net income (from Part IV, line 2)		272,435.		
	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	1,014.	1,014.		STATEMENT 3
	12 **Total** Add lines 1 through 11	663,864.	663,864.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,000.	12,500.		12,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	23,091.	11,546.		11,546.
	c Other professional fees STMT 5	179,289.	103,789.		75,500.
	17 Interest				
	18 Taxes STMT 6	10,428.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,941.	1,116.		1,825.
	22 Printing and publications				
	23 Other expenses STMT 7	5,464.	4,435.		1,029.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	246,213.	133,386.		102,400.
	25 Contributions, gifts, grants paid	606,103.			606,103.
	26 **Total expenses and disbursements.** Add lines 24 and 25	852,316.	133,386.		708,503.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-188,452.			
	b **Net investment income** (if negative, enter -0-)		530,478.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED JUN 27 2014

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	565,051.	144,306.	144,306.
	3 Accounts receivable ▶ 26,668.			
	Less: allowance for doubtful accounts ▶	34,079.	26,668.	26,668.
	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	1,498.	3,270.	3,270.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	12,761,424.	11,810,308.	14,343,353.
	c Investments - corporate bonds STMT 10	1,484,415.	2,482,554.	2,416,430.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	0.	192,086.	346,500.
	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 I)	14,846,467.	14,659,192.	17,280,527.
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 ▶ STATEMENT 12)	24,398.	25,575.	
	23 **Total liabilities** (add lines 17 through 22)	24,398.	25,575.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,736,560.	6,736,860.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,085,509.	7,896,757.	
	30 **Total net assets or fund balances**	14,822,069.	14,633,617.	
	31 **Total liabilities and net assets/fund balances**	14,846,467.	14,659,192.	

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	14,822,069.
2	Enter amount from Part I, line 27a	2	-188,452.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,633,617.
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	14,633,617.

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	7,161,516.		6,889,081.	272,435.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				272,435.

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 — 272,435.

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	786,961.	15,083,100.	.052175
2011	782,958.	15,856,230.	.049379
2010	463,750.	11,241,903.	.041252
2009	668,455.	9,064,602.	.073743
2008	844,849.	13,486,801.	.062643

2	**Total** of line 1, column (d)	2	.279192
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	.055838
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,069,102.
5	Multiply line 4 by line 3	5	897,267.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,305.
7	Add lines 5 and 6	7	902,572.
8	Enter qualifying distributions from Part XII, line 4	8	708,503.

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	10,610.
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	10,610.
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	10,610.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,698.		
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	13,698.
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	3,088.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	3,088.	**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)?	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.			
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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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) ▶ CA			
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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.ADMINITRUSTLLC.COM

14 The books are in care of ▶ RUTH COLLINS Telephone no. ▶ 415 332-0166

Located at ▶ 2320 MARINSHIP WAY SUITE 150, SAUSALITO, CA ZIP+4 ▶ 94965

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)*

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)?	[X] 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 [X] 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?	[X] 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 [X] 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 [X] 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		25,000.	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

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
COLLINS & COMPANY - 100 LARKSPUR LANDING CIRCLE, LARKSPUR, CA 94939	INVESTMENT MANAGER	97,789.
THOMAS F. DANIEL - CA ACADEMY OF SCIENCES,55 MUSIC CONCOURSE DR, SF, CA 94118	CONSULTANT	51,500.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,763,485.
b	Average of monthly cash balances	1b	550,324.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	16,313,809.
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	16,313,809.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,707.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,069,102.
6	**Minimum investment return** Enter 5% of line 5	6	803,455.

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	803,455.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,610.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,610.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	792,845.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	792,845.
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	792,845.

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	708,503.
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	708,503.
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	708,503.

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				792,845.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			698,982.	
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: ▶ $ 708,503.				
a Applied to 2012, but not more than line 2a			698,982.	
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				9,521.
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	0.			
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				783,324.
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	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				

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:

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LISTING				606,103.
Total			▶ 3a	606,103.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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	1,636.	
4 Dividends and interest from securities			14	388,779.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,014.	
8 Gain or (loss) from sales of assets other than inventory			18	272,435.	
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.		663,864.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 663,864.

(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

Ruth M Collins | 8/8/14 | TRUSTEE

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
DAVID C CUNEO	David Cuneo	AUG - 7 2014		P00394891
Firm's name ▶ CALEGARI & MORRIS, ACCOUNTANTS			Firm's EIN ▶ 94-2186350	
Firm's address ▶ 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105			Phone no. (415) 981-8766	

FEIN 94-6209165

SECURITY POSITIONS REPORT
STANLEY SMITH HORTICULTURAL TRUST

December 31, 2013

Reporting Currency: US Dollar

Quantity	Security	Total Cost	Market Value
US COMMON STOCK			
1,800	ACTAVIS PLC	259,218.00	302,400.00
3,300	AETNA INC	202,242.18	226,347.00
500	APPLE COMPUTER INC	177,557.02	280,510.00
18,000	BANK OF AMERICA	275,446.71	280,260.00
4,300	BE AEROSPACE INC	166,892.89	374,229.00
2,200	BERKSHIRE HATHAWAY INC CL B	168,287.24	260,832.00
1,250	BLACKROCK INC	241,934.01	395,587.50
5,100	CITIGROUP INC	225,029.42	265,761.00
4,400	COMCAST CORP CL A	182,047.28	228,646.00
3,800	CVS/CAREMARK CORP	169,142.52	271,966.00
3,200	DEVON ENERGY CORP	188,251.64	197,984.00
5,300	DOW CHEMICAL CO	186,622.89	235,320.00
4,600	EBAY INC	166,114.98	252,379.00
5,750	EMC CORP	122,664.37	144,612.50
3,000	EXPRESS SCRIPTS HOLDING COMPANY	175,287.30	210,720.00
14,500	FORD MOTOR CO	181,558.95	223,735.00
13,000	GENERAL ELECTRIC CO	209,572.44	364,390.00
6,500	GENERAL MOTORS COMPANY	225,361.43	265,655.00
325	GOOGLE INC CL A	175,941.89	364,230.75
3,900	HALLIBURTON CO	204,842.70	197,925.00
6,100	HARTFORD FINANCIAL SERVICES GROUP INC	190,679.85	221,003.00
2,600	HONEYWELL INTERNATIONAL INC	150,706.40	237,562.00
4,500	MARATHON OIL CORP	84,297.54	158,850.00
7,900	MYLAN LABS INC	149,328.99	342,860.00
2,900	NORDSTROM INC	163,674.36	179,220.00
5,800	ORACLE CORP	67,213.84	221,908.00
3,300	PRUDENTIAL FINANCIAL INC	186,338.49	304,326.00
3,600	SANDISK CORP	182,377.92	253,944.00
2,700	SCHLUMBERGER LTD	207,583.34	243,297.00
11,000	THE BLACKSTONE GROUP LP	192,085.50	346,500.00
2,700	TRW AUTOMOTIVE HOLDINGS CORP	191,191.62	200,853.00
2,300	UNITED TECHNOLOGIES CORP	67,618.29	261,740.00
9,000	WPX ENERGY INC	175,754.10	183,420.00
		5,912,866.11	8,498,972.75
INTERNATIONAL EQUITIES			
3,300	CHICAGO BRIDGE & IRON COMPANY N.V.	122,795.30	274,362.00
3,200	ENSCO PLC	195,901.68	182,976.00
14,000	ISHARES FTSE/XINHUA CHINA 25 FUND	555,583.60	537,180.00
17,600	ISHARES MSCI CANADA	446,864.90	513,216.00
12,500	ISHARES MSCI EMERGING MARKETS FUND	523,219.60	522,437.50
2,400	LYONDELLBASELL INDUSTRIES NV	142,022.56	192,672.00
13,750	SPDR EURO STOXX 50 ETF FUND	490,517.75	580,250.00
		2,476,905.40	2,803,093.50
COMMODITIES			
5,700	ETFS PHYSICAL PALLADIUM SHARES	360,663.09	396,834.00
8,000	MARKET VECTORS GOLD MINERS	417,060.88	169,040.00
2,300	SPDR GOLD TRUST	350,772.68	267,076.00
		1,128,496.65	832,950.00

SECURITY POSITIONS REPORT
STANLEY SMITH HORTICULTURAL TRUST

December 31, 2013

Reporting Currency: US Dollar

Quantity	Security	Total Cost	Market Value
BOND FUNDS - ETF			
7,900	ISHARES IBOXX HIGH YIELD CORP BOND FUND	712,074.62	733,752.00
28,000	POWERSHARES SENIOR LOAN PORTFOLIO BOND FD	696,365.56	696,640.00
		1,408,440.18	1,430,392.00
INTERNATIONAL BOND FUNDS			
3,050	ISHARES JP MORGAN USD EMERGING MKT BD FUND	357,487.83	329,888.00
22,445	MFS SER TR X EMERGING MKT DEBT FUND CL I	357,000.00	325,907.75
39,314	TCW FDS INC EMERGING MARKETS INCOME FD	359,626.07	330,241.78
		1,074,113.90	986,037.53
INCOME INVESTMENTS			
20,450	ALERIAN MLP ETF	314,698.28	363,805.50
7,650	JP MORGAN ALERIAN MLP INDEX	315,312.51	354,577.50
48,000	PROSPECT CAPITAL CORPORATION	524,295.90	538,560.00
		1,154,306.69	1,256,943.00
MUTUAL FUNDS			
59,274	DOUBLELINE TOTAL RETURN BOND FUND-I	669,819.54	638,969.01
53,746	PIMCO INCOME FUND - INSTITUTIONAL	660,000.00	658,925.08
		1,329,819.54	1,297,894.09
TOTAL PORTFOLIO		14,484,948.45	17,106,282.86

Stanley Smith Horticultural Trust
94-6209165
Form 990-PF - Part XV Line 3 Grants and Contributions Paid During the Year and Approved for Future Payment
For Year Ended December 31, 2013

3a. Paid during the year

Recipient Name and address	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 Paid in 2013
Alameda Point Collaborative Inc Alameda CA	N/A	PC	Ploughshares Nursery Educational Gardens	$5,000
Bowmans Hill Wildflower Preserve Association Inc New Hope PA	N/A	PC	Site Preparation and Deer Fencing	$10,000
Brookgreen Gardens Pawleys Island SC	N/A	PC	Plant Records Management· Phase 2	$10,000
Chicago Horticultural Society Glencoe IL	N/A	PC	Horticulture Interns in College First Program	$18,000
Cornell University Ithaca NY	N/A	PC	Plantation and Botanical Garden Interpretation	$19,900
Council on Foundations, Inc. Arlington VA	N/A	PC	Membership	$1,103
Descanso Gardens Guild Inc La Cañada Flintridge CA	N/A	PC	Collection Management Technology Upgrade	$16,600
Florida Wildflower Foundation Inc Maitland FL	N/A	PC	Wildflower Publication	$13,300
Foundation of the University of North Carolina at Charlotte Inc Charlotte NC	N/A	PC	Native Plants Display Garden-Phase 3	$19,000
Friends of Boone County Arboretum Inc Burlington KY	N/A	PC	Interpretive Signage	$12,900
Friends of Fellows Riverside Gardens Inc Youngstown OH	N/A	PC	Garden Mapping	$12,000
Friends of the Water Conservation Garden El Cajon CA	N/A	PC	Director of Horticulture Position	$10,000
Friends of Vallarta Botanical Gardens AC Davis CA	N/A	PC	Bromeliad-Tillandsia Project	$10,000
Ganna Walska Lotusland Santa Barbara CA	N/A	PC	Labeling Machine for Plant Mapping & Labeling	$9,400
Henry Francis duPont Winterthur Museum Inc Winterthur DE	N/A	PC	Plant Mapping System	$15,000
Hesston College Hesston KS	N/A	PC	Pathway Removal and Reconstruction	$15,200
High Point University High Point NC	N/A	PC	Nursery Development: Greenhouse	$15,000
Jenkins Arboretum Devon PA	N/A	PC	Garden Mapping	$20,000
John J Tyler Arboretum Media PA	N/A	PC	Scenic Loop Planting Project	$13,600
Kruckeberg Botanic Garden Foundation Shoreline WA	N/A	PC	Botanic Garden Database	$6,000
Meetinghouse Farm Inc West Barnstble MA	N/A	PC	Landscape Rescue and Revival	$10,000
Millenium Park Inc Chicago IL	N/A	PC	Enhancement of Lurie Garden Brochure	$12,300
Mississippi State University Mississippi State MS	N/A	PC	Truck for Rose Garden	$20,000

* denotes expenditure responsibility grant

Stanley Smith Horticultural Trust
94-6209165
Form 990-PF - Part XV Line 3 Grants and Contributions Paid During the Year and Approved for Future Payment
For Year Ended December 31, 2013

Recipient Name and address	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 Paid in 2013
Montgomery Botanical Center Inc Miami FL	N/A	POF (Expenditure Responsibility Grant)	GPS Hardware and Software Upgrades	$17,700
Myriad Gardens Foundation Oklahoma City OK	N/A	PC	Meinders Native Plant Garden	$20,000
New York Botanical Garden Bronx NY	N/A	PC	Interpretation for Orchid Show	$18,300
Oklahoma Centennial Botanical Garden Inc Tulsa OK	N/A	PC	Garden Tractor and Plant Labels	$20,000
Pacific Horticulture Society Berkeley CA	N/A	PC	Online Archive of Pacific Horticulture	$13,000
Peckerwood Gardens Conservation Foundation Inc Hempstead TX	N/A	PC	Partial Salary for Garden Manager Position	$20,000
Pollinator Partnership San Francisco CA	N/A	PC	EcoRegional Guides for Canadian Gardeners	$20,000
Powell Gardens Inc Kingsville MO	N/A	PC	Collections Manager Position	$15,000
Project Native Inc Housatonic MA	N/A	PC	Demonstration Flower Garden	$10,000
Rancho Santa Ana Botanic Garden Trustees Claremont CA	N/A	PC	Everett Memorial Garden Renovation	$15,000
Ruth Bancroft Garden Inc Walnut Creek CA	N/A	PC	Nursery Upgrade	$12,500
Santa Barbara Botanic Garden Inc Santa Barbara CA	N/A	PC	Meadow Revival Project	$20,000
Sonnenberg Gardens Canandaigua NY	N/A	PC	Signage Program	$5,000
Texas Garden Clubs Inc Grapevine TX	N/A	PC	Educational Greenhouse Construction	$5,000
The Columbus Botanical Gardens Inc Columbus GA	N/A	PC	Camellia Garden-Phase II	$10,000
The University of Tennessee Foundation Knoxville TN	N/A	PC	Partial Salary for Ornamental Horticulturist	$20,000
Tohono Chul Park Inc Tucson AZ	N/A	PC	New Entry Path and Succulent Garden	$10,000
Trustees of Purdue University West Lafayette IN	N/A	PC	Plant Signage	$10,000
Turtle Bay Exploration Park Redding CA	N/A	PC	Physical and Digital Signage	$16,000
University of Washington Seattle WA	N/A	PC	Book: Gardening with Natives of the Pacific NW	$14,000
Wave Hill Incorporated Bronx NY	N/A	PC	Technology Needs for Horticulture Staff	$10,000
Western Sonoma County Historical Society Sebastopol CA	N/A	PC	Nursery Project at Luther Burbank's Farm	$10,300

Total . . . . ► *3a* *$606,103*

* denotes expenditure responsibility grant

Stanley Smith Horticultural Trust
94-6209165
Form 990-PF - Part XV Line 3 Grants and Contributions Paid During the Year and Approved for Future Payment
For Year Ended December 31, 2013

3b. Approved during the year for future payment

No grants that were approved in 2013 have future payments

* denotes expenditure responsibility grant

Stanley Smith Horticultural Trust
94-6209165
Form 990-PF
For Year Ended December 31, 2013

Grantee:

Quarryhill Botanical Garden
PO Box 232
Glen Ellen, CA 95442

Payments:

$6,000 paid on 11/27/2012

$6,000 Total

Purpose:

Purchase of riding lawnmower for use in maintaining grounds at the Garden

Amount of Grant Spent by Grantee:

$6,000

Date of Report(s) Received from Grantee:

6/24/2013 Annual ER Report and Final Report

Diversion:

To the knowledge of the foundation, and based on the information furnished by the grantee, no part has been used for other than its intended purpose.

Verification:

The foundation reviewed the Grant Report of 6/24/2013 but did not undertake any verification of the grantee's report as there has not been any reason to doubt its accuracy or reliability (Reg. 53.4945-5(c)).

Stanley Smith Horticultural Trust
94-6209165
Form 990-PF
For Year Ended December 31, 2013

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

Grantee:

Montgomery Botanical Center Inc
11901 Old Cutler Road
Miami, FL 33156

Payments:

$17,700 paid on 11/22/2013

$17,700 Total

Purpose:

GPS hardware and software technology upgrades used in mapping and maintaining horticultural plants / plantings

Amount of Grant Spent by Grantee:

$0

Date of Report(s) Received from Grantee:

No report was due or received this year. First report will be due in 2014 and will be included in next year's return

Diversion:

To the knowledge of the foundation, and based on the information furnished by the grantee, no part has been used for other than its intended purpose.

REALIZED GAINS AND LOSSES
STANLEY SMITH HORTICULTURAL TRUST

From 01-01-13 Through 12-31-13

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
11-03-09	01-16-13	750	GOLDMAN SACHS GROUP INC	127,700.62		103,988.77		-23,711.85
11-03-09	01-16-13	450	GOLDMAN SACHS GROUP INC	76,622.03		62,393.26		-14,228.77
07-13-11	01-16-13	3,500	JOHNSON CONTROLS INC	144,560.32		110,849.31		-33,711 01
07-13-11	02-01-13	1,400	CUMMINS INC	149,119.84		161,585.44		12,465.59
05-19-09	02-04-13	8,000	ANNALY CAPITAL MANAGEMENT INC	118,770.20		118,206.35		-563.85
12-27-11	02-04-13	2,500	ISHARES IBOXX HIGH YIELD CORP BOND FUND	222,598.23		233,330.77		10,732.54
12-07-12	02-04-13	6,400	POWERSHARES SENIOR LOAN PORTFOLIO BOND FD	159,428.39		160,577.72	1,149.33	
02-09-12	02-04-13	6,292.245	HARBOR BOND FUND - INSTITUTION	78,338 45		78,401.37	62.92	
02-21-12	02-04-13	4,141.142	HARBOR BOND FUND - INSTITUTION	51,515.81		51,598.63	82.82	
08-23-12	02-04-13	18,045.775	DOUBLELINE TOTAL RETURN BOND FUND-I	205,180 46		205,000.00	-180.46	
11-01-10	02-25-13	5,500	ABB LTD - SPON ADR	112,977.24		125,681.12		12,703 88
03-02-12	02-25-13	2,500	ABB LTD - SPON ADR	51,515.25		57,127.78	5,612.53	
04-27-09	02-25-13	200	TEVA PHARMACEUTICAL-SP ADR	8,949.81		7,583 75		-1,366.06
