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Return of Private Foundation

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

2013

Department of the Treasury
Internal Revenue Service

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

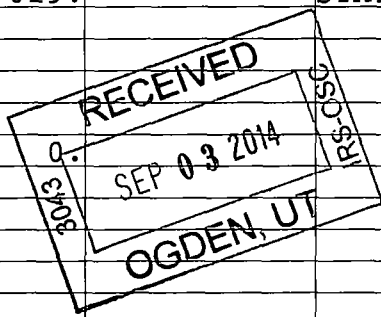
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

| | | |
|---|--|---|
| Name of foundation MAY AND STANLEY SMITH CHARITABLE TRUST | | A Employer identification number 94-6622075 |
| Number and street (or P O box number if mail is not delivered to street address) 2320 MARINSHIP WAY | Room/suite 150 | 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 <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | | D 1 Foreign organizations, check here <input checked="" type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | 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) \$ 437,234,593. (Part I, column (d) must be on cash basis) | J Accounting method: <input type="checkbox"/> Cash <input checked="" 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"/> |

| Part I Analysis of Revenue and Expenses | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | 450,000. | | N/A | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 59,657. | 50,852. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 9,484,631. | 6,537,019. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 13,923,392. | | | |
| b Gross sales price for all assets on line 6a 224,349,063. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | | |
| 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 | | 219,146. | 15,502. | | STATEMENT 3 |
| 12 Total Add lines 1 through 11 | | 24,136,826. | 6,603,373. | | |
| 13 Compensation of officers, directors, trustees, etc | | 375,000. | | | 187,500. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees STMT 4 | | 13,965. | | | 6,983. |
| b Accounting fees STMT 5 | | 34,448. | | | 17,224. |
| c Other professional fees STMT 6 | | 3,127,774. | | | 1,083,120. |
| 17 Interest | | | | | |
| 18 Taxes STMT 7 | | 264,295. | | | 160. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 8 | | 111,059. | | | 17,673. |
| 24 Total operating and administrative expenses Add lines 13 through 23 | | 3,926,541. | | | 1,312,660. |
| 25 Contributions, gifts, grants paid | | 14,704,876. | | | 12,500,876. |
| 26 Total expenses and disbursements Add lines 24 and 25 | | 18,631,417. | N/A | | 13,813,536. |
| 27 Subtract line 26 from line 12. | | | | | |
| a Excess of revenue over expenses and disbursements | | 5,505,409. | | | |
| b Net investment income (if negative, enter -0-) | | | 6,603,373. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |



SCANNED SEP 05 2014

9/5/13

| 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 | | 19,119,001. | 19,686,544. | 19,686,544. | |
| | 3 | Accounts receivable ▶ | 585,432. | | | | |
| | | Less: allowance for doubtful accounts ▶ | | 650,907. | 585,432. | 585,432. | |
| | 4 | Pledges receivable ▶ | | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | | |
| | 5 | Grants receivable | | 9,000,000. | 8,700,000. | 8,700,000. | |
| | 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 | | | 22,865. | 22,865. | |
| | 10a | Investments - U S and state government obligations | | | | | |
| | b | Investments - corporate stock | STMT 12 | | 269,158,173. | 334,668,275. | 334,668,275. |
| | c | Investments - corporate bonds | STMT 13 | | 84,901,102. | 73,571,477. | 73,571,477. |
| | 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) | | | 382,829,183. | 437,234,593. | 437,234,593. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 498,505. | 588,337. | | |
| | 18 | Grants payable | | 2,719,000. | 4,923,000. | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable | | | | | |
| | 22 | Other liabilities (describe ▶) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 3,217,505. | 5,511,337. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31 | | | | | | |
| | 24 | Unrestricted | | | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | | | |
| | and complete lines 27 through 31. | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | 193,472,881. | 193,922,881. | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | 0. | 0. | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | 186,138,797. | 237,800,375. | | |
| 30 | Total net assets or fund balances | | | 379,611,678. | 431,723,256. | | |
| 31 | Total liabilities and net assets/fund balances | | | 382,829,183. | 437,234,593. | | |

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 | 379,611,678. |
| 2 | Enter amount from Part I, line 27a | 2 | 5,505,409. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 3 | 47,056,169. |
| 4 | Add lines 1, 2, and 3 | 4 | 432,173,256. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11 | 5 | 450,000. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 431,723,256. |

Part IV Capital Gains and Losses for Tax on Investment Income N/A

| (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 | | | |
| 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 | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|-----------------------------------|--|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | |
|---|---|
| 2 Capital gain net income or (net capital loss) | 2 |
| 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 |

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) N/A

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 | | | |
| 2011 | | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |

| | |
|---|---|
| 2 Total of line 1, column (d) | 2 |
| 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 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 |
| 5 Multiply line 4 by line 3 | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 |
| 7 Add lines 5 and 6 | 7 |
| 8 Enter qualifying distributions from Part XII, line 4 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 | 8 |

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

| | | | |
|----|--|----|----------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 264,135. |
| 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 | 264,135. |
| 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 | 264,135. |
| 6 | Credits/Payments. | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 287,000. |
| 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 | 287,000. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 22,865. |
| 11 | Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 22,865. Refunded <input checked="" type="checkbox"/> | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | X | |
| 4b | X | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

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) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ADMINISTRUSTLLC.COM | X | | |
| 14 | The books are in care of ► ADMINITRUST LLC Telephone no. ► 415-332-0166 Located at ► 2320 MARINSHIP WAY, STE. 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 |
| 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 ► CANADA | | 16 | Yes X No |

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here | | 1b X |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | | 1c X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | | 2b N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) | | 3b N/A |
| 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 |

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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

| | | |
|--|----|---|
| | 5b | X |
| | 6b | X |
| | 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 |
|--|---|---|---|---------------------------------------|
| RUTH M. COLLINS 2320 MARINSHIP WAY, SUITE 150 SAUSALITO, CA 94965 | TRUSTEE 10.00 | 125,000. | 0. | 0. |
| DAVID C CUNEO 2320 MARINSHIP WAY, SUITE 150 SAUSALITO, CA 94965 | TRUSTEE 10.00 | 125,000. | 0. | 0. |
| DANIEL F. PIOMBO 2320 MARINSHIP WAY, SUITE 150 SAUSALITO, CA 94965 | TRUSTEE 10.00 | 125,000. | 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 | 1,956,222. |
| ADMINITRUST LLC 2320 MARINSHIP WAY, SAUSALITO, CA 94965 | TRUST ADMINISTRATION | 1,060,000. |
| TCC GROUP - ONE SANSOME STREET 35TH FLOOR, SAN FRANCISCO, CA 94104 | CONSULTANT | 111,552. |
| | | |
| | | |
| | | |

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 | |
| 3 All other program-related investments. See instructions. | |
| 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 | 380,485,402. |
| b | Average of monthly cash balances | 1b | 19,480,787. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 399,966,189. |
| 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 | 399,966,189. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 5,999,493. |
| 5 | Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 393,966,696. |
| 6 | Minimum investment return . Enter 5% of line 5 | 6 | 19,698,335. |

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 | 19,698,335. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 264,135. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | 2,467. |
| c | Add lines 2a and 2b | 2c | 266,602. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 19,431,733. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 19,431,733. |
| 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 | 19,431,733. |

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 | 13,813,536. |
| 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 | 13,813,536. |
| 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 | 13,813,536. |

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 | | | | 19,431,733. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 9,012,666. | |
| 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 ▶ \$ 13,813,536. | | | | |
| a Applied to 2012, but not more than line 2a | | | 9,012,666. | |
| 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 | | | | 4,800,870. |
| 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: | 0. | | | |
| 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 | | | | 14,630,863. |
| 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 | | | | (e) Total |
|---|----------|----------|----------|----------|-----------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 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 | | 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 |
| Name and address (home or business) | | | | | |
| a Paid during the year | | | | | |
| VARIOUS ORGANIZATIONS - CASH BASIS SEE ATTACHED DETAILS | | | | | 12,500,876. |
| NEXT TWO LINES ARE TO RECONCILE TO ACCRUAL BASIS | | | | | |
| GRANTS APPROVED IN PRIOR YEARS AND PAID IN 2013 (INCLUDED ABOVE) | | | | | -2,524,000. |
| GRANTS APPROVED IN 2013 AND PAYABLE IN FUTURE YEARS (SEE BELOW) | | | | | 4,728,000. |
| Total | | | | ▶ 3a | 14,704,876. |
| b Approved for future payment | | | | | |
| VARIOUS ORGANIZATIONS - SEE ATTACHED DETAILS | | | | | 4,728,000. |
| Total | | | | ▶ 3b | 4,728,000. |

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

Employer identification number

MAY AND STANLEY SMITH CHARITABLE TRUST**94-6622075**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

| | |
|---|---|
| Name of organization MAY AND STANLEY SMITH CHARITABLE TRUST | Employer identification number 94-6622075 |
|---|---|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | MAY SMITH TRUST 2320 MARINSHIP WAY NO. 150 SAUSALITO, CA 94965 | \$ 450,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

| | |
|---|---|
| Name of organization MAY AND STANLEY SMITH CHARITABLE TRUST | Employer identification number 94-6622075 |
|---|---|

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

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

| | |
|---|---|
| Name of organization MAY AND STANLEY SMITH CHARITABLE TRUST | Employer identification number 94-6622075 |
|---|---|

