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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 09-01-2013, and ending 08-31-2014

Name of foundation PHYLLIS W SMITH PVT FDN		A Employer identification number 59-7258080
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802	Room/suite	B Telephone number (see instructions) (888) 866-3275
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 029011802		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"/>
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		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,601,256	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (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				
	4 Dividends and interest from securities.	143,744	143,257		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	207,746			
	b Gross sales price for all assets on line 6a 731,622				
	7 Capital gain net income (from Part IV, line 2) . . .		207,746		
	8 Net short-term capital gain			0	
	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)			13,084		
12 Total. Add lines 1 through 11	351,490	364,087			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	44,960	26,976		17,984
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule).				0
	b Accounting fees (attach schedule).	1,250			1,250
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,644	520		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule).	4,199	4,129		70
	24 Total operating and administrative expenses. Add lines 13 through 23	52,053	31,625		19,304
	25 Contributions, gifts, grants paid	437,099			437,099
26 Total expenses and disbursements. Add lines 24 and 25	489,152	31,625		456,403	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-137,662				
b Net investment income (if negative, enter -0-)		332,462			
c Adjusted net income (if negative, enter -0-)			0		

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	33,269	54,867	54,867		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 ▶ _____ 0					
	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)	4,129,692	3,931,163	5,099,087		
	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)	394,324	432,761	447,302		
	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)	4,557,285	4,418,791	5,601,256			
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	4,557,285	4,418,791				
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	4,557,285	4,418,791				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,557,285	4,418,791				

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	4,557,285
2	Enter amount from Part I, line 27a	2	-137,662
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,419,623
5	Decreases not included in line 2 (itemize) ▶ _____	5	832
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,418,791

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	207,746
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	256,497	5,353,100	0.047916
2011	300,602	5,135,518	0.058534
2010	178,310	5,201,542	0.03428
2009	175,393	4,763,805	0.036818
2008	135,374	4,290,441	0.031552
2	Total of line 1, column (d).		2 0.2091
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 0.04182
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 5,480,681
5	Multiply line 4 by line 3.		5 229,202
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,325
7	Add lines 5 and 6.		7 232,527
8	Enter qualifying distributions from Part XII, line 4.		8 456,403

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 for exempt foundations, tax due, and overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows (1a-10) regarding foundation activities. Columns include question text, Yes/No responses, and sub-rows for detailed information.

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? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>PO BOX 1802 PROVIDENCE RI</u> ZIP +4 ▶ <u>02901</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____	16	Yes	No		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
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><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></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><i>If "Yes" to 6b, file Form 8870.</i></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		
	6b		No
	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 (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
BANK OF AMERICA N A 1 MONARCH PL SPRINGFIELD, MA 01144	TRUSTEE 1	44,960		

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. 0

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

3 Five highest-paid independent contractors for professional services (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.		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	
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	5,395,660
b	Average of monthly cash balances.	1b	168,483
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,564,143
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	5,564,143
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	83,462
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,480,681
6	Minimum investment return. Enter 5% of line 5.	6	274,034

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	274,034
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,325
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,325
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	270,709
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	270,709
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	270,709

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	456,403
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	456,403
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	3,325
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	453,078

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				270,709
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			249,769	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				0
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>456,403</u>				
a Applied to 2012, but not more than line 2a			249,769	
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.				206,634
e Remaining amount distributed out of corpus	0			
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>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				64,075
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

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> MSPCC OF FRANKLIN COUNTY ATTN MR SEAN R HAMLETT 335 CHANDLER ST WORCESTER, MA 016023441	N/A	PC	UNRESTRICTED GENERAL	109,275
BAYSTATE HEALTH FOUNDATION INC 759 CHESTNUT STREET SPRINGFIELD, MA 011991001	N/A	PC	UNRESTRICTED GENERAL	109,275
HOLYOKE HOSPITAL 575 BEECH ST HOLYOKE, MA 010402223	N/A	PC	UNRESTRICTED GENERAL	109,275
SYCAMORES OF S HADLEY HISTORICAL SOCIETY 18 S SYCAMORE KNLS SOUTH HADLEY, MA 010751112	N/A	PC	UNRESTRICTED GENERAL	109,274
Total			▶ 3a	437,099
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

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.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: ***** Date: 2014-11-03 Title: *****
May the IRS discuss this return with the preparer shown below (see instr.)? [] Yes [x] No

Paid Preparer Use Only
Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed [x], PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

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)
50 APPLE INC COM		2008-06-04	2013-11-27
80 COCA COLA CO COM		2005-11-22	2013-11-27
250 COLGATE PALMOLIVE CO		2007-12-20	2013-11-27
3398 745 COLUMBIA LARGE CAP ENHANCED CORE FUND CLASS Z SHARES		2006-05-03	2013-11-27
7946 474 COLUMBIA LARGE CAP ENHANCED CORE FUND CLASS Z SHARES		2005-05-18	2013-11-27
2459 42 COLUMBIA LARGE CAP ENHANCED CORE FUND CLASS Z SHARES		2005-05-18	2014-08-18
10020 04 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES		2005-10-21	2013-10-22
10976 948 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES		2005-10-21	2013-10-22
100 DISNEY WALT CO		2008-06-04	2013-11-27
100 DISNEY WALT CO		2008-06-04	2014-08-18
160 EXPRESS SCRIPTS HLDG CO COM		2007-12-20	2013-11-27
100 EXXON MOBIL CORPORATION		2006-10-04	2013-11-27
9 EXXON MOBIL CORPORATION		2006-10-04	2014-08-18
91 EXXON MOBIL CORPORATION		2006-05-03	2014-08-18
500 GENERAL ELEC CO		2005-05-18	2014-08-18
50 INTERNATIONAL BUSINESS MACHS		2006-05-03	2013-11-27
200 ISHARES TIPS BOND ETF		2009-11-12	2013-10-22
200 J P MORGAN CHASE & CO COM		2006-10-04	2013-11-27
100 KNOWLES CORP COM		2009-11-12	2014-03-17
150 MERCK & CO INC NEW COM		2007-12-20	2013-11-27
100 PARKER HANNIFIN CORPORATION		2009-11-12	2013-10-22
50 PEPSICO INCORPORATED		2005-05-18	2013-11-27
957 854 PIMCO GLOBAL MULTI-ASSET FUND INSTL CL		2012-02-15	2013-10-22
200 UNITED TECHNOLOGIES CORP		2005-05-18	2013-11-27
160 YUM BRANDS INC COM		2005-05-18	2013-11-27
CAPITAL GAIN DIVIDENDS	P		

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)
27,097		9,307	17,790
3,197		1,695	1,502
16,457		9,777	6,680
62,911		48,636	14,275
147,089		104,099	42,990
50,000		32,218	17,782
100,000		98,096	1,904
100,000		97,805	2,195
7,096		3,437	3,659
8,997		3,437	5,560
10,794		5,563	5,231
9,401		6,556	2,845
894		590	304
9,039		5,866	3,173
12,991		18,370	-5,379
8,913		4,149	4,764
22,615		20,903	1,712
11,507		9,399	2,108
3,139		1,353	1,786
7,472		8,776	-1,304
11,486		5,532	5,954
4,210		2,828	1,382
10,000		10,900	-900
22,305		10,568	11,737
12,352		4,016	8,336
			51,660

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	
			17,790
			1,502
			6,680
			14,275
			42,990
			17,782
			1,904
			2,195
			3,659
			5,560
			5,231
			2,845
			304
			3,173
			-5,379
			4,764
			1,712
			2,108
			1,786
			-1,304
			5,954
			1,382
			-900
			11,737
			8,336

TY 2013 Accounting Fees Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,250			1,250

TY 2013 Investments Corporate Stock Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464286103 ISHARES INC MSCI AUS	21,036	24,444
464286400 ISHARES MSCI BRAZIL	17,194	16,110
464286509 ISHARES MSCI CANADA	20,999	24,645
464286673 ISHARES MSCI SINGAPO	19,337	20,940
464287176 ISHARES TIPS BOND ET		
464287564 ISHARES COHEN & STEE	51,300	90,430
464287630 ISHARES RUSSELL 2000	97,244	110,605
922042858 VANGUARD FTSE EMERGI	86,314	95,340
922908553 VANGUARD REIT ETF	77,325	92,616
166764100 CHEVRON CORP COM	15,445	25,890
20825C104 CONOCOPHILLIPS COM	7,730	16,244
30231G102 EXXON MOBIL CORP COM	54,341	99,460
674599105 OCCIDENTAL PETE CORP	16,317	20,746
718546104 PHILLIPS 66 COM	2,297	8,702
806857108 SCHLUMBERGER LTD COM	17,039	25,765
845467109 SOUTHWESTERN ENERGY	23,868	30,185
61166W101 MONSANTO CO NEW COM	9,803	23,708
74005P104 PRAXAIR INC COM	28,131	68,406
767204100 RIO TINTO PLC SPONSO	15,037	26,870
260003108 DOVER CORP COM	6,860	17,574
369550108 GENERAL DYNAMICS COR	10,462	18,488
369604103 GENERAL ELEC CO COM	36,740	25,980
438516106 HONEYWELL INTL INC C	11,919	19,046
539830109 LOCKHEED MARTIN CORP	7,397	17,400
701094104 PARKER HANNIFIN CORP		
854502101 STANLEY BLACK & DECK	7,564	9,150
88579Y101 3M CO COM	13,055	21,600
911312106 UNITED PARCEL SVC IN	11,534	14,600
913017109 UNITED TECHNOLOGIES	52,838	107,980
20030N101 COMCAST CORP NEW CL	4,585	16,416

Name of Stock	End of Year Book Value	End of Year Fair Market Value
254687106 DISNEY WALT CO COM D	22,565	62,916
548661107 LOWES COS INC COM	10,677	26,255
872540109 TJX COS INC NEW COM	8,303	23,844
87612E106 TARGET CORP COM	10,671	12,014
988498101 YUM BRANDS INC COM	17,721	51,136
191216100 COCA COLA CO COM	15,257	30,038
194162103 COLGATE PALMOLIVE CO	33,401	65,118
494368103 KIMBERLY CLARK CORP	18,364	34,020
50076Q106 KRAFT FOODS GROUP IN	5,823	9,836
609207105 MONDELEZ INTL INC CO	10,793	18,167
641069406 NESTLE S A SPONSORED	11,843	15,559
713448108 PEPSICO INC COM	25,450	41,621
742718109 PROCTER & GAMBLE CO	12,951	16,622
931142103 WAL-MART STORES INC	17,276	22,650
002824100 ABBOTT LABS COM	9,161	16,389
00287Y109 ABBVIE INC COM	9,934	21,449
031162100 AMGEN INC COM	5,527	13,938
125509109 CIGNA CORP COM	18,200	32,164
30219G108 EXPRESS SCRIPTS HLDG	24,547	52,195
375558103 GILEAD SCIENCES INC	4,681	21,512
478160104 JOHNSON & JOHNSON CO	24,251	37,758
50540R409 LABORATORY CORP AMER	21,555	29,595
58933Y105 MERCK & CO INC NEW C	40,999	48,449
883556102 THERMO FISHER SCIENT	6,662	18,032
229899109 CULLEN / FROST BANKE	17,051	23,580
38141G104 GOLDMAN SACHS GROUP	17,832	17,911
46625H100 J P MORGAN CHASE & C	45,395	60,996
693475105 PNC FINL SVCS GROUP	16,279	25,425
902973304 US BANCORP DEL COM N	26,305	38,052
949746101 WELLS FARGO & CO NEW	13,852	23,405

Name of Stock	End of Year Book Value	End of Year Fair Market Value
G1151C101 ACCENTURE PLC CL A C	11,647	16,212
037833100 APPLE INC COM	32,016	123,410
17275R102 CISCO SYS INC COM	36,566	47,606
459200101 INTERNATIONAL BUSINE	37,081	86,535
594918104 MICROSOFT CORP COM	45,288	80,275
882508104 TEXAS INSTRS INC COM	31,182	45,096
00206R102 AT&T INC COM	27,652	39,225
92343V104 VERIZON COMMUNICATIO	18,375	22,419
29364G103 ENTERGY CORP NEW COM	30,549	20,514
30161N101 EXELON CORP COM	41,479	27,906
65339F101 NEXTERA ENERGY INC C	11,768	19,690
19765H347 COLUMBIA LARGE CAP E	57,145	90,560
19765J608 COLUMBIA MID CAP IND	81,416	109,796
19765N245 COLUMBIA DIVIDEND IN	50,000	71,689
19765P232 COLUMBIA MID CAP GRO	153,955	236,790
19765P596 COLUMBIA SMALL CAP G	39,565	37,614
693390841 PIMCO HIGH YIELD FD	100,000	104,383
880208400 TEMPLETON GLOBAL BD	67,500	68,930
19763T889 COLUMBIA INCOME OPPO	107,342	107,294
19765H362 COLUMBIA SHORT TERM	352,633	361,003
19765N468 COLUMBIA INTERMEDIAT	629,772	664,028
19765Y886 COLUMBIA BOND FUND C	100,000	101,107
72201P100 PIMCO GLOBAL MULTI-A	39,100	38,753
68380L407 OPPENHEIMER INTL GRO	75,000	83,576
885215566 THORNBURG INTL VALUE	75,000	75,538
19765Y852 COLUMBIA EMERGING MA	75,000	78,307
55273E640 MFS EMERGING MKTS DE	75,000	76,314
722005220 PIMCO FOREIGN BOND F	52,125	52,131
72201F409 PIMCO EMERGING MKT C	19,970	20,192
466001864 IVY ASSET STRATEGY F	115,000	117,658

Name of Stock	End of Year Book Value	End of Year Fair Market Value
315807552 FIDELITY ADVISOR FLO	75,000	74,550

TY 2013 Investments - Other Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
8EQO29993 EXCELSIOR MULTI-STRA	AT COST	432,761	447,302

TY 2013 Other Decreases Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Description	Amount
ADJ CARRYING VALUE	832

TY 2013 Other Expenses Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER CHARITABLE EXPENSES	70	0		70
OTHER INVESTMENT FEE	6	6		0
DIVIDEND INVESTMENT EXPENSE -	4,123	4,123		0

TY 2013 Other Income Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME		13,084	

TY 2013 Taxes Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	73	73		0
EXCISE TAX - PRIOR YEAR	74	0		0
EXCISE TAX ESTIMATES	1,050	0		0
FOREIGN TAXES ON QUALIFIED FOR	366	366		0
FOREIGN TAXES ON NONQUALIFIED	81	81		0