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Form 990-PF

Return of Private Foundation

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

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2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 09-01-2013, and ending 08-31-2014

Name of foundation The Timothy and Judith Smith Foundation		A Employer identification number 95-4769418
% Tim Smith		B Telephone number (see instructions)
Number and street (or P O box number if mail is not delivered to street address) 24500 Calabasas Rd Suite		C If exemption application is pending, check here ► <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code Calabasas, CA 91302		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply 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 <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,477,748	J Accounting method Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received (attach schedule)	300,000			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	25	25		
4	Dividends and interest from securities.	60,128	60,128		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	30,880			
b	Gross sales price for all assets on line 6a 477,542				
7	Capital gain net income (from Part IV, line 2) . . .		30,880		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	391,033	91,033		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	24,878	24,878		
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,124	1,664		
19	Depreciation (attach schedule) and depletion . . .				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	10,810	310	10,500	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	38,812	26,852	10,500	
25	Contributions, gifts, grants paid	115,000		115,000	
26	Total expenses and disbursements. Add lines 24 and 25	153,812	26,852	125,500	
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	237,221			
b	Net investment income (if negative, enter -0-) . . .		64,181		
c	Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	130,613	101,504	101,504
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	402,286	488,458	484,046
b	Investments—corporate stock (attach schedule)	1,329,199	1,509,357	1,892,198
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)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,862,098	2,099,319	2,477,748
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				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,862,098	2,099,319	
30	Total net assets or fund balances (see page 17 of the instructions)	1,862,098	2,099,319	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,862,098	2,099,319	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,862,098
2	Enter amount from Part I, line 27a	2	237,221
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,099,319
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,099,319

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)
1 a	Publicly-traded Securities			
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	477,542		446,662	30,880
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) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				30,880
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	2	30,880
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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	140,803	1,971,355	0 071424
2011	89,092	1,570,989	0 056711
2010	99,647	1,372,897	0 072582
2009	99,173	1,199,514	0 082678
2008	60,060	908,070	0 06614
2			2 0 349535
3			3 0 069907
4			4 2,323,481
5			5 162,428
6			6 642
7			7 163,070
8			8 125,500

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,284
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	
3	Add lines 1 and 2.	3	1,284
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,284
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,227
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	89
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,316
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 32 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ► Tim Smith Telephone no ► (818) 346-3144
 Located at ► 24500 Calabasas Rd Calabasas CA ZIP +4 ► 91302

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► and enter the amount of tax-exempt interest received or accrued during the year. ► 15

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" 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)? ► 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). ► 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. ►	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . .	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ► Yes <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? ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013). . . .	3b	
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>5b</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)?</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 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>6b</p>
<p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p>No</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?</p>	<p>7b</p>

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)

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
Judith L Smith 24500 Calabasas Rd Calabasas, CA 91302	CFO / Sec / Treas 1 0	0		
Timothy Smith 24500 Calabasas Rd Calabasas, CA 91302	CEO / Pres 1 0	0		

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

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".

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

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 2,249,485
b	Average of monthly cash balances.	1b 109,379
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 2,358,864
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 2,358,864
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 35,383
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,323,481
6	Minimum investment return. Enter 5% of line 5.	6 116,174

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.	1 116,174
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 1,284
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 1,284
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 114,890
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 114,890
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 114,890

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 125,500
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	4 125,500
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 125,500

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				114,890
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	15,030			
b From 2009.	40,010			
c From 2010.	31,957			
d From 2011.	11,340			
e From 2012.	43,296			
f Total of lines 3a through e.	141,633			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 125,500				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				114,890
e Remaining amount distributed out of corpus	10,610			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	152,243			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	15,030			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	137,213			
10 Analysis of line 9				
a Excess from 2009.	40,010			
b Excess from 2010.	31,957			
c Excess from 2011.	11,340			
d Excess from 2012.	43,296			
e Excess from 2013.	10,610			

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.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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))

See Additional Data Table

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 Paid during the year See Additional Data Table				
Total			► 3a	115,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.					
5 Net rental income or (loss) from real estate					
a Debt-financed property.			14	25	
b Not debt-financed property.			14	60,128	
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events			18	30,880	
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				91,033	
13 Total. Add line 12, columns (b), (d), and (e).					91,033
(See worksheet in line 13 instructions to verify calculations.)					

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form 990PF Part XV Line 1a - 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).

