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

18 - 18 73

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

| For calendar year 2017 or tax year beginning MAS | 7 1, 2017 | , and ending | <u>APR 30, 2018</u> | |
|---|------------------------------------|---------------------------|--|---|
| Name of foundation | | | A Employer identification | number |
| RICHARD & SUSAN SMITH FAMI | LY FOUNDATION | T | 23-7090011 | |
| Number and street (or P O box number if mail is not delivered to street | address) | Room/suite | B Telephone number | • • |
| ONE NEWTON EXECUTIVE PARK | | 104 | 857-404-07 | 00 |
| City or town, state or province, country, and ZIP or foreign NEWTON, MA 02462 | postal code | | C If exemption application is po | ending, check here |
| G Check all that apply Initial return | Initial return of a f | ormer public charity | D 1. Foreign organizations | s, check here |
| Final return | Amended return | | | |
| Address change | Name change | | 2 Foreign organizations me check here and attach co | eting the 85% test, mputation |
| H Check type of organization: X Section 501(c)(3) e | xempt private foundation | nd | E If private foundation sta | tus was terminated |
| Section 4947(a)(1) nonexempt charitable trust | Other taxable private founda | ation U ' | under section 507(b)(1) | . — |
| I Fair market value of all assets at end of year J Account | ing method: X Cash | Accrual | F If the foundation is in a | 60-month termination |
| | Other (specify) | | under section 507(b)(1) | (B), check here |
| ▶\$ 306,079,792. (Part I, colu | mn (d) must be on cash basi | s) | | <u> </u> |
| [Part I] Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
| 1 *Contributions, gifts, grants, etc., received | 61,538. | | N/A | 1 |
| 2 Check I if the foundation is not required to attach Sch. B | | | | |
| Interest on savings and temporary cash investments | 2,383,562. | 2,366,094. | | STATEMENT 2 |
| 4 Dividends and interest from securities | 2,248,811. | 2,231,719. | | STATEMENT 3 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 12,963,096. | | | STATEMENT 1 |
| b Gross sales price for all 12,963,096. | | | | |
| b assets on line 6a 7 Capital gain net income (from Part IV, line 2) Not chart form contal caus | | 12,083,357. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | . 4 |
| Gross sales less returns and allowances | | | | 1 |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | DECEN/ED | <u> </u> |
| 11 Other income | 1,620,518. | 2,484,876. | RECEIVED | STATEMENT 4 |
| 12 Total. Add lines 1 through 11 | 19,277,525. | 19,166,046. | | |
| 13 Compensation of officers, directors, trustees, etc | 553,347. | 62 | MAR 1 8 2019 | Q 553,347. |
| 14 Other employee salaries and wages | 99,895. | E | | 99,895. |
| 15 Pension plans, employee benefits | 120,251. | 0.1 | CODENIII | 120,251. |
| 16a Legal fees STMT 5 S b Accounting fees STMT 6 | 15,037. | 0. | OGDEN, O | 15,037. |
| | 92,980. | 0. | | 92,980. |
| c Other professional fees STMT 7 | 5,062,862. | 4,770,830. | | 12,440. |
| o 17 Interest | 202 127 | 127 (27 | | F00 |
| 18 Taxes STMT 8 | 303,137. | 137,637. | | 500. |
| 명 19 Depreciation and depletion | 740. | 0. | | 101 220 |
| 20 Occupancy | 181,328. | 0. | | 181,328. |
| 17 Interest 18 Taxes STMT 8 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 9 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions offer greats and | 9,261. | 0. | | 9,261. |
| 22 Printing and publications | 992 516 | 0. | | 992 516 |
| 23 Other expenses STMT 9 | 882,516. | U• | | 882,516. |
| 24 Total operating and administrative | 7,321,354. | 4,908,467. | | 1,967,555. |
| expenses. Add lines 13 through 23 | 13,877,166. | 1,700,407. | | 13,877,166. |
| 23 Continuutions, girts, grants paid | 13,077,100. | | | 13,011,100. |
| 26 Total expenses and disbursements. | 21,198,520. | 4,908,467. | | 15,844,721. |
| Add lines 24 and 25 27 Subtract line 26 from line 12. | 21,170,320. | 4,500,407. | , | 13,044,141. |
| | -1,920,995. | | • | |
| a Excess of revenue over expenses and disbursements | 1,940,993. | 14,257,579. | | |
| b Net investment income (if negative, enter -0-) | | 14,431,3130 | N/A | |
| C Adjusted net income (if negative, enter -0-) | | L | 1 14/1 2 | |

| ГР | art | Balance Sheets Atlached schedules and amounts in the description | Beginning of year | | of year |
|-------------|----------|--|--------------------|--|-----------------------|
| <u>'</u> | <u> </u> | column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 19,964,770. | 18,080,111. | 18,080,111. |
| | 3 | Accounts receivable - | | | |
| | | Less; allowance for doubtful accounts | | <u> </u> | |
| | 4 | Pledges receivable ► | | | |
| | | Less, allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other | | | |
| | | disqualified persons | | | |
| | 7 | Other notes and loans receivable | _ | | |
| | | Less: allowance for doubtful accounts | | | |
| s | 8 | Inventories for sale or use | | | |
| Assets | 9 | Prepaid expenses and deferred charges | | | |
| As | | Investments - U.S. and state government obligations | | | |
| | 1 | Investments - corporate stock | | | |
| | ĺ | Investments - corporate bonds | | | |
| | _ | Investments - land, buildings, and equipment basis | | | |
| | '' | Less accumulated depreciation | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 12 | 253 491 895. | 253,553,147. | 287,315,379. |
| | l . | Land, buildings, and equipment basis ► 139,974. | 255/151/0551 | 200,000,22,0 | 1 |
| | /- | Less accumulated depreciation STMT 11 122,909. | 17,805. | 17,065. | 17,065. |
| | 16 | Other assets (describe | 667,237. | 667,237. | 667,237. |
| | | , | 001,231. | 001,231. | 001,237. |
| | 10 | Total assets (to be completed by all filers - see the | 274 141 707 | 272 317 560 | 306,079,792. |
| _ | | instructions. Also, see page 1, item I) | 2/4,141,707. | 2/2,317,300. | 300,013,132. |
| | l | Accounts payable and accrued expenses | | | } |
| | 18 | Grants payable | | | - |
| es | 19 | Deferred revenue | ., | | |
| Liabilities | 20 | Loans from officers, directors, trustees, and other disqualified persons | | ······································ | |
| ia | 21 | Mortgages and other notes payable | | | |
| _ | 22 | Other liabilities (describe | | | , |
| | | | 0. | ^ | |
| | 23_ | | 0. | 0. | ł ' i |
| | | Foundations that follow SFAS 117, check here | | | <u> </u> |
| w | | and complete lines 24 through 26, and lines 30 and 31. | | | |
| ances | | Unrestricted | | | |
| | | Temporarily restricted | | | ł |
| or Fund Ba | 26 | Permanently restricted | | <u> </u> | 1 |
| Ĕ | | Foundations that do not follow SFAS 117, check here | | | |
| Ē | | and complete lines 27 through 31. | 004 141 000 | 202 210 560 | |
| | 27 | Capital stock, trust principal, or current funds | | 272,317,560. | |
| Assets | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | |
| Net | 30 | Total net assets or fund balances | 274,141,707. | 272,317,560. | 1. |
| | | | 054 141 505 | 000 010 560 | · . |
| | 31 | Total liabilities and net assets/fund balances | 2/4,141,/0/. | 272,317,560. | |
| P | art | III Analysis of Changes in Net Assets or Fund Ba | lances | | |
| = | | | | | |
| | | net assets or fund balances at beginning of year - Part II, column (a), line | 30 | ´ . | 274 141 707 |
| | • | st agree with end-of-year figure reported on prior year's return) | 1 | 274,141,707. | |
| | | r amount from Part I, line 27a | 2 2 | -1,920,995. | |
| | | r increases not included in line 2 (itemize) | SEE ST | ATEMENT 10 3 | 97,241. |
| | | lines 1, 2, and 3 | TOTIMITANG | 4 | 272,317,953. |
| | | eases not included in line 2 (itemize) RETURNED CONTR | | | 393. |
| <u>6</u> | rota | net assets or fund balances at end of year (line 4 minus line 5) - Part II, co | olumn (b), line 30 | | 272,317,560. |
| | | | | | Form 990-PF (2017) |

