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Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
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 ▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

**For calendar year 2016, or tax year beginning 09-01-2016, and ending 08-31-2017**

Name of foundation PHYLLIS W SMITH PVT FDN		<b>A Employer identification number</b> 59-7258080	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802		<b>B Telephone number (see instructions)</b> (888) 866-3275	
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 029011802		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,668,530		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	92,049	90,611		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	52,085			
	<b>b</b> Gross sales price for all assets on line 6a 1,009,189				
	<b>7</b> Capital gain net income (from Part IV, line 2)		52,085		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	144,134	142,696			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	50,086	30,052		20,034
	<b>14</b> Other employee salaries and wages		0	0	0
	<b>15</b> Pension plans, employee benefits		0	0	
	<b>16a</b> Legal fees (attach schedule)				0
	<b>b</b> Accounting fees (attach schedule)	1,250	750	0	500
	<b>c</b> Other professional fees (attach schedule)				0
	<b>17</b> Interest				0
	<b>18</b> Taxes (attach schedule) (see instructions)	15,619	2,365		0
	<b>19</b> Depreciation (attach schedule) and depletion	0	0		
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings		0	0	
	<b>22</b> Printing and publications		0	0	
	<b>23</b> Other expenses (attach schedule)	1,803	1,733		70
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	68,758	34,900	0	20,604
	<b>25</b> Contributions, gifts, grants paid	226,388			226,388
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	295,146	34,900	0	246,992	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-151,012				
<b>b Net investment income</b> (if negative, enter -0-)		107,796			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	306,188	38,542	38,542
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	4,426,339	4,746,653	5,171,496
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	459,136	472,682	458,492
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,191,663	5,257,877	5,668,530	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	5,191,663	5,257,877	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	5,191,663	5,257,877		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	5,191,663	5,257,877		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	5,191,663
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-151,012
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	220,533
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	5,261,184
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	3,307
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	5,257,877

**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)		
<b>1a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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))	
<b>a</b> See Additional Data Table						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> Capital gain net income or (net capital loss)					<b>2</b>	52,085
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					<b>3</b>	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see 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))
2015	254,673	5,197,968	0 048995
2014	279,858	5,521,426	0 050686
2013	453,078	5,480,681	0 082668
2012	256,497	5,353,100	0 047916
2011	300,602	5,135,518	0 058534
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 288799
<b>3</b> 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			<b>3</b> 0 05776
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 5,443,735
<b>5</b> Multiply line 4 by line 3			<b>5</b> 314,430
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,078
<b>7</b> Add lines 5 and 6			<b>7</b> 315,508
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 246,992
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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax due'. Total amount owed is 1,844.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes a section for states reported to.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13 Yes
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at PO BOX 1802 PROVIDENCE RI ZIP+4 02901
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here . . . . . 15
16 At any time during calendar year 2016, 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? Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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)? 1b No
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 2016? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2016 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 2016). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b No

**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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here.  Yes  No

**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?  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?  Yes  No  
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?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA N A 100 WESTMINSTER STREET PROVIDENCE, RI 02903	TRUSTEE 1	50,086		

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000.  Yes  No 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	5,346,523
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	180,112
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	5,526,635
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	5,526,635
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	82,900
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	5,443,735
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	272,187

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	272,187
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	2,156
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	2,156
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	270,031
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	270,031
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	270,031

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	246,992
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	246,992
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	246,992

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				270,031
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			39,517	
<b>b</b> Total for prior years 2014, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	0			
<b>b</b> From 2012. . . . .	0			
<b>c</b> From 2013. . . . .	0			
<b>d</b> From 2014. . . . .	0			
<b>e</b> From 2015. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>246,992</u>				
<b>a</b> Applied to 2015, but not more than line 2a			39,517	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				207,475
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				62,556
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	0			
<b>b</b> Excess from 2013. . . . .	0			
<b>c</b> Excess from 2014. . . . .	0			
<b>d</b> Excess from 2015. . . . .	0			
<b>e</b> Excess from 2016. . . . .	0			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2016</b>	<b>(b) 2015</b>	<b>(c) 2014</b>	<b>(d) 2013</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .

**c** "Support" alternative test—enter

**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

**(3)** Largest amount of support from an exempt organization

**(4)** Gross investment income

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

**1 Information Regarding Foundation Managers:**

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

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

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**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 email address of the person to whom applications should be addressed

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

---

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> MSPCA OF FRANKLIN COUNTY ATTN MR SEAN R HAMLETT 335 CHANDLER ST WORCESTER, MA 016023441	N/A	PC	UNRESTRICTED GENERAL	56,597
BAYSTATE HEALTH FOUNDATION INC 759 CHESTNUT STREET SPRINGFIELD, MA 011991001	N/A	PC	UNRESTRICTED GENERAL	56,597
HOLYOKE HOSPITAL 575 BEECH ST HOLYOKE, MA 010402223	N/A	PC	UNRESTRICTED GENERAL	56,597
SYCAMORES OF S HADLEY HISTORICAL SOCIETY 18 S SYCAMORE KNLS SOUTH HADLEY, MA 010751112	N/A	PC	UNRESTRICTED GENERAL	56,597
<b>Total . . . . .</b>			<b>▶ 3a</b>	226,388
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	





**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
3212 851 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES		2016-08-31	2017-03-22
9901 784 CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I		2015-05-27	2017-03-22
9832 636 CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I		2016-08-31	2017-03-22
1871 977 CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I		2016-04-08	2017-03-22
1136 255 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-08-31	2017-03-24
3691 468 DIVIDEND INCOME COMMON TRUST FUND		2016-04-08	2017-03-24
196 ISHARES CORE S&P 500 ETF		2015-08-04	2017-03-22
3406 ISHARES CORE MSCI EAFE ETF		2016-08-25	2017-03-22
5932 701 HIGH QUALITY CORE COMMON TRUST FUND		2016-04-08	2017-03-24
14925 052 STRATEGIC GROWTH COMMON TRUST FUND		2016-04-08	2017-03-24

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
32,000		32,161	-161
48,915		56,737	-7,822
48,573		47,000	1,573
9,248		8,518	730
56,000		53,316	2,684
218,000		224,998	-6,998
46,282		41,243	5,039
195,300		186,389	8,911
89,000		93,368	-4,368
208,000		213,374	-5,374

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-161
			-7,822
			1,573
			730
			2,684
			-6,998
			5,039
			8,911
			-4,368
			-5,374

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
CAPITAL GAIN DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
			14,898

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	

**TY 2016 Accounting Fees Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION FEE - BOA	1,250	750		500

**TY 2016 General Explanation Attachment****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N A AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

**TY 2016 Investments Corporate Stock Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
464286103 ISHARES INC MSCI AUS		
464286400 ISHARES MSCI BRAZIL		
464286509 ISHARES MSCI CANADA		
464286673 ISHARES MSCI SINGAPO		
464287176 ISHARES TIPS BOND ET		
464287564 ISHARES COHEN & STEE		
464287630 ISHARES RUSSELL 2000		
922042858 VANGUARD FTSE EMERGI	154,331	173,390
922908553 VANGUARD REIT ETF	273,527	303,889
166764100 CHEVRON CORP COM		
20825C104 CONOCOPHILLIPS COM		
30231G102 EXXON MOBIL CORP COM		
674599105 OCCIDENTAL PETE CORP		
718546104 PHILLIPS 66 COM		
806857108 SCHLUMBERGER LTD COM		
845467109 SOUTHWESTERN ENERGY		
61166W101 MONSANTO CO NEW COM		
74005P104 PRAXAIR INC COM		
767204100 RIO TINTO PLC SPONSO		
260003108 DOVER CORP COM		
369550108 GENERAL DYNAMICS COR		
369604103 GENERAL ELEC CO COM		
438516106 HONEYWELL INTL INC C		
539830109 LOCKHEED MARTIN CORP		
701094104 PARKER HANNIFIN CORP		
854502101 STANLEY BLACK & DECK		
88579Y101 3M CO COM		
911312106 UNITED PARCEL SVC IN		
913017109 UNITED TECHNOLOGIES		
20030N101 COMCAST CORP NEW CL		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
254687106 DISNEY WALT CO COM D		
548661107 LOWES COS INC COM		
872540109 TJX COS INC NEW COM		
87612E106 TARGET CORP COM		
988498101 YUM BRANDS INC COM		
191216100 COCA COLA CO COM		
194162103 COLGATE PALMOLIVE CO		
494368103 KIMBERLY CLARK CORP		
50076Q106 KRAFT FOODS GROUP IN		
609207105 MONDELEZ INTL INC CO		
641069406 NESTLE S A SPONSORED		
713448108 PEPSICO INC COM		
742718109 PROCTER & GAMBLE CO		
931142103 WAL-MART STORES INC		
002824100 ABBOTT LABS COM		
00287Y109 ABBVIE INC COM		
031162100 AMGEN INC COM		
125509109 CIGNA CORP COM		
30219G108 EXPRESS SCRIPTS HLDG		
375558103 GILEAD SCIENCES INC		
478160104 JOHNSON & JOHNSON CO		
50540R409 LABORATORY CORP AMER		
58933Y105 MERCK & CO INC NEW C		
883556102 THERMO FISHER SCIENT		
229899109 CULLEN / FROST BANKE		
38141G104 GOLDMAN SACHS GROUP		
46625H100 J P MORGAN CHASE & C		
693475105 PNC FINL SVCS GROUP		
902973304 US BANCORP DEL COM N		
949746101 WELLS FARGO & CO NEW		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
G1151C101 ACCENTURE PLC CL A C		
037833100 APPLE INC COM		
17275R102 CISCO SYS INC COM		
459200101 INTERNATIONAL BUSINE		
594918104 MICROSOFT CORP COM		
882508104 TEXAS INSTRS INC COM		
00206R102 AT&T INC COM		
92343V104 VERIZON COMMUNICATIO		
29364G103 ENTERGY CORP NEW COM		
30161N101 EXELON CORP COM		
65339F101 NEXTERA ENERGY INC C		
19765H347 COLUMBIA LARGE CAP E		
19765J608 COLUMBIA MID CAP IND		
19765N245 COLUMBIA DIVIDEND IN		
19765P232 COLUMBIA MID CAP GRO		
19765P596 COLUMBIA SMALL CAP G		
693390841 PIMCO HIGH YIELD FD	112,453	112,512
880208400 TEMPLETON GLOBAL BD		
19763T889 COLUMBIA INCOME OPPO		
19765H362 COLUMBIA SHORT TERM		
19765N468 COLUMBIA INTERMEDIAT		
19765Y886 COLUMBIA BOND FUND C		
72201P100 PIMCO GLOBAL MULTI-A		
68380L407 OPPENHEIMER INTL GRO		
885215566 THORNBURG INTL VALUE		
19765Y852 COLUMBIA EMERGING MA		
55273E640 MFS EMERGING MKTS DE		
722005220 PIMCO FOREIGN BOND F		
72201F409 PIMCO EMERGING MKT C		
466001864 IVY ASSET STRATEGY F		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
315807552 FIDELITY ADVISOR FLO		
233051200 DB X-TRACKERS MSCI E		
464287200 ISHARES CORE S&P 500	462,198	558,074
464287507 ISHARES CORE S&P MID	232,584	248,674
464287655 ISHARES RUSSELL 2000	490,125	517,560
921943858 VANGUARD FTSE DEVELO	400,621	437,828
500754106 KRAFT HEINZ CORP COM		
47803W406 JOHN HANCOCK FDS III		
22544R305 CREDIT SUISSE COMMOD	50,483	54,921
464287226 ISHARES CORE US AGGR	185,005	183,789
46432F842 ISHARES CORE MSCI EA		
38145C646 GOLDMAN SACHS STRATE	65,000	66,495
94987W737 WELLS FARGO ABSOLUTE	43,000	47,630
202671913 AGGREGATE BOND CTF	251,894	249,187
207543877 SMALL CAP GROWTH LEA	97,250	107,755
29099J109 EMERGING MARKETS STO	285,307	351,060
302993993 MID CAP VALUE CTF	115,357	117,254
303995997 SMALL CAP VALUE CTF	104,363	111,114
323991307 MID CAP GROWTH CTF	115,838	122,821
45399C107 DIVIDEND INCOME COMM	312,429	309,980
99Z466163 HIGH QUALITY CORE CO	86,863	83,449
99Z466197 INTERNATIONAL FOCUSE	379,250	470,442
99Z501647 STRATEGIC GROWTH COM	312,453	321,826
19765M213 COLUMBIA SHORT TERM	216,322	221,846

**TY 2016 Investments - Other Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
8EQO29993 MAN FRM ALTERNATIVE	AT COST	472,682	458,492

**TY 2016 Other Decreases Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

<b>Description</b>	<b>Amount</b>
ADJ CARRYING VALUE	3,307

**TY 2016 Other Expenses Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	419	419		0
OTHER ALLOCABLE EXPENSE-INCOME	419	419		0
STATE FILING FEE	70	0		70
DIVIDEND INVESTMENT EXPENSE -	895	895		0

**TY 2016 Other Increases Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

Description	Amount
SALES ADJUSTMENT	10,199
INCOME ADJUSTMENT	210,334

**TY 2016 Taxes Schedule****Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES	1,925	1,925		0
EXCISE TAX - PRIOR YEAR	9,254	0		0
EXCISE TAX ESTIMATES	4,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	274	274		0
FOREIGN TAXES ON NONQUALIFIED	166	166		0