EXTENDED TO MARCH 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning MAY 1, 2014 , and ending APR 30, 2015

Name of foundation: RICHARD & SUSAN SMITH FAMILY FOUNDATION

A Employer identification number: 23-7090011

Number and street (or P O box number if mail is not delivered to street address): ONE NEWTON EXECUTIVE PARK

Room/suite: 104

B Telephone number: 857-404-0700

City or town, state or province, country, and ZIP or foreign postal code: NEWTON, MA 02462

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 294,101,014.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	0.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,541,523.	1,528,697.		STATEMENT 2
	4	Dividends and interest from securities	2,943,069.	2,935,454.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	31,538,728.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 31,538,728.				
	7	Capital gain net income (from Part IV, line 2)		31,478,721.		
	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)				
	11	Other income	3,181,354.	3,305,839.		STATEMENT 4
	12	**Total.** Add lines 1 through 11	39,204,674.	39,248,711.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	539,587.	0.		539,587.
	14	Other employee salaries and wages	157,537.	0.		157,537.
	15	Pension plans, employee benefits	136,533.	0.		136,533.
	16a	Legal fees				
	b	Accounting fees STMT 5	41,600.	0.		41,600.
	c	Other professional fees STMT 6	3,312,638.	3,251,383.		25,733.
	17	Interest				
	18	Taxes STMT 7	527,126.	77,126.		0.
	19	Depreciation and depletion	740.	0.		
	20	Occupancy	135,246.	0.		135,246.
	21	Travel, conferences, and meetings	5,337.	0.		5,337.
	22	Printing and publications				
	23	Other expenses STMT 8	379,355.	0.		379,355.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,235,699.	3,328,509.		1,420,928.
	25	Contributions, gifts, grants paid	14,293,836.			14,293,836.
	26	**Total expenses and disbursements.** Add lines 24 and 25	19,529,535.	3,328,509.		15,714,764.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	19,675,139.			
	b	**Net investment income** (if negative, enter -0-)		35,920,202.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	9,285,657.	5,922,911.	5,922,911.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	229,840,290.	252,878,701.	287,491,581.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 139,974.			
		Less accumulated depreciation STMT 11 ▶ 120,689.	20,025.	19,285.	19,285.
	15	Other assets (describe ▶ STATEMENT 12)	667,237.	667,237.	667,237.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	239,813,209.	259,488,134.	294,101,014.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	239,813,209.	259,488,134.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	239,813,209.	259,488,134.	
	31	**Total liabilities and net assets/fund balances**	239,813,209.	259,488,134.	

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	239,813,209.
2	Enter amount from Part I, line 27a	2	19,675,139.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	259,488,348.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	214.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	259,488,134.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	K-1S	P	VARIOUS	VARIOUS
b	OTHER ENTITY	P	VARIOUS	VARIOUS
c	OFFSHORE	P	VARIOUS	VARIOUS
d	CHESTNUT HEDGE FUND	P	VARIOUS	VARIOUS
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	21,713,633.		60,007.	21,653,626.
b	2,013,582.			2,013,582.
c	7,182,005.			7,182,005.
d	629,508.			629,508.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				21,653,626.
b				2,013,582.
c				7,182,005.
d				629,508.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	31,478,721.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	13,816,107.	258,147,944.	.053520
2012	13,107,435.	233,797,775.	.056063
2011	12,516,728.	206,411,060.	.060640
2010	11,008,398.	213,498,729.	.051562
2009	10,061,619.	198,774,987.	.050618

2	**Total** of line 1, column (d)	2	.272403
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.054481
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	280,412,511.
5	Multiply line 4 by line 3	5	15,277,154.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	359,202.
7	Add lines 5 and 6	7	15,636,356.
8	Enter qualifying distributions from Part XII, line 4	8	15,714,764.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	359,202.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	359,202.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	359,202.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	458,583.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	400,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	858,583.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	499,381.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		499,381. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSAN F. SMITH - TRUSTEE Telephone no.▶857-404-0700

Located at ▶ONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA ZIP+4 ▶02462

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - *see instructions.*) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2014?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		539,587.	99,952.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEONA YOUNG - ONE NEWTON EXECUTIVE PARK, STE 104, NEWTON, MA 02462	EXECUTIVE ASSISTANT 40.00	93,920.	16,494.	0.
CALLIE SLOCUM - ONE NEWTON EXECUTIVE PARK, STE 104, NEWTON, MA 02462	PROGRAM OFFICER 40.00	61,953.	16,138.	0.
DEAVA HIRSCH - ONE NEWTON EXECUTIVE PARK, STE 104, NEWTON, MA 02462	1.00	1,665.	3,950.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISOR	478,338.
GOULSTON & STORRS 400 ATLANTIC AVENUE, BOSTON, MA 02116	INVESTMENT ADVISOR	295,737.
HEALTH RESOURCES IN ACTION 95 BERKELEY STREET, BOSTON, MA 02116	GRANT CONSULTING	132,045.
CENTER FOR APPLIED RESEARCH - ONE MAIN STREET, SUITE 1370, CAMBRIDGE, MA 02142	CONSULTING	49,489.
DELOITTE TAX LLP 200 BERKELEY STREET, BOSTON, MA 02116	ACCOUNTING	41,600.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	277,378,191.
b	Average of monthly cash balances			1b	7,304,561.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	284,682,752.
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	284,682,752.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	4,270,241.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	280,412,511.
6	**Minimum investment return.** Enter 5% of line 5			6	14,020,626.

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	14,020,626.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	359,202.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	359,202.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	13,661,424.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	13,661,424.
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	13,661,424.

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	15,714,764.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	15,714,764.
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	359,202.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,355,562.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					13,661,424.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	199,461.				
b From 2010	567,210.				
c From 2011	2,767,046.				
d From 2012	1,815,806.				
e From 2013	1,427,957.				
f **Total** of lines 3a through e		6,777,480.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 15,714,764.					
a Applied to 2013, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2014 distributable amount					13,661,424.
e Remaining amount distributed out of corpus		2,053,340.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		8,830,820.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		199,461.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		8,631,359.			
10 Analysis of line 9:					
a Excess from 2010	567,210.				
b Excess from 2011	2,767,046.				
c Excess from 2012	1,815,806.				
d Excess from 2013	1,427,957.				
e Excess from 2014	2,053,340.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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 foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 14

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

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
SEE ATTACHED STATEMENT	NONE			14,293,836.
Total			▶ 3a	14,293,836.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	900000	12,826.	14	1,541,523.	
4 Dividends and interest from securities	900000	7,615.	14	2,943,069.	
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	<124,474.>	14	3,181,354.	
8 Gain or (loss) from sales of assets other than inventory	900000	60,007.	18	31,538,728.	
9 Net income or (loss) from special events					
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)		<44,026.>		39,204,674.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 39,160,648.

(See worksheet in line 13 instructions to verify calculations.)

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

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).
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Richard E Smith 2/1/16 ▶

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DIANA COHEN	Diana Cohen	2/1/2016		P00188391

Firm's name ▶ DELOITTE TAX LLP Firm's EIN ▶ 86-1065772

Firm's address ▶ 200 BERKELEY STREET
BOSTON, MA 02116
Phone no. 617-437-2000

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** *www.irs.gov/form990* .

OMB No 1545-0047

2014

Name of the organization	**Employer identification number**
RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $5,000 or more during the year . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

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

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

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

Name of the Payee	Relationship	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Adoption and Foster Care	NONE	Public Charity	Youth	23,000 00
AFC Mentoring	NONE	Public Charity	Youth	100 00
All Dorchester Sports League	NONE	Public Charity	Youth	25,000 00
American Red Cross of Massachusetts	NONE	Public Charity	Medical	188,750 00
Americans for Peace Now	NONE	Public Charity	General Welfare	100 00
Appalachian Mountain Club	NONE	Public Charity	Youth	100 00
Artists For Humanity	NONE	Public Charity	Cultural	115,000 00
Asian American Civic Association	NONE	Public Charity	General Welfare	201,917 92
At the Crossroads	NONE	Public Charity	General Welfare	100 00
BELL	NONE	Public Charity	Education	25,000.00
Belmont High School PTO	NONE	Public Charity	Education	100 00
Best Buddies Challenge	NONE	Public Charity	Youth	100 00
Beth Israel Deaconess Medical Center	NONE	Public Charity	Medical	125,000 00
Beth El Temple Centre	NONE	Public Charity	Religious	3,700 00
Birmingham Southern College	NONE	Public Charity	Education	22,500 00
Boston Arts Academy Foundation	NONE	Public Charity	Education	30,000 00
Boston College	NONE	Public Charity	Education	100,000 00
Boston Children's Hospital Trust	NONE	Public Charity	Medical	30,000 00
Boston Medical Center	NONE	Public Charity	Medical	50,330 00
Boston Symphony Orchestra	NONE	Public Charity	Cultural	43,680 00
Boston Plan for Excellence	NONE	Public Charity	Education	500,000 00
Bottom Line	NONE	Public Charity	Youth	225,000 00
Boys & Girls Clubs Of Boston	NONE	Public Charity	Youth	1,521,203 00
Bread and Roses, Inc	NONE	Public Charity	General Welfare	35,000 00
Brigham & Women's Hospital	NONE	Public Charity	Medical	130,000 00
Brooke Charter Schools	NONE	Public Charity	Youth	200,000 00
Brookline Educational Foundation	NONE	Public Charity	Education	100 00
Brown University	NONE	Public Charity	Education	100,000 00
Brown Football Association	NONE	Public Charity	Education	40,000 00
Buckingham Browne & Nichols	NONE	Public Charity	Education	11,250 00
Cambridge Family YMCA	NONE	Public Charity	Youth	50,000 00
Cape Cod Healthcare Foundation	NONE	Public Charity	Medical	15,000 00
Casa Myrna Vazquez	NONE	Public Charity	General Welfare	37,500 00
Catholic Charitable Bureau	NONE	Public Charity	Religious	118,760 00
Chelsea Collaborative Inc	NONE	Public Charity	Youth	250 00
Children's Hospital	NONE	Public Charity	Medical	125,000 00
Citi Performing Arts Center	NONE	Public Charity	Cultural	10,000 00
City on a Hill Foundation	NONE	Public Charity	Education	240,000 00
College Bound Dorchester	NONE	Public Charity	Youth	131,630 00
Combined Jewish Philanthropies	NONE	Public Charity	Religious	1,500,000 00
Community Day Charter Public	NONE	Public Charity	Youth	175,000 00
Compass Working Capital, Inc	NONE	Public Charity	General Welfare	100,130 00
CropCircle Kitchen, Inc	NONE	Public Charity	General Welfare	49,952 00
Dana Farber Cancer Institute	NONE	Public Charity	Medical	25,000 00
English for New Bostonians	NONE	Public Charity	General Welfare	25,000 00
Esperanza Academy	NONE	Public Charity	Education	15,168 00
Excel Academy Charter Schools	NONE	Public Charity	Education	250,000 00
Facing History & Ourselves	NONE	Public Charity	General Welfare	500,000 00
Families For Depression Awareness	NONE	Public Charity	General Welfare	600 00
Families for Excellent Schools	NONE	Public Charity	Education	250,000 00
Family Independence Initiative	NONE	Public Charity	General Welfare	150,000.00
Family Nurturing Center of Mass	NONE	Public Charity	General Welfare	28,135 00
Foundation for Belmont Education	NONE	Public Charity	Education	500 00
Friends of Open House	NONE	Public Charity	Education	100 00
Friends Committee on National Legislation	NONE	Public Charity	Education	100 00
Givat Haviva Educational Foundation	NONE	Public Charity	Education	100 00
Greater Boston Nazarene Corp	NONE	Public Charity	General Welfare	35,000 00
Harvard Business School	NONE	Public Charity	Education	105,000 00
Harvard Medical School	NONE	Public Charity	Medical	49,263 00
Harvard University	NONE	Public Charity	Education	135,000 00
Hyde Square Task Force	NONE	Public Charity	Youth	250 00
Innovation Africa	NONE	Public Charity	General Welfare	100 00
Jewish Vocational Service	NONE	Public Charity	General Welfare	700,000 00
Joslin Diabetes Center	NONE	Public Charity	Medical	25,000.00

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

Name of the Payee	Relationship	Foundation Status of Recipient	Purpose of grant or contribution	Amount
KIPP Massachusetts	NONE	Public Charity	Education	250,000 00
Massachusetts Institute Of Technology	NONE	Public Charity	Medical	100,000 00
Massachusetts General Hospital	NONE	Public Charity	Medical	100,000 00
MATCH Education	NONE	Public Charity	Education	250,000 00
Mayyin Hayim	NONE	Public Charity	General Welfare	1,250 00
Milton Academy	NONE	Public Charity	Education	15,000 00
More Than Wheels	NONE	Public Charity	General Welfare	111,316 00
Museum Of Fine Arts	NONE	Public Charity	Cultural	30,000 00
MVMA Charities	NONE	Public Charity	General Welfare	1,500 00
Nature Conservancy	NONE	Public Charity	General Welfare	100 00
New Bedford Whaling Museum	NONE	Public Charity	Cultural	32,000 00
New England Center For Homeless	NONE	Public Charity	General Welfare	356,700 00
New England Baptist Hospital	NONE	Public Charity	Medical	5,000 00
Newton Wellesley Hospital Foundation	NONE	Public Charity	Medical	25,000 00
Noble And Greenough School	NONE	Public Charity	Education	50,000 00
Northern Essex Community College	NONE	Public Charity	Education	97,806 00
Nurture Learning lab	NONE	Public Charity	Education	5,000 00
Pan Mass Challenge	NONE	Public Charity	General Welfare	206,300 00
Park School	NONE	Public Charity	Education	75,000 00
PEF Israel Endowment Funds Inc	NONE	Public Charity	General Welfare	100 00
Pierce School PTO	NONE	Public Charity	Education	1,500 00
Phillips Brooks House Association	NONE	Public Charity	General Welfare	500,000 00
Planned Parenthood	NONE	Public Charity	General Welfare	100 00
President and Fellows Of Harvard College	NONE	Public Charity	Medical	500,000 00
Project Hope	NONE	Public Charity	Medical	107,982 00
Reach Beyond Domestic Violence	NONE	Public Charity	General Welfare	10,973 00
Rose Kennedy Greenway Conservancy	NONE	Public Charity	Cultural	500,000 00
Save a Dog Sudbury	NONE	Public Charity	General Welfare	100 00
Sigma Chi Foundation	NONE	Public Charity	Youth	30,000 00
Teach For America-Greater Boston	NONE	Public Charity	Education	150,000 00
Temple Beth Avodah	NONE	Public Charity	Religious	900 00
Temple Israel	NONE	Public Charity	Religious	25,000 00
The BRIDGE Program	NONE	Public Charity	Education	400 00
The Boston Foundation	NONE	Public Charity	General Welfare	15,000 00
The Steppingstone Foundation	NONE	Public Charity	Youth	12,500 00
The Vincent Club	NONE	Public Charity	Youth	300 00
Third Sector New England	NONE	Public Charity	Education	16,800 00
Trustees of Boston University	NONE	Public Charity	Education	100,000 00
Tufts University	NONE	Public Charity	Education	225,000 00
Tufts University Annual Fund	NONE	Public Charity	Education	15,000 00
United Teen Equality Center	NONE	Public Charity	Youth	143,640 00
United Way Of Massachusetts Bay	NONE	Public Charity	General Welfare	50,000 00
University Of Massachusetts Medical School	NONE	Public Charity	Medical	300,000 00
University Of Pennsylvania Law School	NONE	Public Charity	Education	75,000 00
Unlocking Potential	NONE	Public Charity	Youth	500,000 00
Williams College	NONE	Public Charity	Education	105,500 00
West Falmouth Library	NONE	Public Charity	General Welfare	250,000 00
Women's Lunch Place	NONE	Public Charity	General Welfare	1,000 00
Yale University	NONE	Public Charity	Education	200,000 00
YMCA of Greater Boston	NONE	Public Charity	General Welfare	150,000 00
Youth Connect	NONE	Public Charity	Youth	250 00
Zumix	NONE	Public Charity	Cultural	250 00
Total Contributions				14,293,835 92

2014 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVE	040502	SL	39.00	16	19,445.			19,445.	6,030.		499.
2	PHONE EQUIPMENT	031502	200DB	5.00	17	9,939.			9,939.	9,939.		0.
3	FUNITURE & FIXTURE	110102	SL	7.00	16	101,209.			101,209.	101,209.		0.
4	LEASEHOLD IMPROVE	110102	SL	39.00	16	9,381.			9,381.	2,771.		241.
	* TOTAL 990-PF PG 1 DEPR					139,974.		0.	139,974.	119,949.	0.	740.

428102
05-01-14

(D) - Asset disposed

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1S	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,713,633.	0.	0.	0.	21,713,633.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OTHER ENTITY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,013,582.	0.	0.	0.	2,013,582.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OFFSHORE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,182,005.	0.	0.	0.	7,182,005.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHESTNUT HEDGE FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
629,508.	0.	0.	0.	629,508.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	31,538,728.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	262.	262.	
INTEREST ON OFFSHORE FUNDS	0.	0.	
INTEREST ON OTHER ENTITIES	0.	0.	
TOTAL INTEREST FROM K-1S	1,541,261.	1,528,435.	
TOTAL TO PART I, LINE 3	1,541,523.	1,528,697.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	31,535.	0.	31,535.	31,535.	
TOTAL DIVIDENDS FROM K-1S	2,408,152.	0.	2,408,152.	2,400,537.	
TOTAL DIVIDENDS FROM OFFSHORE FUNDS	0.	0.	0.	0.	
TOTAL DIVIDENDS FROM OTHER ENTITIES	503,382.	0.	503,382.	503,382.	
TO PART I, LINE 4	2,943,069.	0.	2,943,069.	2,935,454.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM K-1S	3,193,571.	3,318,056.	
CHESTNUT HEDGE FUND	<24,150.>	<24,150.>	
OTHER INCOME FROM OFFSHORE FUNDS	0.	0.	
CHECKING	11,933.	11,933.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,181,354.	3,305,839.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX	41,600.	0.		41,600.
TO FORM 990-PF, PG 1, LN 16B	41,600.	0.		41,600.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHESTNUT HEDGE FUND	37,057.	37,057.		0.
LEGAL FEES	25,733.	0.		25,733.
FROM K-1S	2,448,480.	2,412,958.		0.
OTHER ENTITY	801,368.	801,368.		0.
TO FORM 990-PF, PG 1, LN 16C	3,312,638.	3,251,383.		25,733.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID	527,126.	77,126.		0.
TO FORM 990-PF, PG 1, LN 18	527,126.	77,126.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUBSCRIPTION, DUES, AND MEMBERSHIP	54,985.	0.		54,985.
INSURANCE	15,836.	0.		15,836.
OFFICE EXPENSES	61,415.	0.		61,415.
PAYROLL TAXES	40,777.	0.		40,777.
POSTAGE AND DELIVERY	4,846.	0.		4,846.
UTILITIES	0.	0.		0.
MEALS & ENTERTAINMENT	7,159.	0.		7,159.
FILING FEE	500.	0.		500.
BANK FEES	812.	0.		812.
PROFESSIONAL DEVELOPMENT	6,491.	0.		6,491.
CONSULTING FEES	186,534.	0.		186,534.
TO FORM 990-PF, PG 1, LN 23	379,355.	0.		379,355.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENT TO CORRECT PRIOR BOOK BALANCES	214.
TOTAL TO FORM 990-PF, PART III, LINE 5	214.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
K-1S	171,337,754.	196,091,736.
OTHER ENTITY	36,727,858.	41,584,241.
OFFSHORE	35,514,211.	44,405,860.
CHESTNUT HEDGE FUND	9,298,878.	5,409,744.
TOTAL TO FORM 990-PF, PART II, LINE 10B	252,878,701.	287,491,581.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVE	19,445.	6,529.	12,916.
PHONE EQUIPMENT	9,939.	9,939.	0.
FUNITURE & FIXTURE	101,209.	101,209.	0.
LEASEHOLD IMPROVE	9,381.	3,012.	6,369.
TOTAL TO FM 990-PF, PART II, LN 14	139,974.	120,689.	19,285.

FORM 990-PF OTHER ASSETS STATEMENT 12

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

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

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

JAMES BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ELIZABETH BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ROBERT KATZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
LYNNE DOBLIN ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	EXECUTIVE DIRECTOR 40.00	291,804.	40,597.	0.
CELINA MIRANDA ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	SENIOR PROGRAM OFFICER 40.00	96,649.	26,374.	0.
SHANNA SHULMAN ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	SENIOR PROGRAM OFFICER 40.00	151,134.	32,981.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		539,587.	99,952.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

857-404-0700

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING REQUEST, INCLUDING AMOUNT AND USAGE

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE