

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

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 09-01-2018, and ending 08-31-2019

Name of foundation PHYLLIS W SMITH PVT FDN		A Employer identification number 59-7258080
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802	Room/suite	B Telephone number (see instructions) (888) 866-3275
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 029011802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>5,670,603</u>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(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 (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	114,647	115,212		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	260,193			
b Gross sales price for all assets on line 6a	2,088,391			
7 Capital gain net income (from Part IV, line 2)		260,193		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		-26,194		
12 Total. Add lines 1 through 11	374,840	349,211		
13 Compensation of officers, directors, trustees, etc	54,214	32,529		21,686
14 Other employee salaries and wages		0	0	0
15 Pension plans, employee benefits		0	0	
16a Legal fees (attach schedule)				0
b Accounting fees (attach schedule)	1,250	750	0	500
c Other professional fees (attach schedule)				0
17 Interest				0
18 Taxes (attach schedule) (see instructions)	22,298	2,755		0
19 Depreciation (attach schedule) and depletion	0	0		
20 Occupancy				
21 Travel, conferences, and meetings		0	0	
22 Printing and publications		0	0	
23 Other expenses (attach schedule)	1,378	1,403		70
24 Total operating and administrative expenses. Add lines 13 through 23	79,140	37,437	0	22,256
25 Contributions, gifts, grants paid	271,878			271,878
26 Total expenses and disbursements. Add lines 24 and 25	351,018	37,437	0	294,134
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	23,822			
b Net investment income (if negative, enter -0-)		311,774		
c Adjusted net income (if negative, enter -0-)			0	

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	36,303	106,161	106,161
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	5,509,538	5,316,935	5,564,442
	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)			0
	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)	5,545,841	5,423,096	5,670,603	
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)		0	
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	5,545,841	5,423,096	
	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)	5,545,841	5,423,096		
31 Total liabilities and net assets/fund balances (see instructions) .	5,545,841	5,423,096		

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	5,545,841
2 Enter amount from Part I, line 27a	2	23,822
3 Other increases not included in line 2 (itemize) ▶ _____	3	10,165
4 Add lines 1, 2, and 3	4	5,579,828
5 Decreases not included in line 2 (itemize) ▶ _____	5	156,732
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,423,096

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	2	260,193
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	283,181	5,897,097	0.04802
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

2 Total of line 1, column (d)	2	0.275741
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	0.055148
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	5,638,823
5 Multiply line 4 by line 3	5	310,970
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,118
7 Add lines 5 and 6	7	314,088
8 Enter qualifying distributions from Part XII, line 4	8	294,134

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 4,625.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have at least \$5,000 in assets at any time during the year?'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address
14 The books are in care of BANK OF AMERICA Telephone no (888) 866-3275
Located at PO BOX 1802 PROVIDENCE RI ZIP+4 02901
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2018, 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 "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 2018?
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2018 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 2018).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2018?

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		
Total number of others receiving over \$50,000 for professional services.	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1	
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	
2	
All other program-related investments. See instructions	
3	
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	5,542,607
b	Average of monthly cash balances.	1b	182,086
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,724,693
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,724,693
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	85,870
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,638,823
6	Minimum investment return. Enter 5% of line 5.	6	281,941

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	281,941
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	6,235
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,235
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	275,706
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	275,706
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	275,706

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	294,134
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294,134
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	294,134

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				275,706
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			63,378	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	0			
b From 2014.	0			
c From 2015.	0			
d From 2016.	0			
e From 2017.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>294,134</u>				
a Applied to 2017, but not more than line 2a			63,378	
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 2018 distributable amount.				230,756
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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	0			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				44,950
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.	0			
b Excess from 2015.	0			
c Excess from 2016.	0			
d Excess from 2017.	0			
e Excess from 2018.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> MSPCA OF FRANKLIN COUNTY ATTN MR SEAN R HAMLETT 335 CHANDLER ST WORCESTER, MA 016023441	N/A	PC	UNRESTRICTED GENERAL	67,970
BAYSTATE HEALTH FOUNDATION INC 759 CHESTNUT STREET SPRINGFIELD, MA 011991001	N/A	PC	UNRESTRICTED GENERAL	67,970
HOLYOKE HOSPITAL 575 BEECH ST HOLYOKE, MA 010402223	N/A	PC	UNRESTRICTED GENERAL	67,969
SYCAMORES OF S HADLEY HISTORICAL SOCIETY 18 S SYCAMORE KNLS SOUTH HADLEY, MA 010751112	N/A	PC	UNRESTRICTED GENERAL	67,969
Total				▶ 3a
b <i>Approved for future payment</i>				
Total				▶ 3b

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 10682 215 INVESCO BALANCED-RISK ALLOCATION FUND CL R6		2018-02-20	2019-01-31
1 4103 038 AQR LONG-SHORT EQUITY FUND CL I		2018-02-20	2018-11-30
609 041 AQR LONG-SHORT EQUITY FUND CL I		2018-07-02	2018-11-30
6306 782 AQR MANAGED FUTURES STRATEGY FUND CL I		2018-02-20	2019-01-31
10274 741 BLACKSTONE ALTERNATIVE MULTI- STRATEGY FUND-ISTL		2018-11-30	2019-01-31
1208 256 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2018-02-20	2018-11-30
18398 744 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2018-02-20	2019-01-31
12060 302 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2017-12-22	2019-01-31
2068 119 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2018-07-02	2019-01-31
649 165 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-08-31	2019-06-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
113,979		115,154	-1,175
48,006		57,566	-9,560
7,126		7,747	-621
51,779		57,581	-5,802
109,426		109,837	-411
11,611		12,080	-469
178,468		183,938	-5,470
116,985		119,935	-2,950
20,061		20,161	-100
37,739		36,974	765

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,175
			-9,560
			-621
			-5,802
			-411
			-469
			-5,470
			-2,950
			-100
			765

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
571 324 EMERGING MARKETS STOCK COMMON TRUST FUND		2018-11-30	2019-06-30
1 115 353 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-04-08	2019-06-30
13405 INVESCO DB COMMODITY INDEX TRACKING FUND		2018-02-16	2019-01-31
3700 INVESCO DB COMMODITY INDEX TRACKING FUND		2017-12-22	2019-01-31
525 37 CATALYST/MILLBURN HEDGE STRATEGY FUND CL I		2018-02-20	2018-11-30
4315 85 CATALYST/MILLBURN HEDGE STRATEGY FUND CL I		2018-02-20	2019-01-31
248 VANGUARD FTSE DEVELOPED MARKETS ETF		2017-12-22	2019-01-31
1310 VANGUARD FTSE DEVELOPED MARKETS ETF		2015-08-04	2019-01-31
616 VANGUARD FTSE DEVELOPED MARKETS ETF		2015-08-04	2019-06-28
563 VANGUARD FTSE DEVELOPED MARKETS ETF		2017-03-22	2019-06-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
33,214		30,124	3,090
6,706		6,059	647
209,464		222,322	-12,858
57,815		59,880	-2,065
16,843		15,635	1,208
134,007		128,440	5,567
9,879		11,035	-1,156
52,183		52,604	-421
25,652		24,736	916
23,445		21,962	1,483

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,090
			647
			-12,858
			-2,065
			1,208
			5,567
			-1,156
			-421
			916
			1,483

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
551 VANGUARD FTSE EMERGING MKTS ETF		2018-06-29	2019-06-28
1 240 VANGUARD FTSE EMERGING MKTS ETF		2010-03-05	2019-06-28
739 VANGUARD FTSE EMERGING MKTS ETF		2009-11-12	2019-06-28
4965 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2018-02-20	2018-11-30
831 056 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2018-02-20	2019-01-31
1615 97 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-08-31	2019-01-31
2576 809 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-04-08	2019-01-31
3472 043 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2016-04-08	2019-01-31
4754 646 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2016-04-08	2019-06-30
12866 231 STRATEGIC GROWTH COMMON TRUST FUND		2016-04-08	2019-04-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,386		23,222	164
10,186		9,773	413
31,365		29,686	1,679
54,267		57,197	-2,930
9,092		9,574	-482
17,679		17,000	679
28,190		26,000	2,190
44,014		41,621	2,393
65,503		58,224	7,279
259,714		262,131	-2,417

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			164
			413
			1,679
			-2,930
			-482
			679
			2,190
			2,393
			7,279
			-2,417

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			17,239

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

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

TY 2018 Accounting Fees Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: PHYLLIS W SMITH PVT FDN

EIN: 59-7258080

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
13405 INVES	2019-01		2018-02	PURCHASER	209,464	222,322			-12,858	
3700 INVESC	2019-01		2017-12	PURCHASER	57,815	59,880			-2,065	

TY 2018 General Explanation Attachment**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080**General Explanation Attachment**

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

TY 2018 Investments Corporate Stock Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
922042858 VANGUARD FTSE EMERGI	78,502	83,830
922908553 VANGUARD REIT ETF		
693390841 PIMCO HIGH YIELD FD	59,584	60,293
464287200 ISHARES CORE S&P 500		
464287507 ISHARES CORE S&P MID	197,357	230,132
464287655 ISHARES RUSSELL 2000	160,189	190,218
921943858 VANGUARD FTSE DEVELO	301,320	313,023
22544R305 CREDIT SUISSE COMMOD		
464287226 ISHARES CORE US AGGR	278,194	293,428
38145C646 GOLDMAN SACHS STRATE		
94987W737 WELLS FARGO ABSOLUTE		
202671913 AGGREGATE BOND CTF	565,850	594,632
207543877 SMALL CAP GROWTH LEA	113,178	122,340
29099J109 EMERGING MARKETS STO	205,009	200,625
302993993 MID CAP VALUE CTF	170,337	171,381
303995997 SMALL CAP VALUE CTF	115,316	103,319
323991307 MID CAP GROWTH CTF	163,990	184,335
45399C107 DIVIDEND INCOME COMM	429,901	411,461
99Z466163 HIGH QUALITY CORE CO		
99Z466197 INTERNATIONAL FOCUSE	301,008	314,914
99Z501647 STRATEGIC GROWTH COM		
19765M213 COLUMBIA SHORT TERM		
922908363 VANGUARD S&P 500 ETF	553,408	601,664
46138B103 INVESCO DB COMMODITY		
00203H446 AQR LONG-SHORT EQUIT		
00203H859 AQR MANAGED FUTURES		
62827P816 CATALYST/MILLBURN HE		
74253Q747 PRINCIPAL MIDCAP BLE	165,039	183,862
09256H286 BLACKROCK STRATEGIC		
00142R539 INVESCO BALANCED-RIS		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
99Z639934 LARGE CAP CORE CTF	278,644	302,460
99Z639942 MID CAP CORE CTF	239,436	249,139
99Z639959 SMALL CAP CORE CTF	264,966	249,866
78468R622 SPDR BLOOMBERG BARCL	55,334	56,690
92203J407 VANGUARD TOTAL INTL	110,463	119,029
52469H784 CLEARBRIDGE LARGE CA	194,375	205,408
77954Q403 ROWE T PRICE BLUE CH	205,246	205,960
693390882 PIMCO FOREIGN BD US\$	110,289	116,433

TY 2018 Other Decreases Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

Description	Amount
ADJ CARRYING VALUE	217
INCOME ADJUSTMENT	156,515

TY 2018 Other Expenses Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	654	654		0
OTHER ALLOCABLE EXPENSE-INCOME	654	654		0
STATE FILING FEE	70	0		70
FROM PARTNERSHIP/S-CORP		95		0

TY 2018 Other Income Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM PARTNERSHIP/S-CORP		-26,194	

TY 2018 Other Increases Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

Description	Amount
SALES ADJUSTMENT	6,941
PARTNERSHIP ADJUSTMENT	3,224

TY 2018 Taxes Schedule**Name:** PHYLLIS W SMITH PVT FDN**EIN:** 59-7258080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,040	2,040		0
EXCISE TAX - PRIOR YEAR	8,683	0		0
EXCISE TAX ESTIMATES	10,860	0		0
FOREIGN TAXES ON QUALIFIED FOR	485	485		0
FOREIGN TAXES ON NONQUALIFIED	230	230		0