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

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |

May and Stanley Smith Charitable Trust

94-6622075

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 |
|--|--|---|---|----------------------------|
| 826 Valencia San Francisco CA | N/A | PC | To provide tutoring to promote gains in literacy and writing skills among disadvantaged students | \$60,000 |
| A Home Within Inc San Francisco CA | N/A | PC | To provide consistent long-term mental health services for foster youth | \$30,000 |
| A Place Called Home Los Angeles CA | N/A | PC | To provide programs in education, arts, and health to underserved youth in Los Angeles | \$50,000 |
| Ability Online Support Network Etobicoke ON Canada | N/A | NC (Foreign Public Charity- Equivalent) | To provide an online community of friendship and support for younger people with disabilities | \$20,000 |
| Action for Kids Charitable Trust London England | N/A | NC (Foreign Public Charity- Equivalent) | To increase the independence and self-esteem of young people with learning disabilities | \$45,000 |
| Advaita Society Berkeley CA | N/A | PC | To provide arts education in diverse media to disadvantaged students in grades K-12 | \$5,000 |
| Age Exchange Theatre Trust Limited London England | N/A | NC (Foreign Public Charity- Equivalent) | To provide creative reminiscence programs for isolated elders in residential care facilities | \$40,000 |
| Alonzo King Lines Ballet San Francisco CA | N/A | PC | To provide pre-professional dance training to youth who might otherwise lack access | \$25,600 |
| Alzheimers Family Services Center Huntington Beach CA | N/A | PC | Family Dementia Services | \$25,000 |
| Alzheimer's Services of the Capital Area Baton Rouge LA | N/A | PC | To provide education and support to those affected by Alzheimer's disease or related disorders | \$20,000 |
| American Association of People with Disabilities Washington DC | N/A | PC | To provide high-level professional summer internship opportunities for students with disabilities | \$50,000 |
| American Foundation for the Blind Inc New York NY | N/A | PC | To provide resources, expert advice, and a parent support network for vision-impaired children | \$100,000 |
| Amery Area Senior Citizens Inc Amery WI | N/A | PC | To support social and recreational activities and educational opportunities for rural elders | \$7,500 |
| Amyotrophic Lateral Sclerosis Society of British Columbia Richmond BC Canada | N/A | NC (Foreign Public Charity- Equivalent) | To lend assistive mobility and communication equipment to clients with ALS | \$15,000 |
| Art Beyond Sight Inc New York NY | N/A | PC | To provide social and independent skill training through the arts for students with disabilities | \$30,000 |
| Art of Yoga Project Palo Alto CA | N/A | PC | To teach classes that foster self-awareness and self-control to incarcerated girls | \$25,000 |
| Artists For Humanity Inc Boston MA | N/A | PC | To provide paid jobs, academic support, and vocational training to disadvantaged youth | \$30,000 |
| Arts Corps Seattle WA | N/A | PC | To provide quality in- and afterschool art education for disadvantaged children and youth | \$20,000 |
| Arts for the Aging - Maryland Inc Rockville MD | N/A | PC | To improve the mental & physical well-being of underserved elders through art | \$10,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 |
|---|---|---|---|---------------------|
| Association for Community Living in Boulder County Longmont CO | N/A | PC | To promote the independence, health, safety, and full community participation of individuals with developmental disabilities | \$10,000 |
| Association for Independent Living Dallas TX | N/A | PC | To provide independent living support for adults with intellectual and developmental disabilities | \$20,000 |
| At The Crossroads San Francisco CA | N/A | PC | To support youth to transition from homelessness to stable housing and improved well-being | \$30,000 |
| Autism Speaks Inc New York NY | N/A | PC | To partner with parents, families, and community organizations to address the needs of children and adults with autism | \$25,000 |
| Barnabas Foundation Inc Springfield MO | N/A | PC | Camper Scholarship Fund | \$25,000 |
| Barnes Foundation Philadelphia PA | N/A | PC | The Art of Looking Program | \$15,000 |
| Basic Fund San Francisco CA | N/A | PC | To provide scholarships to help low-income families afford tuition at K-8 private schools | \$100,000 |
| Bay Area Outreach and Recreation Program Berkeley CA | N/A | PC | Recreation Activities for the Disabled | \$20,000 |
| Bayview Hunters Point Center for Arts and Technology San Francisco CA | N/A | PC | To educate disadvantaged youth in the digital arts and offer paid internships in digital media production | \$7,500 |
| BC Seniors Services and Housing Information Society New Westminster BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To ensure that all older adults are well-supported, adequately housed, and contributing and valued in a healthy community | \$20,000 |
| Berkeley East Bay Humane Society Inc Berkeley CA | N/A | PC | To provide support to low-income elders & adults with disabilities/critical illness who would otherwise be unable to care for their companion animals | \$10,000 |
| Berkeley Symphony Orchestra Berkeley CA | N/A | PC | To provide quality in-school music education to under-served students | \$15,000 |
| Best Buddies Of Canada Toronto ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | Regional High School Expansion | \$40,000 |
| Big Creek People In Action Inc War WV | N/A | PC | To provide educational, enrichment, and skills-building programs for children, youth, and adults | \$20,000 |
| Birmingham Bloomfield Art Center Inc Birmingham MI | N/A | PC | To prepare talented disadvantaged youth to pursue tertiary education and careers in the fine arts | \$10,000 |
| Blind in Business Trust London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide career-related support and services for visually-impaired young people | \$40,000 |
| Boston Foundation Inc Jamaica Plain MA | N/A | PC | To prevent and halt violence among proven-risk youth | \$65,000 |
| Boulder County Rsvp Board Inc Boulder CO | N/A | PC | To promote independence, well-being, and volunteer opportunities for elders and adults with disabilities | \$20,000 |
| Boys & Girls Club of the Peninsula Menlo Park CA | N/A | PC | To provide at-risk youth on the Peninsula with afterschool and summer programming | \$20,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 |
|---|---|---|---|---------------------|
| Bread Project Emeryville CA | N/A | PC | To provide skills training in the culinary arts/food service fields and job placement assistance | \$40,000 |
| Bridge House Boulder CO | N/A | PC | To provide homeless individuals with resources that lead to jobs, housing, stability, and healing | \$20,000 |
| Bridging the Gap (Gorbals Ecumenical Project) Glasgow Scotland | N/A | NC (Foreign Public Charity-Equivalent) | To support disadvantaged youth to transition successfully from primary to secondary school | \$40,000 |
| Bring Me A Book Foundation Mountain View CA | N/A | PC | To support the development of early literacy skills in California's low-income children | \$20,000 |
| Businesses United in Investing Lending and Development Redwood City CA | N/A | PC | To use entrepreneurship to foster the engagement and academic success of low-income youth | \$100,000 |
| California Aquatic Therapy & Wellness Center Inc Long Beach CA | N/A | PC | To promote wellness and improve the quality of life for individuals with health needs through warm-water, aquatic therapy | \$20,000 |
| Camarillo Hospice Corp Camarillo CA | N/A | PC | To provide practical and emotional support for individuals facing a life-limiting illness and their families | \$25,000 |
| Camp Breakaway Inc San Remo NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide recreational camp for people of all ages with disabilities and respite for families | \$25,000 |
| Camp For All Foundation Houston TX | N/A | PC | To provide a tailored, barrier-free camp experience for children and adults with challenging illnesses or special needs | \$15,000 |
| Cancer Support Community Washington DC | N/A | PC | To provide educational, emotional, and social support for family members affected by cancer | \$50,000 |
| Canine Partners for Independence Midhurst West Sussex England | N/A | NC (Foreign Public Charity-Equivalent) | To provide trained service dogs to people with physical disabilities | \$33,000 |
| Canuck Place Children's Hospice Vancouver BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide hospice support for critically ill children and their families | \$25,000 |
| Cape Eleuthera Foundation Inc Lawrenceville NJ | N/A | PC | To support the education of low-income Bahamian youth | \$35,000 |
| Career Collaborative Inc Boston MA | N/A | PC | To provide employment readiness training and job placement support to disadvantaged adults | \$15,000 |
| Caregivers Volunteers Assisting the Elderly Ventura CA | N/A | PC | To provide trained volunteer support to enable homebound elders to live independently | \$30,000 |
| Caring Together in Woodhouse & Little London Leeds England | N/A | NC (Foreign Public Charity-Equivalent) | To improve disadvantaged elders' quality of life by providing support, services, and activities | \$30,000 |
| Carpenters Shelter Inc Alexandria VA | N/A | PC | To support homeless adults and families to permanently resolve their homelessness | \$25,000 |
| Casa De Esperanza De Los Ninos Incorporated Houston TX | N/A | PC | To provide a home and comprehensive supportive services for at-risk children | \$20,000 |
| Casa Valentina Inc Miami FL | N/A | PC | To provide housing and supportive services for young adults transitioning from foster care | \$35,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 |
|---|---|---|--|---------------------|
| Castlemilk Pensioners Action Centre Glasgow Scotland | N/A | NC (Foreign Public Charity-Equivalent) | Services for Independent Living for Elders | \$10,000 |
| Catholic Charities of East Tennessee Inc Knoxville TN | N/A | PC | Samaritan Place Program | \$15,000 |
| Catholic Charities of the Diocese of Oakland Oakland CA | N/A | PC | To support ELL adults and their children toward improved educational and employment outcomes and family well-being | \$15,000 |
| Catholic Education Foundation Los Angeles CA | N/A | PC | Tuition Award Program | \$30,000 |
| Center For Heirs Property Preservation Charleston SC | N/A | PC | To promote economic stability among disadvantaged adults by securing their tenure to their land | \$25,000 |
| Center For Music By People With Disabilities Missoula MT | N/A | PC | To provide music-related activities for children, teenagers, and adults with disabilities | \$6,000 |
| Center for New American Security Inc Washington DC | N/A | PC | To conduct a needs assessment of veterans and military families in the Western United States | \$76,176 |
| Center for the Art of Translation San Francisco CA | N/A | PC | To promote achievement in the language arts among 3rd-8th graders using poetry-focused lessons | \$10,000 |
| Centre Juif Cummings Pour Aines/ Cummings Jewish Centre For Seniors Montreal Quebec Canaca | N/A | NC (Foreign Public Charity-Equivalent) | Quality of Life Services for Seniors | \$25,000 |
| Centrepoint Soho London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide employment skill-building and job placement services for disadvantaged youth | \$25,000 |
| Changing Faces London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide positive physical and emotional outcomes for people with disfigurements | \$60,000 |
| Chartwell School Seaside CA | N/A | PC | To meet the educational needs of students with learning disabilities | \$20,000 |
| Chesterfield Casa Inc Richmond VA | N/A | PC | To provide advocacy and mentoring support for foster children and youth | \$25,000 |
| Chicago Lights Chicago IL | N/A | PC | To provide tutoring and encourage educational progression among disadvantaged youth | \$30,000 |
| Childrens Restoration Network Inc Roswell GA | N/A | PC | To support homeless children's academic success and pursuit of post-secondary education or training | \$15,000 |
| Childrens Theater Company and School Minneapolis MN | N/A | PC | To provide in-school dramatic arts-based educational programs for disadvantaged children | \$20,000 |
| Childrens Vision First San Francisco CA | N/A | PC | To provide access to free vision exams and glasses for uninsured low-income Bay Area children | \$15,000 |
| Christian Activity Center East St Louts IL | N/A | PC | Pathways Program - A College Access Initiative | \$35,000 |
| Churchie Foundation Limited East Brisbane QLD Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide scholarships and financial aid to Churchie students | \$125,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 |
|---|---|---|---|---------------------|
| Churchie Foundation Limited East Brisbane QLD Australia | N/A | NC (Foreign Public Charity- Equivalent) | To provide scholarships to Churchie alumni to study overseas | \$40,000 |
| Churchie Foundation Limited East Brisbane QLD Australia | N/A | NC (Foreign Public Charity- Equivalent) | Scholarship Funding | \$125,000 |
| Cincinnati Works Inc Cincinnati OH | N/A | PC | To provide employment readiness, job placement, and job retention services to disadvantaged adults | \$75,000 |
| Cinnabar Arts Corporation Petaling Jaya CA | N/A | PC | To provide disadvantaged youth with education and training in the theatrical and choral arts | \$10,000 |
| Citywild Denver CO | N/A | PC | To provide academic support and leadership development programming for disadvantaged youth | \$10,000 |
| Civic Ventures San Francisco CA | N/A | PC | To provide older adults with the opportunities to pursue "encore careers" - second acts for the common good | \$150,000 |
| Clayton Dabney Foundation For Kids With Cancer Dallas TX | N/A | PC | To fulfill the last wishes of financially disadvantaged children with terminal cancer | \$10,000 |
| Clean Break Theatre Company London England | N/A | NC (Foreign Public Charity- Equivalent) | To provide educational and employment readiness programs to formerly incarcerated women | \$45,600 |
| Cleo Eulau Center for Children and Adolescents Mountain View CA | N/A | PC | Resiliency Programs for Disadvantaged Youth | \$35,000 |
| CNIB The Canadian National Institute for the Blind Vancouver BC Canada | N/A | NC (Foreign Public Charity- Equivalent) | To provide services and support for children and adults with vision impairment | \$50,000 |
| Coalition for the Homeless Inc New York NY | N/A | PC | Camp Homeward Bound | \$20,000 |
| College Bound-Dollars For Achievers Cerritos CA | N/A | PC | To prepare low-income students of color for admission into and graduation from 4-year colleges | \$100,000 |
| College Track Oakland CA | N/A | PC | To increase college enrollment and graduation rates for communities underrepresented in higher education | \$75,000 |
| Colorado Nonprofit Development Center Denver CO | N/A | PC | To provide veterans with psychosocial support and referrals to social service providers | \$10,000 |
| Colorado Uplift Denver CO | N/A | PC | To promote academic progression to college enrollment and healthy personal development among disadvantaged children and youth | \$50,000 |
| Committee on Temporary Shelter Burlington VT | N/A | PC | To avert homelessness among families facing housing instability or short-term financial crisis | \$20,000 |
| Community Music Center San Francisco CA | N/A | PC | To provide quality music education to disadvantaged children and youth | \$20,000 |
| Community Partners Los Angeles CA | N/A | PC | To facilitate training and employment opportunities in the farming industry for military veterans | \$35,000 |

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|---|--|---|--|----------------------------|
| Community Preparatory School Providence RI | N/A | PC | Annual Scholarship Fund | \$10,000 |
| Community-Word Project Inc New York NY | N/A | PC | To provide arts education to students who would otherwise lack access | \$20,000 |
| Conejo Valley Senior Concerns Thousand Oaks CA | N/A | PC | To provide programs & services which support and improve quality of life for frail elders and their family caregivers | \$50,000 |
| Contact the Elderly Limited London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide friendship groups and opportunities for socialization for older isolated adults | \$30,000 |
| Cooperative for Education Cincinnati OH | N/A | PC | To support the education of indigenous Guatemalan youth | \$75,000 |
| Council on Foundations, Inc Arlington VA | N/A | PC | 2013 Membership Dues | \$17,000 |
| Cumbernauld Action on Care of the Elderly Cumbernauld Scotland | N/A | NC (Foreign Public Charity-Equivalent) | To enhance the well-being and quality of life for older people in Cumbernauld | \$10,000 |
| De Marillac Academy San Francisco CA | N/A | PC | Student Scholarships | \$35,000 |
| Denver Urban Schools Denver CO | N/A | PC | To foster academic success and promote positive social development among at-risk youth | \$10,000 |
| Disability Funders Network Inc Midlothian VA | N/A | PC | 2013 Membership Dues | \$3,000 |
| Disabled Sports USA Rockville MD | N/A | PC | To provide severely disabled, low-income youth with opportunities to improve health & increase participation in the community through sports | \$75,000 |
| Doorways for Women & Families Inc Arlington VA | N/A | PC | To support homeless women & families to attain housing, economic stability, and independence | \$45,000 |
| Dulwich Helpline London England | N/A | NC (Foreign Public Charity-Equivalent) | Services to Combat Isolation for the Elderly | \$12,000 |
| Each One Reach One South San Francisco CA | N/A | PC | To provide educational, creative, and life skills development programs for high-risk youth | \$30,000 |
| East End House Inc Cambridge MA | N/A | PC | To provide high-quality STEM-focused out-of-school programming for low-income students | \$25,000 |
| East Meets West Foundation Oakland CA | N/A | PC | To provide access to clean water and sanitation in rural areas in five developing countries | \$150,000 |
| Ebenezer School and Home for the Visually Impaired Ltd Hong Kong | N/A | NC (Foreign Public Charity-Equivalent) | To provide recreational opportunities for visually-impaired children with multiple disabilities | \$13,000 |
| El Porvenir Westminster CO | N/A | PC | To provide clean water and sanitation to rural communities in Nicaragua | \$25,000 |
| Eldergivers San Francisco CA | N/A | PC | To connect generations through art that celebrates the wisdom, creativity, and talent of older adults in long-term care facilities | \$10,000 |
| Elizabeth Pierce Olmsted MD Center for the Visually Impaired Buffalo NY | N/A | PC | To provide employment training and job placement opportunities for individuals with visual impairments or physical disabilities | \$100,000 |

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|---|---|---|--|---------------------|
| Emmaus Hastings and Rother St Leonards-on-Sea East Sussex England | N/A | NC (Foreign Public Charity-Equivalent) | EHR Community Leader & Deputy Salary Costs | \$20,000 |
| Engage Inc Burbank CA | N/A | PC | To provide on-site enrichment programs for elders in affordable housing buildings | \$40,000 |
| Environmental Vision London England | N/A | NC (Foreign Public Charity-Equivalent) | To engage disabled youth in focused volunteer activities that build personal leadership skills and effect change in their communities | \$30,000 |
| EPiC Arts London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide access to the arts for children and young adults with disabilities | \$30,000 |
| Epilepsy Association Epping NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide programs and services to optimize life outcomes for people with epilepsy and other seizure disorders | \$20,000 |
| Every Child Counts Learning Center Abaco Bahamas | N/A | NC (Foreign Public Charity-Equivalent) | To provide educational opportunities for children with learning disabilities | \$20,000 |
| Fabretto Children's Foundation Inc Arlington VA | N/A | PC | To provide education, nutrition and economic opportunity to Nicaraguan children and families | \$50,000 |
| Families First Parenting Programs Inc Cambridge MA | N/A | PC | To provide quality parent education for low-income and otherwise disadvantaged families | \$12,000 |
| Fight for Peace (UK) London England | N/A | NC (Foreign Public Charity-Equivalent) | To help at-risk youth develop self-confidence, discipline, respect, responsibility, & leadership | \$25,000 |
| FII - National Oakland CA | N/A | PC | To promote and facilitate asset-based poverty alleviation strategies | \$40,000 |
| First Graduate San Francisco CA | N/A | PC | To help students become first in their families to graduate from college | \$50,000 |
| Foundation Center San Francisco CA | N/A | PC | To strengthen the social sector by advancing knowledge about philanthropy in the U.S. and around the world | \$5,000 |
| Foundation for Students Rising Above San Francisco CA | N/A | PC | To ensure at-risk students have the support they need to enroll in and graduate from college | \$30,000 |
| Freedom from Hunger Davis CA | N/A | PC | To provide technical assistance that supports access to financial services, health, and education for marginalized individuals in low-income countries | \$100,000 |
| Freedom Service Dogs Inc Englewood CO | N/A | PC | Training of Service Dogs for the Disabled | \$20,000 |
| Fresh Lifelines For Youth Inc Milpitas CA | N/A | PC | To prevent juvenile crime through legal education, leadership training, and mentoring | \$50,000 |
| Friends of the Children of King County Seattle WA | N/A | PC | To provide long-term mentoring for at-risk children in King County, WA | \$15,000 |
| Friendship Adult Day Care Center Inc Santa Barbara CA | N/A | PC | To provide high quality adult day care, and respite and support for family members and caregivers | \$25,000 |
| Funders Together to End Homelessness Inc Boston MA | N/A | PC | 2013 Membership Dues | \$3,000 |

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| Ganbina Shepparton VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide Aboriginal youth with educational, employment-related, and social support | \$35,000 |
| Girls Educational And Mentoring Services Inc New York NY | N/A | PC | To provide comprehensive services to girls and young women affected by commercial sexual exploitation | \$25,000 |
| Girls Incorporated of the Central Coast Salinas CA | N/A | PC | To provide educational and leadership development opportunities for disadvantaged girls | \$12,000 |
| Global Glimpse San Francisco CA | N/A | PC | To expand students' perspectives, increase motivation for academic success, and build commitment to create positive change | \$20,000 |
| Grandparents As Parents Inc Canoga Park CA | N/A | PC | To support and address the needs of families headed by grandparents or other relatives | \$35,000 |
| Grantmakers for Children Youth and Families Inc Silver Spring MD | N/A | PC | 2013 Membership Dues | \$1,500 |
| Grantmakers In Aging Inc Arlington VA | N/A | PC | 2013 Membership Dues | \$3,500 |
| Grantmakers in the Arts Seattle WA | N/A | PC | 2013 Membership Dues | \$5,000 |
| Growing Gardens of Boulder County Inc Boulder CO | N/A | PC | Horticultural Therapy Program | \$7,000 |
| Guiding Eyes For The Blind Inc Yorktown Heights NY | N/A | PC | To enrich the lives of youth and adults with multiple disabilities including visual impairment | \$25,000 |
| H O P E Equestrian Center Eagle Point OR | N/A | PC | To provide therapeutic horseback riding in rural Oregon | \$7,500 |
| H I A Harmony In Action Windsor Windsor ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide educational, social, and recreational opportunities for adults with disabilities | \$5,000 |
| Halleck Creek Ranch Nicasio CA | N/A | PC | To provide therapeutic riding for children, youth, and adults with disabilities | \$15,000 |
| Hands on Learning Australia Frankston VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To engage at-risk students in service-learning projects and mentoring | \$15,000 |
| Harlem Academy New York NY | N/A | PC | First-Grade Tuition Support | \$50,000 |
| Harlem Childrens Zone Inc New York NY | N/A | PC | To provide intensive college readiness support to underserved youth in Harlem | \$30,000 |
| Harm Reduction Therapy Center Oakland CA | N/A | PC | To provide mental health services to disadvantaged adults with complex mental health issues | \$25,000 |
| Health Volunteers Overseas Washington DC | N/A | PC | Medical Care & Training | \$30,000 |
| Hear and Say - Centre for Deaf Children Limited Toowong QLD Australia | N/A | NC (Foreign Public Charity-Equivalent) | To promote improvements in hearing and speech among children with hearing loss | \$75,000 |
| Hesperian Health Guides Berkeley CA | N/A | PC | To develop educational materials for use to improve health outcomes in low-income countries | \$50,000 |

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| Holbeck Elderly Aid Leeds Yorkshire England | N/A | NC (Foreign Public Charity-Equivalent) | To reduce isolation and enhance the mental and physical well-being of <i>disadvantaged elders</i> | \$25,000 |
| Homeboy Industries Los Angeles CA | N/A | PC | To provide education, training, jobs, and social services to former gang members | \$50,000 |
| Homeward Bound of Marin Novato CA | N/A | PC | To provide comprehensive services aimed to end family homelessness | \$80,000 |
| Homework Central San Mateo CA | N/A | PC | To provide tutoring and homework assistance to 3rd - 5th graders | \$10,000 |
| Hong Kong Alzheimer's Disease Association Kowloon Hong Kong | N/A | NC (Foreign Public Charity-Equivalent) | To provide services and support for families with members affected by dementia | \$100,000 |
| Hope Community Center Inc Apopka FL | N/A | PC | To provide diverse educational and enrichment programs that support family well-being | \$50,000 |
| Hope Program Inc Brooklyn NY | N/A | PC | To provide job training, placement, and advancement services to disadvantaged adults | \$40,000 |
| Horizons For Homeless Children Inc Roxbury MA | N/A | PC | To provide early childhood education and support services for homeless children | \$50,000 |
| Hour Children Inc Long Island City NY | N/A | PC | To support former female offenders to reintegrate once released and achieve self-sufficiency | \$25,000 |
| Housing Opportunities & Maintenance for the Elderly Inc Chicago IL | N/A | PC | To provide home upkeep assistance, transportation, and affordable <i>intergenerational housing</i> for low-income elders | \$25,000 |
| Immaculate Conception Academy San Francisco CA | N/A | PC | Tuition Assistance | \$100,000 |
| Inter Care Limited Leicester Leicestershire England | N/A | NC (Foreign Public Charity-Equivalent) | To supply health facilities in Africa with essential drugs reclaimed from UK physicians' offices | \$35,000 |
| Intercambio De Comunidades Boulder CO | N/A | PC | English Language & Economic Sustainability | \$10,000 |
| Interfaith Senior Programs Inc Waukesha WI | N/A | PC | To reduce isolation, enhance independence and well-being, and promote community volunteer opportunities for older adults and adults with disabilities | \$20,000 |
| Iona Senior Services Washington DC | N/A | PC | To provide programs and services which enable elders to age and live well | \$30,000 |
| IVUmed Salt Lake City UT | N/A | PC | Pediatric Surgical Training & Service Program | \$40,000 |
| J F Shea Therapeutic Riding Center Inc San Juan Capistrano CA | N/A | PC | To provide therapeutic riding programs for children and adults with disabilities | \$15,000 |
| Jewish Family & Career Services Inc Atlanta GA | N/A | PC | Caregiver Support Program | \$25,000 |
| Jewish Family & Childrens Services San Francisco CA | N/A | PC | Volunteer Senior Outreach Corps | \$100,000 |
| Jewish Family and Childrens Service of Greater Philadelphia Philadelphia PA | N/A | PC | To enable elders to age safely, with dignity, in their own homes and communities | \$50,000 |

