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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation SMITH-WELSH FOUNDATION CO KARL REINECKER		A Employer identification number 95-3958030
Number and street (or P O box number if mail is not delivered to street address) Room/suite 28925 PACIFIC COAST HWY		B Telephone number (see instructions) (310) 589-2701
City or town, state or province, country, and ZIP or foreign postal code MALIBU, CA 90265		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <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) ▶ \$ 3,858,842	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	22	22	22	
4 Dividends and interest from securities.	80,902	80,902	80,902	
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	26,934			
b Gross sales price for all assets on line 6a 187,182				
7 Capital gain net income (from Part IV, line 2) . . .		26,934		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	107,858	107,858	80,924	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	5,906	5,906		
c Other professional fees (attach schedule)	36,351	36,351		
17 Interest	6	6		
18 Taxes (attach schedule) (see instructions)	9,788	1,854		
19 Depreciation (attach schedule) and depletion . . .				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	75	75		
24 Total operating and administrative expenses. Add lines 13 through 23	52,126	44,192		0
25 Contributions, gifts, grants paid	208,700			208,700
26 Total expenses and disbursements. Add lines 24 and 25	260,826	44,192		208,700
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-152,968			
b Net investment income (if negative, enter -0-)		63,666		
c Adjusted net income (if negative, enter -0-)			80,924	

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	123,608	29,991	29,991		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	1,668,390	1,609,039	3,652,216		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	165,194	165,194	176,635		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,957,192	1,804,224	3,858,842			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
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	1,727,897	1,727,897				
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	229,295	76,327				
30	Total net assets or fund balances (see page 17 of the instructions)	1,957,192	1,804,224				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,957,192	1,804,224				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,957,192
2	Enter amount from Part I, line 27a	2	-152,968
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,804,224
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,804,224

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	26,934
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) (see instructions) 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)

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 page 18 of 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	160,500	3,402,811	0.04717
2011	243,268	3,746,086	0.06494
2010	199,521	3,312,300	0.06024
2009	191,878	2,888,704	0.06642
2008	153,404	3,864,613	0.03970

2	Total of line 1, column (d).	2	0.27846
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05569
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,721,671
5	Multiply line 4 by line 3.	5	207,267
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	637
7	Add lines 5 and 6.	7	207,904
8	Enter qualifying distributions from Part XII, line 4.	8	208,700

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 637, 4,100, 2, 3,461, 3,461.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
14 The books are in care of KARL S REINECKER Telephone no (310) 589-2101
Located at 28925 PACIFIC COAST HWY 2ND FL MALIBU CA ZIP+4 90265
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

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

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b	6b	No
7b	7b	No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY WELSH 22 EMPTY SADDLE LANE ROLLING HILLS ESTATE, CA 90274	C E O 0 00	0		
JAMES WELSH 22 EMPTY SADDLE LANE ROLLING HILL ESTATE, CA 90274	C E O 0 00	0		

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services. **▶**

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3. **▶**

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	3,726,281
b	Average of monthly cash balances.	1b	52,065
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,778,346
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	
3	Subtract line 2 from line 1d.	3	3,778,346
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	56,675
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,721,671
6	Minimum investment return. Enter 5% of line 5.	6	186,084

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	186,084
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	637
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	637
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	185,447
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	185,447
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	185,447

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	208,700
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	208,700
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	637
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	208,063

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				185,447
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			15,301	
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>208,700</u>				
a Applied to 2012, but not more than line 2a			15,301	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				185,447
e Remaining amount distributed out of corpus	7,952			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,952			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	7,952			
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.	7,952			

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

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

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 of the person to whom applications should be addressed

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

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 208,700
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
850 SH BARRICK GOLD	P	2004-12-09	2013-12-16
780 SH BARRICK GOLD	P	2004-12-09	2013-12-16
1,200 SH BARRICK GOLD	P	2004-12-10	2013-12-16
60 SH BARRICK GOLD	P	2004-12-10	2013-12-18
2,500 SH CONOCOPHILLIPS	P	1999-02-12	2013-12-16
1,500 SH TECK RESOURCES	P	2007-11-16	2013-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,203		20,013	-5,810
13,034		23,459	-10,425
20,052		28,217	-8,165
1,003		1,410	-407
104,496		23,144	81,352
34,394		64,005	-29,611

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-5,810
			-10,425
			-8,165
			-407
			81,352
			-29,611

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BLIND CHILDREN'S CENTER 4120 MARATHON STREET LOS ANGELES, CA 90029		PC	PROVIDE FUNDS FOR AIDING BLIND CHILDREN	5,000
DANA HALL SCHOOL 45 DANA ROAD PO BOX 9010 WELLESLEY, MA 02482		PC	PROVIDE FUNDS FOR EDUCATION	5,000
FRIENDS OF BANNING MUSEUM 401 EAST M STREET WILMINGTON, CA 90744		PC	PROVIDE FUNDS TO AID IN EDUCATION AND PRESERVATION	2,000
PROJECT MEXICO 2 JOHNS CANYON ROAD ROLLING HILLS, CA 90274		PC	PROVIDE FUNDS TO AID IN BUILDING HOMES FOR THE POOR	2,000
FRIENDS OF CABRILLO MARINE 3720 STEPHEN WHITE DRIVE SAN PEDRO, CA 90731		PC	PROVIDE FUNDS FOR AIDING THE OPERATIONS OF THE AQUARIUM	20,000
VOLUNTEER CENTER SB 1230 CRAVENS AVE TORRANCE, CA 90501		PC	PROVIDE FUNDS TO SUPPORT COMMUNITY SERVICES	2,500
NORRIS CENTER FOR THE PERFORM 27570 CROSSFIELD DR ROLLING HILLS ESTATES, CA 90274		PC	PROVIDE FUNDS TO SUPPORT THE PERFORMING ARTS	5,000
KCET 4401 SUNSET BLVD LOS ANGELES, CA 90027		PC	PROVIDE FUNDS TO SUPPORT PUBLIC RADIO	5,000
NATURAL HISTORY MUSEUM 900 EXPOSITION BLVD LOS ANGELES, CA 90007		PC	PROVIDE FUNDS TO AID IN SUPPORTING THE MUSEUM	35,000
PALOS VERDES ART CENTER 5504 WCRESTRIDGE ROAD RANCHO PALOS VERDES, CA 90275		PC	PROVIDE FUNDS TO SUPPORT THE ARTS	30,000
PROVIDENCE TRINITYCARE HOSPICE 2601 AIRPORT DRIVE SUITE 230 TORRANCE, CA 90505		PC	PROVIDE FUNDS TO AID IN HOSPICE CARE	5,000
LAS CANDALISTAS P O BOX 3655 PALOS VERDES PEN, CA 90274		PC	PROVIDE FUNDS TO AID IN THE BENEFIT OF CHILDREN AND THE ENVIRONMENT	2,000
SAN PEDRO PENINSULA YMCA 301 SOUTH BANDINI ST SAN PEDRO, CA 90731		PC	PROVIDE FUNDS TO AID IN COMMUNITY DEVELOPMENT	5,000
AMERICAN INST FOR CANCER RES 1759 R STREET NW WASHINGTON, DC 20009		PC	PROVIDE FUNDS TO AID IN CANCER RESEARCH	2,000
LOS ANGELES BIO MED FOUNDATION 1124 WEST CARSON ST TORRANCE, CA 90502		PC	PROVIDE FUNDS TO AID IN MEDICAL RESEARCH	15,350
Total				208,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PALOS VERDES PENINSULA LAND CO 916 SILVER SPUR ROAD 207 ROLLING HILLS ESTATE, CA 90274		PC	PROVIDE FUNDS TO AID IN LAND CONSERVATION	5,000
FRIENDS OF PALOS VERDES LIBRARY 701 SILVER SPUR ROAD ROLLING HILLS ESTATE, CA 90274		PC	PROVIDE FUNDS TO SUPPORT ACCESS AND UPKEEP OF THE LIBRARY	1,000
VIRGIN ISLAND SEARCH AND RESCUE P O BOX 3042 ROAD TOWN, TORTOLA VI		PC	PROVIDE FUNDS TO AID IN SEARCH AND RESCUE OPERATIONS	1,000
THE COMMUNITY LIBRARY 415 SPRUCE AVENUE N BOX 2168 KETCHUM, ID 83340		PC	PROVIDE FUNDS TO SUPPORT ACCESS AND UPKEEP OF THE LIBRARY	1,000
WESTERN RIVERS CONSERVANCY 71 SWOAK ST PORTLAND, OR 97204		PC	PROVIDE FUNDS TO AID IN RIVER CONSERVATION	10,000
UNITED STATES BOBSLED AND SKELETON 161 MESA AVENUE COLORADO SPRINGS, CO 80906		PC	PROVIDE FUNDS TO AID IN THE ATHLETIC TRAINING OF TEAM USA BOBSLED	5,000
LOS ANGELES MARITIME INSTITUTE BERTH 73 SUITE 2 SAN PEDRO, CA 90731		PC	TO PROVIDE YOUTH SAILING DAYS	5,000
WEST VALLEY SOCCER LEAGUE PO BOX 8842 CALABASAS, CA 91302		PC	PROVIDE FUNDS TO AID IN THE ORGANIZATION OF YOUTH SOCCER	2,000
CANCER SUPPORT COMMUNITY 1050 17TH STREET NW WASHINGTON, DC 20036		PC	TO ENSURE ALL PEOPLE IMPACTED BY CANCER ARE EMPOWERED BY KNOWLEDGE, STRENGTHENED BY ACTION AND SUSTAINED BY COMMUNITY	5,000
DELTA GAMMA FOUNDATION 3250 RIVERSIDE DRIVE COLUMBUS, OH 43221		PC	TO FOSTER LIFETIME ENRICHMENT FOR MEMBERS, PROMOTE SERVICE FOR SIGHT, AND PARTNER WITH THE FRATERNITY	500
HELP THE HOMELESS HELP THEMSELVES I P O BOX 3363 PALOS VERDES PENINSU, CA 90274		PC	SUPPORT QUALIFIED SERVICE PROVIDERS WHO SHELTER FAMILIES WHO HAVE BECOME OR ARE ABOUT TO BECOME HOMELESS	10,000
LOS ANGELES SAILING FOUNDATION 285 WHALERS WALK SAN PEDRO, CA 90731		PC	TO SUPPORT THE SPORT OF SAILING AND TO PROMOTE THE STEWARDSHIP OF THE MARINE ENVIRONMENT	350
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS, NY 10605		PC	TO FUND BLOOD CANCER RESEARCH AND TO PROVIDE EDUCATION AND PATIENT SERVICES	1,000
PENINSULA SYMPHONY P O BOX 2602 PALOS VERDES PENINSU, CA 90274		PC	PROVIDE FUNDS TO AID IN ACCESSIBILITY OF MUSIC	4,000
PEOPLE FIRST OF THE SOUTH BAY PASEO DEL CAMPO PALOS VERDES ESTATES, CA 90274		PC	COST OF ROOM RENTAL FOR SELF ADVOCACY GROUP MEETINGS	1,000
Total				208,700

