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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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to *www irs gov/Form990PF* for instructions and the latest information.

1802

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 03/01 , 2017, and ending 02/28, 2018

Name of foundation: THE MATTHEW J & ANNE B SMITH FOUNDATION INC

A Employer identification number: 02-0536250

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 1501, NJ2-130-03-31

Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state or province, country, and ZIP or foreign postal code: PENNINGTON, NJ 08534-1501

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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) ▶ $ 4,497,002.

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 ▶ ☐

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		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	74,259.	73,529.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	211,707.			
	b	Gross sales price for all assets on line 6a 1,571,995.				
	7	Capital gain net income (from Part IV, line 2)		211,707.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	285,966.	285,236.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 2	295.	NONE	NONE	295.
	b	Accounting fees (attach schedule) STMT 3	1,500.	NONE	NONE	1,500.
	c	Other professional fees (attach schedule) STMT 4	51,682.	31,010.		20,672.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	3,104.	1,243.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	478.	417.		61.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	57,059.	32,670.	NONE	22,528.
	25	Contributions, gifts, grants paid	202,500.			202,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	259,559.	32,670.	NONE	225,028.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	26,407.			
	b	**Net investment income** (if negative, enter -0-)		252,566.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**

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Form **990-PF** (2017)

		Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	573.	7,715.	7,715.
	2	Savings and temporary cash investments	104,922.	69,306.	69,306.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) STMT 7	2,261,903.	2,383,307.	2,335,339.
	b	Investments - corporate stock (attach schedule) STMT 9	1,757,647.	1,692,962.	2,084,642.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,125,045.	4,153,290.	4,497,002.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
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	4,125,045.	4,153,290.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,125,045.	4,153,290.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,125,045.	4,153,290.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,125,045.
2	Enter amount from Part I, line 27a	2	26,407.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	1,838.
4	Add lines 1, 2, and 3	4	4,153,290.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,153,290.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	1,571,995.		1,360,277.	211,718.
b				
c				
d				
e				

	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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				211,718.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 211,707.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 3

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

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

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

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

If "Yes," the foundation doesn't 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))
2016	500,299.	4,533,763.	0.110350
2015	197,670.	4,754,697.	0.041574
2014	254,207.	4,865,033.	0.052252
2013	259,362.	4,796,928.	0.054068
2012	161,974.	4,657,092.	0.034780

2	**Total** of line 1, column (d)	2	0.293024
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.058605
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,441,725.
5	Multiply line 4 by line 3.	5	260,307.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,526.
7	Add lines 5 and 6	7	262,833.
8	Enter qualifying distributions from Part XII, line 4	8	225,028.

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	5,051.
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	NONE
3	Add lines 1 and 2			3	5,051.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,051.
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,861.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,645.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,506.
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	3,455.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 3,455. **Refunded** ▶			11	

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 the 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 ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
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?	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 ▶ FL			
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 2017 or the tax year beginning in 2017? See the 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 ▶ MLTC, A DIVISION OF BANK OF AMERICA Telephone no ▶ (609)274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE, PENNINGTON, NJ ZIP+4 ▶ 08534

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

			Yes	No
16	At any time during calendar year 2017, 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. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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		
	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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.)	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 2017 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 2017)	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 2017?	4b		X

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

			Yes	No
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	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? ☐ 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? If "Yes" to 6b, file Form 8870.	6b		X
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?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17				

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,428,603.
b	Average of monthly cash balances	1b	80,762.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,509,365.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,509,365.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,640.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,441,725.
6	**Minimum investment return.** Enter 5% of line 5	6	222,086.

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	222,086.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	5,051.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,051.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	217,035.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	217,035.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	217,035.

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	225,028.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	225,028.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	225,028.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					217,035.
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only				NONE	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2017					
a From 2012	NONE				
b From 2013	NONE				
c From 2014	NONE				
d From 2015	NONE				
e From 2016	113,661.				
f **Total** of lines 3a through e		113,661.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► $ 225,028.					
a Applied to 2016, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2017 distributable amount					217,035.
e Remaining amount distributed out of corpus		7,993.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		121,654.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2016. Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018					NONE
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)		NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		121,654.			
10 Analysis of line 9					
a Excess from 2013	NONE				
b Excess from 2014	NONE				
c Excess from 2015	NONE				
d Excess from 2016	113,661.				
e Excess from 2017	7,993.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a 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).)

MATTHEW J SMITH

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.

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines.

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

Part XV Supplementary Information *(continued)*

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

Recipient 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 STATEMENT 22				202,500.
Total ▶ 3a				202,500.
b *Approved for future payment*				
Total ▶ 3b				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	74,259.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	211,707.	
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)				285,966.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 285,966.

(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). (See instructions.)
	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) (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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

▶ Marie K
Signature of officer or trustee

8/20/18
Date

▶ President
Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN J KISER	Karen J Kiser	07/27/2018		P00146417

Firm's name ▶ BANK OF AMERICA
Firm's EIN ▶ 94-1687665

Firm's address ▶ P O BOX 1802
PROVIDENCE, RI 02901-1802
Phone no. 888-866-3275

FORM 990PF, PART -I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	209.	209.
FOREIGN DIVIDENDS	12,337.	12,337.
NONDIVIDEND DISTRIBUTIONS	730.	
DOMESTIC DIVIDENDS	23,017.	23,017.
OTHER INTEREST	12,384.	12,384.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	34,591.	34,591.
BOND PREMIUM AMORTIZATION-OTHER INTEREST	-527.	-527.
BOND PREMIUM AMORTIZATION-U.S. GOVERNMEN	-9,430.	-9,430.
NONQUALIFIED DOMESTIC DIVIDENDS	937.	937.
ACCRUED MARKET DISCOUNT	11.	11.
TOTAL	74,259.	73,529.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL & PROFESSIONAL SERVICES	295.			295.
TOTALS	295.	NONE	NONE	295.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
UST-MLT FEES AS AGENT	20,000.	12,000.	8,000.
UST-MLT FEES AS AGENT	20,000.	12,000.	8,000.
UST-MLT FEES AS AGENT	5,841.	3,505.	2,336.
UST-MLT FEES AS AGENT	5,841.	3,505.	2,336.
TOTALS	51,682.	31,010.	20,672.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,243.	1,243.
EXCISE TAX ESTIMATES	1,861.	
TOTALS	3,104.	1,243.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	61.		61.
DIVIDEND INVESTMENT EXPENSE -	417.	417.	
TOTALS	478.	417.	61.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BEG BALANCES	2,261,903.		
FEDERAL HOME LN		66,412.	66,995.
US TREAS NOTE		130,603.	128,882.
U.S. TREASURY NOTE		65,095.	65,077.
FEDERAL NATL MTG ASSOC		99,410.	100,831.
U.S. TREASURY NOTE		65,154.	65,114.
US TREAS NOTE		66,572.	65,817.
FEDERAL NATL MTG ASSOC		100,021.	99,685.
US TREAS NOTE		65,193.	64,427.
FEDERAL NATL MTG ASSOC		66,840.	66,275.
U.S. TREASURY NOTE		34,632.	34,392.
US TREAS NOTE		67,858.	66,437.
US TREAS NOTE		33,780.	33,564.
FEDERAL HOME LN MTG CORP		97,347.	95,172.
US TREAS NOTE		66,439.	64,783.
US TREAS NOTE		81,280.	80,178.
FEDERAL NATL MTG		67,098.	66,650.
US TREAS NOTE		101,342.	97,935.
FEDERAL HOME LN MTG CORP		67,089.	66,950.
US TREAS NOTE		65,815.	66,330.
US TREAS NOTE		102,298.	99,178.
US TREAS NOTE		134,079.	131,046.
US TREAS NOTE		68,327.	64,425.
US TREAS NOTE		66,304.	64,747.
U.S. TREASURY NOTE		33,730.	33,730.
US TREAS NOTE		67,056.	61,156.
FEDERAL NATL MTG ASSOC		67,174.	65,943.
FEDERAL NATL MTG		67,843.	66,746.
FEDERAL NATL MTG ASSOC		66,504.	62,805.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TREAS NOTE		32,681.	30,026.
US TREAS NOTE		58,349.	55,950.
US TREAS NOTE		33,942.	32,300.
US TREAS NOTE		115,752.	110,297.
U.S. TREASURY NOTE		61,288.	61,496.
TOTALS	2,261,903.	2,383,307.	2,335,339.

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
G1151C101 ACCENTURE PLC SHS		7,926.	10,465.
G60754101 MICHAEL KORS HLDGS L		7,233.	7,111.
G7496G103 RENAISSANCERE HLDGS		15,678.	15,008.
03073E105 AMERISOURCEBERGEN CO		11,787.	10,563.
036752103 ANTHEM INC		6,282.	10,357.
19625W104 COLONY NORTHSTAR, IN		13,826.	7,928.
25470F104 DISCOVERY COMMUNICAT		2,162.	2,505.
32008D106 FIRST DATA CORPORATI		16,389.	14,270.
37733W105 GLAXO SMITHKLINE PLC		17,256.	14,851.
42809H107 HESS CORP		22,626.	18,940.
437076102 HOME DEPOT INC USD 0		18,716.	36,089.
456837103 ING GROEP N V SPONSO		6,032.	8,702.
461202103 INTUIT INC COM		12,702.	19,022.
518415104 LATTICE SEMICONDUCTO		5,053.	5,139.
540424108 LOEWS CORP		10,878.	12,037.
548661107 LOWES COMPANIES INC		14,453.	16,664.
55024U109 LUMENTUM HOLDINGS IN		932.	2,013.
560877300 MAKITA CORP ADR NEW		6,070.	9,499.
576690101 MATERION		1,851.	3,528.
580037109 MC DERMOTT INTL INC		12,132.	11,614.
59410T106 CIE GENERALE DES		6,413.	7,328.
60671Q104 MITEL NETWORKS CORPO		8,684.	9,113.
69327R101 PDC ENERGY INC		8,495.	7,144.
695263103 PACWEST BANCORP		4,743.	5,631.
751452202 RAMCO-GERSHENSON PPT		8,701.	5,925.
G98294104 XL GROUP LTD SHS		3,283.	3,681.
00751Y106 ADVANCE AUTO PARTS I		14,292.	10,740.
037833100 APPLE COMPUTER INC C		30,868.	47,914.
045387107 ASSA ABLOY AB ADR		4,615.	9,488.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
046433108 ASTRONICS CORP		1,463.	1,619.
05591B109 BMC STK HLDGS INC		3,656.	2,794.
928563402 VMWARE, INC.		13,283.	16,074.
949746101 WELLS FARGO & CO NEW		8,551.	10,747.
G0692U109 AXIS CAPITAL HLDGS L		10,486.	9,523.
G47791101 INGERSOLL-RAND PLC		6,970.	11,278.
026874784 AMERICAN INTERNATION		15,806.	15,252.
037598109 APOGEE ENTERPRISES I		3,890.	3,279.
045055100 ASHTEAD GROUP PLC SH		2,544.	4,769.
081437105 BEMIS COMPANY INC CO		5,506.	5,114.
09075E100 BIOVERATIV INC		3,646.	7,642.
09739D100 BOISE CASCADE CO DEL		2,592.	4,755.
136375102 CANADIAN NATL RY CO		3,623.	4,410.
210771200 CONTINENTAL AG SPONS		3,903.	4,933.
26884L109 EQT CORP		49,026.	43,267.
298736109 EURONET WORLDWIDE IN		2,465.	2,970.
92826C839 VISA INC CL A SHRS		21,834.	35,530.
931427108 WALGREENS BOOTS ALLI		15,449.	12,882.
G5509L101 LIVANOVA PLC SHS		3,240.	4,666.
G5960L103 MEDTRONIC PLC SHS		9,156.	8,788.
02079K305 ALPHABET INC SHS		53,573.	69,547.
14149Y108 CARDINAL HEALTH INC		9,629.	7,890.
26078J100 DOWDUPONT INC COM		13,021.	15,255.
29275Y102 ENERSYS		7,527.	8,642.
314211103 FEDERATED INVS INC P		7,697.	7,135.
37045V100 GENERAL MOTORS CO		10,372.	14,166.
45672B305 INFORMA PLC SHS		2,084.	3,398.
48667L106 KDDI CORP SHS		3,981.	3,889.
500458401 KOMATSU LTD NEW		4,862.	6,256.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
521865204 LEAR CORP SHS		7,244.	9,142.
803054204 SAP AKTIENGESELLSCHA		9,090.	10,659.
848574109 SPIRIT AEROSYSTEMS H		5,875.	9,038.
86562M209 SUMITOMO MITSUI-UNSP		6,592.	8,457.
871829107 SYSCO CORP		11,318.	15,270.
887317303 TIME WARNER INC SHS		5,009.	6,042.
099502106 BOOZ ALLEN HAMILTON		5,754.	5,955.
127387108 CADENCE DESIGN SYS I		6,273.	7,909.
172967424 CITIGROUP INC COM NE		15,896.	28,460.
20030N101 COMCAST CORP NEW CL		23,009.	22,450.
20449X401 COMPASS GROUP PLC SH		6,465.	7,686.
247361702 DELTA AIR LINES INC		8,785.	10,349.
25157Y202 DEUTSCHE POST AG SHS		3,162.	3,475.
30219G108 EXPRESS SCRIPTS HLDG		10,997.	14,788.
30303M102 FACEBOOK INC		6,130.	7,133.
315616102 F5 NETWORKS INC		5,429.	6,832.
372303206 GENMAB A/S SHS		1,802.	1,872.
426281101 HENRY JACK & ASSOC I		5,612.	8,680.
485537302 KAO CORP		3,444.	3,962.
57636Q104 MASTERCARD INC		18,456.	34,273.
594918104 MICROSOFT CORP COM		33,482.	53,543.
651290108 NEWFIELD EXPL CO		21,643.	13,461.
74435K204 PRUDENTIAL PLC ADR		7,626.	13,221.
756577102 RED HAT INC		11,299.	16,804.
759509102 RELIANCE STL & ALUM		7,986.	9,288.
770323103 ROBERT HALF INTL INC		7,462.	7,819.
78392U105 RYOHIN KEIKAKU CO LT		5,132.	9,728.
806857108 SCHLUMBERGER LIMITED		9,149.	8,730.
85771P102 STATOIL ASA SPONSORE		3,379.	4,571.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
867224107 SUNCOR ENERGY INC NE		15,936.	17,612.
871607107 SYNOPSYS INC COM		6,131.	7,959.
893641100 TRANSDIGM GROUP INC		5,284.	6,343.
896522109 TRINITY INDUSTRIES I		17,035.	17,462.
907818108 UNION PACIFIC CORP		9,503.	14,328.
G0177J108 ALLERGAN PLC		17,001.	14,034.
87165B103 SYNCHRONY FINL COM		15,058.	19,505.
87724P106 TAYLOR MORRISON HOME		5,209.	6,934.
364760108 GAP INC		6,984.	8,053.
375558103 GILEAD SCIENCES INC		9,767.	14,329.
379577208 GLOBUS MED INC		3,382.	5,431.
58155Q103 MCKESSON CORPORATION		9,873.	8,506.
66987V109 NOVARTIS AG SPNSRD A		7,070.	9,419.
756568101 RED ELECTRICA CORP U		4,697.	4,976.
759351604 REINSURNCE GROUP AME		7,340.	13,072.
835699307 SONY CORP ADR AMERN		2,054.	3,885.
904767704 UNILEVER PLC AMER SH		6,705.	8,824.
91529Y106 UNUMPROVIDENT CORP		6,146.	9,631.
92553P201 VIACOM INC NEW		14,623.	13,103.
G0408V102 AON PLC		13,083.	21,048.
03524A108 ANHEUSER-BUSCH INBEV		5,354.	6,902.
090572207 BIO RAD LABS INC CL		9,125.	18,363.
09062X103 BIOGEN IDEC INC		11,782.	13,294.
191216100 COCA-COLA CO USD		15,613.	15,689.
243537107 DECKERS OUTDOOR CORP		3,304.	4,351.
31502A105 FERGUSON PLC		3,851.	6,118.
35804M105 FRESENIUS SE& CO-SPN		3,751.	5,677.
419596101 HAVERTY FURNITURE CO		8,523.	7,957.
500472303 KONINKLIJKE PHILIPS		10,397.	14,463.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
681919106 OMNICOM GROUP INC CO		12,391.	11,282.
713448108 PEPSICO INC		6,825.	7,681.
755111507 RAYTHEON CO		5,341.	15,661.
780259206 ROYAL DUTCH SHELL PL		9,247.	9,680.
85208M102 SPROUTS FARMERS MARK		7,749.	7,393.
87265H109 TRI POINTE HOMES INC		7,176.	8,692.
87612E106 TARGET CORP		21,161.	22,246.
144577103 CARRIZO OIL & GAS IN		12,190.	9,020.
M51363113 MELLANOX TECHNOLOGIE		8,006.	12,178.
088606108 BHP BILLITON LIMITED		8,268.	9,300.
110448107 BRITISH AMERICAN TOB		6,748.	9,922.
124857202 CBS CORP NEW		7,418.	6,674.
125581801 CIT GROUP INC NEW		29,770.	38,567.
142795202 CARLSBERG AS SPONSOR		5,767.	7,766.
166764100 CHEVRONTEXACO CORP		9,359.	10,073.
778296103 ROSS STORES INC		14,352.	15,618.
783513203 RYANAIR HOLDINGS PLC		3,957.	6,306.
786584102 SAFRAN SA-UNSPON		7,199.	7,382.
79588J102 SAMPO PLC SHS		5,632.	9,404.
800422107 SANFILIPPO JOHN B &		1,435.	1,674.
88224Q107 TEXAS CAP BANCSHARES		3,372.	4,059.
919134304 VALEO ADR		4,080.	7,566.
16411R208 CHENIERE ENERGY INC		7,885.	11,502.
192479103 COHERENT INC		6,076.	10,040.
204319107 CIE FINANCIERE RICHE		3,778.	3,448.
232806109 CYPRESS SEMICONDUCTO		2,867.	4,175.
23304Y100 DBS GROUP HLDGS LTD		4,663.	7,539.
254709108 DISCOVER FINL SVCS		15,064.	21,363.
444859102 HUMANA INC COM		8,958.	10,329.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
46625H100 J P MORGAN CHASE & C		13,257.	26,334.
737630103 POTLATCH CORP NEW		1,167.	1,739.
74144T108 PRICE T ROWE GROUP I		13,888.	14,995.
759530108 RELX PLC		3,446.	4,029.
811065101 SCRIPPS NETWORKS		5,449.	7,279.
82481R106 SHIRE PHARMACEUTICAL		10,403.	7,168.
833034101 SNAP ON INC		4,966.	4,777.
844741108 SOUTHWEST AIRLINES C		18,646.	21,979.
87944W105 TELENOR ASA		5,517.	5,833.
91324P102 UNITED HEALTH GROUP		29,513.	36,186.
927320101 VINCI SA		5,311.	8,405.
977874205 WOLTERS KLUWER N V S		5,491.	8,709.
00373L102 ABN AMRO GROUP		4,066.	4,095.
00817Y108 AETNA INC		5,217.	10,269.
03076K108 AMERIS BANCORP		4,288.	7,919.
031162100 AMGEN INC		9,306.	13,599.
105368203 BRANDYWINE RLTY TR		4,023.	4,510.
234062206 DAIWA HOUSE IND LTD		6,112.	11,668.
320517105 FIRST HORIZON NATL C		15,765.	19,202.
356108100 FREDS INC CLASS 'A'		5,751.	1,355.
377316104 GLATFELTER USD 0.01		5,484.	4,796.
42722X106 HERITAGE FINANCIAL C		1,017.	1,666.
45768S105 INNOSPEC INC		7,179.	7,274.
595137100 MICROSEMI CORP COM		2,676.	4,348.
65557A206 NORDEA BANK AB-SPON		3,841.	3,256.
68389X105 ORACLE CORPORATION		19,150.	24,322.
880770102 TERADYNE INC		7,582.	17,524.
889110102 TOKYO ELECTRON LTD S		3,041.	5,346.
92552V100 VIASAT INC		11,168.	11,027.

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
957638109 WESTERN ALLIANCE			4,498.	9,529.
G0551A103 ARRIS INTL LTD SHS			3,402.	3,443.
G0772R208 BANK OF N T BUTTERFI			9,253.	13,820.
000375204 ABB LTD			4,479.	4,081.
012348108 ALBANY INTL CORP NEW			5,250.	9,675.
097023105 BOEING COMPANY			4,223.	10,866.
254687106 DISNEY (WALT) COMPAN			4,438.	5,467.
337932107 FIRSTENERGY CORP			17,384.	17,652.
571903202 MARRIOTT INTERNATION			13,828.	15,816.
674599105 OCCIDENTAL PETROLEUM			7,473.	6,560.
68557N103 ORBITAL ATK INC			1,058.	1,717.
717081103 PFIZER INC COM			6,171.	7,371.
74736K101 QORVO INC SHS			4,057.	5,892.
BEG BALANCES		1,757,647.		
	TOTALS	1,757,647.	1,692,962.	2,084,642.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
SECURITIES ADJ		1,826.
ROUNDING		12.
	TOTAL	1,838.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MATTHEW J SMITH
ADDRESS:
4735 ST JAMES AVE
VERO BEACH, FL 32967
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
ANNE B. SMITH
ADDRESS:
4735 ST JAMES AVE
VERO BEACH, FL 32967
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BRYON T COOSKEY
ADDRESS:
979 BEACHLAND B
VERO BEACH, FL 32963
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
REGINA WOOD
ADDRESS:
325 CATHEDRAL OAKS DRIVE
VERO BEACH, FL 32963
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

THE MATTHEW J & ANNE B SMITH FOUNDATION INC 02-0536250

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
==

OFFICER NAME:
  MARIA KLIPSTINE
ADDRESS:
  3153 ASHFORD SQUARE
  VERO BEACH, FL 32966
TITLE:
  DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 18

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE BUGGY BUNCH
ADDRESS:
2046 TREASURE COAST PLAZA SUITE
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
FOOD PANTRY OF INDIAN RIVER COUNTY
ADDRESS:
2228 15TH AVE
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
ST. FRANCIS MANOR
ADDRESS:
1750 20TH AVE
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST HELEN CATHOLIC SCHOOL
ADDRESS:
2050 VERO BEACH
VERO BEACH, FL 32967
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
LITTLE BIRTHDAY ANGELS INC
ADDRESS:
2600 SQ SW
VERO BEACH, FL 32968
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
SUBSTANCE ABUSE COUNCIL
OF IRC
ADDRESS:
1507 20TH ST
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GIFFORD YOUTH ACHIEVEMENT
CENTER INC
ADDRESS:
4875 43RD AVE
VERO BEACH, FL 32967
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WOMENS CARE CENTER OF IRC
ADDRESS:
1986 31ST AVE STE 100
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SAMARITANS PURSE
ADDRESS:
PO BOX 3000
BOONE, NC 28607
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILDCARE RESOURCES OF INDIAN RIVER
ADDRESS:
2300 5TH AVE STE 149
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LEARNING ALLIANCE INC
ADDRESS:
PO BOX 643446
VERO BEACH, FL 32954
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 202,500.