| | HARD & SUSAN SMI | | | OATIO: | N | 2 | 3-709 | 0011 | Page 3 |
|--|---|-------------------|--------------------------------------|---------------------------------|-----------------|---------------|-----------------------------|--------------------------------------|--------------|
| <u> </u> | and Losses for Tax on In | | | (b) How a | acquired | (c) Date a | acquired | (d) Dat | e cold |
| (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 a P - Pur D - Doi | chase nation | (mo., da | ay, yr.) | (mo., da | |
| 1a K-1S | | | | | P | VARIO | OUS | VARIO | OUS |
| b OTHER ENTIY | | | | | P | VARIO | OUS | VARIO | บร |
| c CHESTUT HEDGE I | FUND | | | | P | VARIO | OUS | VARIO | OUS |
| d | | | | | | | | | |
| e | | | | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | st or other basis expense of sale | | | | ain or (loss s (f) minus | | |
| a 12,142,856. | | | 879,73 | 9. | | | 1 | 1,263 | 117. |
| b 43,811. | | | | | | | | 43 | 811. |
| c 776,429. | | | | | | | | 776 | 429. |
| d | | | | | | | | | |
| e | | | | | *** | · | · | | · |
| | g gain in column (h) and owned by | the foundation | on 12/31/69. | | (| I) Gains (C | ol. (h) gair | minus | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | cess of col. (i) col. (j), if any | | | l. (k), but n | not less tha (from col. | n -0-) or | |
| | | <u> </u> | | | | | 1 | 1,263 | 117. |
| <u>a</u> b | 11-11 | <u> </u> | | | | | | | 811. |
| | | | | | | | | | 429. |
| c d | | | | | | | - | | |
| | | | | | | | | | |
| 2 Capital gain net income or (net ca | If gain, also ente | | | } 2 | | | 1 | .2,083 | .357. |
| , , | | | , | , <u>-</u> | 1 | | | _, | , , , , |
| 3 Net short-term capital gain or (los If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8 | | 10 (6): | | } | | | N/A | | |
| Part V Qualification U | nder Section 4940(e) for | Reduced | Tax on Net | Investn | ent Inc | ome | | | |
| (For optional use by domestic private | | | | | | | | | |
| (1 of optional use by definestic private | Touridations subject to the section | 10 10(0) 10 011 | | | | | | | |
| If section 4940(d)(2) applies, leave th | nis part blank. | | | | | | | | |
| Was the foundation liable for the sect If "Yes," the foundation doesn't qualif | | | | iod? | | | | Yes | X No |
| | each column for each year, see the i | | | ntries | | | | | |
| (a) | | istractions but | ore making any cr | | | <u> </u> | | (d) | |
| Base periód years Calendar year (or tax year beginnii | | | Net value of no | | | | Dıstrı (col. (b) dı | (d) bution ratio vided by col. | |
| 2016 | | 6,973. | | | 28,559 | | | | 51898 |
| 2015 | | 7,741. | | | 11,904 | | | | 9408 |
| 2014 | | 5,562. | | | 12,511 | | | | 4761 |
| 2013 | | 6,107. | | | 17,944 | | | | 3520 |
| 2012 | 13,10 | 7,435. | 2 | 33,79 | 97,775 | • | | .05 | <u> 6063</u> |
| O Takel of line 1 column (d) | | | | | | 2 | | . 2" | 75650 |
| 2 Total of line 1, column (d) | E consideration of the detail | on line 2 his E f |) or butho numbe | or of waara | | - | | • • • | 3030 |
| 3 Average distribution ratio for the the foundation has been in existen | | on line 2 by 5.0 | o, or by the number | er ur years | | 3 | | .05 | 55130 |
| 4 Enter the net value of noncharitab | ole-use assets for 2017 from Part X, | line 5 | | | | 4 | 28 | 4,442 | ,577. |
| 5 Multiply line 4 by line 3 | | | | | | 5 | 1 | 5,681 | 319. |
| • | | | | | | | | | |
| 6 Enter 1% of net investment incom | ne (1% of Part I, line 27b) | | | | | 6 | | 142 | 576. |
| 7 Add lines 5 and 6 | | | | | | 7 | 1 | 5,823 | 895. |
| 9 Enter qualifying distributions from | n Dart VII. ling / | | | | | _Ω | 1 | 5.844 | 721. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

| Form 990-PF (2017) RICHARD & SUSAN SMITH FAMILY Part VI Excise Tax Based on Investment Income (Section 49) | FOUNDATION 40(a), 4940(b), 4940(e), or 49 | 23-7090011 48 - see instruc | Page 4 |
|--|--|--------------------------------|--|
| 1a Exempt operating foundations described in section 4940(d)(2), check here | | - - | |
| Date of ruling or determination letter: (attach copy of letter if | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here | | 1 14 | 2,576. |
| of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter | 4% of Part I, line 12, col (b). | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 14 | 2,576. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only | r, others, enter -0-) | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | | 5 14 | 2,576. |
| 6 Credits/Payments* | | | |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017 | 6a 961,498. | | 1 |
| b Exempt foreign organizations - tax withheld at source | 6b 0. | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 0. | ļ, | _ |
| d Backup withholding erroneously withheld | 6d 0. | | |
| 7 Total credits and payments. Add lines 6a through 6d | ļ | 7 96 | 1,498. |
| 8 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is | attached | 8 | 0. |
| 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 | | | 8,922. |
| 11 Enter the amount of line 10 to be: Credited to 2018 estimated tax | 818,922. Refunded ▶ | 11 | 0. |
| Part VII-A Statements Regarding Activities | | | IVIN- |
| 1a During the tax year, did the foundation attempt to influence any national, state, or local le | gislation or did it participate or intervene | | Yes No |
| any political campaign? | | 1a | X ;, |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political pur | | tion 1b | X |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copi | es of any materials published or | Ì | • |
| distributed by the foundation in connection with the activities. | | | - . |
| c Did the foundation file Form 1120-POL for this year? | | 1c | <u> </u> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during | | 1 | |
| (1) On the foundation > \$ (2) On foundation manage | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expe | nditure tax imposed on foundation | | |
| managers. ▶ \$ 0. | - IDC0 | | - <u>x</u> - |
| 2 Has the foundation engaged in any activities that have not previously been reported to the | e ino | 2 | |
| If "Yes," attach a detailed description of the activities. | as instrument articles of incorporation or | 1 . | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governir bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | ig instrument, articles of incorporation, or | 3 | -x'- |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the y | war? | 4a | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | year · | 4b | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the ye | ar? | 5 | X |
| If "Yes," attach the statement required by General Instruction T | ui · | <u> </u> | - - |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied | 1 either | | , |
| By language in the governing instrument, or | | | |
| By state legislation that effectively amends the governing instrument so that no manda | tory directions that conflict with the state | law | |
| remain in the governing instrument? | 2 soliono inac commot min ina state | 6 | <u>x</u> |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," co | molete Part II col (c) and Part XV | 7 | Х |
| P Did the loanidation have at least \$6,000 in addition at any time during the year. It roof, so | , , | | |
| 8a Enter the states to which the foundation reports or with which it is registered. See instru | ctions > | | |
| MA | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to th | e Attorney General (or designate) | ·· | |
| of each state as required by General Instruction G? If "No," attach explanation | - Control (or bookgingto) | 8b | $\frac{1}{x}$ |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of | section 4942(i)(3) or 4942(i)(5) for calen | | 1 |
| year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," or | | 9 | $ \overline{x} $ |
| 10 Did any persons become substantial contributors during the tax year? If *Yes,* attach a sch | | 10 | X |
| | | | 0-PF (2017) |

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Form 990-PF (2017) RICHARD & SUSAN SMITH FAMILY FOUNDATION

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(h)(13)? If Yes, "attach schedule, See instructions 11 Yes," attach statement. See instructions 12 Did the foundation make a distribution to a disory advised fund over which the foundation or a disqualified person had advisory privileges? 12 13 IX 14 The books are in care of IP ATICHARD A. SMITH - TRUSTEE Telephone no. \$857-404-070 (Located at Yes) OME NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA. 2IP-4 \$\infty\$ 2462 15 Section 4947(a)(1) nonexempt charitable trusts filing form 990-PF in lieu of Form 1041 - Check here and elect the amount of 12-x-exempt interest recover or accused unique the year. 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 Set the instructions for exceptions and filting requirements for FinoEN Form 114 If Yes," enter the name of the foreign country. 17 Seat the instructions for exceptions and filting requirements for FinoEN Form 114 If Yes," enter the name of the foreign country. 18 The part VI-IP 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. 19 Dear VI-IP 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. 19 Dear VI-IP 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. 19 Dear VI-IP 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. 19 Dear VI-IP Statements Regarding of the expenses of, a disqualified person? 20 File Form 4720 if any item is checked in the "Yes" column, unless an exception applie | es I | Г | (common) | Щ. |
|---|------------|-----------|--|----|
| section 512(b)(13) If 'Yes', attach schedule. See instructions 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 14 The books are in care of PRICHARD A. SMITH - TRUSTBE Telephone no. \$8.77-4.04-07.01 Located at PONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 15 Section 4947(a)(1) nonexempt charitable trusts filling from 990-Pr in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 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? See the instructions for exceptions and filling requirements for FinCEM Form 114 If 'Yes', enter the name of the foreign country. Part VIII-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 lessing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) 15) If yes is the year service of the property of the pro | <u></u> | \vdash | At any time during the year, did the foundation, directly or indirectly, guin a controlled entity within the meaning of | |
| 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 13 | | 11 | | 11 |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 12 13 X | | | | 17 |
| 13 X Website address | | 12 | | 12 |
| Website address ► N/A 14 The books are in care of ► RICHARD A. SMITH — TRUSTEE Telephone no. ► 857-404-070 (Incated at ≥ NONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 2/P+4 ► 02462 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tex-exempt interest received or accrued during the year 15 At any time during calendary ever 2017t, did the foundation have an inferest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 if "Yes," enter the name of the foreign country ► Part VIII-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). 11 Engage in the sale or exchange, or leasing of property with a disqualified person? 12 Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 13 Furnish goods, services, or facilities to (or accept them from) a disqualified person? 14 Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 15 Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either av | | | , | 17 |
| 14 The books are in care of ▶ RICHARD A. SMITH — TRUSTES Note NeWTON NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 104 104 105 10 | | | | |
| Located at MONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 2IP-4 MONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 2IP-4 MONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 2IP-4 MONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 2IP-4 MONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA 2IP-4 MONE NEWTON, MA 2IP-4 MO | 00 | 4-0 | | 14 |
| 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 All 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? 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. 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) b If any answer is "Ses" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.491(f)-3 or in 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? If "Yes," list the year's listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect val | | | | |
| and enter the amount of tax-exempt interest received or accrued during the year 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 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. 18 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts faul to qualify under the exceptions described in Regulations section 53.4941(g)-3 or in a current notice regarding disaster assistance? See instructions N/A 1b Pries," list the year's to 1a(1)-(6), did 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? 2 Taxes on lailure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942((i)(3) or 4942(i)(5)): a At the end of tax year 2017, did the foundation have a | ▶ [| | | 15 |
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| termination of government service, if terminating within 90 days.) 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 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? 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? If "Yes," list the years \(\) | | 1 1 | (6) Agree to pay money or property to a government official? (Exception. Check "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 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? 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? 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.) C If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3 Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | | |
| section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions 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? 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? If "Yes," list the years \[\sum_{\text{in}} \] 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. The section 53.4941(a)(2) are being applied to any of the years listed in 2a, list the years here. The section 53.4941(a)(2) are being applied to any of the years listed in 2a, list the years here. The section 53.4941(a)(b) and years listed in 2a, list the years here. The section 53.4941(a)(b) and years listed in 2a, list the years here. | | | termination of government service, if terminating within 90 days.) | |
| 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? 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(i)(3) or 4942(i)(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? If "Yes," list the years \[\] | _ | | | |
| 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? 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? If "Yes," list the years ▶ | | 1b | | |
| before the first day of the tax year beginning in 2017? 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(i)(3) or 4942(i)(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? If "Yes," list the years 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.) b If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. D If the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | | |
| 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(i)(3) or 4942(i)(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? If "Yes," list the years 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | _ | | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected | |
| 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? If "Yes," list the years 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | 1c | | |
| 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? If "Yes," list the years ▶ | | | | 2 |
| before 2017? 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. D D I the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | | |
| 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | 、 | | | |
| statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | | | |
| statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | _ | | valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | 2b | 37 / 3 | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | 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 | | 1 | • · · · · · · · · · · · · · · · · · · · | |
| during the year? | | | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | 3 |
| | | | | |
| 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, | - | | 55 / F | |
| Form 4720, to determine if the foundation had excess business holdings in 2017.) N/A 3b | - | | , | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a | + | <u>4a</u> | | 4 |
| 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 Form 990-Pi | DE (c | | | _ |

| Form 990-PF (2017) RICHARD & SUSAN SMITH FAMILY FOUNDATION 23-7090011 | | | | | | |
|--|--|---|--|----------|----------------------------|----------|
| Part VII-B Statements Regarding Activities for Which F | orm 4720 May Be | Required (contin | nued) | | | |
| 5a During the year, did the foundation pay or incur any amount to: (1) Carry on propaganda, or otherwise attempt to influence legislation (section) (2) Influence the outcome of any specific public election (see section 4955); or | | | es X No | - | Yes | , |
| , any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes | ? | Y | es X No es X No | • | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization 4945(d)(4)(A)? See instructions (5) Provide for any purpose other than religious, charitable, scientific, literary, | | | es X No | | : | |
| the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni | | Y | es X No | | | |
| section 53 4945 or in a current notice regarding disaster assistance? See instru Organizations relying on a current notice regarding disaster assistance, check h | uctions | | N/A ►□ | 5b | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d). | | | es 🔲 No | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal perso | | Y | es X No | 6b | | X |
| If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax s b If "Yes," did the foundation receive any proceeds or have any net income attribu | | | es X No N/A | 7b | | , |
| Part VIII Information About Officers, Directors, Truster Paid Employees, and Contractors | | lanagers, Highly | | <u></u> | | ا |
| 1 List all officers, directors, trustees, and foundation managers and the | neir compensation. | | | | | 4 |
| (a) Name and address | (b) Title, and average hours per week devote to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | ad | e) Exp count, allowa | , other |
| SEE STATEMENT 14 | | 553,346. | 89,584. | | | 0. |
| | | | | | |). (|
| | | | | | | |
| 2 Compensation of five highest-paid employees (other than those inc | | | (d) Contributions to employee benefit plans | T- | e) Exp | ence |
| (a) Name and address of each employee paid more than \$50,000 (b) Title, and average hours per week devoted to position (c) Compensation | | | | 40 | count, allowa | , other |
| EXECUTIVE ASSISTANT, NEWTON, MA 02462 40.00 46,578. 21,843. | | | | | | 0. |
| EXECUTIVE ASSISTANT, NEWTON, MA 02462 | EXECUTIVE AS | 37,027. | 1,964. | <u> </u> | | 0. |
| DAVID RUBINSTEIN - OFFICE & GRANTS ADMINISTRATOR, NEWTON, MA 02462 | EXECUTIVE AS | 16,290. | 6,861. | \vdash | | 0. |
| Tabel number of other ampleyees paid over \$50,000 | | | | | | 0 |
| Total number of other employees paid over \$50,000 | | | | | | <u> </u> |

Form **990-PF** (2017)

| FORM 990-PF (2017) RICHARD & SUSAN SMITH FAMILIT FOUN | | UII Page / |
|--|---------------------------------------|------------------|
| Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued) | | |
| 3 Five highest-paid independent contractors for professional services. If none, enter " | NONE." | |
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| CAMBRIDGE ASSOCIATES LLC | | |
| 100 SUMMER STREET, BOSTON, MA 02110 | INVESTMENT ADVISOR | 476,312. |
| GOULSTON & STORRS | INVESTMENT AND LEGAL | |
| 400 ATLANTIC AVENUE, BOSTON, MA 02116 | ADVISOR | 307,971. |
| HEALTH, POLICY, AND RESEARCH CONSULTING | | |
| 95 BERKELEY STREET, BOSTON, MA 02116 | INVESTMENT ADVISOR | 219,755. |
| DELOITTE TAX LLP | | |
| 200 BERKELEY STREET, BOSTON, MA 02116 | ACCOUNTING | 92,980. |
| | <u> </u> | |
| | <u> </u> | 0 |
| Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities | | |
| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produc | cal information such as the ced, etc. | Expenses |
| 1 NOT APPLICABLE | | |
| | | |
| | | 0. |
| 2 | | |
| | | |
| | | |
| 3 | | |
| | | |
| | | |
| 4 | | |
| | | |
| Part IX-B Summary of Program-Related Investments | | |
| Describe the two largest program-related investments made by the foundation during the tax year on lin | nes 1 and 2. | Amount |
| 1 NOT APPLICABLE | | |
| | | |
| | | 0. |
| 2 | | |
| | | |
| All other and soluted in solute of the control of t | | |
| All other program-related investments. See instructions. | | |
| <u> </u> | | |
| | | |
| | | |
| | | |
| | | |
| Total. Add lines 1 through 3 | | 0. |

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Page 8

| P | art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four | dations | s, see instructions) |
|----|--|------------|-----------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| · | Average monthly fair market value of securities | 1a | 277,696,477. |
| ь | Average of monthly cash balances | 16 | 11,077,713. |
| | Fair market value of all other assets | 10 | |
| đ | | 10 | 288,774,190. |
| - | Reduction claimed for blockage or other factors reported on lines 1a and | -:- | |
| ٠ | 1c (attach detailed explanation) 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 288,774,190. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 4,331,613. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 284,442,577. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 14,222,129. |
| _ | art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an | | |
| L. | foreign organizations, check here and do not complete this part.) | u cortan | |
| 1 | Minimum investment return from Part X, line 6 | 1 | 14,222,129. |
| 2a | 1 1 140 596 | | |
| b | Income tax for 2017. (This does not include the tax from Part VI.) | | |
| c | Add lines 2a and 2b | 2c | 142,576. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 14,079,553. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 393. |
| 5 | Add lines 3 and 4 | 5 | 14,079,946. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 14,079,946. |
| | | <u></u> | |
| L | art XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| а | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | 1a | 15,844,721. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 15,844,721. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment | | |
| | income. Enter 1% of Part I, line 27b | 5 | 142,576. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 15,702,145. |
| | Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q | ualifies f | or the section |
| | 4940(e) reduction of tax in those years | | |

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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 | | | | 14,079,946. |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2017: | | <u>0.</u> | | |
| a From 2012 1,815,806. | | | | |
| b From 2013 1,427,957. | | | | |
| c From 2014 2,053,340. | | | | |
| d From 2015 3,345,493. | | | | |
| e From 2016 940,415. | | | | |
| f Total of lines 3a through e | 9,583,011. | | | |
| 4 Qualifying distributions for 2017 from | | | | |
| Part XII, line 4: ► \$ 15,844,721. | | | | |
| a Applied to 2016, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior | | | | - |
| years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus | | | | |
| (Election required - see instructions) | 0. | | | |
| d Applied to 2017 distributable amount | | | | 14,079,946. |
| e Remaining amount distributed out of corpus | 1,764,775. | | | |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below | | , | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 11,347,786. | | | |
| b Prior years' undistributed income. Subtract | | | | |
| line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable | | | | |
| amount - see instructions | | 0. | | |
| e Undistributed income for 2016. Subtract line | | | | |
| 4a from line 2a. Taxable amount - see instr. | | · | 0. | |
| f Undistributed income for 2017. Subtract | | | | |
| lines 4d and 5 from line 1. This amount must | | | | |
| be distributed in 2018 | | | | 0. |
| 7 Amounts treated as distributions out of | | | | |
| corpus to satisfy requirements imposed by | | | | |
| section 170(b)(1)(F) or 4942(g)(3) (Election | _ [| | | |
| may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2012 | , , , , , , , , | | | |
| not applied on line 5 or line 7 | 1,815,806. | | | |
| 9 Excess distributions carryover to 2018. | 0 534 000 | | | |
| Subtract lines 7 and 8 from line 6a | 9,531,980. | | | |
| 0 Analysis of line 9: | | | | |
| a Excess from 2013 1,427,957. | | Ì | | |
| b Excess from 2014 2,053,340. | | | | |
| c Excess from 2015 3,345,493. | | | | |
| d Excess from 2016 e Excess from 2017 e Excess from 2017 1,764,775. | | | | |
| e Excess from 2017 1,764,775. | | | | Form 000-DE (0047) |