JUDITH L SMITH

TIMOTHY SMITH

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BISHOP O'DOWD HIGH SCHOOL 9500 STEARNS AVE OAKLAND, CA 94605	N/A	PC	General & Unrestricted	20,000
CAPUCHIN FRANCISCAN ORDER OF CA 1345 CORTEZ AVE BURLINGAME, CA 94010	N/A	PC	General & Unrestricted	5,000
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD 3RD FL LOS ANGELES, CA 90010	N/A	PC	General & Unrestricted	25,000
DOLORES MISSION ELEMENTARY SCHOOL PAROCHIAL 170 S GLESS ST LOS ANGELES, CA 90033	N/A	PC	General & Unrestricted	11,000
FLINTRIDGE SACRED HEART ACADEMY 440 SAINT KATHERINE DR LA CANADA, CA 91011	N/A	PC	General & Unrestricted	2,500
LOYOLA HIGH SCHOOL OF LOS ANGELES 1901 VENICE BLVD LOS ANGELES, CA 90006	N/A	PC	General & Unrestricted	5,000
PRESIDENT-BOARD OF TRUSTEES SANTA CLARA COLLEGE 500 EL CAMINO REAL SANTA CLARA, CA 95050	N/A	PC	General & Unrestricted	30,000
SOCIETY OF SAINT VINCENT DE PAUL COUNCIL OF LA 210 N AVE 21 LOS ANGELES, CA 90031	N/A	PC	General & Unrestricted	2,000
SOVEREIGN ORDER OF MALTA- WESTERN ASSOCIATION 465 CALIFORNIA ST STE 818 SAN FRANCISCO, CA 94104	N/A	PC	General & Unrestricted	2,500
ST FRANCIS HIGH SCHOOL OF LA CANADA FLINTRIDGE 200 FOOTHILL BLVD LA CANADA, CA 91011	N/A	PC	General & Unrestricted	5,000
UNIVERSITY OF NOTRE DAME DU LAC 511 MAIN BLDG NOTRE DAME, IN 46556	N/A	PC	General & Unrestricted	2,000
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES, CA 90059	N/A	PC	General & Unrestricted	5,000
Total			► 3a	115,000

2013

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**

The Timothy and Judith Smith Foundation

Employer identification number

95-4769418

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 foundation

Check 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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

The Timothy and Judith Smith Foundation

Employer identification number

95-4769418

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	Bob Smith Mini 5126 Greencrest Road La Canada, CA 91011	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

95-4769418

Name of organization The Timothy and Judith Smith Foundation			Employer identification number 95-4769418
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 <i>exclusive/y religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ 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	
—		—	
(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	
—		—	
(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	
—		—	
(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	
—		—	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

TY 2013 Investments Corporate Stock Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	6,310	11,232
ABBOTT LABS	12,872	15,164
ABBVIE INC.	2,998	5,417
ACE LTD	3,049	3,403
ACTIVISION BLIZZARD INC	2,066	3,861
AGILENT TECHNOLOGIES INC	1,556	2,744
AGRIUM INC.	3,345	3,217
AIR PRODS & CHEM INC.	2,717	4,130
AKAMAI TECH COM STK	2,123	4,592
AKZO NOBEL NV-ADR	4,285	4,901
ALLEGHENY TECH	2,426	3,289
ALLIANZ FIXED INCOME SHARES SE	242,941	236,420
ALLIANZ FIXED INCOMESHARES SER	228,501	241,791
ALTRIA GROUP INC	3,923	7,367
AMERICAN CAMPUS COMMUNITIES	5,560	5,452
AMERICAN EXPRESS CO	1,526	3,582
AMERICAN TOWER REIT INC	2,805	6,902
AMERISOURCEBERGEN CORP	2,348	3,715
ANHEUSER BUSCH COS INC	3,001	3,018
ANSYS INC.	1,462	3,008
AON PLC	3,651	4,794
APPLE INC.	15,179	30,853
APPLIED MATERIALS INC.	6,034	12,456
ARKEMA S/ADR	3,802	3,458
ASML HOLDING NV NY REG SHS	6,546	7,978
AT&T, INC	5,722	6,258
AUTODESK, INC.	1,572	3,540
AUTOMATIC DATA PROCESSING INC.	2,164	3,840
BANK OF NOVA SCOTIA	2,751	3,377
BARCLAYS PLC ADR	5,792	4,995

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BARD C R INC.	1,622	2,820
BASF AG SPONS ADR	2,817	3,602
BAYER A G SPONSORED ADR	2,839	3,492
BIO RAD LABS INC CL A	1,436	2,044
BLACKROCK INC	3,087	5,288
BNP PARIBAS SPONS ADR	4,725	4,151
BORG WARNER INC.	1,330	4,913
BOSTON PPTYS INC	1,822	2,793
BRAMBLES LTD UNSP AD	3,200	3,657
BUNZL PLC SPONSORED ADR	4,285	8,475
CABOT CP	1,738	2,246
CANADIAN PACIFIC RAILWAY LTD	2,851	4,614
CAPITAL ONE FINANCIAL CORP	8,988	12,555
CATERPILLAR INC.	3,486	4,036
CBRE GROUP INC	3,338	5,021
CENOVUS ENERGY INC	3,345	3,317
CHECK POINT SOFTWARE TECHNOLOG	6,091	8,806
CHEVRON CORP	14,660	22,007
CIELO SA ADR	2,134	3,043
COCA-COLA CO	15,657	22,946
COMCAST CORP CL A	2,772	3,612
COMPAGNIE FINANCIERE RICHEMONT	3,074	2,888
CONOCOPHILLIPS	12,382	19,980
CONTL AG SPONS ADR	4,855	4,347
CORUS ENTERTAINMT B	4,103	4,001
COVANCE INC	2,120	3,150
CSX CORP	2,107	4,389
CUMMINS INC	2,029	4,789
D R HORTON	2,893	5,095
DARDEN RESTAURANTS INC.	1,720	2,366

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEUTSCHE BOERSE ADR	3,508	3,703
DIAGEO PLC ADS	2,632	2,757
DNB NOR ASA SPONSOR ADR	3,152	3,188
DOVER CORP	2,908	2,988
DU PONT DE NEMOURS	5,298	7,537
EASTMAN CHEMICAL CO.	1,665	4,866
EATON CORP PLC	8,283	7,679
EATON VANCE CORP COM	2,360	3,524
ECHOSTAR HOLDING CORPORATION	2,387	3,026
ENBRIDGE INC	3,156	3,390
EOG RESOURCES INC	1,438	2,198
ERICSSON L M TEL CO	4,695	5,158
ESTEE LAUDER COMPANIES INC	1,307	4,456
EXPRESS SCRIPTS HOLDING CO.	1,757	3,697
EXXON MOBIL CORP	12,505	15,416
FANUC LIMITED UNSPONSORED	6,287	6,410
FRANKLIN RES INC	3,872	5,256
FREEPORT-MCMORAN COPPER & GOLD	3,497	3,128
GATX CORP	2,477	4,308
GEN DYNAMICS CP	1,729	3,574
GENERAL ELECTRIC CO	2,153	3,118
GENERAL MILLS INC	4,422	6,726
GILEAD SCIENCES INC	3,032	3,980
GIVAUDAN SA UNSP/ADR	5,066	8,609
GLOBAL PAYMENTS INC	1,654	2,836
GRUPO FIN ADR	4,214	4,113
HENKEL KGAA PFD SHS ADR	5,927	6,160
HOME DEPOT INC.	3,656	9,818
HONEYWELL INTERNATIONAL INC.	5,012	9,523
HSBC HOLDINGS PLC	1,269	1,730

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEGRYS ENERGY GROUP	2,425	3,395
INTEL CORP	2,637	4,435
INTERCONTINETAL EXCHANGE INC	2,072	4,347
INTERNATIONAL BUSINESS MACHINE	6,718	8,077
INTERNATIONAL GAME TECHNOLOGY	2,373	2,057
INTUIT INC.	2,530	5,906
JARDINE MATHESON UNS/ADR	5,474	4,999
JOHNSON & JOHNSON	5,727	9,751
JOY GLOBAL INC.	2,695	3,536
JP MORGAN CHASE & CO	12,681	19,321
JULIUS BAER GROUP LTD	4,844	4,657
KEYCORP	2,137	3,498
KONINKLIJKE AHOLD N.V.	5,014	5,754
KRAFT FOODS GROUP, INC.	694	1,237
L'OREAL ADR	2,606	3,609
LINDE AG SPONSORED ADR	6,342	7,766
LYONDELLBASELL INDUSTRIES NV	8,587	13,722
MASCO CORP	3,217	3,661
MATTELL INC.	5,929	7,036
MCDONALD'S CORP	10,111	13,589
MEDNAX, INC.	1,662	2,691
MERCK & CO INC.	10,031	14,246
MICROSOFT CORPORATION	7,793	12,766
MONDELEZ INTERNATIONAL INC	1,313	2,316
MURPHY OIL CP HLDG	1,736	2,062
NABORS INDUSTRIES LTD	3,160	5,007
NESTLE S.A.	5,926	9,541
NEW WORLD FUND, INC (F2)	86,290	100,464
NEWFIELD EXPLORATION CO	3,625	4,034
NEWS CORP LTD CL A	544	811

