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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013, and ending APR 30, 2014

Name of foundation RICHARD & SUSAN SMITH FAMILY FOUNDATION		A Employer identification number 23-7090011
Number and street (or P.O. box number if mail is not delivered to street address) ONE NEWTON EXECUTIVE PARK	Room/suite 104	B Telephone number 857-404-0700
City or town, state or province, country, and ZIP or foreign postal code NEWTON, MA 02462		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 287,323,494. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		72,479.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,645,771.	1,606,026.		STATEMENT 2
4 Dividends and interest from securities		2,115,373.	2,101,122.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		23,388,009.			STATEMENT 1
b Gross sales price for all assets on line 6a 23,388,009.					RECEIVED
7 Capital gain net income (from Part IV, line 2)			23,334,266.		MAR 18 2015
8 Net short-term capital gain					OGDEN, UT
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,660,916.	1,604,149.		STATEMENT 4
12 Total. Add lines 1 through 11		28,882,548.	28,645,563.		
13 Compensation of officers, directors, trustees, etc		540,242.	0.		540,242.
14 Other employee salaries and wages		150,692.	0.		150,692.
15 Pension plans, employee benefits		121,900.	0.		0.
16a Legal fees					
b Accounting fees STMT 5		4,900.	0.		4,900.
c Other professional fees STMT 6		2,662,403.	2,629,467.		15,800.
17 Interest					
18 Taxes STMT 7		479,390.	53,749.		0.
19 Depreciation and depletion		740.	0.		
20 Occupancy		127,828.	0.		127,828.
21 Travel, conferences, and meetings		7,022.	0.		7,022.
22 Printing and publications					
23 Other expenses STMT 8		308,796.	0.		308,797.
24 Total operating and administrative expenses. Add lines 13 through 23		4,403,913.	2,683,216.		1,155,281.
25 Contributions, gifts, grants paid		12,660,826.			12,660,826.
26 Total expenses and disbursements. Add lines 24 and 25		17,064,739.	2,683,216.		13,816,107.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		11,817,809.			
b Net investment income (if negative, enter -0-)			25,962,347.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED MAR 20 2015

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		3,277,301.	9,285,657.	9,258,656.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 10	224,029,882.	229,840,290.	277,377,576.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other				
14		Land, buildings, and equipment basis ▶ 139,974.				
		Less: accumulated depreciation STMT 11 ▶ 119,949.	20,765.	20,025.	20,025.	
15		Other assets (describe ▶ STATEMENT 12)	667,237.	667,237.	667,237.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	227,995,185.	239,813,209.	287,323,494.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	227,995,185.	239,813,209.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
30	Total net assets or fund balances	227,995,185.	239,813,209.			
31	Total liabilities and net assets/fund balances	227,995,185.	239,813,209.			

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	227,995,185.
2	Enter amount from Part I, line 27a	2	11,817,809.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	215.
4	Add lines 1, 2, and 3	4	239,813,209.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	239,813,209.

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 K-1S	P	VARIOUS	VARIOUS
b OTHER ENTITY	P	VARIOUS	VARIOUS
c OFFSHORE	P	VARIOUS	VARIOUS
d CHESTNUT HEDGE FUND	P	VARIOUS	VARIOUS
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 11,402,792.		53,743.	11,349,049.
b 5,187,395.			5,187,395.
c 6,489,309.			6,489,309.
d 308,513.			308,513.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			11,349,049.
b			5,187,395.
c			6,489,309.
d			308,513.
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 23,334,266.

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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	13,107,435.	233,797,775.	.056063
2011	12,516,728.	206,411,060.	.060640
2010	11,008,398.	213,498,729.	.051562
2009	10,061,619.	198,774,987.	.050618
2008	10,879,374.	190,928,038.	.056982

2 Total of line 1, column (d)	2	.275865
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	.055173
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	258,147,944.
5 Multiply line 4 by line 3	5	14,242,797.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	259,623.
7 Add lines 5 and 6	7	14,502,420.
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	13,816,107.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	519,247.
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	519,247.
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	519,247.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	527,830.	
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	527,830.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,583.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 8,583. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2013)

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of SUSAN F. SMITH - TRUSTEE Telephone no. 857-404-0700			
Located at ONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA ZIP+4 02462				
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

Form 990-PF (2013)

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)?