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|---|--|---|--|----------------------------|
| Jewish Social Service Agency Rockville MD | N/A | PC | To provide comprehensive services and support to elders | \$25,000 |
| Jewish Vocational & Career Counseling Service San Francisco CA | N/A | PC | Work Resource Program | \$50,000 |
| Jobtram Inc Menlo Park CA | N/A | PC | To provide vocational training and employment services to disadvantaged youth and adults | \$40,000 |
| Joseph Sams School Inc Early Years Inc Fayetteville GA | N/A | PC | To provide specialized education services and life skills training for students with disabilities | \$15,000 |
| Juma Ventures San Francisco CA | N/A | PC | To provide jobs and educational and personal development programs for disadvantaged youth | \$80,000 |
| Jumping Mouse Childrens Center Port Townsend WA | N/A | PC | To provide therapeutic counseling for children and families affected by trauma | \$12,000 |
| Jumpstart for Young Children Inc Boston MA | N/A | PC | To train volunteers to help low-income preschoolers build their language and literacy skills | \$45,000 |
| Justwork Economic Initiative Vancouver BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide supportive employment for adults living with disabilities and other life challenges | \$20,000 |
| Kids Enjoy Exercise Now Washington DC | N/A | PC | To provide one-to-one sports and recreational programs for youth with severe cognitive and physical disabilities | \$25,000 |
| Kids Turn San Francisco CA | N/A | PC | To provide educational materials that aim to support children and families affected by divorce | \$7,500 |
| La Cocina Inc San Francisco CA | N/A | PC | To provide business planning and allied support to female culinary entrepreneurs | \$25,000 |
| Lapiente Home Incorporated Alamosa CO | N/A | PC | To support disadvantaged families to achieve and maintain economic and housing stability | \$30,000 |
| Leap Imagination In Learning San Francisco CA | N/A | PC | To provide arts education residencies to students who might otherwise lack access | \$15,000 |
| LEAP Science and Maths Schools Clareinch Western Cape South Africa | N/A | NC (Foreign Public Charity-Equivalent) | To equip young South Africans with the academic and life skills needed to become future leaders | \$100,000 |
| Legal Aid of Marin San Rafael CA | N/A | PC | Masters of Social Work Intern Program | \$15,000 |
| LifeCircle Australia Limited Poits Point NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | End of Life Services, Education, and Support | \$50,000 |
| Lifes Kitchen Inc Boise ID | N/A | PC | To provide disadvantaged youth with employability training and supportive services | \$20,000 |
| Lifetime Arts New Rochelle NY | N/A | PC | To creatively engage older adults with the arts in public libraries | \$25,000 |
| Little Bit Therapeutic Riding Center Redmond WA | N/A | PC | To provide equine-assisted activities and therapies to children and adults with disabilities | \$20,000 |
| Little Brothers Friends of the Elderly Cincinnati OH | N/A | PC | To reduce isolation and loneliness of homebound elders through friendly visitors | \$15,000 |

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| Live Oak Adult Day Services San Jose CA | N/A | PC | To provide quality day care for low-income, frail, disabled elders, and respite for their caregivers | \$25,000 |
| Living Arts Detroit MI | N/A | PC | To provide arts education and performance opportunities for youth in low-income communities | \$10,000 |
| Los Cenzontles Mexican Arts Ctr San Pablo CA | N/A | PC | Los Cenzontles Youth Arts Academy | \$40,000 |
| Lost Chord Rotherham England | N/A | NC (Foreign Public Charity-Equivalent) | Interactive Music for People with Dementia | \$35,000 |
| Lyford Cay Foundation Inc New York NY | N/A | PC | To prepare low-income Bahamian students for higher education | \$85,000 |
| M F Place Inc Hollywood CA | N/A | PC | Services for Homeless Youth | \$25,000 |
| Madonna School Omaha NE | N/A | PC | To serve the educational, independent living, and employment needs of young adults with cognitive and developmental disabilities | \$15,000 |
| Magic Me London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide intergenerational arts activities for elders and disadvantaged youth | \$20,000 |
| Making the Right Connections Inc Los Angeles CA | N/A | PC | To provide a six week summer educational program for K-8 students focused on gang prevention | \$35,000 |
| Making Waves Education Program Richmond CA | N/A | PC | To support low-income youth in distressed communities to enroll in and graduate from college | \$42,000 |
| Mamas Kitchen San Diego CA | N/A | PC | To provide nourishing home-delivered meals for those coping with cancer | \$15,000 |
| Mano a Mano International Partners Mendota Heights MN | N/A | PC | To strengthen rural health care infrastructure and capacity in Bolivia | \$50,000 |
| Marin Brain Injury Network Larkspur CA | N/A | PC | To provide services and support for individuals with acquired brain injuries and their families | \$25,000 |
| Marin Humane Society Novato CA | N/A | PC | To nurture & support the human-animal bond providing companionship and well-being for low-income seniors | \$20,000 |
| Marion Medical Mission Marion IL | N/A | PC | To provide safe drinking water for rural villagers in Africa | \$25,000 |
| Meals on Wheels of Northampton County Inc Bethlehem PA | N/A | PC | To address the nutritional needs of low-income elders by providing home-delivered and congregate meals | \$10,000 |
| Meals on Wheels of the Salinas Valley Inc Salinas CA | N/A | PC | Provide home-delivered meals and a friendly visit for homebound seniors and disabled adults | \$25,000 |
| Medic Mobile Inc San Francisco CA | N/A | PC | To improve the health of the medically underserved using low-cost, user-defined mobile apps | \$30,000 |
| MedShare International San Leandro CA | N/A | PC | To reclaim and redistribute usable medical equipment and supplies to improve the lives of the poor | \$100,000 |
| Mend-Meet Each Need With Dignity Pacoima CA | N/A | PC | To provide educational programs for disadvantaged children and adults | \$25,000 |

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| Mentoring Today Washington DC | N/A | PC | To provide mentoring and allied support to incarcerated and formerly incarcerated youth | \$25,000 |
| Mercy Education Project Detroit MI | N/A | PC | To provide services to help women and girls achieve educational success and self-sufficiency | \$20,000 |
| Mercy Neighborhood Ministries Inc Cincinnati OH | N/A | PC | To provide for the home care needs of underserved, low-income elders | \$15,000 |
| Meritus College Fund San Francisco CA | N/A | PC | To support low-income youth to complete college and prepare for careers through a combination of scholarships, coaching, and mentorship | \$25,000 |
| Mighty Writers Philadelphia PA | N/A | PC | To provide academic enrichment programs grounded in the art of writing | \$20,000 |
| Mindful Schools Oakland CA | N/A | PC | To train students and teachers in an attention-building and stress reduction technique, mindfulness | \$30,000 |
| Miriams Kitchen Washington DC | N/A | PC | To ensure access to stable, long-term, supportive housing for chronically homeless adults | \$25,000 |
| MK Level Playing Field Institute Oakland CA | N/A | PC | To provide an enrichment program for students of color to excel in science, technology, engineering, and math | \$20,000 |
| Mona Foundation Kirkland WA | N/A | PC | To provide scholarships and educational support to children in Haiti | \$45,000 |
| Mosaic Youth Theater of Detroit Detroit MI | N/A | PC | To provide rigorous training in the performance arts to disadvantaged youth | \$20,000 |
| Motherly Intercession Flint MI | N/A | PC | To provide academic support and enrichment activities for children and families affected by incarceration | \$10,000 |
| Multiple Sclerosis Quality of Life Project Corporation Monterey CA | N/A | PC | To improve the quality of life of persons with Multiple Sclerosis and Parkinson's Disease | \$10,000 |
| National Braille Press Inc Boston MA | N/A | PC | Lifelong Learning Programs | \$20,000 |
| National Dance Institute New Mexico Inc Santa Fe NM | N/A | PC | In-School and Community Programs | \$25,000 |
| National Organization on Disability New York NY | N/A | PC | To provide support, training, and resources to enable severely disabled veterans and their families to reintegrate into the civilian community | \$100,000 |
| National Service Dog Training Centre Inc Cambridge ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | To enrich the quality of life and enhance the independence of children living with autism | \$20,000 |
| National Sports Center for the Disabled Inc Denver CO | N/A | PC | Therapeutic Sports & Recreation | \$10,000 |
| Neighborhood House Association Salt Lake City UT | N/A | PC | To provide quality, affordable day care for low-income children, youth, elders, and the disabled | \$25,000 |
| Nepal Youth Foundation Sausalito CA | N/A | PC | To provide scholarships for vocational or college education for disadvantaged Nepali youth | \$50,000 |

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| Neuromuscular Centre Winsford Cheshire England | N/A | NC (Foreign Public Charity- Equivalent) | To support people affected by muscular dystrophy | \$18 000 |
| New Door Ventures San Francisco CA | N/A | PC | Youth Development Programs | \$50 000 |
| New Futures Washington DC | N/A | PC | To provide post-secondary scholarships, mentoring, and career advice to young adults | \$30,000 |
| Northern California Grantmakers San Francisco CA | N/A | PC | 2013 Membership Dues | \$12,000 |
| Notre Dame of Dallas Schools Inc Dallas TX | N/A | PC | To educate students with cognitive disabilities and facilitate their integration into society | \$20,000 |
| Nova Workforce Institute of Northeast Louisiana Inc Monroe LA | N/A | PC | To provide employability training and job placement assistance to disadvantaged adults | \$20,000 |
| Oakland Kids First Oakland CA | N/A | PC | To support an in-school peer academic mentoring program in Oakland Unified School District | \$25,000 |
| Oakland Youth Chorus Oakland CA | N/A | PC | To provide sequential music education and performance opportunities to students ages 5-21 | \$20,000 |
| Oasis Institute St Louis MO | N/A | PC | To provide opportunities for elders to challenge the mind, improve health, connect with others, and serve the community | \$200,000 |
| Okizu Foundation Novato CA | N/A | PC | To provide peer support, respite, mentoring, and recreational programs for families affected by childhood cancer | \$30,000 |
| Omega Boys Club of San Francisco San Francisco CA | N/A | PC | Omega Leadership Academy | \$20,000 |
| On The Move Napa CA | N/A | PC | To support transition-age foster youth to proceed toward self-sufficiency | \$35,000 |
| One Voice Santa Monica CA | N/A | PC | College Scholars Program | \$50,000 |
| One25 Limited Saint Pauls Bristol England | N/A | NC (Foreign Public Charity- Equivalent) | To provide holistic support to help street workers build new lives | \$35,000 |
| Operation Homefront Inc San Antonio TX | N/A | PC | To address urgent needs of military families in order to avert long-term crises | \$25,000 |
| Opica Adult Day Care Center Inc Los Angeles CA | N/A | PC | To provide subsidized adult day care for low-income elders | \$20,000 |
| Our House Inc Little Rock AR | N/A | PC | To provide shelter and services to support families to permanently resolve their homelessness | \$75,000 |
| P F Bresee Foundation Los Angeles CA | N/A | PC | To provide afterschool programs to equip disadvantaged youth to achieve their full potential | \$50,000 |
| Pads To Hope Inc Palatine IL | N/A | PC | To support vulnerably housed and homeless individuals and families to achieve housing stability | \$10,000 |
| Parenting Now Eugene OR | N/A | PC | To provide parenting education programs | \$7,500 |

