



990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2017

Open to Public Inspection

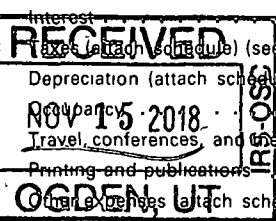
For calendar year 2017 or tax year beginning 09/01, 2017, and ending 08/31, 2018

Form header section containing: Name of foundation (PHYLLIS W SMITH PVT FDN), Employer identification number (59-7258080), Telephone number (888-866-3275), City (PROVIDENCE, RI 02901-1802), and various checkboxes for organization type and accounting method.

ENVELOPE POSTMARK DATE NOV 14 2018

Main table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-30).

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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			
	2	Savings and temporary cash investments	38,542.	36,303.	36,303.
	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)			
	b	Investments - corporate stock (attach schedule) . STMT 5.	4,746,653.	5,509,538.	5,920,791.
	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) STMT 7.	472,682.			
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)	5,257,877.	5,545,841.	5,957,094.	
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 <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	5,257,877.	5,545,841.	
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)	5,257,877.	5,545,841.		
31	Total liabilities and net assets/fund balances (see instructions)	5,257,877.	5,545,841.		

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	5,257,877.
2	Enter amount from Part I, line 27a	2	261,085.
3	Other increases not included in line 2 (itemize) ▶ INCOME ADJUSTMENT	3	37,769.
4	Add lines 1, 2, and 3	4	5,556,731.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	10,890.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,545,841.

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 OTHER GAINS AND LOSSES						
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 2,644,136.		2,430,739.	213,397.			
b 916,233.		658,961.	257,272.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			213,397.			
b			257,272.			
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	470,669.		
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	{ 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	246,992.	5,443,735.	0.045372	
2015	254,673.	5,197,968.	0.048995	
2014	279,858.	5,521,426.	0.050686	
2013	453,078.	5,480,681.	0.082668	
2012	256,497.	5,353,100.	0.047916	
2 Total of line 1, column (d)			2	0.275637
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	0.055127
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4	5,897,097.
5 Multiply line 4 by line 3.			5	325,089.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6	5,426.
7 Add lines 5 and 6.			7	330,515.
8 Enter qualifying distributions from Part XII, line 4 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			8	283,181.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,852.
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	10,852.
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	10,852.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,169.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,169.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	8,683.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

2

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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ▶ <u>02901</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		X
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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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	5,866,402.
b	Average of monthly cash balances	1b	120,499.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,986,901.
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	5,986,901.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	89,804.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,897,097.
6	Minimum investment return. Enter 5% of line 5	6	294,855.

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	294,855.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	10,852.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,852.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	284,003.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	284,003.
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	284,003.

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	283,181.
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	283,181.
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	283,181.

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				284,003.
2 Undistributed income if any as of the end of 2017				
a Enter amount for 2016 only.			62,556.	
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	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$ <u>283,181.</u>				
a Applied to 2016, but not more than line 2a			62,556.	
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				220,625.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				63,378.
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	NONE			
10 Analysis of line 9:				
a Excess from 2013	NONE			
b Excess from 2014	NONE			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

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)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-2e and 3a-3d. The entire table is crossed out with a large diagonal line.

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))

N/A

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 [X] 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				
MSPCA OF FRANKLIN COUNTY ATTN: MR. SEAN R. HA 335 CHANDLER ST WORCESTER MA 01602-3441	N/A	PC	UNRESTRICTED GENERAL SUPPORT	65,239.
BAYSTATE HEALTH FOUNDATION, INC. 759 CHESTNUT STREET SPRINGFIELD MA 01199-100	N/A	PC	UNRESTRICTED GENERAL SUPPORT	65,239.
HOLYOKE HOSPITAL 575 BEECH ST HOLYOKE MA 01040-2223	N/A	PC	UNRESTRICTED GENERAL SUPPORT	65,239.
SYCAMORES OF S HADLEY HISTORICAL SOCIETY 18 S SYCAMORE KNLS SOUTH HADLEY MA 01075-111	N/A	PC	UNRESTRICTED GENERAL SUPPORT	65,239.
Total				3a 260,956.
b Approved for future payment				
Total				3b

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,084.	1,084.
FOREIGN DIVIDENDS	19,136.	19,136.
NONDIVIDEND DISTRIBUTIONS	2,263.	
DOMESTIC DIVIDENDS	51,744.	51,744.
OTHER INTEREST	4,354.	4,354.
FOREIGN INTEREST	409.	409.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	1,340.	1,340.
NON-TAXABLE FOREIGN INCOME	-274.	
US GOVERNMENT INTEREST REPORTED AS QUALI	222.	222.
NONQUALIFIED FOREIGN DIVIDENDS	6,347.	6,347.
NONQUALIFIED DOMESTIC DIVIDENDS	29,289.	29,289.
TOTAL	115,914.	113,925.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,593.	2,593.
EXCISE TAX ESTIMATES	325.	
FOREIGN TAXES ON QUALIFIED FOR	427.	427.
FOREIGN TAXES ON NONQUALIFIED	242.	242.
TOTALS	3,587.	3,262.

PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	633.	633.	
OTHER ALLOCABLE EXPENSE-INCOME	633.	633.	
STATE FILING FEE	35.		35.
DIVIDEND INVESTMENT EXPENSE -	4,180.	4,180.	
TOTALS	5,481.	5,446.	35.

PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
922042858 VANGUARD FTSE EMERGI	154,331.	141,182.	151,554.
922908553 VANGUARD REIT ETF	273,527.		
693390841 PIMCO HIGH YIELD FD	112,453.	59,710.	59,144.
464287200 ISHARES CORE S&P 500	462,198.		
464287507 ISHARES CORE S&P MID	232,584.	200,325.	255,233.
464287655 ISHARES RUSSELL 2000	490,125.	160,189.	221,120.
921943858 VANGUARD FTSE DEVELO	400,621.	411,656.	454,700.
22544R305 CREDIT SUISSE COMMOD	50,483.		
464287226 ISHARES CORE US AGGR	185,005.	61,545.	59,058.
38145C646 GOLDMAN SACHS STRATE	65,000.		
94987W737 WELLS FARGO ABSOLUTE	43,000.	109,771.	112,075.
202671913 AGGREGATE BOND CTF	251,894.	362,032.	352,207.
207543877 SMALL CAP GROWTH LEA	97,250.	77,203.	95,432.
29099J109 EMERGING MARKETS STO	285,307.	230,621.	244,358.
302993993 MID CAP VALUE CTF	115,357.	117,767.	128,512.
303995997 SMALL CAP VALUE CTF	104,363.	88,392.	96,361.
323991307 MID CAP GROWTH CTF	115,838.	116,206.	137,184.
45399C107 DIVIDEND INCOME COMM	312,429.	351,692.	348,101.
99Z466163 HIGH QUALITY CORE CO	86,863.		
99Z466197 INTERNATIONAL FOCUSE	379,250.	393,157.	442,581.
99Z501647 STRATEGIC GROWTH COM	312,453.	242,010.	256,040.
19765M213 COLUMBIA SHORT TERM	216,322.		
922908363 VANGUARD S&P 500 ETF		518,938.	560,379.
46138B103 INVESCO DB COMMODITY		295,503.	311,224.
00203H446 AQR LONG-SHORT EQUIT		65,313.	59,796.
00203H859 AQR MANAGED FUTURES		57,581.	56,635.
62827P816 CATALYST/MILLBURN HE		144,075.	156,565.
74253Q747 PRINCIPAL MIDCAP BLE		178,000.	192,408.
09256H286 BLACKROCK STRATEGIC		336,204.	328,583.

PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00142R539 INVESCO BALANCED-RIS		115,154.	116,329.
99Z639934 LARGE CAP CORE CTF		239,632.	255,778.
99Z639942 MID CAP CORE CTF		237,403.	251,933.
99Z639959 SMALL CAP CORE CTF		198,277.	217,501.
TOTALS	4,746,653.	5,509,538.	5,920,791.

PHYLLIS W SMITH PVT FDN

59-7258080

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV		BEGINNING BOOK VALUE -----
	C	F	
8EQ029993 MAN FRM ALTERNATIVE			472,682.
TOTALS			472,682.

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

DESCRIPTION	AMOUNT
ADJ CARRYING VALUE	3,949.
SALES ADJUSTMENT	6,941.
TOTAL	10,890.

PHYLLIS W SMITH PVT FDN
 Schedule D Detail of Long-term Capital Gains and Losses

59-7258080

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
2714.002 AGGREGATE BOND CTF	08/31/2016	02/16/2018	44,602.00	46,791.00	-2,189.00
4019.909 AGGREGATE BOND CTF	04/08/2016	02/16/2018	66,063.00	68,574.00	-2,511.00
937.992 SMALL CAP GROWTH LEADERS CTF	04/08/2016	12/22/2017	28,000.00	23,942.00	4,058.00
358.186 SMALL CAP GROWTH LEADERS CTF	04/08/2016	06/30/2018	11,709.00	10,119.00	1,590.00
1161.993 EMERGING MARKETS STOCK COMMON TRUST FUND	08/31/2016	12/22/2017	73,000.00	60,976.00	12,024.00
498.28 EMERGING MARKETS STOCK COMMON	08/31/2016	02/16/2018	32,909.00	27,415.00	5,494.00
56.399 MID CAP VALUE CTF	04/08/2016	02/16/2018	2,025.00	1,920.00	105.00
959.333 SMALL CAP VALUE CTF	04/08/2016	12/22/2017	33,000.00	29,404.00	3,596.00
372.468 MID CAP GROWTH CTF	04/08/2016	02/16/2018	13,727.00	12,063.00	1,664.00
409.923 MID CAP GROWTH CTF	04/08/2016	08/31/2018	16,691.00	14,169.00	2,522.00
288.496 DIVIDEND INCOME COMMON TRUST	04/08/2016	08/31/2018	19,942.00	20,148.00	-206.00
5351.452 HIGH QUALITY CORE COMMON TRUST FUND	04/08/2016	08/17/2018	95,951.00	158,076.00	-62,125.00
2970.99 INTERNATIONAL FOCUSED EQUITY	04/08/2016	12/22/2017	42,000.00	33,145.00	8,855.00
305.005 INTERNATIONAL FOCUSED EQUITY	04/08/2016	02/16/2018	4,434.00	3,502.00	932.00
6583.097 STRATEGIC GROWTH COMMON TRUST FUND	04/08/2016	02/16/2018	113,940.00	115,987.00	-2,047.00
1798.19 STRATEGIC GROWTH COMMON TRUST FUND	04/08/2016	06/30/2018	32,766.00	32,213.00	553.00
27.4 STRATEGIC GROWTH COMMON TRUST	04/08/2016	08/31/2018	544.00	517.00	27.00
TOTAL OTHER GAINS AND LOSSES			631,303.00	658,961.00	-27,658.00
Totals			631,303.00	658,961.00	-27,658.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES
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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 22,290.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 22,290.00
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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 262,640.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 262,640.00
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FEDERAL FOOTNOTES

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