| | & SUSAN SM | | | | 90011 Page 10 |
|---|------------------------------|---|---------------------------|----------------------------|---------------------------------------|
| Part XIV Private Operating F | | | -A, question 9) | N/A | |
| 1 a If the foundation has received a ruling of | | | | | |
| foundation, and the ruling is effective fo | | | ▶ └ | 7 | / |
| b Check box to indicate whether the foun- | | ig foundation described i | | 4942(j)(3) or 4 | <u>(942(j)(5)</u> |
| 2 a Enter the lesser of the adjusted net | Tax year | 41.0040 | Prior 3 years | 1 (4) 004 | (.) 7.4.1 |
| income from Part I or the minimum | (a) 2017 | (b) 2016 | (c) 2015 | (d) 2014 | (e) Total |
| investment return from Part X for | | | | | 1 |
| each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, | | | | | |
| line 4 for each year listed | | | | <u>/</u> | |
| 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 | | ļ | / | | |
| 3 Complete 3a, b, or c for the | | | | | · · · · · · · · · · · · · · · · · · · |
| alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | / | 1 | | |
| (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 | | / | | | - \ite |
| shown in Part X, line 6 for each year | | | | | |
| listed | | | | ļ | |
| 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 | | | | İ | |
| organizations as provided in section 4942(j)(3)(B)(iii) | | | | | - |
| (3) Largest amount of support from | | | | | , |
| ,,, | | İ | | | |
| an exempt organization (4) Gross investment income | | | | | |
| Part XV Supplementary Info | rmation (Comple | te this part only i | f the foundation | had \$5,000 or mo | ore in assets |
| at any time during t | | | | 40,000 01 1110 | |
| | | | | | |
| 1 Information Regarding Foundation | | than 00/ of the total cont | ributions resoured by the | foundation hefore the ele | co of any tay |
| a List any managers of the foundation will year (but only if they have contributed) | more than \$5,000\ (See s | man 2% of the total com ection 507(d)(2).) | ibulions received by the | Houndation before the cio | SE OF ANY LAX |
| | | 00.00.00.(0)(2).) | | | |
| NONE | | | | | |
| b List any managers of the foundation who other entity) of which the foundation had | 10 OWN 10% OF MORE OF IN | e stock of a corporation (et | or an equally large port | on of the ownership of a p | iarthership of |
| | 15 a 10 /0 or groater mere | J. | | | |
| NONE | | | | | |
| 2 Information Regarding Contribut | | | | | |
| Check here if the foundation | | | | | uests for funds. If |
| the foundation makes gifts, grants, etc. | , to individuals or organiza | ations under other condit | ions, complete items 2a | , b, c, and d. | |
| a The name, address, and telephone num | nber or email address of th | e person to whom applic | ations should be addres | sed: | |
| <u>, </u> | | | | | |
| SEE STATEMENT 15 | ··· | | | | |
| b The form in which applications should | be submitted and informa | tion and materials they sl | nould include. | | |
| c Any submission deadlines | | | | | |
| - Any Salaminosian addamics | | | | | <u> </u> |
| d Any restrictions or limitations on award | ds, such as by geographic | al areas, charitable fields, | kinds of institutions, or | other factors. | |
| | | | | | |

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RICHARD & SUSAN SMITH FAMILY FOUNDATION

| Part AV Supplementary information | (continued) | | | |
|--|--|---------------------------------------|---------------------------------------|-------------|
| 3 Grants and Contributions Paid During the Y | ear or Approved for Future F | Payment | | |
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | or substantial contributor | recipient | | |
| a Paid during the year | | | | |
| | | | | |
| | | | | |
| | | | | |
| SEE ATTACHED STATEMENT | NONE | | | |
| | | | | 13,877,166. |
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| | | | | |
| Total | <u> </u> | · · · · · · · · · · · · · · · · · · · | ▶ 3a | 13,877,166. |
| b Approved for future payment | | | | |
| | | | | |
| | | | | |
| NONE | | 1 | | |
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| | | <u> </u> | <u> </u> | 0. |
| Total | | | ▶ 3b | ı ". |

Part XVI-A Analysis of Income-Producing Activities

| <u> </u> | | | | | |
|---|--|-------------------------|-----------------------|---------------------------------------|---------------------------------------|
| Enter gross amounts unless otherwise indicated. | Unrelated b | usiness income | | led by section 512, 513, or 514 | (e) |
| | (a) Business | (b) | (C) Exclu- sion | (d) | Related or exempt |
| 1 Program service revenue: | code | Amount | code | Amount | function income |
| a | _ | | | | |
| b | _ | | <u> </u> | , <u> </u> | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | <u></u> |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash | | | 1 1 | | |
| Investments | 900000 | 17.468. | 14 | 2,383,562. | |
| 4 Dividends and interest from securities | 900000 | 17,092. | | 2,248,811. | |
| 5 Net rental income or (loss) from real estate: | 30000 | 11,0020 | | 2,220,0220 | |
| | | | ╁──╁ | | |
| | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal | | | | | |
| property | 000000 | 064 250 | 1 1 | 1 525 240 | |
| 7 Other investment income | 900000 | -864,358. | 14 | 1,535,249. | |
| 8 Gain or (loss) from sales of assets other | | 070 730 | 1 | 10 062 006 | |
| than inventory | 900000 | <u>879,739.</u> | 18 | 12,963,096. | |
| 9 Net income or (loss) from special events | <u> </u> | | \longmapsto | | |
| 10 Gross profit or (loss) from sales of inventory | | <u> </u> | | | |
| 11 Other revenue: | [| | 1 1 | | |
| a SECTION 965(A) INCOME | - | | | | |
| b INCLUSION | _ | | | | 85,269. |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 49,941. | | 19,130,718. | 85,269. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 19,265,928. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | · |
| Part XVI-B Relationship of Activities | to the Accom | nlichment of Eve | amnt | Durnosas | |
| rart AVI-D Relationship of Activities | to the Accomp | plishinent of Exc | smpt | rurposes | |
| Line No. Explain below how each activity for which inc | ome is reported in c | olumn (e) of Part XVI-A | contribi | uted importantly to the accom | plishment of |
| the foundation's exempt purposes (other than | | | | , , | • |
| NOT APPLICABLE | | | | | |
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| Part XVII | Information Regarding | Transfers to and Transactions and Relationships With | Noncharitable |
|-----------|-----------------------|--|---------------|
| | Exempt Organizations | | |

| - | Did the er | annication diseastly as indis | roothy angage in any o | f the fellowin | a with any | ther ergenization | an decembed in con- | tion 501/o) | | Yes | No |
|-----|--------------|-------------------------------------|---------------------------|---|-----------------|---------------------------------------|--|----------------------------|--------------------------------|-------------|----------------|
| | | ganization directly or indir | | | | - | on described in Seci | 11011 30 1(6) | | | |
| | • | n section 501(c)(3) organi | • | | | - | | ı | ļ | | i |
| а | | from the reporting founda | ition to a noncharitao | ie exempt org | janization o | ı. | | | 10(1) | | X |
| | (1) Cash | | | | | | | | 1a(1) | | X |
| | (2) Other | | | | | | | | 1a(2) | \vdash | <u>~</u> |
| | Other tran | | | | | | | | 1 | | _ _ |
| | • • | of assets to a noncharitat | | | | | | | 1b(1) | | <u>X</u> |
| | • • | nases of assets from a non | • | ganization | | | | | 1b(2) | | <u>X</u> |
| | | al of facilities, equipment, o | or other assets | | | | | | 1b(3) | | X |
| | ` ' | bursement arrangements | | | | | | | 1b(4) | | <u>X</u> |
| | (5) Loans | s or loan guarantees | | | | | | | 1b(5) | | <u>X</u> |
| | (6) Perfo | rmance of services or mer | mbership or fundraisi | ng solicitatio | ns | | | | 1b(6) | | X |
| C | Sharing of | f facilities, equipment, mai | ılıng lısts, other asset | s, or paid em | ployees | | | | 1c | | X |
| d | If the ansv | wer to any of the above is ' | "Yes," complete the fo | llowing sche | dule. Colum | nn (b) should al | ways show the fair | market value of the ç | goods, other ass | ets, | |
| | or service | s given by the reporting fo | oundation. If the found | dation receive | ed less than | fair market valu | ie in any transaction | n or sharing arranger | ment, show in | | |
| | column (d | I) the value of the goods, o | other assets, or service | es received. | | | | | | | |
| a)L | ne no | (b) Amount involved | (c) Name of | noncharitable | exempt or | ganization | (d) Description | n of transfers, transactio | ns, and sharing arr | angemen | ts |
| | | | | N/A | | | | | | | |
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| | | ndation directly or indirect | • | | or more ta | x-exempt organi | zations described | | | | _ |
| | ın section | 501(c) (other than section | n 501(c)(3)) or ın sec | tion 527? | | | | | Yes | LX. | No |
| b | If "Yes," co | implete the following sche | | | | | , | | | | |
| | | (a) Name of org | anization | | (b) Type | of organization | | (c) Description of re | elationship | | |
| | | N/A | | | | | 1 | | | | |
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| | | penalties of perjury, I declare the | | | | | | | May the IRS o | liscuss t | nis |
| Sig | n and be | alief, it is true, correct, and com | plete Declaration of prep | arer (other than | taxpayer) is b | ased on all informa | ition of which preparer b | nas any knowledge | return with the shown below | e prepare | 7 |
| He | re | · 12-79 | | | 3 | 111/19 | TRUST | (EE | X Yes | | Νο |
| | Sigr | nature of officer or trustee | | | Date | // | Title | | | | , |
| | 1 | Print/Type preparer's na | ıme T | Preparer's si | | | Date . | Check If | PTIN | | |
| | | 7,52,53,53,53,53 | - | | | | 12/10 | self- employed | | | |
| Pa | id | DIANA COHE | _N | an | _ | | 139111 | , , | P00188 | 391 | |
| | parer | Firm's name ▶ DEL | | T.T.P | | | <u>. </u> | Firm's EIN ► 8 | | | |
| | e Only | LILLIA DE DE DE DE | OTITE INV | THE | | | | LIIII S EIN P O | 0 10057 | , 4 | |
| | - - , | Firm's address ▶ 20 | ייי זיייטעסיים ח | Z GWD E | Pm | | | + | | | |
| | | | | | e T | | | Dha 61 | 7_127 1 | ΛΛΛ | |
| | ., | I RO | STON, MA | 17TT2 | | | | Phone no 61 | 7-437-2 | | 100.47 |
| | | | | | | | | | Form 99 0 | ノーアト | (2017) |

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization **Employer identification number** 23-7090011 RICHARD & SUSAN SMITH FAMILY FOUNDATION Organization type (check one) Filers of: Section: 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions **General Rule** X For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions **Special Rules** For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to

certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

Employer identification number

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

| Part I | Contributors (see instructions) Use duplicate copies of Part I if additional | space is needed | |
|------------|--|----------------------------|--|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 1 | ADR CHARITABLE FOUNDATION 400 ATLANTIC AVE BOSTON, MA 02110 | \$ 61,538. | Person X Payroll |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash Complete Part II for noncash contributions) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash Complete Part II for noncash contributions) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash (Complete Part II for noncash contributions) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash Occash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash (Complete Part II for noncash contributions) |

Name of organization

Employer identification number

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

| Part II | Noncash Property (see instructions) Use duplicate copies of Part II if an | dditional space is needed | |
|------------------------------|---|---|----------------------|
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
| —— | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions.) | (d) Date received |
| | | \$ | |

| Name of org | ganization | | ., . | Employer identification number |
|-----------------|---|---|---------------------------------------|---------------------------------------|
| ртсил | RD & SUSAN SMITH FAMILY | F∩INDATTON | _ | 23-7090011 |
| Part III | Exclusively religious, charitable, etc., contrib | outions to organizations described | in section 501(c)(7), (8), or | (10) that total more than \$1,000 for |
| - | the year from any one contributor Complete co completing Part III, enter the total of exclusively religious, | charitable, etc., contributions of \$1,000 or | less for the year (Enterthis info one | ns (e) > \$ |
| (a) No. | Use duplicate copies of Part III if additional | space is needed | | ··· |
| from Part I | (b) Purpose of gift | (c) Use of gift | (d) Des | cription of how gift is held |
| | | | | |
| | | | | |
| | | | | , |
| - | | (e) Transfer of gi | ft | |
| | | | | |
| | Transferee's name, address, and | d ZIP + 4 | Relationship of tra | nsferor to transferee |
| | | | | |
| | | | | |
| (a) No. | | | | |
| from Part I | (b) Purpose of gift | (c) Use of gift | (d) Des | cription of how gift is held |
| | | | | |
| | | | | |
| | | | | |
| | | (e) Transfer of gi | ft | |
| | Transferee's name, address, and | 1 7ID ± 1 | Pelationship of tra | nsferor to transferee |
| • | transferee 3 name, aggress, and | 12II T 7 | Treationsinp or au | mater of to Bullateree |
| | | | | |
| | | | | |
| (a) No. from | (h) Dumana of sift | (a) Hea of wift | (d) Dog | cription of how gift is held |
| Part I | (b) Purpose of gift | (c) Use of gift | (d) Desi | Emption of now gift is neig |
| | | | | |
| | | | | |
| | | | | |
| | | (e) Transfer of gi | ft | |
| | Transferee's name, address, and | 1 ZIP + 4 | Relationship of tra | nsferor to transferee |
| | | | · ·· | |
| | | | <u> </u> | |
| | | | - | |
| (a) No. from | (b) Purpose of gift | (c) Use of gift | (d) Des | cription of how gift is held |
| Part I | ., . | | | |
| | | | | |
| | | | | |
| ŀ | | (e) Transfer of gr | l | |
| | | (e) Hansier of gr | •• | |
| | Transferee's name, address, and | 1 ZIP + 4 | Relationship of tra | nsferor to transferee |
| | | | | |
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| FORM 99 | 0-PF G | AIN OR (LOSS) F | FROM SALE | OF A | SSETS | | STA | TEMENT | 1 |
|----------|-------------------------|------------------------|-----------------|------|-------------------|------|------------|--------|------|
| DESCRIP | (A) TION OF PROPERTY | | | | IANNER CQUIRED | | TE | DATE | SOLD |
| K-1S | - | | | PUR | CHASED | VARI | ous | VARI | ous |
| | (B) | (C) | (D) | 0.17 | (E) | • | | (F) | |
| | GROSS SALES PRICE | COST OR OTHER BASIS | EXPENSE SALE | OF | DEPRE | c. | GAIN | OR LO | SS |
| | 12,142,856. | 0. | | 0. | | 0. | 1 | 2,142, | 856. |
| DESCRIP | (A) TION OF PROPERTY | | | | IANNER QUIRED | | TE IRED | DATE | SOLD |
| OTHER E | NTIY | | | PUR | CHASED | VARI | ous | VARI | ous |
| | (B) | (C) | (D) | 0.17 | (E) | | | (F) | |
| | GROSS SALES PRICE | COST OR OTHER BASIS | EXPENSE SALE | OF. | DEPRE | c. | GAIN | OR LO | SS |
| | 43,811. | 0. | | 0. | | 0. | | 43; | 811. |
| DESCRIP | (A) TION OF PROPERTY | | | | IANNER QUIRED | | TE IRED | DATE | SOLD |
| CHESTUT | HEDGE FUND | _ | | PUR | CHASED | VARI | ous | VARI | ous |
| | (B) GROSS | (C) COST OR | (D) EXPENSE | OF | (E) | | | (F) | |
| | SALES PRICE | OTHER BASIS | SALE | | DEPRE | C. | GAIN | OR LO | SS |
| | 776,429. | 0. | / | 0 : | | 0. | | 776, | 429. |
| | | | | | | | | | |
| CAPITAL | GAINS DIVIDENDS | FROM PART IV | | | | | | | 0. |
| ጥ⊖ጥል፣. ጥ | O FORM 990-PF, P | ART I. LINE 6A | | | | | 1 | 2,963, | 096. |

| FORM 990-PF | INTEREST | ON | SAVINGS | AND TE | MPORARY | CASH | INVESTMENTS | STATEMENT 2 |
|------------------------------|-----------|-----|---------|--------|---------------------|------|-----------------------------|-------------------------------|
| SOURCE | | | | REV | A) ENUE BOOKS | NET | (B) INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
| CHESTNUT HED TOTAL INTERE | | -1s | _ | | 24,005. 59,557. | | 24,005. 2,342,089. | |
| TOTAL TO PAR | T I, LINE | 3 | _ | 2,3 | 83,562. | | 2,366,094. | |

| FORM 990-PF | DIVIDENDS | AND INTEREST | FROM SECUR | ITIES S' | ratement 3 |
|---|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
| CHESTNUT HEDGE FUND | 54,723. | 0. | 54,723. | 54,723. | |
| TOTAL DIVIDENDS FROM K-1S TOTAL DIVIDENDS | 1,907,193. | 0. | 1,907,193. | 1,890,101. | |
| FROM OTHER ENTITIES | 286,895. | 0. | 286,895. | 286,895. | |
| TO PART I, LINE 4 | 2,248,811. | 0. | 2,248,811. | 2,231,719. | |

| FORM 990-PF OTHER | RINCOME | 1 | STATEMENT 4 |
|--|-----------------------------------|-----------------------------------|-------------------------------|
| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
| CHESTNUT HEDGE FUND OTHER INCOME FROM K-1S SECTION 965(A) INCOME INCLUSION | -81,089. 1,616,338. 85,269. | 2,480,696. | • |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,620,518. | 2,484,876 | |

| FORM 990-PF | LEGAL | FEES | STATEMENT 5 | | |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| LEGAL FEES | 15,037. | 0. | | 15,037. | |
| TO FM 990-PF, PG 1, LN 16A | 15,037. | 0. | | 15,037. | |

| FORM 990-PF | ACCOUNTI | NG FEES | S | STATEMENT 6 | | |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|--|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | | |
| DELOITTE TAX " | 92,980. | 0. | | 92,980. | | |
| TO FORM 990-PF, PG 1, LN 16B | 92,980. | 0. | | 92,980. | | |

| FORM 990-PF C | THER PROFES | SIONAL FEES | STATEMENT 7 | | |
|--|------------------------------------|-----------------------------------|-------------------------------|-------------------------------|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| CHESTNUT HEDGE FUND FROM K-1S OTHER ENTITY | 135,903. 4,142,675. 784,284. | 3,863,083. | | 0. 0. 12,440. | |
| TO FORM 990-PF, PG 1, LN 16C | 5,062,862. | 4,770,830. | | 12,440. | |

| FORM 990-PF | TAX | TATEMENT 8 | | |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| TAXES PAID | 303,137. | 137,637. | | 500. |
| TO FORM 990-PF, PG 1, LN 18 | 303,137. | 137,637. | | 500. |

| FORM 990-PF | OTHER E | XPENSES | S | STATEMENT 9 | | | |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|--|--|--|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | | | |
| SUBSCRIPTION, DUES, AND | | | 1 | | | | |
| MEMBERSHIP | 41,710. | 0. | | 41,710. | | | |
| INSURANCE | 28,520. | 0. | • | 28,520. | | | |
| OFFICE EXPENSES | 138,281. | 0. | | 138,281. | | | |
| PAYROLL TAXES | 291,077. | 0. | | 291,077. | | | |
| POSTAGE AND DELIVERY | 4,726. | 0. | | 4,726. | | | |
| MEALS & ENTERTAINMENT | 10,487. | 0. | | 10,487. | | | |
| OTHER EXPENSES | 28,694. | 0. | | 28,694. | | | |
| PROFESSIONAL DEVELOPMENT | 10,057. | 0. | | 10,057. | | | |
| CONSULTING FEES | 292,400. | 0. | | 292,400. | | | |
| BANK FEES | 439. | 0. | | 439. | | | |
| EVENTS | 36,125. | 0. | | 36,125. | | | |
| TO FORM 990-PF, PG 1, LN 23 | 882,516. | 0. | | 882,516. | | | |

| FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 10 |
|--|--------------------|
| DESCRIPTION | AMOUNT |
| MA TAX REFUND ADJUSTMENT TO CORRECT PRIOR BOOK BALANCES | 24,000. 73,241. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 97,241. |

| FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT | | | | | | | | | | | |
|--|---|--------------------------|-------------------------------|----------------------|--|--|--|--|--|--|--|
| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE | FAIR MARKET VALUE | | | | | | | |
| LEASEHOLD IMPROVE PHONE EQUIPMENT FUNITURE & FIXTURE LEASEHOLD IMPROVE | 19,445. 9,939. 101,209. 9,381. | 9,939. 101,209. | 11,419. 0. 0. 5,646. | 0. | | | | | | | |
| TO 990-PF, PART II, LN 14 | 139,974. | 122,909. | 17,065. | 17,065. | | | | | | | |

| FORM 990-PF OTHER | R INVESTMENTS | | STATEMENT 12 |
|-------------------------------------|---------------------|--------------|----------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| K-1S | COST | 206,242,687. | 240,612,051. |
| OTHER ENTITY | COST | 14,309,240. | 18,880,969. |
| OFFSHORE | COST | 23,420,360. | 22,112,636. |
| CHESTNUT HEDGE FUND | COST | 9,580,860. | 5,709,723. |
| TOTAL TO FORM 990-PF, PART II, LINE | 13 | 253,553,147. | 287,315,379. |

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

NEWTON, MA 02462

NEWTON, MA 02462

ONE NEWTON EXECUTIVE PARK, STE 104 1.00

ANDREW KNEZ

)

| FORM 990-PF PAR | | | OF OFFICERS, DEFOUNDATION MANA | | CTORS STATEMEN S | | | | |
|---|-------|---------|--------------------------------|--------|---------------------|--------------------|--|--|--|
| NAME AND ADDRESS | | | TITLE AND AVRG HRS/WK | SATION | CONTRIB | EXPENSE ACCOUNT | | | |
| RICHARD A. SMITH ONE NEWTON EXECUTIVE NEWTON, MA 02462 | | STE 104 | CHAIR 1.00 | | 0. | | | | |
| AMY S. BERYLSON ONE NEWTON EXECUTIVE NEWTON, MA 02462 | | | CHAIR 1.00 | 0. | 0. | 0. | | | |
| JOHN G. BERYLSON ONE NEWTON EXECUTIVE NEWTON, MA 02462 | PARK, | STE 104 | TRUSTEE 1:00 | 0. | 0. | | | | |
| DEBRA S. KNEZ ONE NEWTON EXECUTIVE NEWTON, MA 02462 | PARK, | STE 104 | CHAIR 1.00 | 0. | 0. | 0. | | | |
| ROBERT A. SMITH ONE NEWTON EXECUTIVE NEWTON, MA 02462 | PARK, | STE 104 | CHAIR 1.00 | 0. | 0. | 0. | | | |
| DANA A. WEISS SMITH ONE NEWTON EXECUTIVE NEWTON, MA 02462 | | | | 0. | 0. | 0. | | | |
| JENNIFER BLOCK ONE NEWTON EXECUTIVE NEWTON, MA 02462 | PARK, | STE 104 | TRUSTEE 1.00 | 0. | 0. | 0. | | | |
| JONATHAN BLOCK ONE NEWTON EXECUTIVE NEWTON, MA 02462 | PARK, | STE 104 | TRUSTEE 1.00 | 0. | 0. | 0. | | | |
| JESSICA KNEZ ONE NEWTON EXECUTIVE | PARK, | STE 104 | TRUSTEE 1.00 | 0. | 0. | 0. | | | |

TRUSTEE

0. 0. 0.

| RICHARD & SUSAN SMITH FAMILY FOUNDATION | 23- | 7090011 |
|--|---------|---------|
| RICHARD & SUSAN SMITH FAMILY FOUNDATION LYNNE DOBLIN ONE NEWTON EXECUTIVE PARK, STE 104 40.00 230,801. NEWTON, MA 02462 | 29,249. | 0. |
| MARJORIE RINGROSE SENIOR PROGRAM OFFICER ONE NEWTON EXECUTIVE PARK, STE 104 40.00 91,370. NEWTON, MA 02462 | 2,805. | 0. |
| SHANNA SHULMAN SENIOR PROGRAM OFFICER ONE NEWTON, MA 02462 SENIOR PROGRAM OFFICER 40.00 145,821. | 29,207. | 0. |
| AMY HAMPE PROGRAM OFFICER ONE NEWTON EXECUTIVE PARK, STE 104 40.00 85,354. NEWTON, MA 02462 | 28,323. | 0. |
| JAMES BERYLSON TRUSTEE ONE NEWTON EXECUTIVE PARK, STE 104 1.00 0. NEWTON, MA 02462 | 0. | 0. |
| ELIZABETH BERYLSON TRUSTEE ONE NEWTON EXECUTIVE PARK, STE 104 1.00 0. NEWTON, MA 02462 | 0. | 0. |
| ROBERT KATZ TRUSTEE ONE NEWTON EXECUTIVE PARK, STE 104 1.00 0. NEWTON, MA 02462 | 0. | 0. |
| MADELEINE SMITH TRUSTEE ONE NEWTON EXECUTIVE PARK, STE 104 1.00 0. NEWTON, MA 02462 | 0. | 0. |
| RYAN SMITH TRUSTEE ONE NEWTON EXECUTIVE PARK, STE 104 1.00 0. NEWTON, MA 02462 | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII 553,346. | 89,584. | 0. |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

(

RICHARD A. SMITH TRUSTEE, ONE NEWTON EXECUTIVE PARK # 104, NEWTON, MA 02462

TELEPHONE NUMBER

857-404-0700

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING REQUEST, INCLUDING AMOUNT AND USAGE

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

2017 DEPRECIATION AND AMORTIZATION REPORT

| ſ | on | ا ف | 39. | . 6 | 35. | . 6 | | 4 | 100 | | ľ | 7F(C) | - ig | | | one |
|---------|--|-------------------|----------|----------------|-------------------|-----------------|-------|---|-----|----------|-------|-------|------|-------|------|---|
| | . Ending Accumulated Depreciation | 8,026 | (, 9, 93 | 101,209 | 2.0 | 122,909 | | | | | - | | | , , l | | tion, GO Z |
| | Current Year Deduction | 499(| 0.7 | .0 | 241 | 740. | , t | | | | | | | - | | ization Deduc |
| | Current Sec 179 Expense | | | 3 | | | | | | | | | | , | | nercial Revitali |
| · [| Beginning Accumulated Depreciation | 7,527. | 686.6 | 101,209. | 3,494 | , 122,169. | | | | | | | | • | | ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone |
| | Basis For Depreciation | 19,445. | 9.939 | 101,209. | 9 381 | 139,974. | - | | | | | | | | | ITC, Salvage, |
| . , | Reduction In Basis | | | | | , | | , | | , | | | | , | | |
| 6. | Section 179 Expense | | | , | | , | | | | | - | | | , | | |
| 990-PF | Bus % Excl | , | | , | | , | | | | | | | | | | pesoc |
| - | Unadjusted Cost Or Basis | 19,445. | 9, 939 | 101,209. | 9.381% | 139,974. | | 9 | | | | | | | | (D) - Asset disposed |
| | So ON | | 7.7 | | 1025 | | | | | | | 0.00 | | į | 2.8% |]; |
| | 00c> | O MR | K A O | | | | lin e | | | | | | | | | |
| | . Life | 39.00 | 5:0 | 7.0 | 39.0 | | | | | | , | | | 1 | | |
| | Method | SL | 200DB | SL | SĽ. | | | | | | | | - | | | |
| - | Datê . Acquired | 04/05/02 | 03/15/02 | 11/01/02 | 11/01/02 | | | | | | , 222 | | | | | |
| 1 | . uo | ш | | | | G 1 DEPR | | | | B | | | - | , | | e |
| PAGE 1 | , Description | LEASEHOLD IMPROVE | PHONE | TURE & FIXTURE | LEASEHOLD IMPROVE | TOȚAL 990-PF PG | | | | | | | | | | , |
| 990-PF | , | LEASI | PHONE | FUNITURE | LEASI | * To | | | | | | | | | | 01-17 |
| FORM 99 | Asset | 7 | 2 | 3 | 7 | | | | | | | | | • | | 728111 04-01-17 |