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| Partners for Youth with Disabilities Boston MA | N/A | PC | To empower youth with disabilities to reach their full potential | \$20,000 |
| Partners In Care Inc Pasadena MD | N/A | PC | To create a community of care using a highly effective service-exchange/time-banking model | \$25,000 |
| Passage 2000 London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide a continuum of services and support to resolve individuals' homelessness | \$55,000 |
| Peace 4 Kids Compton CA | N/A | PC | To provide enrichment activities and support children and youth affected by foster care | \$40,000 |
| Per Scholas Inc Bronx NY | N/A | PC | To provide training in computers and information technology that prepares disadvantaged adults for jobs | \$50,000 |
| Pets Are Wonderful Support San Francisco CA | N/A | PC | To improve the health and well-being of low-income individuals with disabilities and older people, and the companion animals in their lives | \$15,000 |
| Pets For The Elderly Foundation San Tan Valley AZ | N/A | PC | To provide companionship to elderly individuals through pet ownership | \$15,000 |
| Philabundance Philadelphia PA | N/A | PC | To provide employability skills training and supportive services to disadvantaged adults | \$20,000 |
| Phoenix Employment Services of Wilmington Inc Wilmington NC | N/A | PC | To provide employment readiness training and job search assistance to unemployed adults | \$7,500 |
| Power To Be Adventure Therapy Society Victoria BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide inclusive adaptive recreation programming for youth with disabilities | \$60,000 |
| Prevention International No Cervical Cancer (PINCC) Inc Oakland CA | N/A | PC | To provide medical services and training to prevent and treat cervical cancer in low-income countries | \$20,000 |
| Prison University Project Inc San Quentin CA | N/A | PC | To provide college prep and accredited college courses to incarcerated men | \$100,000 |
| Pro Mujer Inc New York NY | N/A | PC | To provide integrated financial and health services to women in five countries in Latin America | \$125,000 |
| Project Angel Heart Denver CO | N/A | PC | To improve the nutritional status of those coping with life-threatening illnesses through home-delivered meals | \$20,000 |
| Project Avary Inc Novato CA | N/A | PC | To provide holistic youth development programs for children with incarcerated parents | \$40,000 |
| Project Home Philadelphia PA | N/A | PC | To provide services to formerly homeless families in permanent supportive housing | \$30,000 |
| Project Open Hand San Francisco CA | N/A | PC | To provide congregate lunches for elders and meal delivery service for homebound, critically ill adults | \$20,000 |
| Providence House Inc Cleveland OH | N/A | PC | To provide high-quality residential care for children with guardians in crisis | \$30,000 |
| Radio For The Blind And Print Handicapped Inc New Orleans LA | N/A | PC | To provide up-to-date access to community information, news, and enrichment activities for blind and print-handicapped individuals via radio | \$15,000 |

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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 |
|--|---|--|---|---------------------|
| Raising A Reader San Francisco and Alameda Counties San Francisco CA | N/A | PC | Early Literacy & Parent Engagement Services | \$30,000 |
| Raphael House of San Francisco Inc San Francisco CA | N/A | PC | To support homeless families to permanently resolve their homelessness | \$35,000 |
| Reading Partners Oakland CA | N/A | PC | To support literacy achievement among elementary students | \$75,000 |
| Renaissance Entrepreneurship Center San Francisco CA | N/A | PC | Small Business Training & Support Services | \$100,000 |
| Respite Volunteers of Shiawassee Owosso MI | N/A | PC | To provide support for homebound, frail elders and individuals with disabilities, and respite to their caregivers | \$10,000 |
| Roca Inc Chelsea MA | N/A | PC | To provide comprehensive educational, vocational, and socio-emotional support to teen mothers | \$25,000 |
| Ron Clark Academy Inc Atlanta GA | N/A | PC | To support an experiential and immersive educator training that promotes student achievement | \$50,000 |
| Ronald McDonald House of San Francisco Inc San Francisco CA | N/A | PC | To provide a home-like environment and supportive community for hospitalized critically ill children and their families | \$10,000 |
| Root Capital Inc Cambridge MA | N/A | PC | Growing Rural Prosperity | \$75,000 |
| Royal Institute for Deaf and Blind Children Parramatta NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | Alice Betteridge School | \$15,000 |
| Sage Eldercare Inc Summit NJ | N/A | PC | To support the independence, well-being, and quality of life of older adults, their families, and their caregivers | \$25,000 |
| Saint Anne's Anglican Church Nassau Bahamas | N/A | NC (Foreign Public Charity-Equivalent) | To support community social outreach activities to the disadvantaged in Nassau, Bahamas | \$15,000 |
| Samasource Inc San Francisco CA | N/A | PC | To provide training and employment in the IT sector to youth and adults in low-income countries | \$25,000 |
| Samuel S Fleisher Art Memorial Inc Philadelphia PA | N/A | PC | To provide quality arts education for disadvantaged children and youth | \$10,000 |
| San Antonio Lighthouse for the Blind San Antonio TX | N/A | PC | To provide education and rehabilitation for blind and visually impaired elders | \$30,000 |
| San Francisco Achievers San Francisco CA | N/A | PC | High School Program | \$20,000 |
| Schools Mentoring & Resource Team San Francisco CA | N/A | PC | To support an after school and summer program for grades 5-8 | \$25,000 |
| Search And Care Inc New York NY | N/A | PC | To provide support and companionship to enable elders to live safely at home | \$20,000 |
| Second Harvest Food Bank of Santa Clara and San Mateo Counties San Jose CA | N/A | PC | To provide weekly bags of nutritional groceries to low-income elders and individuals with disabilities | \$20,000 |

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|--|--|---|---|----------------------------|
| Senior Assistance Center Denver CO | N/A | PC | Senior Assistance Center Programs | \$20,000 |
| Senior Citizens Inc Nashville TN | N/A | PC | To enrich the lives of older adults by providing pathways to health, well-being, and lifelong learning | \$50,000 |
| Senior Hub Inc Federal Heights CO | N/A | PC | To reduce isolation, enhance independence and well-being, and facilitate volunteerism among older adults | \$50,000 |
| Senior Services Incorporated Winston-Salem NC | N/A | PC | To provide support and services to predominantly low-income frail elders | \$50,000 |
| Shakespeare Hospice Limited Stratford upon Avon Warwickshire England | N/A | NC (Foreign Public Charity-Equivalent) | End-of-Life Services & Family Support | \$10,000 |
| Shakespeare Theatre Washington DC | N/A | PC | To provide youth with high-quality, school-based literary and dramatic arts education | \$15,000 |
| Silent Voice Canada Inc Toronto ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | Family Communication Program | \$10,000 |
| Single Stop Usa Inc New York NY | N/A | PC | To assist individuals to access resources and assistance aimed to expedite their progress toward self-sufficiency | \$40,000 |
| Sisters Academy of Baltimore Inc Baltimore MD | N/A | PC | To provide a high-quality education to low-income girls who have the motivation to excel | \$25,000 |
| Skating Association for the Blind and Handicapped Inc Buffalo NY | N/A | PC | To provide therapeutic ice skating for disabled children unable to participate in mainstream physical education | \$12,000 |
| Sociedad Latina Inc Roxbury MA | N/A | PC | To provide academic enrichment and career readiness programs for Latino youth | \$20,000 |
| Society for Horticultural Therapy Reading Berkshire England | N/A | NC (Foreign Public Charity-Equivalent) | Horticultural Therapy for Elderly & Disabled | \$40,000 |
| Somebody's Daughter Theatre Inc Albert Park VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide holistic educational programs and supportive services to marginalized youth | \$25,000 |
| South Carolina Strong North Charleston SC | N/A | PC | To provide transitional housing and vocational and life skills to formerly incarcerated men | \$20,000 |
| Spark Program Inc San Francisco CA | N/A | PC | To re-engage at-risk students in their education with hands-on, individualized apprenticeships | \$75,000 |
| Special Olympics Australia Concord West NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | Community Sports Link Program | \$30,000 |
| Special Recreation Services Inc Reno NV | N/A | PC | Camp Lotsafun | \$15,000 |
| Spinal Injuries Association Milton Keynes England | N/A | NC (Foreign Public Charity-Equivalent) | To support and empower paralyzed individuals to improve their quality of life after paralysis | \$40,000 |
| Spy Hop Productions Inc Salt Lake City UT | N/A | PC | To provide quality training in digital media production and career readiness support to youth | \$20,000 |

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|---|--|---|--|----------------------------|
| St Johns Shelter for Women and Children Sacramento CA | N/A | PC | To provide housing and supportive services to help women and children overcome homelessness | \$30,000 |
| Stagebridge Oakland CA | N/A | PC | To support creative expression and enjoyment of the arts for elders | \$20,000 |
| Steppingstone Foundation Inc Boston MA | N/A | PC | To promote educational success in college among disadvantaged students | \$50,000 |
| Store To Door Roseville MN | N/A | PC | Homebound Elderly Grocery Shopping & Delivery | \$10,000 |
| STREAT Limited Melbourne VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide homeless and disengaged youth with employment and life skills training | \$25,000 |
| Streetwise Partners Incorporated New York NY | N/A | PC | To provide employment-related education and mentoring to disadvantaged adults | \$15,000 |
| Summer Search San Francisco CA | N/A | PC | To support low-income students to enter and complete college and reach their professional goals | \$30,000 |
| Sundari Foundation Inc Miami FL | N/A | PC | To support homeless women and their children to attain housing stability and self-sufficiency | \$50,000 |
| Superstars Literacy Inc Oakland CA | N/A | PC | To support early childhood literacy and the development of social and emotional skills | \$25,000 |
| Surrey Services for Seniors, Inc Bervyn PA | N/A | PC | To provide aging-in-place supportive services for older adults | \$20,000 |
| Sustainable South Bronx Bronx NY | N/A | PC | To train disadvantaged adults for employment in the 'green' jobs sector | \$65,000 |
| The Aidis Trust London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide the severely disabled with adaptive technologies to enhance independent living | \$25,000 |
| The Brainwave Centre Limited Bridgewater Somerset England | N/A | NC (Foreign Public Charity-Equivalent) | To provide home-based physical and cognitive therapy to children with disabilities | \$25,000 |
| The Breakthrough Collaborative Inc San Francisco CA | N/A | PC | To provide academic support to underserved students and prepare young people to teach | \$120,000 |
| The Cecily Eastwood Zambian AIDS Orphans Appeal Witney Oxfordshire England | N/A | NC (Foreign Public Charity-Equivalent) | To ensure Zambian orphans and vulnerable children have access to education | \$30,000 |
| The Chrysalis Center Santa Monica CA | N/A | PC | To provide employment readiness and job placement services to homeless and poor adults | \$30,000 |
| The Dalmatian Dreams Foundation Santa Barbara CA | N/A | PC | To provide peace, joy, and comfort to adults with a terminal illness by granting a final wish | \$25,000 |
| The Grandparents' Association Harlow Essex England | N/A | NC (Foreign Public Charity-Equivalent) | To provide information and services for grandparents supporting and caring for grandchildren | \$55,000 |
| The Living Paintings Trust Newbury Berkshire England | N/A | NC (Foreign Public Charity-Equivalent) | To provide Touch to See Book Clubs for the visually impaired | \$32,000 |
| The Mirabel Foundation Inc St Kilda South VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To address the needs of children orphaned or abandoned due to parental drug abuse and to support their relative caregivers | \$20,000 |

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For Year Ended December 31, 2013