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NIELSEN HOLDINGS N.V.	4,861	5,827
NORDEA BANK AB SPON ADR	4,984	6,190
NOVARTIS AG ADR	7,608	10,781
NOVO NORDISK A S	1,783	6,434
OCCIDENTAL PETROLEUM CORP	15,134	19,190
ORACLE CORP	2,449	3,405
PARTNER COMMUNICATIONS COMPANY	2,081	3,487
PEPSICO INC	9,771	14,058
PERNOD-RECARD SA.	3,526	4,072
PFIZER INC.	5,846	8,435
PHILIP MORRIS INTL	10,732	15,576
PHILLIPS 66	595	1,914
PIMCO COMMODITIESPLUS STRATEGY	69,976	71,917
PNC FINANCIAL GROUP INC.	7,744	9,662
PRAXAIR INC.	3,017	4,736
PROCTER GAMBLE CO	13,159	16,954
PROGRESSIVE CORP OHIO	2,083	2,552
PRUDENTIAL PLC SC	4,012	4,392
PUBLICIS GROUPE S.A	5,089	4,940
QUALCOMM INC	2,542	4,033
RAYMOND JAMES FINANCIAL INC	1,975	4,043
REED ELSEVIER PLC	4,965	8,019
REGAL ENTERTAINMENT	7,604	10,736
REINSURANCE GROUP AMER INC.	1,906	3,236
RENAISSANCERE HOLDINGS LTD	2,614	2,867
REPUBLIC SVCS INC.	3,017	4,562
ROCHE HOLDING LTD ADR	9,881	17,306
ROYAL DUTCH SHELL PLC	3,818	4,453
SABMILLER PLC S/ADR	7,056	7,933
SAFRAN SA - UNSPON ADR	2,251	3,505

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SANOFI-AVENTIS SPONSORED ADR	6,969	7,822
SANTEN PHARMACEUTICA	4,013	3,996
SAP AKTIENGESELL ADS	4,207	5,533
SCHNEIDER ELEC UNSP/ADR	7,180	8,391
SCOTTS CO. CLASS A	1,633	2,367
SEALED AIR CORP	2,366	5,054
SENSATA TECHNOLOGIES HOLDINGS	4,407	5,507
SGS SA UNSP ADR	5,009	6,460
SIMON PPTY GROUP INC	1,975	3,741
SMC CORPORATION	3,217	3,099
SNAP ON INC.	2,374	5,873
SODEXHO ALLIANCE SA SP ADR	4,958	6,564
SOFTBANK CP UNSP ADR	4,292	7,131
SONOVA HOLDING AG AD	2,925	4,047
SPDR DJ GLOBAL REAL ESTATE	62,757	78,334
ST. JUDE MED INC.	5,069	9,576
STATE STREET CORPORATION	1,549	1,585
STIFEL FINANCIAL CP	3,029	3,543
SUNCOR ENERGY INC	4,462	4,808
SYNOPSYS, INC.	2,161	2,781
SYSCO CORP	6,328	8,133
TARGET CORPORATION	3,277	3,484
TEXAS INSTRUMENTS INC.	2,689	5,107
TIME WARNER CABLE INC	983	2,219
TJX COMPANIES INC	2,109	6,378
TOTAL FINA ELF S.A.	12,183	15,633
TOYOTA MTR CORP	5,639	6,745
TWENTY-FIRST CENTURY, FOX INC	2,777	5,030
TYCO INTERNATIONAL LTD.	6,273	11,110
UBS AG	5,443	4,987

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNILEVER N V N Y	3,784	4,914
UNION PACIFIC	3,002	3,579
UNITED OVRSEAS BK LTD ADR	2,472	3,132
UNITED PARCEL SERVICE	8,657	9,538
UNITED TECHNOLOGIES CORP	9,536	14,469
URS CORP NEW	2,092	2,787
VALSPAR CORP	2,234	5,249
VOLKSWAGEN AG	4,729	4,529
WAL-MART STORES INC.	3,515	4,908
WALGREEN CO	2,103	3,631
WALT DISNEY HOLDINGS CO.	2,086	4,764
WELLS FARGO & CO.	10,739	15,175
WHITING PETROLEUM CORP	2,058	4,262
XILINX INC.	3,274	4,648

TY 2013 Investments Government Obligations Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

US Government Securities - End of

Year Book Value: 488,458

US Government Securities - End of

Year Fair Market Value: 484,046

State & Local Government

Securities - End of Year Book
Value:

State & Local Government

Securities - End of Year Fair
Market Value:

TY 2013 Investments - Land Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

TY 2013 Land, Etc. Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

TY 2013 Other Expenses Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	10,500			10,500
Bank Charges	310	310		

TY 2013 Other Income Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund			

TY 2013 Other Professional Fees Schedule

Name: The Timothy and Judith Smith Foundation

EIN: 95-4769418

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	24,878	24,878		

TY 2013 Taxes Schedule

Name: The Timothy and Judith Smith Foundation**EIN:** 95-4769418

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2014	1,200			
990-PF Extension for 2013	260			
Foreign Tax Paid	1,664	1,664		