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Form **990-PF**

Return of Private Foundation

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.

2013

Deen to Public Inspection

Department of the Treasury Internal Revenue Service ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. For calendar year 2013 or tax year beginning and ending NOV 30, 2014 A Employer identification number Name of foundation FRANK & EMILY SMITH FOUNDATION <u>93-1329668</u> Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 77880 DESERT DRIVE 415-981-8766 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here La Quinta, CA 92253 Initial return Initial return of a former public charity D 1. Foreign organizations, check here G Check all that apply: Final return _x_| Amended return 2. Foreign organizations meeting the 85% test check here and attach computation Address change Name change x Section 501(c)(3) exempt private foundation Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust _____ Other taxable private foundation under section 507(b)(1)(A), check here J Accounting method: Accrual I Fair market value of all assets at end of year F If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col (c), line 16) 28 828 226 (Part I, column (d) must be on cash basis ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements (b) Net investment (c) Adjusted net (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books ıncome income Contributions, gifts, grants, etc., received N/A Check X If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 21,497 21,497 Statement1 4 Dividends and interest from securities 60,490 60 490 Statement2 5a Gross rents b Net rental income or (loss) うなしめまし -2,896,758 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 7 Capital gain net income (from Part IV, line 2) 0 8 Net short-term capital gain Income modifications Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 823 520 57.567 Statement3 Total. Add lines 1 through 11 991 251 139 554 Compensation of officers, directors, trustees, etc 127,875 16,250 105,750 14 Other employee salaries and wages 15 Pension plans, employee benefits Expenses 16a Legal fees **b** Accounting fees 7.380 1.845 5,535. Stmt 4 c Other professional fees 17 Interest 18 Taxes Stmt 5 35,480 6.438 9,018. 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 0 13,376, 13,376 22 Printing and publications Operating 23 Other expenses 7.377. Stmt 6 158,658 151,283 24 Total operating and administrative expenses. Add lines 13 through 23 342,769 175.816 141,056. 25 Contributions, gifts, grants paid 2.024.846 2 024 846. 26 Total expenses and disbursements. Add lines 24 and 25 2,367,615 2,165,902 27 Subtract line 26 from line 12: 4,358,866 2 Excess of revenue over expenses and disbursements 0 b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A

10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

orm 990-PF (2013) FRANK & EMILY SMITH FOUNDATION	· · · · · · · · · · · · · · · · · · ·	93-13	329668 Page 2
Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	
Part II Balance Sheets column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1 . Cash - non-interest-bearing	533,508.	300,050,	300,050.
2 Savings and temporary cash investments	2,158,743,	6,175,539.	6,175,539,
3 Accounts receivable ►	_ ` `		, .,
Less: allowance for doubtful accounts	853,950.		
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	1		
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation	1		
12 Investments - mortgage loans			
	34,405,338.	22 252 627	22 252 627
13 Investments - other stmt 7 14 Land, buildings, and equipment: basis ▶	34,405,336.	22,352,637.	22,352,637.
Less accumulated depreciation	-		
15 Other assets (describe ►	 		
16 Total assets (to be completed by all filers - see the			
	27.054.520	00 000 006	00 000 000
instructions. Also, see page 1, item 1)	37,951,539.	28,828,226.	28,828,226.
17 Accounts payable and accrued expenses			
18 Grants payable		-	
2 19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable		4 554 065	
22 Other liabilities (describe Statement8	0.	1,554,867.	
23 Total liabilities (add lines 17 through 22)		1 554 067	
Foundations that follow SFAS 117, check here	0.	1,554,867.	
·			
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			
25 Temporarily restricted		<u> </u>	
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 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds	25,825,506.	25,825,506.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0,	0.	
29 Retained earnings, accumulated income, endowment, or other funds	12,126,033.	1,447,853.	
30 Total net assets or fund balances	37,951,539.	27,273,359.	
31 Total liabilities and net assets/fund balances	37 951 539	28 828 226.	
Part III Analysis of Changes in Net Assets or Fund I	3alances		
Table of each action of hadrons of the control of t	- 20		
Total net assets or fund balances at beginning of year - Part II, column (a), lin	t 3U		
(must agree with end-of-year figure reported on prior year's return)		1	37,951,539,
2 Enter amount from Part I, line 27a		2	-4,358,866.
Other increases not included in line 2 (itemize)	· · · · · · · · · · · · · · · · · · ·	3	0.
Add lines 1, 2, and 3		4	33,592,673.
5 Decreases not included in line 2 (itemize) CORRECT INVESTMENT F			6 319 314.
5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II,	column (b), line 30	6	27 273 359 Form 990-PF (2013)

orm 990-PF		& EMILY SMITH FOU			_			93	3-132966	8 Page 3
Part IV	(a) List and descri	tend Losses for Tax be the kind(s) of property sehouse; or common stock,	sold (e.g., real estate,	Income	(b)	How ac	quired nase	(c) Date		(d) Date sold (mo., day, yr.)
19 020701			200 3113. 11120 00.)		۲,	- Dona	uon	(-3, 37	(,,, ,,
	<u>AL GAIN FROM PART</u> AL LOSS FROM PART		_							
C	AD DODD PROF PART	MERCHITT O								
d					<u> </u>					
e										
(e) G	Gross sales price	(f) Depreciation allow (or allowable)		st or other basis expense of sale					ain or (loss) s (f) minus (
a										496,743.
<u>b</u>										-3,393,50 <u>1</u> ,
C										
<u>d</u>										
e Complet	te only for assets showing	g gain in column (h) and ov	vned by the foundation	on 12/31/69				A Gaine (C	ol. (h) gaın	minue
Oompice	to only for assets showing	(j) Adjusted basis		cess of col. (I)			col	. (k), but i	not less than	1 -0-) or
(i) F.M	I.V. as of 12/31/69	as of 12/31/69		col. (j), if any				Losses	(from col. (h))
a										496,743,
b										-3,393,501,
C										<u> </u>
d										
е					_					
- 0			lso enter in Part I, line]					
2 Capital ga	ain net income or (net cap	ontai ioss) (loss),	enter -0- in Part I, line	1	7	2				-2,896,758,
		s) as defined in sections 12	222(5) and (6):		ا ر					
	lso enter in Part I, line 8, c enter -0- in <u>Part I, line 8</u>	column (c).			<u>}</u>	3			N/A	
Part V	Qualification U	nder Section 4940	(e) for Reduced	Tax on Net	t Inv	estm	ent Inc	ome	*17.5.	
(For optional	l use by domestic private	foundations subject to the	section 4940(a) tax or	net investment i	ncom	e.)				
lf anation 40	MO(d)(Q) applied legis th	o nort blank								
n section 49	40(d)(2) applies, leave th	is part biank.								
Was the four	ndation liable for the secti	ion 4942 tax on the distribi	itable amount of any y	ear in the base pe	eriod?					Yes x No
		fy under section 4940(e). [_				
1 Enter the		ach column for each year;		fore making any i						(4)
	(a) Base period years	Advicted avail	(b) fying distributions	Net value of n	(C) oncha		iise assets		Distrib	(d) ution ratio
Calendar	year (or tax year beginnin	ig in) Adjusted quali		Net value of its	Onlona				(cor (p) aiv	ided by col. (c))
	2012 2011		1,789,345.				,059,44			.044667
	2010		1,617,482. 1,687,556.				.061,89 .266,33			.036709
	2009		1,769,783.				, <u>200,33</u> ,285,73			.03742
	2008		1,923,777.				.761.36			.048383
				<u> </u>			,		-	
2 Total of I	line 1, column (d)							2		.206190
		5-year base period - divide	the total on line 2 by 5,	or by the numbe	r of ye	ears				
the found	dation has been in existen	nce if less than 5 years						3		.041238
4 Enter the	e net value of noncharitab	le-use assets for 2013 fron	n Part X, line 5					4		26,016,794
5 Multiply	line 4 by line 3							5		1,072,881
. r	(- () · · ·	- /40/ -60 -11 - 000:								
6 Enter 1%	or net investment incom	ne (1% of Part I, line 27b)						6_		0
7 Add lines	e 5 and 6							7		1,072,881
										1.0/2.001
/ Add lines		-								

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.

Form **990-PF** (2013)

323521 10-10-13

18. Exernot operating Coundations described in section 4940(d)(2), check here	orm 99 Part	0-PF (2013) FRANK & EMILY SMITH FOUNDATION VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e),	9: or 49	3-13 48 -	329668 • see inst i	uctio	Page 4
b Domestic foundations that meet the section 4947(a) orgunaments in Part V, check here ► [x] and enter 1% of 1941 t. line 12, oct. (b). 1 All other domestic foundations enter 2% of time 27b. Exempt foreign organizations enter 4% of Part I, line 12, oct. (b). 2 Tax under exection 511 (domestic section 4947(a)(1) trusts and taxable foundations only, Others enter -0-) 3 Add lines 1 and 2 4 Subtilité A (income) bax (domestic section 4947(a)(1) trusts and taxable foundations only, Others enter -0-) 5 Tax baxed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax baxed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credis/Payments: 2 2 0. 3 Add lines 1 and 194 (domestic section 4947(a)(1) trusts and taxable foundations only, Others enter -0-) 5 Tax baxed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Credis/Payments: 2 2 0. 5 Credis/Payments: 2 2 0. 6 Credis/Payments: 4 2 0. 6 Credis/Payments and 2012 overpayment credited to 2013 5 Exempt foreign organizations: *tax withheld at source or Tax pay dwith lends and seyments. Add lines 6 attrouble of 6 (form 8869) 6 Backup withholding erroneously withheld 7 Total credits and seyments. Add lines 6 attrouble for 6 (form 8869) 8 Backup withholding erroneously withheld 9 Tax but entitle filter is more than 10 total of lines 6 attrouble for 10 total organization of 6 (form 890 total payments. Add lines	1a Ex	empt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
of Part I, Ime 27b a All other domestic foundations enter 2% of line 27b. Exampl 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-) 3 Add lines 1 and 2 3	Da	te of ruling or determination letter: (attach copy of letter if necessary-see instructions)					
a All other domestic foundations enter 2% of the 27th. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 2	b Do	mestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🗓 and enter 1%	· <u> </u>	1			0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 Add lines 1 and 2 5 Subtrite A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 5 O_, Credits/Payments: 2 013 estimated tax payments and 2012 overpayment credited to 2013 8	of	Part I, line 27b					
3 Add lines 1 and 2 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter-0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter-0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter-0- 5 C redista?syments: 2 2013 estimated bar payments and 2012 overpayment credited to 2013	c All	other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
A Subtile A (nacmo) bax (domestic section 4947(a)(1) trusts and traxable foundations only, Others enter-0-) 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter-0- 5 O	2 Ta	x under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2			0.
5 Tax based on investment income Subtract line 4 from line 3. if zero or less, enter -0-6 Credits/Payments: 2 2013 estimated tax payments and 2012 overpayment credited to 2013 5 Exempt foreign organizations - tax withhelid at source 6 B	3 Ad	d lines 1 and 2			.		<u>0.</u>
6 Credits/Payments: a 2013 estimated tax payments and 2012 overpayment credited to 2013 be xempt foreign organizations - tax withheld at source c Tax pard with application for extension of time to file (Form 8868) d Backup withholding erraneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here in Form 2220 is attached 9 Tax dies. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 0 overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 12 During the tax year, did the foundation attempt to milluence any national, state, or local legislation or did it participate or intervene in any pointed arminagen. See Foreighted to 2014 estimated tax. 14 During the tax year, did the foundation attempt to milluence any national, state, or local legislation or did it participate or intervene in any pointed arminagen. 15 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 16 If the answer is "Yes" to 1 ar 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. 16 Did the foundation life Form 11 EIP-PNI. for this year? 17 Did the foundation in Epoint 11 EIP-PNI. for this year? 18 Enter the remulwarent (if any) paid by the foundation during the year: 19 Life any year of the state and copies of the activities. 19 Has the foundation engaged in any activities that have not previously been reported to the IRS? 19 Life yes, "attach a detailed description of the activities. 19 Life yes, "attach a detailed description of the activities. 19 Life yes, "attach a detailed description of the activities. 20 Life yes, "			_				0.
b Exempt foreign organizations - tax withheld at source Tax paid with application for extension of time to the (Form 8868) Backup withholding erronecusly withheld Backup withholding erronecusly withheld Backup withholding erronecusly withheld Backup withholding erronecusly withheld Total credits and payments. Add lines 6a through 6d Briter any penalty for underpayment of estimated tax. Chock here I of Form 2220 is attached Briter any penalty for underpayment of estimated tax. Chock here I of Form 2220 is attached Briter any penalty for underpayment of estimated tax. Chock here I of Form 2220 is attached Briter any penalty for underpayment of estimated tax. Chock here I of Form 2220 is attached Briter any penalty for underpayment of estimated tax. Population of the Statements I of India State				5			<u> </u>
b Exempt foreign organizations - tax withhelid at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6 at through 6d 8 Totar any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8 Totar any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 9 Total cerdits and payments. Add lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be; Gredited to 2014 estimated tax. ▶ 30,000. Refunded 111 9 Part VII-A Statements Regarding Activities 12 During the tax yar, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 12 During the tax yard, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 13 During the tax yard, did the foundation in understance any national, state, or local legislation or did it participate or intervene in any political campaign? 14 During the tax yard, did the foundation in connection with the activities 15 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 16 Did the foundation in Fermi 1120-POL for this year? 17 Enter the rembursement (if any) paid by the foundation during the year for political expenditure is imposed on foundation managers. ▶ \$ 0. 18 Enter the rembursement (if any) paid by the foundation during the year for political expenditure is imposed on foundation managers. ▶ \$ 0. 18 Has the foundation made any changes, not previously reported to the IRS; in its governing instrument, or bylaws, or other similar instruments? If *Ye							
Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld d Backup withholding erroneously withheld 8 Total credits and egyments. Add lines 6s after large of the state is as a state of the state is and state on the state law remains in the governing instrument? To but we share the state to which the foundation for previously reported to the liRS? It is a state of the state state of the s			,000.				
d Backup withholding erroneously withhold 7 Total credits and payments. Add lines 6s aft mough 6d 8 Total credits and payments. Add lines 6s aft mough 6d 8 Total credits and payments. Add lines 6s aft mough 6d 8 Total credits and payment for stimulated tax. Check here if if Form 2220 is attached 9 Total due. If the total of lines 5 and 8 is more than hire 7, enter amount owed 9 Total due. If the total of lines 5 and 8 is more than hire 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Gredited to 2014 estimated tax ▶ 30,000, Refunded ▶ 11 0,000. Part VII-A Statements Regarding Activities 1 a 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? Did it spend more than 5100 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. C bid the foundation file Form 1120-P0L for this year? If c either the rembusrement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0. 2 Has the foundation have unrelated business post proteid to the IRS? If "Yes," attach a detailed description of the activities. 3 Has the foundation have unrelated business prost moone of \$1,000 or more during the year? 4 bid was there a liquidation, reimmbuston, dissolution, or substantial contraction during the year? 4 by Was there a liquidation, reimmbuston, dissolution, or substantial contraction during the year? 4 by was there a liquidation, reimmation, dissolution, or substantial contraction during the year? 5 by the liquidation have unrelated business gross income of \$1,000 or more during the year? 6 Are the requirement							
7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here		·					
8 Enter any peaalty for underpayment of estimated tax. Check here ☐ If Form 2220 is attached ■ 9 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ■ 10 0 verpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ■ 10 30,000, Relanded ■ 11 0 30,000. 11 Enter the amount of line 10 to be: Gredited to 2014 estimated tax. ■ 30,000, Relanded ■ 11 0 0. 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? 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? 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? 1b Did it spend more than \$100 during the year (either directly) for political purposes (see instructions for the definition)? 1b List 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. 1c Did the foundation his Form 1120-POL (for this year? 1c Enter the rembursement (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation Political Political Expenditures (section 4955) imposed during the year: (1) On the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. 3 Has the foundation nade 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 detailed description of the activities. 3 Has the foundation namental Political Expenditures (section 4941), and a section 4942 (in the province of				_			
1 Tax due. If the total of lines 5 and 8 is more than the 10tal of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11			_			30	000.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid							
11 Enter the amount of time 10 to be; Credited to 2014 estimated tax ▶ 30,000, Refunded ▶ 11 O. Part VII-A Statements Regarding Activities 1 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? 1 Dut it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1 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. 1 During the foundation in connection with the activities. 2 Dut the foundation in Form 1120-POL for this year? 3 During the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation managers. ▶ \$ During the year for political expenditure tax imposed on foundation or portation of the activities. A substitute tax imposed on foundation formation or for the yea			>				
Part VII-A Statements Regarding Activities			•			30	•
1a During the lax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b L X 1b 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. 1c Did the foundation file Form 1120-PGL for this year? 2d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$			ea 💌 📗	11			<u> </u>
any political campaign? 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. c Did the foundation file Form 1120-POL for this year? 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_ (2) On foundation managers. ► \$ 0_ (3) On the foundation of the activities. 3 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. 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 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b If "Yes," has if filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 4b If "Yes," attach the statement required by General Instruction T. 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? 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 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 9 is the foundation			taniana in			Vos	No
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Orm 990-PF (2013) FRANK & EMILY SMITH FOUNDATION 93-13: Part VII-A Statements Regarding Activities (continued)	29668		Page 5
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		х
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	х	
Website address ► N/A			
14 The books are in care of ► <u>JASON JOHNSON</u> Telephone no. ► <u>415</u> -	981-8766		
Located at ► 77880 DESERT DRIVE, LA QUINTA, CA ZIP+4	92253		
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	P	I/A	
At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,	,	Yes	No
securities, or other financial account in a foreign country?	16		х_
See the 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	<u> </u>		<u> </u>
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):	-	1.00	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
a disqualified person?	No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	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)?	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.)	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)?	1b		<u>x</u>
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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
before 2013?	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.)	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 x	ا ما		
• •	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,			
	, Joh		
Form 4720, to determine if the foundation had excess business holdings in 2013) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		+	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	4a	+	X
had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		x
and the second s	Form 99	0-PF	

orm 990-PF (2013) FRANK & EMILY SMITH FOUNDATION Part VII-B Statements Regarding Activities for Which	Form 4700 May Do I	Dogwinod (93-1329668		Page 6
	1 Form 4/20 Iviay be i	nequired (contin	uea)		
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section)			es Lx_l No		
(2) Influence the outcome of any specific public election (see section 4955)	; or to carry on, directly or indir				
any voter registration drive?			es 🔀 No		
(3) Provide a grant to an individual for travel, study, or other similar purpos		Ye	es Lx_l No		
(4) Provide a grant to an organization other than a charitable, etc., organiza	tion described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Lx_l Ye	es LLL No		
(5) Provide for any purpose other than religious, charitable, scientific, litera	ry, or educational purposes, or				
the prevention of cruelty to children or animals?		Ye	es 🗓 No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify	under the exceptions described	ın Regulatıons			
section 53.4945 or in a current notice regarding disaster assistance (see ins	tructions)?			5b	x
Organizations relying on a current notice regarding disaster assistance chec	k here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemptio	n from the tax because it mainta	ined			
expenditure responsibility for the grant?	ee Statement 9	x Ye	es 🔲 No		
If "Yes," attach the statement required by Regulations section 53.49	945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly,					
a personal benefit contract?			es 🗴 No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on	a personal benefit contract?		1	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 ta	x shelter transaction?		es 🗓 No	ŀ	
b If "Yes," did the foundation receive any proceeds or have any net income attr		٠. رــــ		7b	
Part VIII Information About Officers, Directors, Tru		nagers Highly			
Paid Employees, and Contractors			•		
1 List all officers, directors, trustees, foundation managers and the	eir compensation.				
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation		ount, other owances
SARY SMITH	PRESIDENT	- Circle C /	Compensation		<u> </u>
77880 DESERT DRIVE	REGIDENT				
A QUINTA, CA 92253	10.00	0.	0.	•	0
	SECRETARY	-	<u> </u>		0.
SUSAN ELDER	SECKETAKT				
77880 DESERT DRIVE	30.00	E7 050	0.		^
LA QUINTA, CA 92253		57,250.	٠,		0.
JASON JOHNSON	TREASURER				
77880 DESERT DRIVE	┥				_
LA QUINTA, CA 92253	30.00	70,625.	0.		0.
	_				
2 Compensation of five highest-paid employees (other than those	included on line 1) If none	enter "NONE "	<u> </u>		
2 Compensation of five highest-paid employees (other than those	(b) Title, and average	enter NOIVE.	(d) Contributions to	(0)	Expense
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	acco	ount, other
	devoted to position	<u> </u>	compensation	all	owances
NONE	_				
				ļ	
		-		ļ	
	_				
· · · · · · · · · · · · · · · · · · ·				1	
				ļ	
	_				
		<u> </u>		L	
Total number of other employees paid over \$50,000			>		0
			Form	990-	PF (2013)

		Form 990-PF (2013)
Total. Add lines 1 through 3	>	0.
×		
All other program-related investments, See instructions.		
All other program-related investments. See instructions.		
	<u> </u>	
2		
1 <u>N/A</u>		
Describe the two largest program-related investments made by the foundation during the tax year of	TIMES TAILUZ.	Amount
Part IX-B Summary of Program-Related Investments	n lines 1 and 2	Amount
D IIV DIA		
4		
3		
_		
2		-
1 N/A		
number of organizations and other beneficiaries served, conferences convened, research papers pro	duced, etc.	САРОНОВО
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis	stical information such as the	Expenses
Part IX-A Summary of Direct Charitable Activities		
Total number of others receiving over \$50,000 for professional services	<u> </u>	▶ 0
· · · · · · · · · · · · · · · · · · ·		
NONE	(w) type of control	(C)
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
3 Five highest-paid independent contractors for professional services. If none, enter	- UNIONIE II	
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	ation Managers, Highly	
orm 990-PF (2013) FRANK & EMILY SMITH FOUNDATION		29668 Page 7
		29668 Page

P	Art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations, s	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		 .
а		1a	0.
b	Average of monthly cash balances	1b	4.059.902.
C	Fair market value of all other assets	1c	22,353,087,
d	Total (add lines 1a, b, and c)	1d	26,412,989.
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	26,412,989,
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	396 195
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,016,794.
6	Minimum investment return. Enter 5% of line 5	6	1 300 840.
Р	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are	nd certain	
_	foreign organizations check here and do not complete this part.)	<u> </u>	
1	Minimum investment return from Part X, line 6	1	1,300,840.
2a	,		
þ	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,300,840.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,300,840.
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	1,300,840,
Р	art 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	2,165,902.
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:		
а	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	2,165,902.
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	2,165,902.
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies for	

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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,	<u> </u>			
line 7				1,300,840.
2 Undistributed income, if any, as of the end of 2013			,	
a Enter amount for 2012 only			1,916,942.	
b Total for prior years:				,
		0.		
3 Excess distributions carryover, if any, to 2013:		· · · · · · · ·		*
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from	0.			
Part XII, line 4: > \$ 2 165 902				
			1 016 040	
a Applied to 2012, but not more than line 2a			1,916,942.	
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				248,960.
e Remaining amount distributed out of corpus	0.			<u> </u>
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:				
& 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'		<u> </u>		
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				1,051,880.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by			1	
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008	<u>. </u>			
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012		1		
e Excess from 2013				Form QQD_DE (2012)

	LLY SMITH FOUNDAY			93-	<u>-1329668 Page 10</u>
Part XIV Private Operating F	oundations (see in	structions and Part \	/II-A, question 9)	N/A	
1 a If the foundation has received a ruling o	r determination letter tha	t it is a private operating			
foundation, and the ruling is effective fo	r 2013, enter the date of	the ruling	▶ ∟	, 	
b Check box to indicate whether the found	lation is a private operati	ng foundation describe		4942(j)(3) or L	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
investment return from Part X for					İ
each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed	į				
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 Info	rmation (Compl	ete this part onl	v if the foundation	n had \$5.000	or more in assets
at any time during			,		
1 Information Regarding Foundation		-			
a List any managers of the foundation wi		e than 2% of the total co	intributions received by th	e foundation before	the close of any tax
year (but only if they have contributed i			minibationo roccivou by the	o roundation boro. o	and didde of any tax
GARY SMITH					
b List any managers of the foundation w	no own 10% or more of	the stock of a corporation	n (or an equally large port	ion of the ownershi	p of a partnership or
other entity) of which the foundation ha			(-) 3 -		F F
None					
None 2 Information Regarding Contribute	tion Grant Gift Loa	Scholarship etc	Programs:		
Check here \blacktriangleright x if the foundation				not accent unsolicit	ted requests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	· · · · · · · · · · · · · · · · · · ·				
a The name, address, and telephone hun	ט פפטוטטו מעווייט טייט וטעווי	i ino porson to whom ap	phodulono onoula be adult	,,,,,,,,	
b The form in which applications should	ha cubmitted and inform	ation and materials they	chould include:		
b The form in which applications should	DE SUDMINICEU AND IMOM	ation and materials they	Siloulu iliciaue.		
• Any outhmission deadlines:					
c Any submission deadlines:					
d Any restrictions or limitations on award	te euch ac hy nanaranhi	cal areas charitable fiel	de kinds of institutions of	other factors	
u Any resulctions of initiations on await	uo, outin ao ny yengrapin	oai ai cao, chai ilabic lici	zo, miruo oi irioututiono, Vi	other factors.	
323601 10-10-13					Form 990-PF (2013)

Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Purpose of grant or show any relationship to status of contribution Amount any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year AMERICAN CANCER SOCIETY PUBLIC CHARITY GENERAL BUDGET 1710 WEBSTER STREET OAKLAND, CA 94612 2,500. COLLEGE OF THE DESERT FOUNDATION PUBLIC CHARITY GENERAL BUDGET 43-500 MONTEREY AVE PALM DESERT, CA 92260 3,750. BIG ISLAND CANDIES FOUNDATION PUBLIC CHARITY GENERAL BUDGET 17220 SW MCCORMICK HILL ROAD HILLSBORO, OR 97123 4,000. EAST CARTERET HIGH SCHOOL MILDRED AND public Charity General BUDGET JOSEPH PASTEUR SCHOLARSHIP 6215 E LAKE DRIVE HASLETT MI 48840 5,000. SHEPHERDS COUNSELING PUBLIC CHARITY GENERAL BUDGET 2601 BROADWAY EAST SEATTLE, WA 98102-3906 5,000. Total See continuation sheet(s) ▶ 3a 2,024,846. b Approved for future payment None Total **▶** 3b

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Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	business income		d by section 512, 513, or 514	(e)
<u> </u>	(a)	(b)	(C) Exclu-	(d)	Related or exempt
1 Program service revenue:	Business code	Amount	sion code	Amount	function income
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			14	21,497,	
4 Dividends and interest from securities			14	60,490.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income	900000	337,384.	15	10.	
8 Gain or (loss) from sales of assets other					
than inventory	1		18	-2,896,758,	
9 Net income or (loss) from special events				, ,	
10 Gross profit or (loss) from sales of inventory					•
11 Other revenue:					
a REIMBURSEMENT			01	408,450.	
b INCOME FROM PARTNERSHIPS			01	44,828.	
C ANTICA FARMACISTA			14	10,750,	
d OTHER INTEREST			14	1,979.	
e FEDERAL TAX REFUND			01	20 119	
12 Subtotal. Add columns (b), (d), and (e)		337,384.		-2,328,635,	
13 Total. Add line 12, columns (b), (d), and (e)		,		13	-1.991.2

(See	worksheet	ın line	: 13 instructions	to verify calculations.)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVI-B

Form **990-PF** (2013)

Form 990-PF (2013) Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations 93-1329668

1 D _i d the or	ganization directly or indir	ectly engage in any o	of the followin	g with any other organization	on described in sec	tion 501(c) of		Yes	No
the Code	(other than section 501(c)	(3) organizations) or	in section 52	7, relating to political organ	izations?				
	from the reporting founda								
(1) Cash	g to and			,			1a(1)		_ x
(2) Other	accate						1a(2)		x
							14(2)		
		hla ayamat asaasaat					100/45		
	of assets to a noncharital						1b(1)		X
	hases of assets from a nor		rganization				1b(2)		X
	al of facilities, equipment, o	or other assets					1b(3)		X
	bursement arrangements						1b(4)		X
(5) Loan	s or loan guarantees						1b(5)		X
(6) Perfo	rmance of services or me	mbership or fundrais	ing solicitatio	ns			1b(6)		X
c Sharing o	f facilities, equipment, mai	ılıng lısts, other asset	is, or paid em	ployees			_1c		x
d If the answ	wer to any of the above is	"Yes," complete the f	ollowing sche	dule. Column (b) should alv	ways show the fair	market value of the goods,	other ass	ets,	
or service	s given by the reporting fo	oundation. If the four	dation receive	ed less than fair market valu	ie in <mark>any tr</mark> ansactio	n or sharing arrangement, s	show in		
column (d	i) the value of the goods,	other assets, or servi	ces received.						
(a) Line no	(b) Amount involved	(c) Name of	noncharitable	exempt organization	(d) Description	on of transfers, transactions, and	sharing an	angeme	nts
		, ,	N/A						
			-		-				
									
					-				
					-				
					-		-		
	· · · · · · · · · · · · · · · · · · ·				ļ. .				
2a Is the fou	ndation directly or indirec	tly affiliated with, or r	elated to, one	or more tax-exempt organi	zations described				
	501(c) of the Code (other					Г	Yes	x	No
	omplete the following sch		(-//			-			_
<u> </u>	(a) Name of org		_	(b) Type of organization		(c) Description of relations	hip		
	N/A	<u> </u>		1,7 1.					
	N/A								
Undo	r popultion of portuge I declare	that I have examined the	return includir	g accompanying schedules and	etatements and to th	e hest of my knowledge		_	
ا مما ا				n taxpayer) is based on all inform		Ma	y the IRS o	discuss t	this er
Sign Here				1 1 11 16		sho	wn below	(see ins	tr)?
<u> </u>				1-11-16		ıt L	∡∐ Yes	L	l No
Sig	nature of officer or trustee			Date	Title	Object Control			
	Print/Type preparer's na	ame	Preparer's s	ignature	Date	Check if PTIN			
						self- employed			
Paid	Brian Yacker						401346		
Preparer	Firm's name ► YH A	dvisors, Inc.				Firm's EIN ► 45-326	9313		_
Use Only									
	Firm's address ► 775	55 Center Aven	ue Suite	1225			_		
		tington Beach				Phone no. 310-982-	2803		
							orm 99 0)-PF	(2013)
						·			,

Part XV Supplementary Information **Grants and Contributions Paid During the Year (Continuation)** If recipient is an individual, Recipient Foundation Purpose of grant or contribution show any relationship to Amount any foundation manager status of Name and address (home or business) or substantial contributor recipient NASHVILLE CHRISTIAN ADVANCEMENT public CHARITY GENERAL BUDGET ACADEMY 3551 DICKERSON PIKE 7,400. NASHVILLE, TN 37207 PUBLIC CHARITY GENERAL BUDGET MEDIA FELLOWSHIP 18720 BOTHELL WAY NE BOTHELL, WA 98011 10,000. public charity general budget NORTH NAPLES UNITED METHODIST CHURCH 6000 GOODLETTE RD N NAPLES FL 34109 10,000. PUBLIC CHARITY GENERAL BUDGET LIFE SKILLS FOR YOUTH PO BOX 4278 15,000. LITTLE ROCK, AR 72214 MISSIONARIES OF CHARITY public CHARITY GENERAL BUDGET 335 EAST 145TH ST 20,000. BRONX, NY 10451 PUBLIC CHARITY GENERAL BUDGET HAMLIN ROBINSON SCHOOL 10211 12TH AVE S SEATTLE WA 98168 27,500. PUBLIC CHARITY GENERAL BUDGET HABITAT FOR HUMANITY 12465 GOOCH HILL RD. 30,000. GALLATIN GATEWAY, MO 59730 PATTON VETERANS PROJECT PUBLIC CHARITY GENERAL BUDGET 17 EAST 97TH STREET NEW YORK, NY 10029 40,000. PUBLIC CHARITY GENERAL BUDGET KIDS ALIVE 2507 CUMBERLAND DR VALPARAISO IN 46383 45,000. PUBLIC CHARITY GENERAL BUDGET JDRF N.W. CHAPTER 1215 4TH AVE #1100 50,000. SEATTLE, WA 98161 Total from continuation sheets 2,004,596.

3 Grants and Contributions Paid During the Y	ear (Continuation)	_	-	
• Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contained in	_
EW FRIENDS NEW LIFE		PUBLIC CHARITY	GENERAL BUDGET	
OLLAS, TX 75219				50,00
A.R.K. FOUNDATION		PUBLIC CHARITY	GENERAL BUDGET	
915 GEYER SPRINGS RD.				FA 00
LITTLE ROCK, AR 72209				50,00
THE PROPERTY OF THE TWO PROPERTY.		PUBLIC CHARITY	CENEDAL BUDGEM	
NDEPENDENCE FUND INCORPORATED 2379 COLLECTION CENTER DRIVE		PUBLIC CHARITI	GENERAL BUDGET	
CHICAGO, IL 60693	 			65,00
RUN TO WIN		PUBLIC CHARITY	GENERAL BUDGET	
7907 212TH STREET SW SUITE 206 EDMONDS, WA 98026			:	65,00
·				
CITY SQUARE		PUBLIC CHARITY	GENERAL BUDGET	
409 N. HASKELL				
DALLAS, TX 75246				80,00
UNIVERSITY ADVANCEMENT SPARTAN WAY		PUBLIC CHARITY	CENERAL BUDGET	
535 CHESTNUT ROAD #300		TOBBIC CIBACITI	BENEIGHE BODGET	
EAST LANSING MI 48824				90,00
LUMIN EDUCATION 924 WAYNE ST.		PUBLIC CHARITY	GENERAL BUDGET	
DALLAS TX 75223				95,00
ST. PETER'S SCHOOL		puBLIC CHARITY	GENERAL BUDGET	
1266 FLORIDA STREET SAN FRANCISCO, CA 94110				170.00
SAN FRANCISCO, CA 34110				270,00
HERE FOR KIDS INTERNATIONAL		PUBLIC CHARTTY	GENERAL BUDGET	
86 CORAL DRIVE				
ORINDA, CA 94563				215,00
WOUNDED WARRIOR PROJECT 7020 A C SKINNER PARKWAY #100		PUBLIC CHARITY	GENERAL BUDGET	
JACKSONVILLE PL 32256				333,50

Part XV Supplementary Information						
3 Grants and Contributions Paid During the Ye	ear (Continuation)					
• Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation	Purpose of grant or contribution	Amount		
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount		
NORTHWEST READING CLINIC			GENERAL BUDGET			
7000 S.W. HAMPTON, SUITE 240			GENERAL BODGET			
TIGARD, OR 97223				536,196		
		•				
	,					
						
Total from continuation sheets						

							ments :	Statement	1
Source			(a) Revenue Net er Books			(b) Investment Income		(c) Adjusted Net Income	
INTEREST INCOME	21,497.		497.		2	1,497.			
Total to Part I, line 3			21,497.		21,497.		1,497.		
Form 990-PF	Dividends	and Int	erest	from	Sec	uritie	s S	Statement	2
Source	Gross Amount	Capit Gain Divide	s	-	a) enue Book		(b) Invest t Income		
DIVIDENDS FROM PARTNERSHIPS INTEREST FROM	52,965.		0.		52,9	65.	52,965		
PARTNERSHIPS .	7,525.		0.		7,5	25. ————————————————————————————————————	7,525	•	
To Part I, line 4	60,490.		0.		60,4	90.	60,490	<u> </u>	
Form 990-PF		Other	Inco	me	. :			Statement	3
Description			Re	(a) venue Book		Net I	b) nvest- Income	(c) Adjusted Net Incor	
ROYALTY INCOME FROM GROUP UBI - SIRE DISCOVER UBI - SCHUSTER REAL REIMBURSEMENT INCOME FROM PARTNER ANTICA FARMACISTA OTHER INTEREST FEDERAL TAX REFUND Total to Form 990-P	Y TY SHIPS			333 403 4 1	10. 1,778. 5,606. 8,450. 4,828. 0,750. 1,979. 0,119.		10. 0. 0. 0. 44,828. 10,750. 1,979. 0.		

Form 990-PF	Accounti	ng Fees	Statement 4		
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING FEES	7,380.	1,845.		5,535.	
To Form 990-PF, Pg 1, ln 16b	7,380.	1,845.		5,535.	
Form 990-PF	Tax	es	S	tatement 5	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
TAXES FOREIGN TAXES PAID PAYROLL TAXES	20,023. 5,055. 10,402.	5,055.		0. 0. 9,018.	
To Form 990-PF, Pg 1, ln 18	35,480.	6,438.		9,018.	
Form 990-PF	Other E	xpenses	S	tatement 6	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
BANK FEES INSURANCE OFFICE EXPENSE RENTAL LOSSES FROM K-1	7,609. 6,373. 8,379. 136,297.	3,187. 4,190.		0. 3,187. 4,190. 0.	
To Form 990-PF, Pg 1, ln 23	158,658.	151,283.		7,377.	

Form 990-PF	Other Investments		Statement '
Description	Valuation Method	Book Value	Fair Market Value
ANTICA FARMACISTA LLC	COST	0.	0
SIRE DISCOVERYY GROUP OFFSHORE	COST	227,720.	227,720
AWJ FUND	COST	0.	0
SCHUSTER GROUP	COST	1,157,297.	1,157,297
WEAR MY SHIRT	COST	354,399.	354,399
BLUEFOOT INVESTMENTS LP	COST	20,451,430.	20,451,430
HEDGE LLC	COST	50,000.	50,000
CONTADORA CAPITAL PARTNERS	COST	91,186.	91,186
KODIAK OPPORTUNITY, L.P.	COST	18,306.	18,306
BAYVIEW PARTNERS	COST	786.	786
BANYAN/T-BILL	COST	1,513.	1,513
Total to Form 990-PF, Part II,	line 13	22,352,637.	22,352,637
Form 990-PF	Other Liabilities		Statement 8
Description		BOY Amount	EOY Amount
MORTGAGES		0.	565
POINCARE L.P.		0.	42,095
SIRE SPV, LLC		0.	1,766
KENDALL SQUARE		0.	1,510,443
Total to Form 990-PF, Part II,	line 22	0.	1,554.86

Form 990-PF

Expenditure Responsibility Statement Part VII-B, Line 5c

Statement

Grantee's Name

NORTHWEST READING CLINIC, INC.

Grantee's Address

7000 S. W. HAMPTOM SUITE 240 TIGARD, OR 97223

Grant Amount Date of Grant Amount Expended Verification Date

386,196, 09/25/14

386,196.

11/30/14

Purpose of Grant

GENERAL OPERATING

Dates of Reports by Grantee

NOVEMBER 2014

Any Diversion by Grantee

NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE

Results of Verification

FRANK & EMILY SMITH FOUNDATION REVIEWED THE GRANT REPORT ON 11/2014 BUT DID NOT UNDERTAKE ANY VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY (REG. 53.4945-5(C)).

ALTHOUGH NO INDEPENDENT VERIFICATION OF THE GRANTEE'S REPORTS WAS REQUIRED UNDER REG. 53.4945-5(C), FRANK & EMILY SMITH FOUNDATION DID CONDUCT A SITE REVIEW ON 11/2014. THAT REVIEW DISCLOSED THAT THE GRANTEE HAD COMPLIED WITH THE TERMS OF THE GRANT.

Grantee's Name

NORTHWEST READING CLINIC, INC.

Grantee's Address

7000 S. W. HAMPTOM SUITE 240 TIGARD, OR 97223

Grant Amount Date of Grant Amount Expended

Verification Date

150,000.

11/10/14

148,188.

11/30/14

Purpose of Grant

GENERAL OPERATING

Dates of Reports by Grantee

NOVEMBER 2014

Any Diversion by Grantee

NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE

Results of Verification

FRANK & EMILY SMITH FOUNDATION REVIEWED THE GRANT REPORT ON 11/2014 BUT DID NOT UNDERTAKE ANY VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY (REG. 53.4945-5(C)).

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General Explanation

Statement

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Form/Line Identifier and Description/Return Reference

FORM 990-PF, BOX G - AMENDED RETURN

Explanation:

THE FORM 990-PF HAS BEEN AMENDED TO CORRECTLY VALUE INVESTMENTS.