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|--|---|---|--|---------------------|
| The Movement for Non-Mobile Children (Whizz-Kidz) London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide children with customized mobility equipment and life skills training to enable them to have an active and more independent life | \$40,000 |
| The National Society for the Prevention of Cruelty to Children London England | N/A | NC (Foreign Public Charity-Equivalent) | To support a multi-disciplinary team approach to prevent Internet-based child exploitation | \$50,000 |
| The Redwoods-A Community of Seniors Mill Valley CA | N/A | PC | To provide rental assistance to low-income seniors in independent and assisted living facilities | \$15,000 |
| The Shelter for Abused Women & Children Inc Naples FL | N/A | PC | Domestic Violence Shelter & Services | \$25,000 |
| The Shephord Centre Strawberry Hills NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | Early Intervention Program | \$30,000 |
| The Social Studio Collingwood VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide vocational training, education, and employment opportunities to refugees | \$25,000 |
| The Teresa Group - Child and Family Aid Toronto ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | Services to HIV & AIDS Affected Children | \$20,000 |
| Theater Offensive Inc Boston MA | N/A | PC | To provide a theater arts program for LGBT youth that promotes leadership and life skills | \$28,000 |
| Therapeutic Riding of Tucson Inc Tucson AZ | N/A | PC | To provide therapeutic riding for individuals with disabilities | \$20,000 |
| Third Sector New England Inc Boston MA | N/A | PC | To prepare youth for employment and post-secondary training/education in the culinary field | \$20,000 |
| Tides Center San Francisco CA | N/A | PC | To ensure access to mental health care for homeless youth | \$20,000 |
| Tower Hamlets Friends and Neighbours London England | N/A | NC (Foreign Public Charity-Equivalent) | Befriending Services for Isolated Elderly | \$30,000 |
| Trailblazers Mentoring Ltd Aylesbury Buckinghamshire England | N/A | NC (Foreign Public Charity-Equivalent) | To support youth exiting the juvenile justice system to achieve stability and positive outcomes | \$20,000 |
| Treehouse Seattle WA | N/A | PC | To provide educational support and enrichment for foster youth | \$27,500 |
| Trillium Childhood Cancer Support Centre Hamilton ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide recreational experiences for children with cancer and their families | \$50,000 |
| Trinity Community Connection New York NY | N/A | PC | To provide transitional housing and supportive services to help youth resolve their homelessness | \$12,000 |
| Twin Cities Rise Minneapolis MN | N/A | PC | To provide employment readiness training and job placement services to disadvantaged adults | \$40,000 |
| United Friends of the Children Los Angeles CA | N/A | PC | To support current and former foster youth to become successful, independent adults | \$50,000 |
| United Ministries Greenville SC | N/A | PC | To support disadvantaged adults to study toward and obtain their GED certificate | \$35,000 |

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|---|--|---|--|----------------------------|
| University of Hong Kong Hong Kong | N/A | NC (Foreign Public Charity- Equivalent) | To support the Stanley Smith Swimming Pool | \$50,000 |
| Unusual Suspects Theatre Co Los Angeles CA | N/A | PC | To offer theater arts education to foster personal development and prevent violence among youth | \$30,000 |
| Upwardly Global San Francisco CA | N/A | PC | Career Pathways for Skilled Immigrants | \$50,000 |
| Van Go Mobile Arts Inc Lawrence KS | N/A | PC | To provide year-round afterschool and summer job training programs for disadvantaged youth | \$15,000 |
| Vermont Works for Women Inc Winooski VT | N/A | PC | To provide women with skills training, transitional employment, and job placement assistance | \$20,000 |
| Very Special Kids Malvern VIC Australia | N/A | NC (Foreign Public Charity- Equivalent) | Support for Families with Critically Ill Kids | \$50,000 |
| Village Enterprise Fund Inc San Carlos CA | N/A | PC | To help East Africans in extreme poverty create and sustain small income-generating businesses | \$25,000 |
| Vision Australia Limited Kensington VIC Australia | N/A | NC (Foreign Public Charity- Equivalent) | Information Library Service | \$30,000 |
| Vision Housing Consultancy Services Ltd Carshalton Surrey England | N/A | NC (Expenditure Responsibility Grant) | To prevent recidivism by ensuring access to stable housing and supportive services | \$35,000 |
| Visiting Neighbors Inc New York NY | N/A | PC | To provide volunteer support and services to the elderly, enabling them to maintain their well-being and independence | \$20,000 |
| Volunteer Interfaith Caregivers Southwest Bellaire TX | N/A | PC | To organize community volunteers to provide free, one-on-one services to frail elders | \$10,000 |
| Volunteers In Service To The Elderly Inc Lakeland FL | N/A | PC | To provide support and services enabling older frail adults to remain safe in their homes | \$25,000 |
| VSA Vermont Inc Winooski VT | N/A | PC | Adult and Transitional Arts Programming | \$20,000 |
| Water for People Denver CO | N/A | PC | To provide access to clean water and sanitation in rural Malawi | \$100,000 |
| Wellspring Detroit MI | N/A | PC | To increase reading and math skills of underserved youth to prepare them for higher education | \$15,000 |
| West Marin Senior Services Point Reyes Station CA | N/A | PC | To provide services and support to help elders live independently in their homes | \$25,000 |
| Wilderness Inquiry Inc Minneapolis MN | N/A | PC | To provide inclusive outdoor experiences for youth and adults with disabilities | \$35,000 |
| Wings Program Inc Palatine IL | N/A | PC | To provide a continuum of support to resolve homelessness among domestic violence survivors | \$20,000 |
| Women of Tomorrow Mentor and Scholarship Program Inc Miami FL | N/A | PC | To provide group mentoring to at-risk teenage girls to assist them to overcome obstacles and to stay in school | \$20,000 |
| Womens Action To Gain Economic Security Oakland CA | N/A | PC | To provide comprehensive support to women's cooperative businesses | \$100,000 |

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|---|---|---|---|---------------------|
| Womens Cancer Resource Center Oakland CA | N/A | PC | To provide services and support for women with cancer to improve their quality of life | \$25,000 |
| Womens Empowerment Sacramento CA | N/A | PC | To support formerly homeless women to find and keep jobs | \$10,000 |
| Womens Sports Foundation East Meadow NY | N/A | PC | GoGirlGo! Program | \$75,000 |
| Working Chance Ltd London England | N/A | NC (Foreign Public Charity- Equivalent) | To support female ex-offenders to secure jobs in order to promote their self-sufficiency | \$40,000 |
| World Savvy Inc Minneapolis MN | N/A | PC | To provide quality arts-integrated education to disadvantaged youth | \$20,000 |
| YMCA of Greater Manchester Manchester NH | N/A | PC | To provide academic enrichment and positive youth development programs for at-risk children | \$10,000 |
| Zen Hospice Project Inc San Francisco CA | N/A | PC | To provide compassionate volunteer hospice care for people approaching death | \$50,000 |

Total - Part I, Line 25(d)

\$12,500,876

3b. Approved during the year for future payment

| 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 | Future Payment Amount |
|--|---|---|---|-----------------------|
| 826 Valencia San Francisco CA | N/A | PC | To provide tutoring to promote gains in literacy and writing skills among disadvantaged students | \$35,000 |
| Age Exchange Theatre Trust Limited London England | N/A | NC (Foreign Public Charity- Equivalent) | To provide creative reminiscence programs for isolated elders in residential care facilities | \$40,000 |
| Alonzo King Lines Ballet San Francisco CA | N/A | PC | To provide pre-professional dance training to youth who might otherwise lack access | \$20,000 |
| American Association of People with Disabilities Washington DC | N/A | PC | To provide high-level professional summer internship opportunities for students with disabilities | \$50,000 |
| American Foundation for the Blind Inc New York NY | N/A | PC | To provide resources, expert advice, & a parent support network for vision-impaired children | \$100,000 |
| Amery Area Senior Citizens Inc Amery WI | N/A | PC | To support social and recreational activities and educational opportunities for rural elders | \$7,500 |

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|--|--|---|---|------------------------------|
| Art Beyond Sight Inc New York NY | N/A | PC | To provide social and independent skills training through the arts for students with disabilities | \$30,000 |
| Art of Yoga Project Palo Alto CA | N/A | PC | To teach classes that foster self-awareness and self-control to incarcerated girls | \$25,000 |
| Artists For Humanity Inc Boston MA | N/A | PC | To provide paid jobs, academic support, and job training to disadvantaged youth | \$15,000 |
| Association for Community Living in Boulder County Longmont CO | N/A | PC | To promote the independence, health, safety, and full community participation of individuals with developmental disabilities | \$10,000 |
| At The Crossroads San Francisco CA | N/A | PC | To support youth to transition from homelessness to stable housing and improved well-being | \$30,000 |
| Autism Speaks Inc New York NY | N/A | PC | To partner with parents, families, and community orgs to address needs of individuals with autism | \$25,000 |
| Basic Fund San Francisco CA | N/A | PC | To provide scholarships to help low-income families afford tuition at K-8 private schools | \$50,000 |
| BC Seniors Services and Housing Information Society New Westminster BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To ensure that all older adults are well-supported, adequately housed, and contributing and valued in a healthy community | \$20,000 |
| Berkeley East Bay Humane Society Inc Berkeley CA | N/A | PC | To provide support to low-income elders & adults with disabilities/critical illness who would otherwise be unable to care for their companion animals | \$10,000 |
| Berkeley Symphony Orchestra Berkeley CA | N/A | PC | To provide quality in-school music education to under-served students | \$15,000 |
| Big Creek People In Action Inc War WV | N/A | PC | To provide educational, enrichment, and skills-building programs for children, youth, and adults | \$20,000 |
| Birmingham Bloomfield Art Center Inc Birmingham MI | N/A | PC | To prepare talented disadvantaged youth to pursue tertiary education and careers in the fine arts | \$10,000 |
| Blind in Business Trust London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide career-related support and services for visually-impaired young people | \$40,000 |
| Bridge House Boulder CO | N/A | PC | To provide homeless individuals with resources that lead to jobs, housing, stability, and healing | \$20,000 |
| Businesses United in Investing Lending and Development Redwood City CA | N/A | PC | To use entrepreneurship to foster the engagement and academic success of low-income youth | \$100,000 |
| California Aquatic Therapy & Wellness Center Inc Long Beach CA | N/A | PC | To promote wellness & improve the quality of life for individuals with health needs through aquatic therapy | \$20,000 |
| Camarillo Hospice Corp Camarillo CA | N/A | PC | To provide practical and emotional support for individuals facing a life-limiting illness & their families | \$25,000 |

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|---|--|---|---|------------------------------|
| Camp Breakaway Inc San Remo NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide recreational camp for people of all ages with disabilities and respite for families | \$25,000 |
| Cancer Support Community Washington DC | N/A | PC | To provide educational, emotional, and social support for family members affected by cancer | \$50,000 |
| Canine Partners for Independence Midhurst England | N/A | NC (Foreign Public Charity-Equivalent) | To provide trained service dogs to people with physical disabilities | \$33,000 |
| Canuck Place Children's Hospice Vancouver BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide hospice support for critically ill children and their families | \$25,000 |
| Caregivers Volunteers Assisting the Elderly Ventura CA | N/A | PC | To provide trained volunteer support to enable homebound elders to live independently | \$30,000 |
| Caring Together in Woodhouse & Little London Leeds England | N/A | NC (Foreign Public Charity-Equivalent) | To improve disadvantaged elders' quality of life by providing support, services, and activities | \$30,000 |
| Casa De Esperanza De Los Ninos Incorporated Houston TX | N/A | PC | To provide a home and comprehensive supportive services for at-risk children | \$20,000 |
| Center For Heirs Property Preservation Charleston SC | N/A | PC | To promote economic stability among disadvantaged adults by securing their tenure to their land | \$25,000 |
| Center For Music By People With Disabilities Missoula MT | N/A | PC | To provide music-related activities for children, teenagers, and adults with disabilities | \$6,000 |
| Churchie Foundation Limited East Brisbane QLD Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide scholarships to Churchie alumni to study overseas | \$80,000 |
| CNIB The Canadian National Institute for the Blind Vancouver BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide services and support for children and adults with vision impairment | \$50,000 |
| College Track Oakland CA | N/A | PC | To increase college enrollment and graduation rates for communities underrepresented in higher education | \$75,000 |
| Colorado Uplift Denver CO | N/A | PC | To promote academic progression to college enrollment and healthy personal development among disadvantaged children and youth | \$50,000 |
| Committee on Temporary Shelter Burlington VT | N/A | PC | To avert homelessness among families facing housing instability or short-term financial crisis | \$10,000 |
| Community-Word Project Inc New York NY | N/A | PC | To provide in-school multi-media arts education to students who would otherwise lack access | \$20,000 |
| Contact the Elderly Limited London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide friendship groups and opportunities for socialization for older isolated adults | \$30,000 |
| Cooperative for Education Cincinnati OH | N/A | PC | To support the education of indigenous Guatemalan youth | \$75,000 |
| Cumbernauld Action on Care of the Elderly Cumbernauld Scotland | N/A | NC (Foreign Public Charity-Equivalent) | To enhance the well-being and quality of life for older people in Cumbernauld | \$10,000 |

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| Disabled Sports USA Rockville MD | N/A | PC | To provide severely disabled, low-income youth with opportunities to improve health and increase participation in the community through sports | \$75,000 |
| Doorways for Women & Families Inc Arlington VA | N/A | PC | To support homeless women & families to attain housing, economic stability, and independence | \$45,000 |
| East End House Inc Cambridge MA | N/A | PC | To provide high-quality STEM-focused out-of-school programming for low-income students | \$25,000 |
| Elizabeth Pierce Olmsted MD Center for the Visually Impaired Buffalo NY | N/A | PC | To provide employment training and job placement for individuals with visual and physical disabilities | \$100,000 |
| EPiC Arts London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide access to the arts for children and young adults with disabilities | \$30,000 |
| Epilepsy Association Epping NSW Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide programs and services to optimize life outcomes for people with epilepsy and other seizure disorders | \$20,000 |
| Every Child Counts Learning Center Abaco Bahamas | N/A | NC (Foreign Public Charity-Equivalent) | To provide educational opportunities for children with learning disabilities | \$20,000 |
| Fabretto Children's Foundation Inc Arlington VA | N/A | PC | To provide education, nutrition and economic opportunity to Nicaraguan children and families | \$25,000 |
| First Graduate San Francisco CA | N/A | PC | To help students become first in their families to graduate from college | \$50,000 |
| Friends of the Children of King County Seattle WA | N/A | PC | To provide long-term mentoring for at-risk children in King County, WA | \$15,000 |
| Ganbina Shepparton VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide Aboriginal youth with educational, employment-related, and social support | \$35,000 |
| Grandparents As Parents Inc Canoga Park CA | N/A | PC | To support and address the needs of families headed by grandparents or other relatives | \$35,000 |
| Guiding Eyes For The Blind Inc Yorktown Heights NY | N/A | PC | To enrich the lives of youth and adults with multiple disabilities including visual impairment | \$25,000 |
| H O P E Equestrian Center Eagle Point OR | N/A | PC | To provide therapeutic horseback riding in rural Oregon | \$7,500 |
| Halleck Creek Ranch Nicasio CA | N/A | PC | To provide therapeutic riding for individuals with disabilities | \$15,000 |
| Hear and Say - Centre for Deaf Children Limited Toowong QLD Australia | N/A | NC (Foreign Public Charity-Equivalent) | To promote improvements in hearing and speech among children with hearing loss | \$75,000 |
| Hesperian Health Guides Berkeley CA | N/A | PC | To develop educational materials for use to improve health outcomes in low-income countries | \$50,000 |
| Holbeck Elderly Aid Leeds England | N/A | NC (Foreign Public Charity-Equivalent) | To reduce isolation and enhance the mental and physical well-being of disadvantaged elders | \$25,000 |

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| 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 | Future Payment Amount |
|---|--|---|---|------------------------------|
| Homeward Bound of Marin Novato CA | N/A | PC | To provide comprehensive services aimed to end family homelessness | \$75,000 |
| Hong Kong Alzheimer's Disease Association Kowloon Hong Kong | N/A | NC (Foreign Public Charity-Equivalent) | To provide services & support for families with members affected by dementia | \$100,000 |
| Hope Community Center Inc Apopka FL | N/A | PC | To provide diverse educational and enrichment programs that support family well-being | \$50,000 |
| Hope Program Inc Brooklyn NY | N/A | PC | To provide job training, placement, and advancement services to disadvantaged adults | \$40,000 |
| Horizons For Homeless Children Inc Roxbury MA | N/A | PC | To provide early childhood education and support services for homeless children | \$30,000 |
| Housing Opportunities & Maintenance for the Elderly Inc Chicago IL | N/A | PC | To provide home upkeep assistance, transportation, and affordable intergenerational housing for low-income elders | \$25,000 |
| J F Shea Therapeutic Riding Center Inc San Juan Capistrano CA | N/A | PC | To provide therapeutic riding programs for children and adults with disabilities | \$15,000 |
| Jobtram Inc Menlo Park CA | N/A | PC | To provide vocational training and employment services to disadvantaged youth and adults | \$40,000 |
| Joseph Sams School Inc Early Years Inc Fayetteville GA | N/A | PC | To provide specialized education services and life skills training for students with disabilities | \$15,000 |
| Juma Ventures San Francisco CA | N/A | PC | To provide jobs and educational and personal development programs for disadvantaged youth | \$75,000 |
| La Cocina Inc San Francisco CA | N/A | PC | To provide business planning and allied support to female culinary entrepreneurs | \$25,000 |
| Lapiente Home Incorporated Alamosa CO | N/A | PC | To support disadvantaged families to achieve and maintain economic and housing stability | \$30,000 |
| Leap Imagination In Learning San Francisco CA | N/A | PC | To provide arts education residencies to students who might otherwise lack access | \$15,000 |
| Lifes Kitchen Inc Boise ID | N/A | PC | To provide disadvantaged youth with employability training and services | \$20,000 |
| Little Bit Therapeutic Riding Center Redmond WA | N/A | PC | To provide equine-assisted activities and therapies to children and adults with disabilities | \$20,000 |
| Lyford Cay Foundation Inc New York NY | N/A | PC | To prepare low-income Bahamian students for higher education | \$85,000 |
| Magic Me London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide intergenerational arts activities for elders and disadvantaged youth | \$20,000 |
| Marin Brain Injury Network Larkspur CA | N/A | PC | To provide services and support for individuals with acquired brain injuries and their families | \$25,000 |
| Marin Humane Society Novato CA | N/A | PC | To nurture and support the human-animal bond providing | \$20,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 | Future Payment Amount |
|---|---|---|---|-----------------------|
| | | | companionship and enhanced well-being for low-income seniors | |
| Meals on Wheels of Northampton County Inc Bethlehem PA | N/A | PC | To provide home-delivered and congregate meals for low-income elders | \$10,000 |
| Meals on Wheels of the Salinas Valley Inc Salinas CA | N/A | PC | Provide home-delivered meals and a friendly visit for homebound seniors and disabled adults | \$25,000 |
| Mend-Meet Each Need With Dignity Pacoma CA | N/A | PC | To provide educational programs for disadvantaged children and adults | \$20,000 |
| Mentoring Today Washington DC | N/A | PC | To provide mentoring and allied support to incarcerated and formerly incarcerated youth | \$25,000 |
| Mercy Neighborhood Ministries Inc Cincinnati OH | N/A | PC | To provide for the home care needs of underserved, low-income elders | \$15,000 |
| Meritus College Fund San Francisco CA | N/A | PC | To support low-income youth to complete college and prepare for careers through a combination of scholarships, coaching, and mentorship | \$25,000 |
| Mighty Writers Philadelphia PA | N/A | PC | To provide academic enrichment programs in the art of writing | \$10,000 |
| Mindful Schools Oakland CA | N/A | PC | To train students and teachers in an attention-building and stress reduction technique, mindfulness | \$30,000 |
| Mosaic Youth Theater of Detroit Detroit MI | N/A | PC | To provide rigorous training in the performance arts to disadvantaged youth | \$20,000 |
| Multiple Sclerosis Quality of Life Project Corporation Monterey CA | N/A | PC | To improve the quality of life of persons with Multiple Sclerosis and Parkinson's Disease | \$10,000 |
| National Service Dog Training Centre Inc Cambridge ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | To enrich the quality of life and enhance the independence of children living with autism | \$20,000 |
| Neuromuscular Centre Winsford England | N/A | NC (Foreign Public Charity-Equivalent) | To support people affected by muscular dystrophy | \$18,000 |
| New Futures Washington DC | N/A | PC | To provide post-secondary scholarships, mentoring, and career advice to young adults | \$30,000 |
| Nova Workforce Institute of Northeast Louisiana Inc Monroe LA | N/A | PC | To provide employability training and job placement assistance to disadvantaged adults | \$20,000 |
| Oakland Youth Chorus Oakland CA | N/A | PC | To provide sequential music education and performance opportunities to students ages 5-21 | \$15,000 |
| Okizu Foundation Novato CA | N/A | PC | To provide peer support, respite, mentoring, and recreational programs for families affected by cancer | \$30,000 |
| On The Move Napa CA | N/A | PC | To support transition-age foster youth to proceed toward self-sufficiency | \$35,000 |
| Our House Inc | N/A | PC | To provide shelter and services to | \$75,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 | Future Payment Amount |
|---|---|---|--|-----------------------|
| Little Rock AR | | | support families to permanently resolve their homelessness | |
| Pads To Hope Inc Palatine IL | N/A | PC | To support vulnerably housed and homeless individuals and families to achieve housing stability | \$10,000 |
| Partners for Youth with Disabilities Boston MA | N/A | PC | To empower youth with disabilities to reach their full potential | \$20,000 |
| Partners In Care Inc Pasadena MD | N/A | PC | To create a community of care using a highly effective service-exchange/time-banking model | \$25,000 |
| Pets Are Wonderful Support San Francisco CA | N/A | PC | To improve the health and well-being of low-income individuals with disabilities and older people, and their companion animals | \$15,000 |
| Pets For The Elderly Foundation San Tan Valley AZ | N/A | PC | To provide companionship to elderly individuals through pet ownership | \$15,000 |
| Power To Be Adventure Therapy Society Victoria BC Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide inclusive adaptive recreation programming for youth with disabilities | \$60,000 |
| Prison University Project Inc San Quentin CA | N/A | PC | To provide college prep and accredited college courses to incarcerated men | \$75,000 |
| Project Angel Heart Denver CO | N/A | PC | To improve the nutritional status of those coping with life-threatening illnesses through home-delivered meals | \$20,000 |
| Project Avary Inc Novato CA | N/A | PC | To provide holistic youth development programs for children with incarcerated parents | \$40,000 |
| Providence House Inc Cleveland OH | N/A | PC | To provide high-quality residential care for children whose guardians are in crisis | \$30,000 |
| Radio For The Blind And Print Handicapped Inc New Orleans LA | N/A | PC | To provide up-to-date access to community information, news, and enrichment activities for blind and print-handicapped individuals via radio | \$15,000 |
| Raphael House of San Francisco San Francisco CA | N/A | PC | To support homeless families to permanently resolve homelessness | \$35,000 |
| Reading Partners Oakland CA | N/A | PC | To support literacy achievement among elementary students | \$75,000 |
| Respite Volunteers of Shiawassee Owosso MI | N/A | PC | To provide support for homebound, frail elders and individuals with disabilities, and respite to caregivers | \$10,000 |
| Ronald McDonald House of San Francisco Inc San Francisco CA | N/A | PC | To provide a home-like environment and supportive community for hospitalized critically ill children and their families | \$10,000 |
| Saint Anne's Anglican Church Nassau Bahamas | N/A | NC (Foreign Public Charity-Equivalent) | To support community social outreach activities to the disadvantaged in Nassau, Bahamas | \$15,000 |
| Schools Mentoring & Resource Team | N/A | PC | To support an afterschool and summer program for grades 5-8 | \$25,000 |

May and Stanley Smith Charitable Trust

94-6622075

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 | Future Payment Amount |
|---|---|---|--|-----------------------|
| San Francisco CA | | | | |
| Search And Care Inc New York NY | N/A | PC | To provide support and companionship to enable elders to live safely at home | \$20,000 |
| Second Harvest Food Bank of Santa Clara and San Mateo Counties San Jose CA | N/A | PC | To provide weekly bags of nutritional groceries to low-income elders and individuals with disabilities | \$20,000 |
| Senior Citizens Inc Nashville TN | N/A | PC | To enrich the lives of older adults by providing pathways to health, well-being, and lifelong learning | \$50,000 |
| Skating Association for the Blind and Handicapped Inc Buffalo NY | N/A | PC | To provide therapeutic ice skating for disabled children unable to participate in mainstream physical education | \$12,000 |
| Somebody's Daughter Theatre Inc Albert Park VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide holistic educational programs and supportive services to marginalized youth | \$15,000 |
| Spark Program Inc San Francisco CA | N/A | PC | To re-engage at-risk students in their education with hands-on, individualized apprenticeships | \$75,000 |
| Spinal Injuries Association Milton Keynes England | N/A | NC (Foreign Public Charity-Equivalent) | To support and empower paralyzed individuals to improve their quality of life after paralysis | \$40,000 |
| Steppingstone Foundation Inc Boston MA | N/A | PC | To promote educational progress and success in college among disadvantaged students | \$50,000 |
| Super Stars Literacy Inc Oakland CA | N/A | PC | To support early childhood literacy and the development of social and emotional skills | \$25,000 |
| Surrey Services for Seniors, Inc Bervyn PA | N/A | PC | To provide aging-in-place supportive services for older adults | \$20,000 |
| Sustainable South Bronx Bronx NY | N/A | PC | To train disadvantaged adults for employment in the 'green' jobs sector | \$45,000 |
| The Brainwave Centre Limited Bridgewater England | N/A | NC (Foreign Public Charity-Equivalent) | To provide home-based physical and cognitive therapy to children with disabilities | \$25,000 |
| The Breakthrough Collaborative Inc San Francisco CA | N/A | PC | To provide academic support to underserved students and prepare young people to teach | \$80,000 |
| The Dalmatian Dreams Foundation Santa Barbara CA | N/A | PC | To provide peace, joy, and comfort to adults with a terminal illness by granting a final wish | \$25,000 |
| The Grandparents' Association Harlow England | N/A | NC (Foreign Public Charity-Equivalent) | To provide information and services for grandparents supporting and caring for grandchildren | \$55,000 |
| The Living Paintings Trust Newbury England | N/A | NC (Foreign Public Charity-Equivalent) | To provide Touch to See Book Clubs for the visually impaired | \$32,000 |
| The Movement for Non-Mobile Children (Whizz-Kidz) London England | N/A | NC (Foreign Public Charity-Equivalent) | To provide children with customized mobility equipment and life skills training to enable them to have an active and more independent life | \$40,000 |
| The Social Studio Collingwood VIC Australia | N/A | NC (Foreign Public Charity-Equivalent) | To provide vocational training, education, and employment | \$25,000 |

May and Stanley Smith Charitable Trust

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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 | Future Payment Amount |
|--|---|---|--|-----------------------|
| | | | opportunities to refugees | |
| Therapeutic Riding of Tucson Inc Tucson AZ | N/A | PC | To provide therapeutic riding for individuals with disabilities | \$20,000 |
| Third Sector New England Inc Boston MA | N/A | PC | To prepare youth for employment and post-secondary training/education in the culinary field | \$20,000 |
| Tides Center San Francisco CA | N/A | PC | To ensure access to mental health care for homeless youth | \$15,000 |
| Trillium Childhood Cancer Support Centre Hamilton ON Canada | N/A | NC (Foreign Public Charity-Equivalent) | To provide recreational experiences for children with cancer and their families | \$50,000 |
| Trinity Community Connection New York NY | N/A | PC | To provide transitional housing and supportive services to help youth resolve their homelessness | \$12,000 |
| Twin Cities Rise Minneapolis MN | N/A | PC | To provide employment readiness training and job placement services to disadvantaged adults | \$20,000 |
| United Ministries Greenville SC | N/A | PC | To support disadvantaged adults to study toward and obtain their GED certificate | \$35,000 |
| Volunteer Interfaith Caregivers Southwest Bellaire TX | N/A | PC | To organize community volunteers to provide free, one-on-one services to frail elders | \$10,000 |
| Volunteers In Service To The Elderly Inc Lakeland FL | N/A | PC | To provide support and services enabling older frail adults to remain safe in their homes | \$25,000 |
| Wilderness Inquiry Inc Minneapolis MN | N/A | PC | To provide inclusive outdoor experiences for youth and adults with disabilities | \$35,000 |
| Wings Program Inc Palatine IL | N/A | PC | To provide a continuum of support to resolve homelessness among domestic violence survivors | \$15,000 |
| Womens Action To Gain Economic Security Oakland CA | N/A | PC | To provide comprehensive support to women's cooperative businesses | \$50,000 |
| World Savvy Inc Minneapolis MN | N/A | PC | To provide quality arts-integrated education to disadvantaged youth | \$20,000 |
| YMCA of Greater Manchester Manchester NH | N/A | PC | To provide academic enrichment and positive youth development programs for at-risk children | \$10,000 |
| Zen Hospice Project Inc San Francisco CA | N/A | PC | To provide compassionate volunteer hospice care for people approaching death | \$50,000 |

Total 3b \$4,728,000

May and Stanley Smith Charitable Trust

94-6622075

Form 990-PF

For Year Ended December 31, 2013

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

Grantee:

May Wong Smith Trust
c/o School of Economics and Finance
University of Saint Andrews
Castlecliffe
Saint Andrews Fife KY16 9AJ Scotland

Payments:

\$300,000 paid on 11/4/2011

\$300,000 Total

Purpose:

To establish a permanent endowment fund to further the mission of the May Wong Smith Trust: establishing and maintaining St. Leonard's College as part of the University of St. Andrews, and providing fellowships, scholarships, and prizes to students in the University of St. Andrews, assisting such students financially and generally looking after their welfare.

Amount of Grant Spent by Grantee:

\$16,218

Date of Report Received from Grantee:

12/17/2013 Annual ER 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 12/17/2013 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)).

May and Stanley Smith Charitable Trust

94-6622075

Form 990-PF

For Year Ended December 31, 2013

Grantee:

The Royal United Kingdom Beneficent Association

Independent Age

6 Avonmore Road

London W14 8RL England

Payments:

\$25,000 paid on 6/15/2012

\$25,000 Total

Purpose:

Support for the Advice Service for the Elderly and Their Caregivers program to enable older people to become more aware of care options available to meet their individual care needs.

Amount of Grant Spent by Grantee:

\$25,000

Date of Report(s) Received from Grantee:

3/22/2013 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 3/22//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)).

May and Stanley Smith Charitable Trust

94-6622075

Form 990-PF

For Year Ended December 31, 2013

Grantee:

Vision Housing Consultancy Services Ltd

195 Middleton Road

Carshalton, Surrey SM5 1HE England

Payments:

\$35,000 paid on 5/17/2013

\$35,000 Total

Purpose:

To prevent recidivism by ensuring access to stable housing and supportive services

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.

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 |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| INTEREST INCOME | 59,657. | 50,852. | |
| TOTAL TO PART I, LINE 3 | 59,657. | 50,852. | |

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 |
|---------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| FOREIGN DIVIDENDS | 2,947,612. | 0. | 2,947,612. | 2,947,612. | |
| US CORPORATE DIVIDENDS | 6,537,019. | 0. | 6,537,019. | 3,589,407. | |
| TO PART I, LINE 4 | 9,484,631. | 0. | 9,484,631. | 6,537,019. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| FOREIGN CURRENCY ADJUSTMENTS - REALIZED | 196,392. | 0. | |
| K-1 BLACKSTONE GROUP LP - OTHER INVESTMENT INCOME | 22,754. | 15,502. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 219,146. | 15,502. | |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 8 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| BANK FEES | 20,700. | | | 2,565. | |
| INVESTMENT | 74,932. | | | 0. | |
| MISCELLANEOUS | 1,427. | | | 1,108. | |
| ADVISORY COMMITTEE STIPENDS | 14,000. | | | 14,000. | |
| TO FORM 990-PF, PG 1, LN 23 | 111,059. | | | 17,673. | |

FOOTNOTES

STATEMENT 9

2013 RELATED PARTY FOOTNOTE:

A RELATIVE OF A TRUSTEE OF THE TRUST WAS A CO-OWNER 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 \$1,956,222 IN FEES. A TRUSTEE OWNS THE COMPANY THAT PROVIDES ADMINISTRATIVE SERVICES TO THE TRUST. THE COMPANY WAS PAID \$1,060,000 IN 2013.

A TRUSTEE OF THE TRUST IS AN OFFICER IN THE COMPANY THAT PROVIDES TAX RETURN PREPARATION SERVICES TO THE TRUST. THE COMPANY WAS PAID \$9,140 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 ARE NOT CONSIDERED ACTS OF SELF DEALING.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

| DESCRIPTION | AMOUNT |
|---|-------------|
| UNREALIZED GAINS AND UNREALIZED FOREIGN CURRENCY ADJUSTMENTS | 46,906,169. |
| INCREASE IN CONTRIBUTION RECEIVABLE - INCREASE IN VALUE OF MAY SMITH TRUST | 150,000. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 47,056,169. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

| DESCRIPTION | AMOUNT |
|---|----------|
| DECREASE IN CONTRIBUTION RECEIVABLE - CASH RECEIVED FROM MAY SMITH TRUST | 450,000. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 450,000. |

FORM 990-PF CORPORATE STOCK STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|--------------|----------------------|
| CORPORATE STOCK | 334,668,275. | 334,668,275. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 334,668,275. | 334,668,275. |

FORM 990-PF CORPORATE BONDS STATEMENT 13

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------|----------------------|
| CORPORATE BONDS (US) | 73,571,477. | 73,571,477. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 73,571,477. | 73,571,477. |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RUTH COLLINS, ADMINITRUST LLC (WEBSITE: WWW.ADMINITRUSTLLC.COM)
2320 MARINSHIP WAY, SUITE 150
SAUSALITO, CA 94965

TELEPHONE NUMBER

415-332-0166

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE FOR APPLICATION GUIDELINES: WWW.ADMINITRUSTLLC.COM

ANY SUBMISSION DEADLINES

NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PARTICULAR INTERESTS: FOSTER CHILDREN AND YOUTH, MILITARY VETERANS AND THEIR FAMILIES, ELDERS: ADULTS OVER AGE 60, PEOPLE WITH DISABILITIES: ADULTS AND YOUTH TRANSITIONING TO ADULTHOOD LIVING WITH PHYSICAL, INTELLECTUAL, OR DEVELOPMENTAL DISABILITIES. GEOGRAPHIC AREA SERVED: WESTERN REGION OF THE UNITED STATES; BRITISH COLUMBIA, CANADA.