N/A

5b

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		540,241.	94,585.	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
LEONA YOUNG - ONE NEWTON EXECUTIVE	EXECUTIVE ASSISTANT			
PARK, STE 104, NEWTON, MA 02462	40.00	90,995.	15,860.	0.
CALLIE SLOCUM - ONE NEWTON EXECUTIVE	PROGRAM OFFICER			
PARK, STE 104, NEWTON, MA 02462	40.00	59,697.	11,456.	0.

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

0

Form 990-PF (2013)

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
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISOR	451,955.
GOULSTON & STORRS 400 ATLANTIC AVENUE, BOSTON, MA 02116	INVESTMENT ADVISOR	271,142.
HS MANAGEMENT PARTNERS LLC - 598 MADISON AVENUE 14TH FLOOR, NEW YORK, NY 10022	INVESTMENT ADVISOR	71,198.
TUKMAN GROSSMAN CAPITAL MANAGEMENT - 60 EAST SIR FRANCIS DRAKE BLVD SUITE 204, LARKSPUR, DELOITTE TAX LLP	INVESTMENT ADVISOR	25,177.
200 BERKELEY STREET, BOSTON, MA 02116	ACCOUNTING	4,900.
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 NOT APPLICABLE	0.
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 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	257,733,838.
b	Average of monthly cash balances	1b	4,345,293.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	262,079,131.
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	262,079,131.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,931,187.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	258,147,944.
6	Minimum investment return. Enter 5% of line 5	6	12,907,397.

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	12,907,397.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	519,247.
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	519,247.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,388,150.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,388,150.
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	12,388,150.

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	13,816,107.
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	13,816,107.
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	13,816,107.

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.

Form 990-PF (2013)

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				12,388,150.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,557,706.			
b From 2009	199,461.			
c From 2010	567,210.			
d From 2011	2,767,046.			
e From 2012	1,815,806.			
f Total of lines 3a through e	6,907,229.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 13,816,107.				
a Applied to 2012, but not more than line 2a			0.	
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				12,388,150.
e Remaining amount distributed out of corpus	1,427,957.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,335,186.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,557,706.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,777,480.			
10 Analysis of line 9:				
a Excess from 2009	199,461.			
b Excess from 2010	567,210.			
c Excess from 2011	2,767,046.			
d Excess from 2012	1,815,806.			
e Excess from 2013	1,427,957.			

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)

- 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.

- 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				
SEE ATTACHED STATEMENT	NONE			12,660,826.
Total			3a	12,660,826.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

13/12/15
Date

CO-CHAIR TRUSTEES

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DIANA COHEN

Preparer's signature



Date _____

03/09/2015

Check ☐ if
self-employed

PTIN

P00188391

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ► 86-1065772

Firm's address ► 200 BERKELEY STREET
BOSTON, MA 02116

Phone no. 617-437-2000

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

RICHARD & SUSAN SMITH FAMILY FOUNDATION

Employer identification number

23-7090011

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	Employer identification number
RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011

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	ADR CHARITABLE FOUNDATION 400 ATLANTIC AVE BOSTON, MA 02110	\$ 72,479.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

23-7090011

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

[illegible]

Name of organization

Employer identification number

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	RICHARD & SUSAN SMITH FAMILY FOUNDATION	Employer identification number (EIN) or 23-7090011
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions ONE NEWTON EXECUTIVE PARK, NO. 104	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEWTON, MA 02462	

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

04

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

SUSAN F. SMITH - TRUSTEE

- The books are in the care of ► **ONE NEWTON EXECUTIVE PARK, SUITE 104 - NEWTON, MA 02462**
Telephone No ► **857-404-0700** Fax No ► **857-404-0719**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **DECEMBER 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 - ☐ calendar year _____ or
 - ☒ tax year beginning **MAY 1, 2013**, and ending **APR 30, 2014**

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 332,047.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 527,830.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	ONE NEWTON EXECUTIVE PARK, NO. 104	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEWTON, MA 02462	

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

04

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

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

SUSAN F. SMITH - TRUSTEE

- The books are in the care of **ONE NEWTON EXECUTIVE PARK, SUITE 104 - NEWTON, MA 02462**

Telephone No. **857-404-0700**

Fax No. **857-404-0719**

- If the organization does not have an office or place of business in the United States, check this box ☐

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

4 I request an additional 3-month extension of time until **MARCH 16, 2015**

5 For calendar year **2013**, or other tax year beginning **MAY 1, 2013**, and ending **APR 30, 2014**

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	332,047.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	527,830.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐

Title ☐ CPA

Date ☐ 12/08/2014

Form 8868 (Rev. 1-2014)

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Acre Family Child Care	NONE	Public Chanty	General Welfare	24,000 00
Alma dek Mar Foundation	NONE	Public Chanty	Education	35,000 00
Amercan Red Cross of Massachusetts	NONE	Public Chanty	Medical	188,750 00
Artists For Humanity	NONE	Public Chanty	Cultural	115,000 00
Associated Grant Makers	NONE	Public Chanty	Youth	26,250 00
At the Crossroads	NONE	Public Chanty	Poverty	200 00
Beth El Temple Center	NONE	Public Chanty	Religious	3,950 00
Beth Israel Deaconess Medical Center	NONE	Public Chanty	Medical	105,000 00
Bethel Institute For Social Justice	NONE	Public Chanty	General Welfare	25,000 00
Birmingham Southern College	NONE	Public Chanty	Education	105,000 00
Boston Area Rape Cnsis Center	NONE	Public Chanty	General Welfare	46,000 00
Boston College	NONE	Public Chanty	Medical	200,000 00
Boston Health Care For The Homeless	NONE	Public Chanty	Medical	127,806 00
Boston Symphony Orchestra	NONE	Public Chanty	Cultural	25,000 00
Boston Education, Skills and Training	NONE	Public Chanty	Education	27,994 00
Bottom Line	NONE	Public Chanty	Youth	225,000 00
Bowdoin College	NONE	Public Chanty	Education	250 00
Bowdoin Street Health Center	NONE	Public Chanty	Medical	150,000 00
Boys & Girls Clubs Of Boston	NONE	Public Chanty	Youth	1,500,000 00
BMA f/b/o Mothers for Justice	NONE	Public Chanty	Medical	20,122 00
Bngham & Women's Hospital	NONE	Public Chanty	Medical	105,000 00
Brooke Charter Schools	NONE	Public Chanty	Youth	200,000 00
Brookline Educational Foundation	NONE	Public Chanty	Education	500 00
Brookline Teen Center	NONE	Public Chanty	Education	2,500 00
Brown University	NONE	Public Chanty	Education	62,500 00
Buckingham Browne & Nichols	NONE	Public Chanty	Education	37,500 00
Catholic Chantable Bureau	NONE	Public Chanty	Poverty	116,550 00
Chelsea Collaborative Inc	NONE	Public Chanty	Youth	500 00
Citi Performing Arts Center	NONE	Public Chanty	Cultural	20,000 00
City on a hill Foundation	NONE	Public Chanty	Education	260,000 00
College Bound Dorchester	NONE	Public Chanty	Youth	131,696 00
Combined Jewish Philanthropies	NONE	Public Chanty	Religious	750,000 00
Community Day Charter Public	NONE	Public Chanty	Youth	175,000 00
Compass Working Capital, Inc	NONE	Public Chanty	Poverty	94,868 00
Cnttenton Women's Union	NONE	Public Chanty	Poverty	200,000 00
Dana Farber Cancer Institute	NONE	Public Chanty	Medical	25,000 00
Ellis Memonal	NONE	Public Chanty	Poverty	46,644 00
Facing History & Ourselves	NONE	Public Chanty	General Welfare	525,000 00
Families United In Educational Leadership	NONE	Public Chanty	Youth	100,000 00
Family Independence initiative	NONE	Public Chanty	Poverty	150,000 00
Father Bill's & MainSpring	NONE	Public Chanty	Poverty	30,000 00
Foundation for Belmont Education	NONE	Public Chanty	Education	450 00
Franciscan Hospital for Children	NONE	Public Chanty	Medical	55,000 00
Friends of excel academy	NONE	Public Chanty	Education	250,000 00
Givat Haviva Educational Foundation	NONE	Public Chanty	Education	100 00
Groundwork Lawrence	NONE	Public Chanty	General Welfare	20,000 00
Haley House	NONE	Public Chanty	General Welfare	26,700 00
Harvard Business School	NONE	Public Chanty	Education	74,000 00
Harvard University	NONE	Public Chanty	Education	120,000 00
Health Leads Boston	NONE	Public Chanty	Medical	100,000 00
Hyde Square Task Force	NONE	Public Chanty	Youth	250,500 00
Inner City Scholarship Fund	NONE	Public Chanty	Youth	5,000 00
Jewish Vocational Service	NONE	Public Chanty	Poverty	200,000 00
Just- A- Start Corporation	NONE	Public Chanty	General Welfare	24,925 00
KIPP Massachusetts	NONE	Public Chanty	Education	250,000 00
Lowell Community Health center	NONE	Public Chanty	Medical	250,000 00
Massachusetts Institute Of Technology	NONE	Public Chanty	Medical	100,000 00
Massachusetts Rivers Alliance	NONE	Public Chanty	General Welfare	100 00
MATCH Education	NONE	Public Chanty	Education	250,000 00
McGill University	NONE	Public Chanty	Education	100 00
Milton Academy	NONE	Public Chanty	Education	23,500 00
Mission of Deeds	NONE	Public Chanty	Poverty	20,414 00
More Than Wheels	NONE	Public Chanty	Poverty	146,524 00
Museum Of Afrcan Amecan History	NONE	Public Chanty	Cultural	22,000 00
Museum Of Fine Arts	NONE	Public Chanty	Cultural	30,000 00
New England Center For Homeless	NONE	Public Chanty	Poverty	100 00
Newton Wellesley Hospital Foundation	NONE	Public Chanty	Medical	5,000 00
Noble And Greenough School	NONE	Public Chanty	Education	160,000 00