04-27-09	02-25-13	1,500	TEVA PHARMACEUTICAL-SP ADR	67,125.00		56,878.12		-10,246.88
09-22-11	02-25-13	1,300	TEVA PHARMACEUTICAL-SP ADR	46,954.97		49,294.38		2,339 41
11-03-09	02-25-13	2,400	J.P. MORGAN CHASE & CO	101,446.68		117,667.69		16,221.01
11-03-09	02-25-13	1,900	J.P. MORGAN CHASE & CO	80,313.53		93,153.58		12,840.05
03-02-12	02-25-13	2,100	MCKESSON CORP	173,260.98		218,629.40	45,368.42	
07-13-11	02-25-13	3,550	METLIFE INC	148,600.69		126,200.22		-22,400.47
07-13-11	02-25-13	2,200	UNITED PARCEL SERVICE CL B	162,325.68		182,676.94		20,351.26
03-02-12	02-25-13	2,600	WELLPOINT INC	171,345.08		162,204.24	-9,140 84	
11-05-12	04-05-13	3,300	WALT DISNEY	166,270.20		189,856.59	23,586 39	
03-02-12	05-15-13	1,800	TRIUMPH GROUP INC	112,151.64		133,121.11		20,969.47
02-08-10	05-30-13	4,100	CISCO SYSTEMS INC	97,896.36		100,569.99		2,673.63
02-08-10	05-30-13	3,200	CISCO SYSTEMS INC	76,408.44		78,493.65		2,085 21
03-01-11	05-30-13	2,500	CISCO SYSTEMS INC	46,391.25		61,323.17		14,931 92
08-28-12	06-12-13	1,000	CHICAGO BRIDGE & IRON COMPANY N.V.	37,210.70		59,115.97	21,905.27	
02-25-13	06-12-13	400	ENSCO PLC	24,652.77		23,756.58	-896.19	
02-25-13	06-12-13	700	LYONDELLBASELL INDUSTRIES NV	41,423.25		45,650.20	4,226.95	
11-03-09	06-12-13	1,400	PETROLEO BRASILEIRO S.A. - ADR	64,284.66		22,350.47		-41,934.19
11-03-09	06-12-13	1,600	PETROLEO BRASILEIRO S.A. - ADR	73,469.88		25,543.40		-47,926.48
03-02-12	06-12-13	2,000	PETROLEO BRASILEIRO S.A. - ADR	61,045.40		31,929.24		-29,116.16
03-22-06	06-12-13	9,800	ISHARES MSCI CANADA	230,006.07		268,754.38		38,748 31
09-11-09	07-10-13	800	CHEVRON CORP	56,506.28		98,994.37		42,488.09
09-11-09	07-10-13	800	CHEVRON CORP	56,507.13		98,994.38		42,487.25
07-08-09	07-10-13	2,200	HEWLETT-PACKARD CO	81,633.99		57,860.20		-23,773.79
07-08-09	07-10-13	1,500	HEWLETT-PACKARD CO	55,660.62		39,450.14		-16,210.48
12-13-10	07-10-13	900	HEWLETT-PACKARD CO	37,819.65		23,670.08		-14,149.57
03-01-11	07-10-13	850	HEWLETT-PACKARD CO	36,519.26		22,355.08		-14,164.18
10-06-10	07-10-13	3,550	WELLS FARGO & CO	93,400.85		149,689.81		56,288.96
10-06-10	07-10-13	2,200	WELLS FARGO & CO	57,883.68		92,765.52		34,881.84
01-29-10	07-11-13	2,700	MICROSOFT CORP	77,417.28		95,118.19		17,700.91
01-29-10	07-11-13	2,500	MICROSOFT CORP	71,684.00		88,072.40		16,388.40

REALIZED GAINS AND LOSSES

STANLEY SMITH HORTICULTURAL TRUST

From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-06-10	07-11-13	500	MICROSOFT CORP	12,168.00		17,614.48		5,446.48
03-02-12	08-01-13	2,800	QUALCOMM INC	174,735 04		181,004.58		6,269.54
07-10-13	08-01-13	600	QUALCOMM INC	35,727.66		38,786.69	3,059.03	
02-09-12	08-15-13	4,500	ALERIAN MLP ETF	68,472.17		78,165.83		9,693.66
02-21-12	08-15-13	2,750	ALERIAN MLP ETF	42,859.01		47,768.00		4,908.99
05-19-09	08-15-13	4,200	ANNALY CAPITAL MANAGEMENT INC	62,355 78		48,202.23		-14,153.55
02-09-12	08-15-13	4,600	ANNALY CAPITAL MANAGEMENT INC	76,174.40		52,792.92		-23,381.48
02-16-12	08-15-13	9,200	ANNALY CAPITAL MANAGEMENT INC	152,826.04		105,585.84		-47,240.20
02-21-12	08-15-13	20,000	ANNALY CAPITAL MANAGEMENT INC	331,203.00		229,534.42		-101,668.58
02-09-12	08-15-13	1,900	JP MORGAN ALERIAN MLP INDEX	76,441 71		86,405.58		9,963.87
02-21-12	08-15-13	1,500	JP MORGAN ALERIAN MLP INDEX	62,292.54		68,214.94		5,922.40
06-03-11	09-09-13	1,700	BERKSHIRE HATHAWAY INC CL B	130,040.14		190,220.80		60,180 66
03-01-11	09-09-13	1,900	DEERE & CO	168,622.77		158,872.04		-9,750.73
01-16-13	10-01-13	1,800	ACTAVIS PLC	153,546.96		259,218.00	105,671.04	
07-13-11	10-29-13	1,500	BOEING CO	108,950 40		193,741.93		84,791.53
10-31-12	10-29-13	700	BOEING CO	49,626.77		90,412.90	40,786.13	
07-13-11	10-29-13	1,400	CATERPILLAR INC	152,901.24		117,369.50		-35,531 74
10-31-12	10-29-13	500	CATERPILLAR INC	42,833.45		41,917.68	-915.77	
10-31-12	10-29-13	850	IBM CORP	165,581.98		151,300.37	-14,281.61	
07-10-13	10-29-13	200	IBM CORP	38,345.00		35,600.09	-2,744.91	
02-21-12	11-12-13	7,916.736	HARBOR BOND FUND - INSTITUTION	98,484.19		96,346.68		-2,137.51
03-21-12	11-12-13	37,811.746	HARBOR BOND FUND - INSTITUTION	470,000.00		460,168.95		-9,831.05
08-15-13	11-12-13	8,333.333	HARBOR BOND FUND - INSTITUTION	100,000.00		101,416.66	1,416.66	
TOTAL GAINS							252,927.50	564,474.87
TOTAL LOSSES							-28,159.79	-537,198.60
				6,889,080.89	0.00	7,141,124.87	224,767.71	27,276.27

TOTAL REALIZED GAIN/LOSS 252,043.98

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	RBC	P		
b	ETFS PALLADIUM TR	P		
c	SPDR GOLD TR GOLD SHS	P		
d	RBC - CAPITAL GAIN DISTRIBUTION	P		
e	K-1 THE BLACKSTONE GROUP LP	P		
f	RBC - SECURITIES LITIGATION	P		
g				
h				
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	7,141,125.		6,889,081.	252,044.
b	2,433.			2,433.
c	1,356.			1,356.
d	9,083.			9,083.
e	5,753.			5,753.
f	1,766.			1,766.
g				
h				
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				252,044.
b				2,433.
c				1,356.
d				9,083.
e				5,753.
f				1,766.
g				
h				
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	272,435.
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

323591
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET AND CHECKING ACCOUNTS	1,636.	1,636.	
TOTAL TO PART I, LINE 3	1,636.	1,636.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 BLACKSTONE GROUP LP - DIVIDENDS	758.	0.	758.	758.	
RBC - DIVIDENDS	387,157.	0.	387,157.	387,157.	
RBC - INTEREST	864.	0.	864.	864.	
TO PART I, LINE 4	388,779.	0.	388,779.	388,779.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP LP	1,014.	1,014.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,014.	1,014.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALEGARI & MORRIS	5,500.	2,750.		2,750.
BURR PILGER MAYER	17,591.	8,796.		8,796.
TO FORM 990-PF, PG 1, LN 16B	23,091.	11,546.		11,546.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
T F DANIEL	51,500.	0.		51,500.
ADMINITRUST LLC	30,000.	6,000.		24,000.
COLLINS & COMPANY	97,789.	97,789.		0.
TO FORM 990-PF, PG 1, LN 16C	179,289.	103,789.		75,500.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	10,428.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,428.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FRANCHISE TAX BOARD				
FILING FEE	85.	0.		85.
PRINTING & REPRODUCTION	97.	0.		97.
BANK CHARGES	328.	229.		99.
GENERAL EXPENSE	972.	224.		748.
INVESTMENT EXPENSES	3,982.	3,982.		0.
TO FORM 990-PF, PG 1, LN 23	5,464.	4,435.		1,029.

FOOTNOTES | STATEMENT 8

2013 RELATED PARTY FOOTNOTE:

TWO TRUSTEES OF THE TRUST ARE CO-OWNERS OF THE COMPANY THAT PROVIDES INVESTMENT MANAGEMENT SERVICES TO THE TRUST. THE INVESTMENT MANAGEMENT COMPANY WAS NOT PAID ANY COMMISSIONS (WHICH ARE INCLUDED IN THE PURCHASE AND SALES PRICE OF THE SECURITIES) IN 2013. THE COMPANY EARNED $97,789 IN FEES.

A TRUSTEE OWNS THE COMPANY THAT PROVIDES ADMINISTRATIVE SERVICES TO THE TRUST. THE COMPANY WAS PAID $30,000 IN 2013

A TRUSTEE SERVES AS THE GRANTS DIRECTOR FOR THE TRUST, RECEIVING $51,500 IN 2013.

THE PAYMENT OF COMPENSATION TO THESE DISQUALIFIED PERSONS FOR PERSONAL SERVICES IS REASONABLE AND NECESSARY IN CARRYING OUT THE EXEMPT PURPOSE OF THE PRIVATE FOUNDATION AND IS NOT CONSIDERED AN ACT OF SELF-DEALING.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	11,810,308.	14,343,353.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,810,308.	14,343,353.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,408,440.	1,430,392.
INTERNATIONAL BONDS	1,074,114.	986,038.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,482,554.	2,416,430.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE BLACKSTONE GROUP LP	COST	192,086.	346,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		192,086.	346,500.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PROFESSIONAL FEES PAYABLE	24,398.	25,575.
TOTAL TO FORM 990-PF, PART II, LINE 22	24,398.	25,575.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J.R. GIBBS 2320 MARINSHIP WAY SUITE 150 SAUSALITO, CA 94965	TRUSTEE 1.00	5,000.	0.	0.
JOHN P. COLLINS, JR. 2320 MARINSHIP WAY SUITE 150 SAUSALITO, CA 94965	TRUSTEE 1.00	5,000.	0.	0.
RUTH M. COLLINS 2320 MARINSHIP WAY SUITE 150 SAUSALITO, CA 94965	TRUSTEE 1.00	5,000.	0.	0.
BRUCE J. RAABE 2320 MARINSHIP WAY SUITE 150 SAUSALITO, CA 94965	TRUSTEE 1.00	5,000.	0.	0.
THOMAS F. DANIEL 2320 MARINSHIP WAY SUITE 150 SAUSALITO, CA 94965	TRUSTEE 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS F. DANIEL GRANTS DIRECTOR, SSHT (TDANIEL@CALACADEMY.ORG)
DEPT. OF BOTANY, CA ACADEMY OF SCIENCES, 55 MUSIC CONCOURSE
GOLDEN GATE PARK, SAN FRANCISCO, CA 94118

TELEPHONE NUMBER

415-379-5350

FORM AND CONTENT OF APPLICATIONS

PLEASE VISIT THE TRUST'S WEBSITE FOR INFORMATION REGARDING FUNDING INTERESTS. WWW.ADMINITRUSTLLC.COM/STANLEY-SMITH-HORTICULTURAL-TRUST/

CONTACT THE GRANTS DIRECTOR FOR APPLICATION GUIDELINES.

ANY SUBMISSION DEADLINES

JANUARY 1 TO AUGUST 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

EDUCATION AND RESEARCH IN ORNAMENTAL HORTICULTURE. NORTH AND SOUTH AMERICA.

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 STANLEY SMITH HORTICULTURAL TRUST	Employer identification number (EIN) or 94-6209165
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. 2320 MARINSHIP WAY SUITE 150	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SAUSALITO, CA 94965	

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 ▶ RUTH COLLINS
  2320 MARINSHIP WAY SUITE 150 - SAUSALITO, CA 94965
  Telephone No ▶ 415 332-0166 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	$ 10,610.
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	$ 13,698.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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