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SIGMA PHI EDUCATIONAL FOUNDATION PO BOX 4633 CHAPEL HILL, NC 27515		PC	TO PROVIDE RELEVANT EDUCATIONAL OPPORTUNITIES FOR MEMBERS	1,000
SUN VALLEY SUMMER SYMPHONY P O BOX 1914 SUN VALLEY, ID 83353		PC	PROVIDE FUNDS TO AID IN ACCESSIBILITY OF MUSIC	5,000
UNIVERSITY OF SOUTHERN CALIFORNIA 1441 EASTLAKE AVE STE 8302L LOS ANGELES, CA 90089		PC	TO PROVIDE COMPASSIONATE, INNOVATIVE PATIENT CARE AND FURTHER CUTTING-EDGE RESEARCH THAT LEADS TO UNDERSTANDING THE CAUSES, AND ULTIMATELY CURES, FOR ALL CANCERS	5,000
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256		PC	TO ENSURE THIS IS THE MOST SUCCESSFUL, WELL-ADJUSTED GENERATION OF WOUNDED VETERANS IN OUR NATION'S HISTORY	5,000
Total ▶ 3a				208,700

TY 2013 Accounting Fees Schedule

Name: SMITH-WELSH FOUNDATION

CO KARL REINECKER

EIN: 95-3958030

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES- INVESTMENT ANALYSIS	5,906	5,906	0	0

TY 2013 Investments Corporate Stock Schedule

Name: SMITH-WELSH FOUNDATION
CO KARL REINECKER

EIN: 95-3958030

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING	33,558	136,490
HALLIBURTON	90,140	355,250
EMERSON ELECTRIC	85,174	210,540
CONOCOPHILLIPS	15,430	70,650
ALLSTATE	91,410	267,246
ANADARKO PETROLEUM	62,810	317,280
BAKER HUGHES	64,545	93,942
PROCTOR & GAMBLE	75,764	211,666
SCHLUMBERGER	88,386	216,264
CHEVRON	47,798	192,361
COSTCO	68,065	238,040
BARRICK GOLD	57,257	35,260
DEVON ENERGY	92,800	92,805
DISNEY	49,985	114,600
GOLDCORP	122,163	92,098
NESTLE S A	69,883	174,776
TECK RESOURCES (FKA COMINCO)		
APPLE INC	131,614	280,510
CISCO SYSTEMS	41,717	44,860
INTL BUSINESS MACHINES	63,750	93,785
KIMBERLY CLARK	60,900	104,460
LAS VEGAS SANDS	19,713	39,435
MICROSOFT	63,816	74,820
PHILLIPS 66	11,463	96,413
CENTURYLINK	72,176	63,700
MONSANTO	28,722	34,965

TY 2013 Investments - Other Schedule

Name: SMITH-WELSH FOUNDATION
CO KARL REINECKER

EIN: 95-3958030

Software ID: 13000170

Software Version: 2013v3.1

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES TR RUSSELL 2000	AT COST	36,719	57,680
ISHARES US PFD STK INDEX FD	AT COST	98,975	92,075
POWERSHARES PREFERRED	AT COST	29,500	26,880

TY 2013 Other Expenses Schedule

Name: SMITH-WELSH FOUNDATION
 CO KARL REINECKER

EIN: 95-3958030

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	75	75		

TY 2013 Other Professional Fees Schedule

Name: SMITH-WELSH FOUNDATION

CO KARL REINECKER

EIN: 95-3958030

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER MANAGEMENT FEES- PORTFOLIO MGNT	36,351	36,351	0	0

TY 2013 Taxes Schedule

Name: SMITH-WELSH FOUNDATION
 CO KARL REINECKER

EIN: 95-3958030

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	7,934			
FOREIGN TAXES WITHHELD	1,774	1,774		
SECRETARY OF STATE	80	80		