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Northern Essex Community College	NONE	Public Charity	Poverty	97,805 00
Our Space, Inc	NONE	Public Charity	Medical	100 00
Pan Mass Challenge	NONE	Public Charity	General Welfare	200,775 00
Park School	NONE	Public Charity	Education	87,500 00
Pine Street Inn	NONE	Public Charity	Poverty	160,000 00
Pierce School PTO	NONE	Public Charity	Education	500 00
President And Fellows Of Harvard College	NONE	Public Charity	Medical	600,000 00
Project Hope	NONE	Public Charity	Poverty	117,523 00
Rosie's Place	NONE	Public Charity	Poverty	14,000 00
Roxbury Preparatory Charter School Foundation	NONE	Public Charity	Education	250,000 00
Sigma Chi Foundation	NONE	Public Charity	Youth	22,500 00
Silent Spring	NONE	Public Charity	Medical	12,500 00
Smith Family Awards Program (Peter Reddien, Ph	NONE	Public Charity	Medical	65,000 00
Stowe Land trust	NONE	Public Charity	General Welfare	100 00
St Francis House	NONE	Public Charity	Poverty	35,000 00
SquashBusters	NONE	Public Charity	Education	43,500 00
Teach For America-Greater Boston	NONE	Public Charity	Youth	150,000 00
Temple Beth Avodah	NONE	Public Charity	Religious	1,000 00
Temple Israel	NONE	Public Charity	Religious	25,000 00
The Boston Debate League	NONE	Public Charity	Youth	155,000 00
The Boston Foundation	NONE	Public Charity	Poverty	134,772 00
The Steppingstone Foundation	NONE	Public Charity	Youth	276,128 00
Tufts University	NONE	Public Charity	Education	112,500 00
Tufts University Annual Fund	NONE	Public Charity	Education	15,000 00
United Teen Equality Center	NONE	Public Charity	Youth	240,480 00
United Way Of Massachusetts Bay	NONE	Public Charity	Poverty	50,000 00
University Of Massachusetts Medical School	NONE	Public Charity	Medical	300,000 00
University Of Pennsylvania Law School	NONE	Public Charity	Education	25,000 00
Unlocking Potential	NONE	Public Charity	Youth	500,000 00
Whitehead Institute For Biomedical Research	NONE	Public Charity	Medical	100,000 00
Williams College	NONE	Public Charity	Education	105,000 00
West End House Boys and Girls Club	NONE	Public Charity	General Welfare	26,000 00
X-Cel Education	NONE	Public Charity	Education	20,000 00
Yale University	NONE	Public Charity	Medical	200,000 00
YMCA of Greater Boston	NONE	Public Charity	Poverty	150,000 00
Zumix	NONE	Public Charity	Cultural	150 00
Total Contributions				12,660,826 00

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVE	040502SL	SL	39.00	16	19,445.			19,445.	5,531.		499.
2	PHONE EQUIPMENT	031502200DB	DB	5.00	17	9,939.			9,939.	9,939.		0.
3	FURNITURE & FIXTURE	110102SL	SL	7.00	16	101,209.			101,209.	101,209.		0.
4	LEASEHOLD IMPROVE	110102SL	SL	39.00	16	9,381.			9,381.	2,530.		241.
* TOTAL 990-PF PG 1						139,974.		0.	139,974.	119,209.	0.	740.
DEPR												

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1S			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
11,402,792.	0.	0.	0.	11,402,792.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OTHER ENTITY			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5,187,395.	0.	0.	0.	5,187,395.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OFFSHORE			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,489,309.	0.	0.	0.	6,489,309.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
CHESTNUT HEDGE FUND	308,513.	0.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						308,513.
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						23,388,009.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	1,533.	1,533.	
INTEREST ON OFFSHORE FUNDS	0.	0.	
INTEREST ON OTHER ENTITIES	81,038.	81,038.	
TOTAL INTEREST FROM K-1S	1,563,200.	1,523,455.	
TOTAL TO PART I, LINE 3	1,645,771.	1,606,026.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	25,837.	0.	25,837.	25,837.	
TOTAL DIVIDENDS FROM K-1S	1,486,163.	0.	1,486,163.	1,471,912.	
TOTAL DIVIDENDS FROM OFFSHORE FUNDS	0.	0.	0.	0.	
TOTAL DIVIDENDS FROM OTHER ENTITIES	603,373.	0.	603,373.	603,373.	
TO PART I, LINE 4	2,115,373.	0.	2,115,373.	2,101,122.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME FROM K-1S	1,633,572.	1,576,805.		
CHESTNUT HEDGE FUND	<7,564.>	<7,564.>		
OTHER INCOME FROM OFFSHORE FUNDS	68.	68.		
CHECKING	34,840.	34,840.		
TOTAL TO FORM 990-PF, PART I, LINE 11	1,660,916.	1,604,149.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX	4,900.	0.		4,900.
TO FORM 990-PF, PG 1, LN 16B	4,900.	0.		4,900.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHESTNUT HEDGE FUND	35,998.	35,998.		0.
LEGAL FEES	15,800.	0.		15,800.
FROM K-1S	1,791,072.	1,773,936.		0.
OTHER ENTITY	819,533.	819,533.		0.
TO FORM 990-PF, PG 1, LN 16C	2,662,403.	2,629,467.		15,800.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES PAID	479,390.	53,749.			0.
TO FORM 990-PF, PG 1, LN 18	479,390.	53,749.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUBSCRIPTION, DUES, AND MEMBERSHIP	40,795.	0.			40,795.
INSURANCE	11,228.	0.			11,228.
OFFICE EXPENSES	57,161.	0.			57,161.
PAYROLL TAXES	42,248.	0.			42,248.
POSTAGE AND DELIVERY	3,643.	0.			3,643.
UTILITIES	2,281.	0.			2,281.
MEALS & ENTERTAINMENT	60,514.	0.			60,514.
FILING FEE	500.	0.			500.
BANK FEES	820.	0.			821.
PROFESSIONAL DEVELOPMENT	7,256.	0.			7,256.
CONSULTING FEES	82,350.	0.			82,350.
TO FORM 990-PF, PG 1, LN 23	308,796.	0.			308,797.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
ADJUSTMENT TO CORRECT PRIOR BOOK BALANCES			215.
TOTAL TO FORM 990-PF, PART III, LINE 3			215.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
K-1S	138,891,576.	161,256,862.
OTHER ENTITY	26,651,733.	41,780,752.
OFFSHORE	55,583,951.	69,624,354.
CHESTNUT HEDGE FUND	8,713,030.	4,715,608.
TOTAL TO FORM 990-PF, PART II, LINE 10B	229,840,290.	277,377,576.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVE	19,445.	6,030.	13,415.
PHONE EQUIPMENT	9,939.	9,939.	0.
FUNITURE & FIXTURE	101,209.	101,209.	0.
LEASEHOLD IMPROVE	9,381.	2,771.	6,610.
TOTAL TO FM 990-PF, PART II, LN 14	139,974.	119,949.	20,025.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART WORK	63,776.	63,776.	63,776.
LEASEHOLD IMPROVEMENTS USED FOR CHARITABLE PURPOSES	377,108.	377,108.	377,108.
EQUIPMENT USED FOR CHARITABLE PURPOSES	226,353.	226,353.	226,353.
TO FORM 990-PF, PART II, LINE 15	667,237.	667,237.	667,237.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN F. SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	CO-CHAIR 1.00	0.	0.	0.
RICHARD A. SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	CO-CHAIR 1.00	0.	0.	0.
AMY S. BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JOHN G. BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
DEBRA S. KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ROBERT A. SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
DANA A. WEISS SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JENNIFER BERYLSON BLOCK ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JONATHAN BLOCK ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JESSICA KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ANDREW KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

JAMES BERYLSON	TRUSTEE			
ONE NEWTON EXECUTIVE PARK, STE 104	1.00	0.	0.	0.
NEWTON, MA 02462				
ELIZABETH BERYLSON	TRUSTEE			
ONE NEWTON EXECUTIVE PARK, STE 104	1.00	0.	0.	0.
NEWTON, MA 02462				
ROBERT KATZ	TRUSTEE			
ONE NEWTON EXECUTIVE PARK, STE 104	1.00	0.	0.	0.
NEWTON, MA 02462				
LYNNE DOBLIN	EXECUTIVE DIRECTOR			
ONE NEWTON EXECUTIVE PARK, STE 104	40.00	275,000.	41,495.	0.
NEWTON, MA 02462				
CELINA MIRANDA	SENIOR PROGRAM OFFICER			
ONE NEWTON EXECUTIVE PARK, STE 104	40.00	120,792.	25,521.	0.
NEWTON, MA 02462				
SHANNA SHULMAN	SENIOR PROGRAM OFFICER			
ONE NEWTON EXECUTIVE PARK, STE 104	40.00	144,449.	27,569.	0.
NEWTON, MA 02462				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		540,241.	94,585.	0.

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

SUSAN F. SMITH, TRUSTEE, ONE NEWTON EXECUTIVE PARK # 104, NEWTON, MA 02462

TELEPHONE NUMBER

857-404-0700

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING REQUEST, INCLUDING AMOUNT AND USAGE

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE