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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: VIVIAN L. SMITH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 1900 WEST LOOP SOUTH — Room/suite: 1050

City or town, state, and ZIP code: HOUSTON, TX 77027-3207

A Employer identification number: 76-0101380

B Telephone number: (713)986-8030

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 76,589,251.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 1
	4 Dividends and interest from securities	2,927,071.	2,927,071.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<170,516.>			
	b Gross sales price for all assets on line 6a 25,467,206.				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	82,905.	82,905.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,839,465.	3,009,981.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	5,802.	4,669.		0.
	b Accounting fees STMT 5	5,900.	2,950.		2,950.
	c Other professional fees STMT 6	482,771.	432,771.		50,000.
	17 Interest				
	18 Taxes STMT 7	44,893.	21,447.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	3,058.	1,893.		1,165.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	542,424.	463,730.		54,115.
	25 Contributions, gifts, grants paid	4,136,900.			4,136,900.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,679,324.	463,730.		4,191,015.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,839,859.>			
	b **Net investment income** (if negative, enter -0-)		2,546,251.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,329.	5,286.	5,286.
	2 Savings and temporary cash investments	17,328.	34,565.	34,565.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	140,371.	116,925.	116,925.
	10a Investments - U.S. and state government obligations STMT 10	7,765,465.	2,007,502.	2,012,289.
	b Investments - corporate stock STMT 11	44,620,723.	46,914,497.	52,246,898.
	c Investments - corporate bonds STMT 12	16,770,289.	18,705,514.	19,322,184.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	2,832,094.	2,527,915.	2,851,104.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	72,151,599.	70,312,204.	76,589,251.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	72,151,599.	70,312,204.	
	30 **Total net assets or fund balances**	72,151,599.	70,312,204.	
	31 **Total liabilities and net assets/fund balances**	72,151,599.	70,312,204.	

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	72,151,599.
2 Enter amount from Part I, line 27a	2	<1,839,859.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	464.
4 Add lines 1, 2, and 3	4	70,312,204.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,312,204.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	25,467,206.		25,637,454.	<170,516.>

	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				
b				
c				
d				
e				<170,516.>

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 <170,516.>

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). If (loss), enter -0- in Part I, line 8 3 N/A

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))
2008	4,202,869.	82,746,444.	.050792
2007	4,072,504.	89,882,403.	.045309
2006	3,896,767.	83,497,428.	.046669
2005	3,619,556.	78,637,807.	.046028
2004	3,395,353.	74,405,106.	.045633

2 Total of line 1, column (d)	2	.234431
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.046886
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	69,415,189.
5 Multiply line 4 by line 3	5	3,254,601.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,463.
7 Add lines 5 and 6	7	3,280,064.
8 Enter qualifying distributions from Part XII, line 4	8	4,191,015.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	25,463.
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	0.
3	Add lines 1 and 2	3	25,463.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	25,463.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 116,925.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	116,925.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	91,462.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 91,462. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ R. E. SMITH INTERESTS, INC. Telephone no. ▶ 713-986-8030

Located at ▶ 1900 WEST LOOP SOUTH,# 1050, HOUSTON, TX ZIP+4 ▶ 77027-3207

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 N/A

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? STATEMENT 16 ☒ Yes ☐ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? STATEMENT 16 ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STATEMENT 16 ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? STATEMENT 16	1b		X
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 2009?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 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 2009.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 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 shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
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 lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	70,459,670.
b	Average of monthly cash balances	1b	12,603.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	70,472,273.
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	70,472,273.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,057,084.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,415,189.
6	**Minimum investment return.** Enter 5% of line 5	6	3,470,759.

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	3,470,759.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 25,463.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	25,463.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,445,296.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,445,296.
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	3,445,296.

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	4,191,015.
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	4,191,015.
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	25,463.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,165,552.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,445,296.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			4,057,892.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 4,191,015.				
a Applied to 2008, but not more than line 2a			4,057,892.	
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 2009 distributable amount				133,123.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				3,312,173.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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.

NONE

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

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

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

SEE STATEMENT 15

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

STATEMENT 15

c Any submission deadlines:

STATEMENT 15

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

STATEMENT 15

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT # 26				4,136,900.
Total ▶ 3a				4,136,900.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5.	
4 Dividends and interest from securities			14	2,927,071.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16		
7 Other investment income			14	82,905.	
8 Gain or (loss) from sales of assets other than inventory			18	<170,516.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,839,465.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,839,465.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here: Suzanne L Benson — Signature of officer or trustee; Date 8/18/10; Co-Trustee / President — Title

Paid Preparer's Use Only: Preparer's signature; Date 8/19/2010; Check if self-employed ☐; Preparer's identifying number P00780826

Firm's name (or yours if self-employed), address, and ZIP code: DELOITTE TAX LLP, 1111 BAGBY STREET, SUITE 4500, HOUSTON, TX 77002

EIN 86-1065772

Phone no. 713-982-2000

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	DRIEHAUS SMALL CAP	P	VARIOUS	VARIOUS
b	ALETHEIA (STMT 28)	P	VARIOUS	VARIOUS
c	ALETHEIA CHESAPEAKE 985 SHS	P	01/17/08	01/13/09
d	ALETHEIA BASIS DIFFERENCE	P	VARIOUS	VARIOUS
e	TYCO LITIGATION	P	VARIOUS	VARIOUS
f	FAYEZ (STMT 29)	P	VARIOUS	VARIOUS
g	FAYEZ (STMT 30)	P	VARIOUS	VARIOUS
h	EATON VANCE (STMT 35)	P	VARIOUS	VARIOUS
i	EATON VANCE (STMT 36)	P	VARIOUS	VARIOUS
j	EATON VANCE (STMT 36)	P	VARIOUS	VARIOUS
k	EATON VANCE (STMT 37)	P	VARIOUS	VARIOUS
l	EATON VANCE (STMT 49)	P	VARIOUS	VARIOUS
m	EATON VANCE BASIS ADJ	P	VARIOUS	VARIOUS
n	EATON VANCE BASIS ADJ	P	VARIOUS	VARIOUS
o	EATON VANCE BASIS ADJ	P	VARIOUS	VARIOUS

	(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	11,486.			11,486.
b	277,434.		252,209.	25,225.
c	15,799.		37,046.	<21,247.>
d			6.	<6.>
e	13,331.			13,331.
f	839,000.		800,354.	38,646.
g	3.			3.
h	8,641,619.		8,586,292.	55,327.
i	618,613.		605,637.	12,976.
j	9,906.		9,904.	2.
k	75,769.		79,937.	<4,166.>
l	3,418,157.		3,352,473.	65,684.
m			2,333.	<2,333.>
n			353.	<353.>
o			218.	<218.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				11,486.
b				25,225.
c				<21,247.>
d				<6.>
e				13,331.
f				38,646.
g				3.
h				55,327.
i				12,976.
j				2.
k				<4,166.>
l				65,684.
m				<2,333.>
n				<353.>
o				<218.>

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

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).
If (loss), enter "-0-" in Part I, line 8 3

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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	EATON VANCE BASIS ADJ	P	VARIOUS	VARIOUS
b	EATON VANCE BASIS ADJ	P	VARIOUS	VARIOUS
c	EATON VANCE BASIS ADJ	P	VARIOUS	VARIOUS
d	DANA (STMT 51)	P	VARIOUS	VARIOUS
e	DANA (STMT 53)	P	VARIOUS	VARIOUS
f	DANA (STMT 52) CORRECTION	P	VARIOUS	VARIOUS
g	DANA (STMT 52)	P	VARIOUS	VARIOUS
h	DANA CORRECTION	P	VARIOUS	VARIOUS
i	DANA LTCG DISTRIBUTION	P	VARIOUS	VARIOUS
j	MITCHELL (STMT 54)	P	VARIOUS	VARIOUS
k	MITCHELL (STMT 55)	P	VARIOUS	VARIOUS
l	RANGER K-1	P	VARIOUS	VARIOUS
m	SILCHESTER K-1	P	VARIOUS	VARIOUS
n	ROGERS K-1	P	VARIOUS	VARIOUS
o	LEUTHOLD METALS K-1	P	VARIOUS	VARIOUS

	(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			<2,273.>	2,273.
b			<4,191.>	4,191.
c			2,184.	<2,184.>
d	1,322,109.		1,303,612.	18,497.
e	122,417.		154,457.	<32,040.>
f	<16,765.>		<14,428.>	<2,337.>
g	34,946.		35,452.	<506.>
h			<2,304.>	2,034.
i	226.			226.
j	68,792.		59,500.	9,292.
k	1,125,978.		952,456.	173,522.
l	<98,523.>			<98,523.>
m	45,620.			45,620.
n	76,032.			76,032.
o	96,345.			96,345.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				2,273.
b				4,191.
c				<2,184.>
d				18,497.
e				<32,040.>
f				<2,337.>
g				<506.>
h				2,034.
i				226.
j				9,292.
k				173,522.
l				<98,523.>
m				45,620.
n				76,032.
o				96,345.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	VALLEY FORGE (STMT 57)	P	VARIOUS	VARIOUS
b	VALLEY FORGE (STMT 58)	P	VARIOUS	VARIOUS
c	VALLEY FORGE (STMT 59)	P	VARIOUS	VARIOUS
d	VALLEY FORGE (STMT 59)	P	VARIOUS	VARIOUS
e	VALLEY FORGE DIFFERENCE	P	VARIOUS	VARIOUS
f	WCM (STMT 62)	P	VARIOUS	VARIOUS
g	WCM (STMT 65)	P	VARIOUS	VARIOUS
h	WCM CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
i	WCM DIFFERENCE	P	VARIOUS	VARIOUS
j	DRIEHAUS SMALL CAP K-1	P	VARIOUS	VARIOUS
k	BMS LITIGATION	P	VARIOUS	VARIOUS
l	ROGERS K-1	P	VARIOUS	VARIOUS
m	SUNBEAM LITIGATION	P	VARIOUS	VARIOUS
n	APPLIED MC LITIGATION	P	VARIOUS	VARIOUS
o	SIRVA LITIGATION	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,923,146.		1,937,453.	<14,307.>
b	706,172.		892,514.	<186,342.>
c	10,594.		20,470.	<9,876.>
d	88,764.		179,044.	<90,280.>
e			<4.>	4.
f	244,425.		219,368.	25,057.
g	388,338.		512,925.	<124,587.>
h	2.			2.
i			1.	<1.>
j	31,965.			31,965.
k	1,198.			1,198.
l	102,989.			102,989.
m	109.			109.
n	850.			850.
o	5,684.			5,684.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<14,307.>
b				<186,342.>
c				<9,876.>
d				<90,280.>
e				4.
f				25,057.
g				<124,587.>
h				2.
i				<1.>
j				31,965.
k				1,198.
l				102,989.
m				109.
n				850.
o				5,684.

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

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).
If (loss), enter "-0-" in Part I, line 8 3

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	PIMCO DISTRIBUTION	P	VARIOUS	VARIOUS
b	FREDDIE MAC LITIGATION	P	VARIOUS	VARIOUS
c	BEAR STERNS LITIGATION	P	VARIOUS	VARIOUS
d	RANGER K-1	P	VARIOUS	VARIOUS
e	SILCHESTER K-1	P	VARIOUS	VARIOUS
f	FAYEZ BONDS (STMT 66)	P	VARIOUS	VARIOUS
g	FAYEZ (STMT 67)	P	VARIOUS	VARIOUS
h	FAYEZ DIFFERENCE	P	VARIOUS	VARIOUS
i	FAYEZ DIVIDEND DISTRIBUTION	P	VARIOUS	VARIOUS
j	DANA (STMT 68)	P	VARIOUS	VARIOUS
k	DANA ADJUSTMENT	P	VARIOUS	VARIOUS
l	DANA ADJUSTMENT	P	VARIOUS	VARIOUS
m	ALETHEIA (STMT 70)	P	VARIOUS	VARIOUS
n	ALETHEIA CAP GAIN DIVIDENDS	P	VARIOUS	VARIOUS
o	ALETHEIA DIFFERENCE	P	VARIOUS	VARIOUS

	(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	23,374.			23,374.
b	772.			772.
c	3,777.			3,777.
d	<49,933.>			<49,933.>
e	54,726.			54,726.
f	3,211,947.		3,113,677.	98,270.
g	537,673.		454,284.	83,389.
h			<7.>	7.
i	11,416.			11,416.
j	576,666.		793,310.	<216,644.>
k			<80.>	80.
l			<7,060.>	7,060.
m	391,931.		570,453.	<178,522.>
n	2,327.			2,327.
o			55.	<55.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				23,374.
b				772.
c				3,777.
d				<49,933.>
e				54,726.
f				98,270.
g				83,389.
h				7.
i				11,416.
j				<216,644.>
k				80.
l				7,060.
m				<178,522.>
n				2,327.
o				<55.>

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

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).
If (loss), enter "-0-" in Part I, line 8 3

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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	DODGE & COX 19,952.115	P	07/17/06	07/02/09
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	500,000.		739,824.	<239,824.>
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<239,824.>
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<170,516.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FROST NATIONAL BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALETHEIA DIVIDENDS	27,972.	0.	27,972.
ALETHEIA DIVIDENDS	7,162.	0.	7,162.
ALETHEIA DIVIDENDS	378.	0.	378.
ALETHEIA INTEREST	31.	0.	31.
DANA DIVIDENDS	55,905.	0.	55,905.
DANA DIVIDENDS	12,786.	0.	12,786.
DANA DIVIDENDS	<321.>	0.	<321.>
DANA INTEREST	37.	0.	37.
DODGE & COX INTERNAT DIV	5,910.	0.	5,910.
DRIEHAUS ACTIVE INCOME	493,590.	0.	493,590.
DRIEHAUS INTERNATIONAL DIVIDENDS	8,812.	0.	8,812.
DRIEHAUS SMALL CAP LP-DIVIDENDS	18,292.	0.	18,292.
EATON VANCE DIVIDENDS	124.	0.	124.
EATON VANCE INTEREST	499,527.	0.	499,527.
EATON VANCE INTEREST	79,008.	0.	79,008.
EATON VANCE INTEREST	15,850.	0.	15,850.
FAYEZ DIVIDENDS	303,801.	0.	303,801.
FAYEZ DIVIDENDS	36,031.	0.	36,031.
FAYEZ DIVIDENDS	58.	0.	58.
FAYEZ DIVIDENDS	331.	0.	331.
FAYEZ DIVIDENDS	43.	0.	43.
FAYEZ INTEREST	279,600.	0.	279,600.
FAYEZ INTEREST	89.	0.	89.
INVESTORS TREASURY FUND DIVIDENDS	358.	0.	358.
LEUTHOLD DIVIDENDS	10,559.	0.	10,559.
LEUTHOLD METALS INTEREST	252.	0.	252.
MANNING OVERSEAS DIVIDENDS	43,230.	0.	43,230.
MITCHELL DIVIDENDS	85,806.	0.	85,806.
MITCHELL INTEREST	2,528.	0.	2,528.
PIMCO TOTAL RETURN DIVIDENDS	643,058.	0.	643,058.
RANGER SMALL CAP DIVIDENDS	3,650.	0.	3,650.
ROGERS RAW MATERIALS FUND LP INTEREST	7,298.	0.	7,298.
SILCHESTER INTEREST	37.	0.	37.
SILCHESTER INTERNAT-DIVIDENDS	152,134.	0.	152,134.

VALLEY FORGE DIVIDENDS	96,300.	0.	96,300.
VALLEY FORGE DIVIDENDS	14,280.	0.	14,280.
VALLEY FORGE DIVIDENDS	<7.>	0.	<7.>
VALLEY FORGE INTEREST	746.	0.	746.
WCM DIVIDENDS	20,367.	0.	20,367.
WCM DIVIDENDS	1,538.	0.	1,538.
WCM DIVIDENDS	<113.>	0.	<113.>
WCM INTEREST	34.	0.	34.
TOTAL TO FM 990-PF, PART I, LN 4	2,927,071.	0.	2,927,071.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SILCHESTER (36-7045759)	39,601.	39,601.	
ROGERS OTHER INCOME	3,768.	3,768.	
VESTA LITIGATION	15.	15.	
BROOKS LITIGATION	150.	150.	
DAIMLER LITIGATION	55.	55.	
CAMBREX LITIGATION	118.	118.	
SUNBEAM DISTRIBUTION	99.	99.	
EV ADJUSTMENT	9.	9.	
BOA CASH IN LIEU	21.	21.	
DANA ADJUSTMENT	1,345.	1,345.	
DRIEHAUS SMALL CAL LP (66-0600405)	<9,568.>	<9,568.>	
LEUTHOLD INDUSTRIAL METALS FUND LP (20-0181434)	15,605.	15,605.	
ROGERS SMALL CAP K-1	31,687.	31,687.	
TOTAL TO FORM 990-PF, PART I, LINE 11	82,905.	82,905.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL TRUSTEE APPOINTMENT	1,133.	0.		0.
LEGAL DRILL SITES	4,480.	4,480.		0.
LEGAL INVESTMENT	189.	189.		0.
TO FM 990-PF, PG 1, LN 16A	5,802.	4,669.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ADVISORY	5,900.	2,950.		2,950.
TO FORM 990-PF, PG 1, LN 16B	5,900.	2,950.		2,950.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	100,000.	50,000.		50,000.
ADVISORS-FAYEZ	67,918.	67,918.		0.
ADVISORS-EATON VANCE	53,385.	53,385.		0.
ADVISORS-LOWERY	61,185.	61,185.		0.
ADVISORS-SILCHESTER	49,017.	49,017.		0.
ADVISORS-VALLEY FORGE	22,938.	22,938.		0.
ADVISORS-DANA	18,267.	18,267.		0.
ADVISORS-WCM	22,302.	22,302.		0.
ADVISORS-LEUTHOLD INDUSTRIAL METALS	9,073.	9,073.		0.
ADVISORS-MITCHELL	36,409.	36,409.		0.
ADVISORS-ALETHEIA	13,233.	13,233.		0.
ADVISORS-ROGERS	14,807.	14,807.		0.
INTEREST EXPENSE RANGER	12,403.	12,403.		0.
ADVISORS-MERRILL LYNCH	1,435.	1,435.		0.
PROFESSIONAL-DRILL SITES	375.	375.		0.
DELIVERY	24.	24.		0.
TO FORM 990-PF, PG 1, LN 16C	482,771.	432,771.		50,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX-FAYEZ	8,364.	8,364.		0.
FOREIGN TAX-SILCHESTER	8,545.	8,545.		0.
FOREIGN TAX-VALLEY FORGE	1,384.	1,384.		0.
EXCISE TAX	23,446.	0.		0.
FOREIGN TAX-DANA	108.	108.		0.
FOREIGN TAX-RANGER	75.	75.		0.
FOREIGN TAX-MITCHELL	2,201.	2,201.		0.
FOREIGN TAX-WCM	38.	38.		0.
FOREIGN TAX-ALETHEIA	732.	732.		0.
TO FORM 990-PF, PG 1, LN 18	44,893.	21,447.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	495.	0.		495.
DELIVERY SERVICE	670.	0.		670.
OTHER INVESTMENT EXPENSE	1,825.	1,825.		0.
BANK FEES	68.	68.		0.
TO FORM 990-PF, PG 1, LN 23	3,058.	1,893.		1,165.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NONTAXABLE DISTRIBUTIONS	117.
NONTAXABLE DISTRIBUTIONS	347.
TOTAL TO FORM 990-PF, PART III, LINE 3	464.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FAYEZ SAROFIM	X		0.	0.
INVESTMENT - EATON VANCE	X		2,007,502.	2,012,289.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,007,502.	2,012,289.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,007,502.	2,012,289.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALETHEIA	1,942,403.	1,848,890.
DANA	2,580,545.	2,862,367.
DODGE & COX INTERNATIONAL	496,111.	437,764.
INVESTMENT - DRIEHAUS	3,186,019.	2,160,303.
INVESTMENT - FAYEZ SAROFIM	6,960,912.	11,678,955.
INVESTMENT-INVESTORS TREASURY	796,244.	796,244.
LEUTHOLD CORE INVESTMENT	3,202,700.	3,350,902.
MANNING OVERSEAS	5,869,051.	5,166,793.
MITCHELL	5,579,000.	7,314,275.
RANGER	1,459,618.	1,674,169.
SILCHESTER INTERNATIONAL	4,594,098.	4,837,674.
VALLEY FORGE	4,303,966.	4,578,316.
WCM	1,746,759.	1,728,697.
LEUTHOLD METALS	3,481.	100,179.
DRIEHAUS ACTIVE INCOME	4,193,590.	3,711,370.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,914,497.	52,246,898.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FAYEZ SAROFIM	0.	0.
INVESTMENT - EATON VANCE	8,408,034.	8,737,372.
INVESTMENT-PIMCO TOTAL RETURN	10,297,480.	10,584,812.
TOTAL TO FORM 990-PF, PART II, LINE 10C	18,705,514.	19,322,184.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	FMV	2,187.	2,187.
DRIEHAUS SMALL CAP LTD	FMV	1,520,009.	1,831,139.
ROGERS RAW MATERIAL	FMV	1,005,719.	1,017,778.
ROGERS RECEIVABLES	FMV	0.	0.
VALLEY FORGE RECEIVABLE	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,527,915.	2,851,104.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD H. SKINNER 910 TRAVIS, STE 1960 HOUSTON, TX 77002	TRUSTEE 2.00	0.	0.	0.
JACK T TROTTER 5151 SAN FELIPE, SUITE 425 HOUSTON, TX 77056	TRUSTEE 2.00	0.	0.	0.
SUZANNE R. BENSON 1410 RUE MEADOW COURT SUGAR LAND, TX 77479	PRESIDENT/TRUSTEE 2.00	0.	0.	0.
BOBBY SMITH COHN 800 BERING DRIVE, STE 210 HOUSTON, TX 77057	TRUSTEE 1.00	0.	0.	0.
SANDRA SMITH DOMPIER 2025 POST OAK HOUSTON, TX 77056	TRUSTEE 1.00	0.	0.	0.
H. DEVON GRAHAM, JR. 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	VICE PRESIDENT 8.00	0.	0.	0.
JANICE R. SMITH 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	FORMER TREASURER 2.00	0.	0.	0.
AMY M. MECKEL 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	SECRETARY/TREASURER 10.00	0.	0.	0.
JAMES A. ELKINS III 1001 FANNIN, SUITE 700 HOUSTON, TX	TRUSTEE 2.00	0.	0.	0.
CYNTHIA J. ADKINS 3239 HUNTINGDON PLACE HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
RANSOM C. LUMMIS 5959 CORPORATE DR STE 1400 HOUSTON, TX 77036	TRUSTEE 2.00	0.	0.	0.

KIRBY COHN MCCOOL 3953 DEL MONTE DRIVE HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AMY MECKEL, VIVIAN L. SMITH FOUNDATION
1900 WEST LOOP SOUTH SUITE 1050
HOUSTON, TX 770273207

TELEPHONE NUMBER

(713)986-8030

FORM AND CONTENT OF APPLICATIONS

NO SPECIFIC FORM REQUIRED. APPLICANTS MUST SPECIFY PURPOSE AND INCLUDE PROOF THAT THEY ARE QUALIFYING SEC 509(A)(1),(2) OR (3) ORGANIZATIONS.

ANY SUBMISSION DEADLINES

GRANTS MUST BE SUBMITTED BY FEB 15,MAY 15,AUG 15,AND OCT 25 PRECEDING THE QUARTERLY MEETINGS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. ALL RECEIPIENTS MUST BE QUALIFYING SEC 509(A)(1),(2), OR (3) ORGANIZATIONS. THERE ARE NO RESTRICTIONS TO GEOGRAPHICAL AREAS OR CHARITABLE FIELDS.

VIVIAN L. SMITH FOUNDATION
EIN: 76-0101380
Form 990 PF
2009

ATTACHMENT FOR FORM 990PF, PART VII-B, LINE 1(a)(2)(3)(4) AND LINE 1(b)

The Foundation's bookkeeping, cash and property management functions are performed by R.E. Smith Interests, Inc., a management company owned by the R.E. Smith Testamentary Trust Partnership, a disqualified person. In this capacity, the management company pays expenses on the Foundation's behalf which are later reimbursed from the Foundation's funds. In exchange for these services, the Foundation remitted to R.E. Smith Interests, Inc. a $100,000.00 management fee which represents a reasonable payment for such services.

The Foundation has answered "yes" to questions 1(a)(2), (3), and (4) since it pays for services provided either directly or indirectly by a disqualified person as described above. However, the payment for these services is an excepted act under Sec.4941(d)(2)(E) since the payments are for "personal services" which are necessary to carry out the exempt purposes of the foundation and are "reasonable" in amount as those terms are used in the regulations and other authoritative pronouncements.

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Asia Society Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
Baylor College of Medicine Houston, Tx Purpose: General Contribution	Public Charity	30,000.00
Baylor College of Medicine Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Baylor College of Medicine Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Baylor College of Medicine Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Baylor College of Medicine Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
Bill Archer Student Intern Foundation of Houston Houston, Tx Purpose: General Contribution	Public Charity	1,900.00
Boys and Girls Country Hockley, Tx Purpose: General Contribution	Public Charity	10,000.00
Bo's Place Houston, Tx Purpose: Grief support services	Public Charity	10,000.00
Buffalo Bayou Partnership Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Camp for All Foundation Houston, Tx Purpose: General Contribution	Public Charity	50,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Cancare of Houston Inc Houston, Tx Purpose: General Contribution--training support	Public Charity	10,000.00
Casa de Esperanza de los Ninos Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Center for Houston's Future Houston, Tx Purpose: President's discretionary fund	Public Charity	10,000.00
Child Advocates, Inc Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
Communities in Schools Houston, Inc. Houston, Tx Purpose: Highland Heights & Kenndey	Public Charity	50,000.00
Coastal Conservation Association of Texas Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Covenant House Texas Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Crime Stoppers of Houston Houston, Tx Purpose: General Contribution	Public Charity	25,000.00
Cystic Fibrosis Foundation Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
De Pelchin Children's Center Houston, Tx Purpose: General Contribution	Public Charity	15,000.00
Dress for Success Houston Houston, Tx Purpose: General Contribution	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Epilepsy Foundation of Southeast Texas Houston, Tx Purpose: General Contribution	Public Charity	30,000.00
Episcopal High School Houston, Tx Purpose: General Contribution	Public Charity	10,000.00
Episcopal High School Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
Episcopal High School Houston, Tx Purpose: Baseball program	Public Charity	15,000.00
Foundation for the Retarded Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
Foundation for the School for Young Children Houston, Tx Purpose: General Contribution	Public Charity	2,000.00
Friends for Life animal adoption & rescue Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Good Samaritan Foundation of Texas, Inc Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
Goodwill Industries of Houston Houston, Tx Purpose: New stores & new central building	Public Charity	100,000.00
Gulf Coast Regional Blood Center Houston, Tx Purpose: General Contribution	Public Charity	25,000.00
Heritage Society Houston, Tx Purpose: General Contribution	Public Charity	10,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Houston Achievement Place Houston, Tx Purpose: Project class	Public Charity	10,000.00
Houston Council on Alcohol and Drugs Houston, Tx Purpose: Restoring Home/ rebuilding life	Public Charity	60,000.00
Houston Children's Museum Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
Houston Food Bank Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Houston Hope Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
Houston Parks Board Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
Houston Pet Set Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Houston Police Foundation Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
Houston's Ronald McDonald House Houston, Tx Purpose: General Contribution	Public Charity	25,000.00
Houston Zoo Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Houston Zoo Houston, Tx Purpose: General Contribution	Public Charity	100,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Houston Zoo Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Joy School Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Kincaid School Houston, Tx Purpose: General Contribution	Public Charity	10,000.00
Kipp Academy Houston, Tx Purpose: Completion of flagship campus	Public Charity	50,000.00
Make a Wish Foundation Houston, Tx Purpose: General Contribution	Public Charity	15,000.00
Memorial Herman Foundation Houston, Tx Purpose: Gene study of early onset vascular disease	Public Charity	50,000.00
Memorial Herman Foundation Houston, Tx Purpose: Gene study of early onset vascular disease	Public Charity	100,000.00
Memorial Herman Foundation Houston, Tx Purpose: Life Flight Program	Public Charity	100,000.00
Menil Foundation Houston, Tx Purpose: General Contribution	Public Charity	40,000.00
Menninger Clinic Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Methodist Hospital Houston, Tx Purpose: General Contribution	Public Charity	100,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Methodist Hospital Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Monarch School Houston, Tx Purpose: New Campus Campaign	Public Charity	75,000.00
Neighborhood Centers Inc Houston, Tx Purpose: New Century campaign	Public Charity	50,000.00
Palmer Drug Abuse program Houston, Tx Purpose: General Contribution	Public Charity	15,000.00
Palmer Way Station Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Planned Parenthood of Houston Houston, Tx Purpose: General Contribution	Public Charity	25,000.00
Project Grad Houston Bellaire, Tx Purpose: Academic preparation & college readiness	Public Charity	50,000.00
Regan High School Development & Scholarship Foundation Houston, Tx Purpose: General Contribution	Public Charity	25,000.00
Reva's Petting Zoo Missouri, TX Purpose: General Contribution	Public Charity	10,000.00
Rise School of Houston Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
Rise School of Houston Houston, Tx Purpose: General Contribution	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

River Oaks Baptist School Houston, Tx Purpose: General Contribution	Public Charity	5,000.00
Sam Houston Area Council Boy Scouts olf America Houston, Tx Purpose: General Contribution	Public Charity	10,000.00
Smithsonian National Zoo Washington, DC Purpose: General Contribution	Public Charity	6,000.00
St John's Methodist Church Richmond, Tx Purpose: General Contribution	Public Charity	28,000.00
St John's School Houston, Texas Purpose: General Contribution	Public Charity	20,000.00
St John's School Houston, Texas Purpose: General Contribution	Public Charity	10,000.00
St Maximilian Kolbe Houston, Tx Purpose: Spirit Cookers	Public Charity	15,000.00
The Sunshine Kids Foundation Houston, Tx Purpose: General Contribution	Public Charity	25,000.00
Technology for All Houston, Tx Purpose: General Contribution	Public Charity	15,000.00
Technology for All Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
Texgen Houston, Tx Purpose: General Contribution	Public Charity	50,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Texas A&M Development Foundation College Station, Tx Purpose: College of Veterinary Medicine	Public Charity	100,000.00
Texas Children's Hospital Houston, Tx Purpose: General Contribution	Public Charity	100,000.00
Texas Children's Hospital Houston, Tx Purpose: cardiomyopathies in children	Public Charity	50,000.00
Texas Children's Hospital Houston, Tx Purpose: neurological	Public Charity	50,000.00
Texas Children's Hospital Houston, Tx Purpose: Heal Sick Children Campaign	Public Charity	200,000.00
Texas Institute for Behavorial Medicine & Neuropsychiatry Bellaire, Tx Purpose: General Contribution	Public Charity	20,000.00
The Forge Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
TIRR Foundation Houston, Tx Purpose: Mission Connect	Public Charity	100,000.00
Texas Womans University Houston, Tx Purpose: Faculty position funding	Public Charity	50,000.00
Trees for Houston Houston, Tx Purpose: Annual tree planting	Public Charity	10,000.00
Unity Theatre Brenham, Tx	Public Charity	5,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Purpose: General Contribution		
University of Houston Houston, Tx Purpose: General Contribution	Public Charity	4,000.00
University of Houston Sugarland, TX Purpose: Faculty position	Public Charity	50,000.00
University of Texas Health Science Center Houston, Tx Purpose: Partner's	Public Charity	3,000.00
University of Texas Health Science Center Houston, Tx Purpose: General Contribution	Public Charity	50,000.00
University of Texas Health Science Center Houston, Tx Purpose: Medical scholarships	Public Charity	40,000.00
University of Texas Health Science Center Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
University of Texas Health Science Center Houston, Tx Purpose: General Contribution	Public Charity	20,000.00
University of Texas Health Science Center Houston, Tx Purpose: General Contribution	Public Charity	40,000.00
University of Texas Health Science Center Houston, Tx Purpose: Scholarship fund	Public Charity	22,000.00
University of Texas Health Science Center Houston, Tx Purpose: Accelerated PHD program	Public Charity	60,000.00
University of Texas MD Anderson Foundation	Public Charity	10,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2009
EIN: 76-0101380

Houston, Tx Purpose: General Contribution		
University of Texas MD Anderson Foundation Houston, Tx Purpose: Smith Educational Program	Public Charity	200,000.00
Yes Prep Schools Houston, Tx Purpose: Yes Prep educational model	Public Charity	100,000.00
YMCA of Greater Houston Area Houston, Tx Purpose: Association Partners Campaign	Public Charity	15,000.00
Total Contributions made in 2008, Part XV		4,136,900.00

VIVIAN SMITH FDN-ALETHEIA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
25. AGRIUM INC COM	11/11/2008	06/04/2009	1,180.46	888.59	291.87
90. ALLSTATE CORP COM	12/16/2008	10/14/2009	2,838.52	2,654.11	184.41
485. BANK OF AMERICA CORP COM	09/02/2008	04/15/2009	4,728.62	23,286.39	-18,557.77
839. BANK OF AMERICA CORP COM	03/09/2009	06/04/2009	9,807.65	16,950.29	-7,142.64
1435. BANK OF AMERICA CORP COM	03/09/2009	08/13/2009	24,236.52	5,262.29	18,974.23
240. BANK OF AMERICA CORP COM	03/09/2009	09/04/2009	4,106.29	880.10	3,226.19
100. BANK OF AMERICA CORP COM	03/09/2009	09/16/2009	1,715.95	366.71	1,349.24
450. BEST BUY INC COM	10/31/2008	02/11/2009	13,022.92	11,584.29	1,438.63
50. BEST BUY INC COM	10/31/2008	06/04/2009	1,845.95	1,287.15	558.80
550. BEST BUY INC COM	10/31/2008	06/10/2009	20,985.65	14,158.71	6,826.94
130. CANADIAN OIL SANDS TR NEW UNIT	02/11/2009	06/10/2009	3,307.41	2,296.14	1,011.27
265. CLOROX CO	12/08/2008	09/04/2009	15,476.93	14,910.27	566.66
95. CONOCOPHILLIPS COM	11/19/2008	04/29/2009	3,961.07	4,570.90	-609.83
80. CONOCOPHILLIPS COM	11/19/2008	11/12/2009	4,187.50	3,849.18	338.32
1355. CORNING INC	11/19/2008	03/09/2009	13,486.10	11,924.00	1,562.10
3545. DELTA PETE CORP COM NEW	09/15/2009	10/14/2009	6,054.35	12,868.35	-6,814.00
5225. DELTA PETE CORP COM NEW	09/15/2009	11/12/2009	4,756.19	18,966.75	-14,210.56
1490. FORD MTR CO DEL COM PAR	11/03/2009	12/24/2009	15,076.47	11,226.70	3,849.77
625. GENERAL ELEC CO COM	03/09/2009	10/14/2009	10,484.66	4,650.00	5,834.66
50. GOLDMAN SACHS GROUP INC	11/11/2008	04/15/2009	6,035.71	3,625.17	2,410.54
185. GOLDMAN SACHS GROUP INC	11/11/2008	05/20/2009	25,244.06	13,413.13	11,830.93
2080. ISHARES SILVER TR ISHARES	06/01/2009	06/30/2009	12.30	13.46	-1.16
2080. ISHARES SILVER TR ISHARES	06/01/2009	07/31/2009	11.49	12.01	-0.52
2080. ISHARES SILVER TR ISHARES	06/01/2009	08/31/2009	12.55	12.72	-0.17
2080. ISHARES SILVER TR ISHARES	06/01/2009	09/30/2009	13.92	12.55	1.37
2080. ISHARES SILVER TR ISHARES	06/01/2009	10/31/2009	14.71	13.43	1.28
2080. ISHARES SILVER TR ISHARES	06/01/2009	11/30/2009	14.18	11.31	2.87
2080. ISHARES SILVER TR ISHARES	06/01/2009	12/31/2009	15.37	13.36	2.01
40. MARKET VECTORS ETF TR GOLD MINERS ETF FD	05/27/2009	12/24/2009	1,877.95	1,689.62	188.33
625. MICROSOFT CORP COM	11/19/2008	05/27/2009	12,793.67	11,975.00	818.67
305. MOLSON COORS BREWING CO CL	11/05/2008	02/11/2009	11,853.91	12,365.00	-511.09
25. MOSAIC CO COM	10/02/2008	06/04/2009	1,364.21	1,025.09	339.12
75. NUCOR CORP COM	07/08/2008	02/11/2009	3,242.98	4,654.07	-1,411.09
Totals					

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VIVIAN SMITH FDN-ALETHEIA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
155. PEABODY ENERGY CORP COM	08/13/2008	06/10/2009	5,449.99	9,214.54	-3,764.55
185. PLUM CREEK TIMBER CO INC	06/10/2009	08/13/2009	6,006.31	6,258.88	-252.57
285. WELLS FARGO CO COM	02/11/2009	10/14/2009	8,761.24	4,950.45	3,810.79
100. WILLIAMS SONOMA INC COM	02/11/2009	06/04/2009	1,292.96	982.71	310.25
900. WILLIAMS SONOMA INC COM	02/11/2009	09/04/2009	16,896.07	8,844.39	8,051.68
15. TRANSOCEAN LTD ZUG NAMEN	02/11/2009	06/04/2009	1,237.46	878.50	358.96
65. TRANSOCEAN LTD ZUG NAMEN	02/11/2009	06/10/2009	5,432.84	3,806.83	1,626.01
100. TRANSOCEAN LTD ZUG NAMEN	02/11/2009	11/03/2009	8,591.36	5,856.66	2,734.70
Totals			277,434.00	252,210.00	25,225.00

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VIVIAN SMITH FDN-FAYEZ -BOND

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
100000. GENERAL MLS INC SR NT					
5.65% DTD 02/03/2009 DUE 0	03/24/2009	12/03/2009	107,500.00	101,640.00	5,860.00
200000. HEWLETT PACKARD CO GLBL NT					
4.75% DTD 02/26/2009 DUE 0	03/04/2009	12/03/2009	215,250.00	200,000.00	15,250.00
100000. JPMORGAN CHASE & CO 3.70%					
DTD 09/18/2009 DUE 01/20/2	09/15/2009	12/03/2009	100,500.00	99,941.00	559.00
100000. MEDTRONIC INC SR NT 4.50%					
DTD 03/12/2009 DUE 03/15/2	03/10/2009	12/03/2009	106,500.00	100,231.00	6,269.00
100000. MORGAN STANLEY SR NT					
5.625% DTD 09/23/2009 DUE	09/17/2009	12/03/2009	99,875.00	99,250.00	625.00
100000. PROCTER & GAMBLE CO SR NT					
3.50% DTD 02/06/2009 DUE 0	03/24/2009	09/17/2009	101,625.00	100,050.00	1,575.00
100000. WALGREEN CO 5.25% DTD					
01/13/2009 DUE 01/15/2019	03/10/2009	12/03/2009	107,750.00	99,242.00	8,508.00
Totals			839,000.00	800,354.00	38,646.00

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VIVIAN SMITH FDN-FAYEZ EQUITY
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
.333 HSBC HLDGS PLC RTS EXP 03/31/09	03/20/2009	04/09/2009	2.83		2.83
Totals			3.00		3.00

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
20000. AMERICAN EXPRESS CR CORP	05/13/2009	09/08/2009	22,034.00	20,430.40	1,603.60
60000. CITIGROUP INC NT 6.125%					
DTD 05/12/2008 DUE 05/15/2	09/29/2008	04/09/2009	51,189.00	52,036.00	-847.00
34893.47 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP FOR F	04/14/2009	05/01/2009	35,610.42	35,002.51	607.91
90.77 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP FOR F	04/14/2009	05/18/2009	90.76	91.05	-0.29
269.53 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	06/17/2009	269.53	269.53	
299.37 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	07/17/2009	299.37	299.37	
272.42 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	08/17/2009	272.42	272.42	
362.49 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	09/17/2009	362.49	362.49	
311.26 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	10/19/2009	311.26	311.26	
276.25 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	11/18/2009	276.25	276.25	
19610.67 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	04/30/2009	12/17/2009	19,610.67	19,610.67	
55000. DISNEY WALT CO NEW MEDIUM					
TERM NTS TRANCHE # TR 0005	10/27/2008	03/23/2009	57,990.21	52,276.00	5,714.21
35000. DU PONT E I DE NEMOURS &					
CO 5.875% DTD 12/12/2008 D	12/10/2008	03/10/2009	36,183.70	34,836.00	1,347.70
100000. FEDERAL HOME LOAN BKS CONS					
BDS 3.375% DTD 09/25/2008	04/22/2009	05/29/2009	103,569.50	103,408.30	161.20
520000. FEDERAL HOME LOAN BKS CONS					
BDS 2.25% DTD 03/05/2009 D	03/04/2009	03/23/2009	521,992.64	519,480.00	2,512.64
1300000. FEDERAL HOME LN MTG CORP					
DEB 5.00% DTD 07/16/2004 D	06/27/2008	06/04/2009	1428922.30	1342619.00	86,303.30
520000. FEDERAL HOME LN MTG CORP	01/06/2009	03/04/2009	533,226.20	534,679.00	-1,452.80
9370.86 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	03/25/2009	9,370.86	9,370.86	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
6534.45 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	04/25/2009	6,534.45	6,534.45	
7062.07 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	05/25/2009	7,062.07	7,062.07	
6788.73 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	06/25/2009	6,788.73	6,788.73	
3235.43 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	03/15/2009	3,235.43	3,235.43	
2006.32 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	04/15/2009	2,006.32	2,006.32	
1995.74 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	05/15/2009	1,995.74	1,995.74	
5244.27 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	03/15/2009	5,244.27	5,244.27	
4835.66 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	04/15/2009	4,835.66	4,835.66	
4632.62 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	05/15/2009	4,632.62	4,632.62	
4457.62 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	06/15/2009	4,457.62	4,457.62	
4725.01 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	07/15/2009	4,725.01	4,725.01	
3572.65 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	08/15/2009	3,572.65	3,572.65	
2473.28 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	09/15/2009	2,473.28	2,473.28	
2191.62 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	10/15/2009	2,191.62	2,191.62	
600000. FEDERAL NATL MTG ASSN					
2.875% DTD 09/12/2008 DUE	12/22/2008	03/23/2009	614,655.60	616,639.00	-1,983.40
230.76 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	05/10/2009	230.76	230.76	
3700.88 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	06/10/2009	3,700.88	3,700.88	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
2868.71 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/20	04/07/2009	07/10/2009	2,868.71	2,868.71	
1929.34 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/20	04/07/2009	08/10/2009	1,929.34	1,929.34	
2725.61 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/20	04/07/2009	09/10/2009	2,725.61	2,725.61	
218.28 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/20	04/07/2009	10/10/2009	218.28	218.28	
1948.79 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/20	04/07/2009	11/10/2009	1,948.79	1,948.79	
851.7 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/2002	04/07/2009	12/10/2009	851.70	851.70	
60000. JANUS CAP GROUP INC NT 6.70% DTD 06/14/2007 DUE 0	08/26/2008	03/11/2009	28,200.00	55,114.00	-26,914.00
869.13 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	06/18/2009	869.13	869.13	
766.08 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	07/20/2009	766.08	766.08	
1121.64 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	08/18/2009	1,121.64	1,121.64	
927.32 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	09/17/2009	927.32	927.32	
967.74 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	10/19/2009	967.74	967.74	
742.61 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	11/18/2009	742.61	742.61	
841.97 SALOMON BROS COML MTG TR COML MTG PASSTHRU CTF 2000	05/01/2009	12/18/2009	841.97	841.97	
40000. UNITED PARCEL SVC INC 3.875% DTD 03/24/2009 DUE	03/19/2009	05/07/2009	40,954.00	39,911.20	1,042.80
20000. US TREASURY BOND 6.375% DTD 08/15/97 DUE 08/15/202	02/11/2009	02/26/2009	26,327.34	27,242.19	-914.85
30000. US TREASURY BOND 6.375% DTD 08/15/97 DUE 08/15/202	02/11/2009	03/17/2009	39,520.31	40,863.28	-1,342.97
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
125000. US TREASURY BOND 6.375%					
DTD 08/15/97 DUE 08/15/202	02/11/2009	10/09/2009	159,648.44	170,263.67	-10,615.23
230000. US TREASURY BOND 6.375%					
DTD 08/15/97 DUE 08/15/202	10/15/2009	11/13/2009	290,312.11	301,425.00	-11,112.89
45000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	05/29/2009	06/17/2009	45,550.20	45,752.34	-202.14
150000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	05/29/2009	06/24/2009	152,349.61	152,507.82	-158.21
250000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	06/11/2009	07/08/2009	260,732.42	245,355.08	15,377.34
30000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	06/11/2009	09/29/2009	32,369.53	28,675.78	3,693.75
390000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	09/21/2009	10/09/2009	411,251.95	379,806.26	31,445.69
30000. US TREASURY NOTE 4.250%					
DTD 08/15/03 DUE 08/15/201	01/15/2009	02/12/2009	33,614.06	34,255.00	-640.94
150000. US TREASURY NOTE 3.50% DTD					
11/15/04 DUE 11/15/2009	06/24/2009	06/25/2009	151,863.28	151,869.14	-5.86
200000. US TREASURY NOTE 4.000%					
DTD 02/15/05 DUE 02/15/201	06/04/2009	06/11/2009	209,156.25	212,429.69	-3,273.44
250000. US TREASURY NOTE 4.000%					
DTD 02/15/05 DUE 02/15/201	06/04/2009	07/08/2009	269,316.41	265,537.11	3,779.30
300000. US TREASURY NOTE 4.000%					
DTD 04/15/05 DUE 04/15/201	12/08/2008	02/11/2009	311,695.31	313,569.78	-1,874.47
270000. US TREASURY NOTE 4.000%					
DTD 04/15/05 DUE 04/15/201	11/21/2008	02/12/2009	280,610.15	282,065.22	-1,455.07
300000. US TREASURY NOTE 4.000%					
DTD 04/15/05 DUE 04/15/201	10/09/2009	12/29/2009	303,386.70	305,800.78	-2,414.08
35000. US TREASURY NOTE 4.500%					
DTD 02/28/06 DUE 02/28/201	08/21/2009	10/21/2009	36,814.26	36,985.54	-171.28
60000. US TREASURY NOTE 4.500%					
DTD 02/28/06 DUE 02/28/201	08/21/2009	10/23/2009	63,063.28	63,304.69	-241.41
30000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	01/08/2009	06/26/2009	32,655.47	35,060.25	-2,404.78
Totals					

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STATEMENT 34

VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
420000. US TREASURY NOTE 3.75% DTD 11/15/2008 DUE 11/15/2018	02/11/2009	11/13/2009	431,992.97	455,437.50	-23,444.53
100000. US TREASURY NOTE 1.75% DTD 11/15/2008 DUE 11/15/2011	08/26/2009	09/29/2009	101,449.22	101,218.75	230.47
80000. WACHOVIA CORP GLOBAL MEDIUM TERM SR NTS TRANCHE	12/09/2008	09/24/2009	85,292.39	76,589.00	8,703.39
40000. XEROX CORP 8.25% DTD 05/11/2009 DUE 05/15/2014	07/14/2009	10/28/2009	46,104.00	40,785.40	5,318.60
Totals			8641619.00	8586292.00	55,327.00

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STATEMENT 35

VIVIAN L. SMITH FOUNDATION 76-0101380

Eaton Vance

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses) * This Statement	Gains/(Losses) * Year to Date
USAA AUTO OWNER ABS 2007	100000.0000	09/27/07	01/16/09	9,906.16	9,903.97	2.19	
WHIRLPOOL CORP	30000.0000	02/25/08	01/15/09	27,600.00	29,931.50	N/C	
Subtotal (Long-Term)						2.19	2.19
HEWLETT-PACKARD 6.12% 2014	40000.0000	12/03/08	01/09/09	43,163.60	39,824.40	3,339.20	
PEPSICO, INC.	30000.0000	10/21/08	01/09/09	36,815.70	29,927.40	6,888.30	
STAPLES INC 9.75%JAN15 14	15000.0000	01/14/09	01/15/09	15,450.00	15,000.00	450.00	
US TSY 4.000% APR 15 2010	415000.0000	10/07/08	01/06/09	434,242.37	432,086.34	2,156.03	
US TSY 4.000% APR 15 2010	85000.0000	11/21/08	01/06/09	88,941.22	88,798.44	142.78	
Subtotal (Short-Term)						12,976.31	12,976.31

STATEMENT 36

VIVIAN L. SMITH FOUNDATION 76-0101380

Eaton Vance

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses) * This Statement	Gains/(Losses) * Year to Date
BURLINGTON RESOUR 9.87% 10	70000.0000	03/19/07	01/30/09	75,768.70	79,937.20	(4,168.50)	
Subtotal (Long-Term)						*(4,168.50)*	*(4,166.31)*
Subtotal (Short-Term)							*12,976.31*

STATEMENT 37

VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
60000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	06/18/2009	07/07/2009	65,721.09	64,962.14	758.95
20000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	06/18/2009	08/12/2009	21,542.97	21,310.16	232.81
40000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	06/18/2009	09/24/2009	44,092.19	42,620.31	1,471.88
45000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	06/18/2009	11/10/2009	49,691.60	47,947.85	1,743.75
115000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	06/18/2009	11/13/2009	127,137.89	122,533.40	4,604.49
35000. US TREASURY NOTE 3.875%					
DTD 10/31/07 DUE 10/31/201	02/10/2009	03/19/2009	38,057.03	38,052.93	4.10
100000. US TREASURY NOTE 3.875%					
DTD 10/31/07 DUE 10/31/201	02/10/2009	04/07/2009	108,195.31	108,722.66	-527.35
30000. US TREASURY NOTE 3.875%					
DTD 10/31/07 DUE 10/31/201	02/10/2009	05/29/2009	32,301.56	32,616.80	-315.24
60000. US TREASURY NOTE 3.875%					
DTD 10/31/07 DUE 10/31/201	02/10/2009	06/11/2009	63,564.84	65,233.59	-1,668.75
296367. US TREASURY NOTE 1.375%					
DTD 07/15/08 DUE 07/15/201	06/19/2009	06/18/2009	282,474.80	291,450.28	-8,975.48
30000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	03/11/2009	32,111.72	32,531.25	-419.53
150000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	04/07/2009	160,593.75	162,656.25	-2,062.50
70000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	05/15/2009	73,551.95	75,906.25	-2,354.30
40000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	06/11/2009	39,693.75	43,375.00	-3,681.25
75000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	06/29/2009	76,488.28	81,328.12	-4,839.84
60000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	08/05/2009	60,438.28	65,062.50	-4,624.22
5000. US TREASURY NOTE 3.75% DTD					
11/15/2008 DUE 11/15/2018	02/11/2009	08/05/2009	5,029.30	5,421.88	-392.58
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
35000. AMERICAN EXPRESS CR CORP	08/18/2008	09/08/2009	38,559.50	34,942.00	3,617.50
80000. AMERICAN GEN FIN CORP MEDIUM TERM SR NOTES TRANC	06/20/2006	02/24/2009	28,000.00	77,615.47	-49,615.47
70000. AMERICAN GEN FIN CORP MEDIUM TERM SR NOTES TRANC	06/20/2006	09/17/2009	49,700.00	67,913.53	-18,213.53
55000. BECKMAN COULTER INC DEB 7.05% DTD 05/30/1996 DUE 0	10/24/2002	05/18/2009	45,330.45	60,682.05	-15,351.60
45000. BECKMAN COULTER INC DEB 7.05% DTD 05/30/1996 DUE 0	10/24/2002	05/18/2009	36,981.45	49,648.95	-12,667.50
55000. CIT GROUP INC MEDIUM TERM SR NTS TRANCHE # SR 00134	10/13/2006	06/15/2009	34,904.10	55,444.00	-20,539.90
6702.04 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	01/13/2007	02/15/2009	6,702.04	6,702.04	
6152.75 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	01/13/2007	03/15/2009	6,152.75	6,152.75	
7386.32 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	01/13/2007	04/15/2009	7,386.32	7,386.32	
6952.64 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	01/13/2007	05/15/2009	6,952.64	6,952.64	
5954.05 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	11/13/2007	06/15/2009	5,954.05	5,954.05	
6708.18 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	11/13/2007	07/15/2009	6,708.18	6,708.18	
6619.69 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	11/13/2007	08/15/2009	6,619.69	6,619.69	
6113.78 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	11/13/2007	09/15/2009	6,113.78	6,113.78	
5943.53 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	11/13/2007	10/15/2009	5,943.53	5,943.53	
6111.73 CAPITAL AUTO RECV ABN SER 2007 4 CL A 2A 4.93% D	11/13/2007	11/15/2009	6,111.73	6,111.73	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3109.87 CAPITAL AUTO RECV ABN					
SER 2007 4 CL A 2A 4.93% D	11/13/2007	12/15/2009	3,109.87	3,107.29	2.58
100000. CHASE ISSUANCE TRUST SER					
2007 15A CL A 4.96% DTD 10	10/02/2007	04/21/2009	102,378.91	99,990.00	2,388.91
100000. COUNTRYWIDE HOME LNS INC	11/28/2007	05/14/2009	75,000.00	75,000.00	
239.17 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	03/15/2009	239.17	239.17	
785.78 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	04/15/2009	785.78	785.78	
145.89 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	05/15/2009	145.89	145.89	
133.87 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	06/15/2009	133.87	133.87	
130.66 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	07/15/2009	130.66	130.66	
133.43 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	08/15/2009	133.43	133.43	
134.69 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	09/15/2009	134.69	134.69	
138.57 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	10/15/2009	138.57	138.57	
142.23 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	11/15/2009	142.23	142.23	
274.48 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	12/15/2009	274.48	274.48	
352.49 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E73919 6	09/30/2002	12/31/2009	352.49	352.49	
482.98 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	03/15/2009	482.98	482.98	
723.59 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	04/15/2009	723.59	723.59	
436.39 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	04/05/2005	05/15/2009	436.39	436.39	
459.04 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	06/15/2009	459.04	459.04	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
386.87 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	07/15/2009	386.87	386.87	
762.61 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	08/15/2009	762.61	762.61	
527.08 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	09/15/2009	527.08	527.08	
558.04 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	10/15/2009	558.04	558.04	
389.38 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	11/15/2009	389.38	389.38	
509.8 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	12/15/2009	509.80	509.80	
521.97 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00532	08/13/2002	12/31/2009	521.97	521.97	
1156.45 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	03/15/2009	1,156.45	1,156.45	
1056.63 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	04/15/2009	1,056.63	1,056.63	
1179.51 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	05/15/2009	1,179.51	1,179.51	
1034.54 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	06/15/2009	1,034.54	1,034.54	
967.4 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	07/15/2009	967.40	967.40	
970.23 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	08/15/2009	970.23	970.23	
744.68 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	09/15/2009	744.68	744.68	
903.44 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	10/15/2009	903.44	903.44	
888.67 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	11/15/2009	888.67	888.67	
769.38 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	12/15/2009	769.38	769.38	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
774.42 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	12/31/2009	774.42	774.42	
565000. FEDERAL HOME LN MTG CORP					
DEB 5.00% DTD 07/16/2004 D	04/11/2008	06/04/2009	621,031.62	567,890.00	53,141.62
1311.98 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	03/25/2009	1,311.98	1,311.98	
1421.08 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	04/27/2009	1,421.08	1,421.08	
1383.38 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	05/26/2009	1,383.38	1,383.38	
1311.71 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	06/25/2009	1,311.71	1,311.71	
1227.38 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	07/27/2009	1,227.38	1,227.38	
1275.02 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	08/25/2009	1,275.02	1,275.02	
1136.55 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	09/25/2009	1,136.55	1,136.55	
915.62 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	10/26/2009	915.62	915.62	
900.18 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	11/25/2009	900.18	900.18	
1068.58 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	12/28/2009	1,068.58	1,068.58	
823.09 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	12/31/2009	823.09	823.09	
901.89 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #545	08/13/2003	03/25/2009	901.89	901.89	
660.25 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #545	08/13/2003	04/27/2009	660.25	660.25	
853.24 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #545	08/13/2003	05/26/2009	853.24	853.24	
624.17 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #545	08/13/2003	06/25/2009	624.17	624.17	
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
562.69 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	07/27/2009	562.69	562.69	
518.68 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	08/25/2009	518.68	518.68	
792.99 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	09/25/2009	792.99	792.99	
488.62 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	10/26/2009	488.62	488.62	
691.54 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	11/25/2009	691.54	691.54	
473.91 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	12/28/2009	473.91	473.91	
422.64 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #545	08/13/2003	12/31/2009	422.64	422.64	
3702.24 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	03/25/2009	3,702.24	3,702.24	
6496.27 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	04/25/2009	6,496.27	6,496.27	
4610.62 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	05/25/2009	4,610.62	4,610.62	
3634.81 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	06/25/2009	3,634.81	3,634.81	
3857.28 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	07/25/2009	3,857.28	3,857.28	
3074.02 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	08/25/2009	3,074.02	3,074.02	
1475.5 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMIC TR	12/29/2005	09/25/2009	1,475.50	1,475.50	
2619.29 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	10/25/2009	2,619.29	2,435.70	183.59
5.35 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	12/29/2005	11/25/2009	5.29	4.98	0.31
7670.59 FEDERAL NATL MTG ASSN GTD REMIC PASSTHRU TR REMI	07/17/2008	07/25/2009	7,670.59	7,670.59	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
6425.23 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	08/25/2009	6,425.23	6,425.23	
5152.27 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	09/25/2009	5,152.27	5,152.27	
6062.1 FEDERAL NATL MTG ASSN GTD					
REMIC PASSTHRU TR REMIC TR	07/17/2008	10/25/2009	6,062.10	6,062.10	
6427.62 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	11/25/2009	6,427.62	6,427.62	
5988.57 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	12/25/2009	5,988.57	5,988.57	
2201.62 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	03/25/2009	2,201.62	2,201.62	
2190.18 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	04/25/2009	2,190.18	2,190.18	
2178.81 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	05/25/2009	2,178.81	2,178.81	
2167.5 FEDERAL NATL MTG ASSN GTD					
REMIC PASSTHRU TR REMIC TR	03/09/2006	06/25/2009	2,167.50	2,167.50	
2156.24 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	07/25/2009	2,156.24	2,156.24	
2145.04 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	08/25/2009	2,145.04	2,145.04	
2133.89 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	09/25/2009	2,133.89	2,133.89	
2122.81 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	10/25/2009	2,122.81	2,122.81	
2111.79 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	11/25/2009	2,111.79	2,111.79	
2100.81 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	12/25/2009	2,100.81	2,100.81	
7499.99 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	04/17/2006	03/15/2009	7,499.99	7,499.99	
5597.29 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	04/17/2006	04/15/2009	5,597.29	5,597.29	
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3724.72 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	04/17/2006	05/15/2009	3,724.72	3,724.72	
3705.42 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	04/17/2006	06/15/2009	3,705.42	3,705.42	
3753.3 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	04/17/2006	07/15/2009	3,753.30	3,753.30	
2535.2 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	04/17/2006	08/15/2009	2,535.20	2,515.29	19.91
1985.21 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	06/15/2009	1,985.21	1,985.21	
1974.74 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	07/15/2009	1,974.74	1,974.74	
1964.32 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	08/15/2009	1,964.32	1,964.32	
1953.95 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	09/15/2009	1,953.95	1,953.95	
1943.64 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	10/15/2009	1,943.64	1,943.64	
1933.38 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	11/16/2009	1,933.38	1,933.38	
1923.18 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	12/15/2009	1,923.18	1,923.18	
2010.42 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	03/15/2009	2,010.42	2,010.42	
1999.99 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	04/15/2009	1,999.99	1,999.99	
1989.62 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	05/15/2009	1,989.62	1,989.62	
1979.3 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	06/15/2009	1,979.30	1,979.30	
1969.04 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	07/15/2009	1,969.04	1,969.04	
1958.82 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	08/15/2009	1,958.82	1,958.82	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1948.66 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	09/15/2009	1,948.66	1,948.66	
1938.55 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	10/15/2009	1,938.55	1,938.55	
1928.49 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	11/15/2009	1,928.49	1,928.49	
1918.49 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	12/15/2009	1,918.49	1,918.49	
2362.64 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	11/16/2009	2,362.64	2,362.64	
3153.43 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	12/15/2009	3,153.43	3,153.43	
20000. FEDERAL NATL MTG ASSN					
3.25% DTD 01/11/2008 DUE 0	05/22/2008	05/29/2009	20,380.00	20,080.00	300.00
18532.28 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	03/11/2009	18,532.28	18,532.28	
526.13 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	04/11/2009	526.13	526.13	
586.03 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	05/11/2009	586.03	586.03	
521.7 GE CAP COML MTG CORP 2002					
2 COML MTG PASSTHRU CTF CL	03/16/2007	06/11/2009	521.70	521.70	
592.59 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	07/11/2009	592.59	592.59	
521.51 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	08/11/2009	521.51	521.51	
652.95 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	09/11/2009	652.95	652.95	
602.37 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	10/11/2009	602.37	602.37	
531.67 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	11/11/2009	531.67	531.67	
609.13 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	12/11/2009	609.13	609.13	
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
45000. GENERAL MILLS INC NT 5.70% DTD 01/24/2007 DUE 02/15/2	11/01/2007	03/25/2009	45,902.70	44,890.00	1,012.70
20000. GENERAL MILLS INC NT 5.65% DTD 08/29/2007 DUE 09/10/2	08/24/2007	03/25/2009	20,967.60	19,968.00	999.60
2507.53 GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS 2	07/24/2006	03/16/2009	2,507.53	2,507.53	
3498.51 GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS 2	07/24/2006	04/16/2009	3,498.51	3,498.51	
2007.45 GOVERNMENT NATL MTG ASSN GTD REMIC PASS THRU SECS 2	07/24/2006	05/18/2009	2,007.45	2,017.12	-9.67
60000. KRAFT FOODS INC 6.875% DTD 05/22/2008 DUE 01/26/2039	05/20/2008	09/21/2009	65,730.60	59,206.00	6,524.60
50000. KROGER CO 6.80% DTD 05/11/2001 DUE 04/01/2011	03/20/2007	07/27/2009	53,321.00	52,634.00	687.00
85000. LB UBS COML MTG TR 2004 C6 MTG PASSTHRU CTF A 6 5.02%	09/12/2007	10/07/2009	81,165.04	83,429.00	-2,263.96
373.26 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	02/18/2009	373.26	373.26	
522.23 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	03/17/2009	522.23	522.23	
378.36 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	04/17/2009	378.36	378.36	
429.3 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	05/15/2009	429.30	429.30	
382.96 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	06/17/2009	382.96	382.96	
8062.72 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	07/17/2009	8,062.72	8,062.72	
4141.35 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	08/17/2009	4,141.35	4,141.35	
2480.39 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	09/17/2009	2,480.39	2,480.39	
417.43 LB UBS COML MTG TR 2002 C4 MTG PASSTHRU CTF CL A 3	03/13/2007	10/19/2009	417.43	417.43	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
808.9 LB UBS COML MTG TR 2002					
C4 MTG PASSTHRU CTF CL A 3	03/13/2007	11/18/2009	808.90	808.90	
420.92 LB UBS COML MTG TR 2002					
C4 MTG PASSTHRU CTF CL A 3	03/13/2007	12/17/2009	420.92	420.92	
165000. MERRILL LYNCH MTG TR 2003					
KEY1 MTG PASSTHRU CTF CL A	03/14/2007	08/20/2009	167,294.53	164,040.00	3,254.53
500000. MULTIPLE INT RATE PUTABLE					
UNDERLYING TR CTFS SER UST	03/13/2007	12/29/2009	541,054.69	505,101.00	35,953.69
241.53 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	02/18/2009	241.53	241.53	
1708.6 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	03/17/2009	1,708.60	1,708.60	
244.62 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	04/17/2009	244.62	244.62	
413.89 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	05/15/2009	413.89	413.89	
242.46 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	06/17/2009	242.46	242.46	
1050.24 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	07/17/2009	1,050.24	1,050.24	
244.4 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	08/17/2009	244.40	244.40	
88.34 NOMURA ASSET SECS CORP					
COML MTG PASSTHRU CTF 1998	08/24/2007	09/17/2009	88.34	97.26	-8.92
40000. NORTHWEST NAT GAS CO SECD					
MEDIUM TERM NTS 6.65% DTD	09/13/2006	10/13/2009	44,301.60	43,083.20	1,218.40
110000. NORTHWEST NAT GAS CO SECD					
MEDIUM TERM NTS 6.65% DTD	09/13/2006	10/15/2009	120,827.30	118,478.80	2,348.50
40000. PROCTER & GAMBLE CO NT					
4.95% DTD 08/10/2004 DUE 0	08/31/2007	03/18/2009	43,309.79	39,331.00	3,978.79
297642.5 US TREASURY BOND 3.375%					
DTD 10/15/01 DUE 04/15/203	07/31/2003	02/11/2009	376,693.94	326,501.00	50,192.94
170000. US TREASURY NOTE 3.625%					
DTD 05/15/03 DUE 05/15/201	10/14/2004	06/11/2009	177,756.25	167,111.00	10,645.25
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
229080. US TREASURY NOTE 2.000%					
DTD 01/15/04 DUE 01/15/201	09/18/2007	02/10/2009	232,874.14	227,052.00	5,822.14
65000. WACHOVIA BK COML MTG TR	08/03/2007	10/07/2009	64,182.42	62,120.76	2,061.66
280.89 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	03/15/2009	280.89	280.89	
220.67 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	04/15/2009	220.67	220.67	
242.23 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	05/15/2009	242.23	242.23	
222.98 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	06/15/2009	222.98	222.98	
3649.6 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	07/15/2009	3,649.60	3,649.60	
218.69 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	08/15/2009	218.69	218.69	
219.78 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	09/15/2009	219.78	219.78	
1746.99 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	10/15/2009	1,746.99	1,746.99	
218.51 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	11/15/2009	218.51	218.51	
8450.86 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	12/15/2009	8,450.86	8,450.86	
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3418157.00	3352473.00	65,684.00
Totals			3418157.00	3352473.00	65,684.00

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STATEMENT 49

VIVIAN SMITH FDN-DANA 1

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
300. AFLAC INC COM	11/25/2008	06/25/2009	9,357.75	12,818.94	-3,461.19
140. AFLAC INC COM	11/25/2008	09/21/2009	5,879.29	5,982.17	-102.88
200. ABBOTT LABS COM	08/05/2008	03/30/2009	9,514.94	11,586.76	-2,071.82
620. AMGEN INC COM	01/08/2009	09/21/2009	38,536.84	35,389.42	3,147.42
1680. BANK NEW YORK MELLON CORP	07/13/2009	11/24/2009	44,279.80	45,313.09	-1,033.29
200. BECTON DICKINSON & CO	08/05/2008	03/30/2009	13,435.02	11,586.76	1,848.26
1600. BRISTOL MYERS SQUIBB CO	01/08/2009	11/24/2009	39,921.85	36,100.00	3,821.85
60. CME GROUP INC COM	02/20/2009	03/30/2009	14,565.84	10,933.49	3,632.35
160. CME GROUP INC COM	02/20/2009	09/21/2009	48,979.95	29,155.99	19,823.96
1440. CVS CORP	06/25/2009	11/24/2009	45,774.12	45,093.46	680.66
2500. CENTERPOINT ENERGY INC COM	08/05/2008	03/30/2009	24,917.11	38,619.75	-13,702.64
320. CHUBB CORP COM	08/05/2008	03/30/2009	13,262.12	15,575.71	-2,313.59
780. COCA COLA CO COM	10/17/2008	06/25/2009	36,906.31	35,599.04	1,307.27
1650. DPL INC COM	03/30/2009	11/24/2009	44,894.35	36,917.60	7,976.75
680. DAVITA INC COM	08/05/2008	07/13/2009	33,611.80	39,734.64	-6,122.84
160. DIRECTV GROUP INC COM	06/25/2009	07/13/2009	3,734.10	3,939.10	-205.00
150. DISNEY WALT CO COM	01/08/2009	02/18/2009	2,639.23	3,428.00	-788.77
1740. DIRECTV COM CL A	06/25/2009	11/24/2009	55,588.44	42,837.76	12,750.68
1360. DOMINION RESOURCES INC/VA	07/13/2009	11/24/2009	50,106.14	44,287.34	5,818.80
640. FMC CORP COM NEW	06/25/2009	09/21/2009	36,561.17	26,124.63	10,436.54
900. FIRSTENERGY CORP COM	03/30/2009	06/25/2009	34,614.82	34,957.98	-343.16
160. FLOWSERVE CORP COM	03/30/2009	11/24/2009	16,258.10	8,842.27	7,415.83
2100. GAMESTOP CORP NEW CL A	06/25/2009	09/21/2009	55,122.95	51,146.91	3,976.04
40. GOLDMAN SACHS GROUP INC	05/09/2008	03/30/2009	4,121.43	7,481.35	-3,359.92
1600. HCP INC COM	09/21/2009	11/24/2009	48,767.70	47,808.96	958.74
1200. H J HEINZ CO COM	01/08/2009	07/13/2009	43,004.01	43,937.76	-933.75
200. MCGRAW HILL COMPANIES INC	06/25/2009	07/13/2009	6,003.20	5,918.50	84.70
1360. MCGRAW HILL COMPANIES INC	06/25/2009	09/21/2009	35,468.56	40,245.80	-4,777.24
700. MCKESSON HBOC INC COM	03/30/2009	06/25/2009	30,998.70	30,594.73	403.97
1140. MEDTRONIC INC COM	08/05/2008	07/13/2009	37,725.05	60,766.79	-23,041.74
430. METLIFE INC COM	07/13/2009	09/21/2009	16,542.79	10,849.24	5,693.55
200. MICROSOFT CORP COM	03/30/2009	09/21/2009	5,047.31	3,511.00	1,536.31
1560. MORGAN STANLEY DEAN WITTER DISCOVER & CO COM NEW	03/30/2009	09/21/2009	49,527.32	35,416.06	14,111.26
160. MOSAIC CO COM	01/08/2009	03/30/2009	6,849.36	6,351.49	497.87
Totals					

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VIVIAN SMITH FDN-DANA [illegible]
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
660. MOSAIC CO COM	06/25/2009	09/21/2009	33,754.50	26,792.60	6,961.90
1920. NASDAQ OMX GROUP INC	11/25/2008	03/30/2009	36,452.91	56,626.06	-20,173.15
400. NATIONAL-OILWELL INC COM	10/17/2008	03/30/2009	11,833.93	11,118.60	715.33
200. NATIONAL-OILWELL INC COM	10/17/2008	09/21/2009	8,610.77	5,559.30	3,051.47
950. NIKE INC CLASS B COM	01/08/2009	06/25/2009	48,184.76	47,173.66	1,011.10
120. NOBLE ENERGY INC COM	10/17/2008	06/25/2009	6,939.22	5,570.16	1,369.06
560. NOBLE ENERGY INC COM	03/30/2009	07/13/2009	30,258.82	26,644.92	3,613.90
660. NUCOR CORP COM	06/25/2009	09/21/2009	32,552.34	22,771.25	9,781.09
260. OCCIDENTAL PETE CORP COM	10/17/2008	03/30/2009	14,523.40	12,877.75	1,645.65
700. PROCTER & GAMBLE CO COM	03/30/2009	09/21/2009	39,874.54	42,466.40	-2,591.86
180. ROSS STORES INC COM	06/25/2009	07/13/2009	7,431.46	7,055.44	376.02
1600. US BANCORP DEL COM NEW	10/17/2008	02/18/2009	17,911.89	50,072.00	-32,160.11
400. UNUMPROVIDENT CORP COM	08/05/2008	03/30/2009	4,761.97	9,454.00	-4,692.03
1000. WINDSTREAM CORP COM	10/17/2008	07/13/2009	7,903.69	8,952.60	-1,048.91
4600. WINDSTREAM CORP COM	03/30/2009	09/21/2009	44,247.64	39,233.76	5,013.88
170. TRANSOCEAN LTD ZUG NAMEN	10/17/2008	09/21/2009	14,350.10	12,391.27	1,958.83
Totals			1322109.00	1303612.00	18,497.00

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STATEMENT 51

Vivian L. Smith Foundation 76-0101380

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STATEMENT 52

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses) * This Statement	Year to Date
GENERAL MILLS	340.0000	03/31/06	01/08/09	19,838.27	17,277.92	2,560.35	
GENERAL MILLS	150.0000	02/06/07	01/08/09	8,752.18	8,572.00	180.18	
GENERAL MILLS	270.0000	N/A	01/08/09	15,753.93	N/A	N/A	
PNC FINCL SERVICES GROUP	130.0000	06/14/07	01/09/09	6,355.60	9,602.31	(3,246.71)	
Subtotal (Long-Term)						*(506.18)*	*(506.18)*
BB&T CORPORATION	1240.0000	08/06/08	01/21/09	23,948.97	37,426.42	(13,477.45)	
FMC CORP COM NEW	360.0000	12/03/08	01/08/09	16,764.63	14,428.04	2,336.59	
FMC CORP COM NEW	360.0000	12/03/08	01/09/09	16,764.63	14,428.04	2,336.59	Duplicate

VIVIAN L. SMITH FOUNDATION 76-0101380

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REALIZED GAINS/(LOSSES) (continued)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses) * This Statement	Gains/(Losses) * Year to Date
NUCOR CORPORATION	510.0000	10/17/08	01/09/09	22,864.96	17,508.86	5,356.10	
THERMO FISHER SCIENTIFIC	1000.0000	08/06/08	01/08/09	33,770.61	59,793.70	(26,023.09)	
UNUM GROUP	460.0000	08/06/08	01/09/09	8,303.36	10,872.10	(2,568.74)	
Subtotal (Short-Term)						*(32,040.00)*	*(32,040.00)*

STATEMENT 53

VIVIAN SMITH FDN-MITCHELL GRP
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
70000. TRANSOCEAN SEDCO FOREX INC SR CONV 1.625% DTD 12/11/2	12/09/2008	11/11/2009	68,791.86	59,500.00	9,291.86
Totals			68,792.00	59,500.00	9,292.00

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STATEMENT 54

VIVIAN SMITH FDN-MITCHELL GRP

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
15388. EL PASO CORPORATION COM	03/17/2008	10/15/2009	169,940.67	255,218.25	-85,277.58
500. EXXON MOBIL CORP	11/18/2004	10/30/2009	35,774.08	22,497.40	13,276.68
4600. FOREST OIL CORP COM	03/21/2007	10/23/2009	101,550.66	149,157.76	-47,607.10
1000. PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	03/26/2007	10/29/2009	41,206.03	50,122.50	-8,916.47
600. RANGE RESOURCES CORP COM	01/28/2005	03/18/2009	23,970.40	8,695.98	15,274.42
800. RANGE RESOURCES CORP COM	01/28/2005	04/03/2009	35,252.20	11,594.64	23,657.56
3000. RANGE RESOURCES CORP COM	01/28/2005	12/08/2009	131,728.10	43,480.03	88,248.07
1750. RANGE RESOURCES CORP COM	01/28/2005	12/10/2009	77,146.06	25,363.35	51,782.71
2500. SCHLUMBERGER LTD COM	06/22/2006	05/15/2009	129,561.66	93,998.70	35,562.96
2500. SOUTHERN UNION COMPANY COM	03/10/2005	10/06/2009	51,460.92	61,869.75	-10,408.83
3800. SOUTHERN UNION COMPANY COM	03/11/2005	10/07/2009	77,948.53	94,289.20	-16,340.67
1500. SOUTHWESTERN ENERGY CO COM	04/24/2007	04/03/2009	47,506.38	32,421.00	15,085.38
4800. SOUTHWESTERN ENERGY CO COM	04/24/2007	12/08/2009	202,932.05	103,747.20	99,184.85
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1125978.00	952,456.00	173,522.00
Totals			1125978.00	952,456.00	173,522.00

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STATEMENT 55

VIVIAN SMITH FDN-VALLEY FORGE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1700. ADOBE SYS INC COM	07/14/2009	07/28/2009	54,520.14	48,089.77	6,430.37
1900. AMERICAN ELEC PWR INC COM	04/30/2009	10/28/2009	56,377.25	58,399.76	-2,022.51
3600. AMERICAN EXPRESS CO COM	03/12/2009	04/13/2009	72,638.92	42,953.76	29,685.16
1000. AMGEN INC COM	06/05/2009	07/20/2009	57,867.11	50,448.60	7,418.51
1100. ANADARKO PETE CORP COM	03/11/2009	06/03/2009	50,969.71	39,632.23	11,337.48
1000. BHP LIMITED-SPON ADR	04/02/2009	04/20/2009	44,303.56	49,748.70	-5,445.14
1500. CVS CORP	07/20/2009	10/02/2009	53,936.36	49,483.50	4,452.86
1100. CATERPILLAR INC COM	01/27/2009	04/20/2009	33,286.46	42,126.66	-8,840.20
1200. CATERPILLAR INC COM	03/11/2009	05/12/2009	45,111.75	37,747.44	7,364.31
2700. CHESAPEAKE ENERGY CORP COM	03/11/2009	04/21/2009	53,653.82	54,958.00	-1,304.18
1300. CHINA MOBILE HK LTD-SP ADR	03/17/2009	12/17/2009	59,232.72	57,577.52	1,655.20
400. CISCO SYS INC COM	03/10/2009	10/22/2009	9,600.03	5,891.24	3,708.79
1000. CINTAS CORP COM	04/09/2008	02/23/2009	20,975.28	29,276.30	-8,301.02
800. CONOCOPHILLIPS COM	09/22/2008	02/18/2009	34,137.96	62,276.00	-28,138.04
800. CONOCOPHILLIPS COM	03/06/2009	07/06/2009	31,969.65	36,774.03	-4,804.38
1300. DEERE & CO COM	02/27/2009	05/01/2009	55,180.59	51,203.17	3,977.42
900. DU PONT E I DE NEMOURS & CO COM	04/24/2008	02/17/2009	19,184.65	45,049.50	-25,864.85
1600. EDISON INTL COM	06/15/2009	08/07/2009	50,345.74	50,363.84	-18.10
1000. FEDEX CORPORATION COM	03/18/2009	04/15/2009	49,465.82	42,330.10	7,135.72
500. FLUOR CORP (NEW) COM	09/25/2008	06/08/2009	25,308.64	28,375.80	-3,067.16
1000. FLUOR CORP (NEW) COM	02/10/2009	06/17/2009	49,991.91	48,948.00	1,043.91
1200. HEWLETT PACKARD CO COM	07/20/2009	09/01/2009	52,659.32	48,536.04	4,123.28
3300. HUDSON CITY BANCORP INC	07/14/2009	09/01/2009	42,848.07	47,021.04	-4,172.97
1100. KRAFT FOODS INC CL A	01/27/2009	11/16/2009	30,147.37	31,881.85	-1,734.48
1300. MARATHON OIL CORP COM	02/10/2009	07/06/2009	35,841.76	34,671.00	1,170.76
1800. MORGAN STANLEY DEAN WITTER DISCOVER & CO COM NEW	04/02/2009	05/07/2009	47,415.81	42,471.90	4,943.91
1200. NATIONAL-OILWELL INC COM	09/23/2009	10/26/2009	53,305.51	51,518.16	1,787.35
200. PROCTER & GAMBLE CO COM	06/24/2009	10/30/2009	11,616.12	10,127.90	1,488.22
2300. SAFEWAY INC COM NEW	09/22/2008	02/10/2009	46,477.90	56,702.36	-10,224.46
1000. SCHLUMBERGER LTD COM	12/01/2008	02/10/2009	43,489.75	44,303.00	-813.25
500. SCHLUMBERGER LTD COM	04/13/2009	06/12/2009	30,135.27	22,320.15	7,815.12
400. SCHLUMBERGER LTD COM	04/13/2009	10/16/2009	27,278.21	17,856.12	9,422.09
700. SCHLUMBERGER LTD COM	08/21/2009	12/04/2009	42,957.19	38,114.79	4,842.40
Totals					

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VIVIAN SMITH FDN-VALLEY FORGE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
2000. STATE STR CORP COM	03/17/2009	03/27/2009	60,313.46	49,430.80	10,882.66
1200. TARGET CORP COM	07/24/2009	08/12/2009	50,940.96	50,527.56	413.40
2500. US BANCORP DEL COM NEW	04/14/2009	05/01/2009	44,875.84	42,958.50	1,917.34
900. UNION PAC CORP COM	07/17/2009	10/02/2009	51,482.00	51,519.42	-37.42
900. UNITED TECHNOLOGIES CORP	06/11/2009	06/24/2009	45,921.31	50,436.27	-4,514.96
2500. VALERO ENERGY COM	03/25/2009	06/12/2009	43,747.37	47,096.50	-3,349.13
2200. WELLS FARGO CO COM	12/16/2008	02/10/2009	36,519.79	60,584.92	-24,065.13
1700. XTO ENERGY INC COM	09/08/2008	02/24/2009	51,407.88	88,135.21	-36,727.33
500. BUNGE LIMITED	04/24/2009	06/03/2009	32,226.57	23,995.80	8,230.77
900. BUNGE LIMITED	04/30/2009	08/12/2009	59,310.09	43,297.96	16,012.13
700. TRANSOCEAN LTD ZUG NAMEN	07/17/2009	07/29/2009	54,170.34	52,291.40	1,878.94
Totals			1923146.00	1937453.00	-14,307.00

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VIVIAN SMITH FDN-VALLEY FORGE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
500. BP AMOCO SPON ADR	02/26/2007	07/08/2009	22,458.27	32,587.99	-10,129.72
1000. CAMECO CORP COM	09/12/2007	05/04/2009	24,644.86	42,906.80	-18,261.94
1000. CAMECO CORP COM	02/27/2008	10/01/2009	26,588.42	41,053.60	-14,465.18
300. CHEVRON TEXACO CORP COM	10/27/2005	04/13/2009	20,166.95	17,301.99	2,864.96
2000. CINTAS CORP COM	10/26/2007	02/23/2009	41,950.56	78,754.98	-36,804.42
900. COCA COLA CO COM	06/28/2005	10/26/2009	48,692.25	38,515.50	10,176.75
3400. CONAGRA INC COM	08/08/2008	11/27/2009	74,846.36	73,968.00	878.36
900. DU PONT E I DE NEMOURS & CO COM	12/03/2007	02/17/2009	19,184.65	36,201.50	-17,016.85
3200. E M C CORP MASS COM	11/09/2006	02/23/2009	34,043.96	40,144.00	-6,100.04
600. GENENTECH INC COM NEW	10/26/2007	03/16/2009	56,375.68	47,500.46	8,875.22
1000. INTEL CORP COM	08/18/2006	10/21/2009	19,949.49	18,415.00	1,534.49
700. JOHNSON & JOHNSON	07/24/2007	08/06/2009	41,795.92	43,053.50	-1,257.58
2000. KT CORP-SP ADR	07/21/2005	05/12/2009	30,050.82	42,578.80	-12,527.98
1900. KRAFT FOODS INC CL A	03/07/2007	11/16/2009	52,072.72	60,771.50	-8,698.78
2000. LILLY ELI & CO	01/05/2007	03/02/2009	56,327.48	109,838.44	-53,510.96
500. MICROSOFT CORP COM	10/12/2006	07/24/2009	11,684.74	14,082.50	-2,397.76
500. NEWMONT MNG CORP COM	06/28/2005	05/29/2009	24,369.37	19,377.75	4,991.62
2000. TYSON FOODS INC CL A	02/28/2008	04/27/2009	19,892.28	29,873.20	-9,980.92
2000. TYSON FOODS INC CL A	02/28/2008	05/08/2009	24,602.96	29,873.20	-5,270.24
800. UNITED PARCEL SERVICES CL	08/16/2006	03/31/2009	38,966.58	55,852.00	-16,885.42
600. VERIZON COMMUNICATIONS COM	06/28/2005	05/28/2009	17,507.54	19,863.18	-2,355.64
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			706,172.00	892,514.00	-186,342.00
Totals			706,172.00	892,514.00	-186,342.00

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VIVIAN L. SMITH FOUNDATION 76-0101380

Valley Forge VLSF

REALIZED GAINS/(LOSSES)

Description		Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses) * This Statement	Year to Date
BOSTON SCIENTIFIC CORP		3700.0000	12/18/06	01/23/09	28,177.55	59,958.50	(31,780.95)	
BOSTON SCIENTIFIC CORP		1000.0000	12/20/07	01/23/09	7,615.56	11,545.00	(3,929.44)	
MITSUBISHI UFJ FINL GRP		5500.0000	06/01/07	01/20/09	29,133.88	63,697.70	(34,563.82)	
MITSUBISHI UFJ FINL GRP		1000.0000	11/27/07	01/20/09	5,297.07	9,425.00	(4,127.93)	
MITSUBISHI UFJ FINL GRP		1500.0000	12/04/07	01/20/09	7,945.60	15,187.50	(7,241.90)	
MITSUBISHI UFJ FINL GRP		2000.0000	12/26/07	01/20/09	10,594.14	19,230.00	(8,635.86)	
Subtotal (Long-Term)							*(90,279.90)*	*(90,279.90)*
DOW CHEMICAL CO	*	1800.0000	01/22/08	12/30/08	27,891.74	62,672.40	(34,780.66)	
MITSUBISHI UFJ FINL GRP		2000.0000	05/14/08	01/20/09	10,594.15	20,470.00	(9,875.85)	
Subtotal (Short-Term)							*(9,875.85)*	*(9,875.85)*
TOTAL					**127,249.69**	**262,186.10**	**(100,155.75)**	**(100,155.75)**

STATEMENT 59

VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
87. AMTRUST FINL SVCS INC COM	12/12/2008	09/10/2009	1,041.89	1,016.64	25.25
73. AMTRUST FINL SVCS INC COM	12/12/2008	09/10/2009	874.06	853.04	21.02
101. AMTRUST FINL SVCS INC COM	12/12/2008	09/11/2009	1,182.96	1,180.24	2.72
43. AMTRUST FINL SVCS INC COM	12/12/2008	09/11/2009	505.22	502.48	2.74
87. AMTRUST FINL SVCS INC COM	12/12/2008	09/14/2009	1,014.48	1,016.64	-2.16
44. AMTRUST FINL SVCS INC COM	12/12/2008	09/14/2009	513.56	514.16	-0.60
43. AMTRUST FINL SVCS INC COM	12/12/2008	09/15/2009	508.43	502.48	5.95
34. AMTRUST FINL SVCS INC COM	12/12/2008	09/15/2009	402.66	397.31	5.35
87. AMTRUST FINL SVCS INC COM	12/12/2008	09/16/2009	1,016.54	1,016.64	-0.10
22. AMTRUST FINL SVCS INC COM	12/12/2008	09/16/2009	256.84	257.08	-0.24
145. AMTRUST FINL SVCS INC COM	12/12/2008	09/17/2009	1,692.55	1,694.40	-1.85
75. AMTRUST FINL SVCS INC COM	12/12/2008	09/17/2009	876.39	876.41	-0.02
24. AMTRUST FINL SVCS INC COM	12/12/2008	09/18/2009	279.30	280.45	-1.15
87. AMTRUST FINL SVCS INC COM	12/12/2008	09/18/2009	1,007.67	1,016.64	-8.97
88. AMTRUST FINL SVCS INC COM	12/12/2008	09/18/2009	1,019.07	1,028.32	-9.25
113. AMTRUST FINL SVCS INC COM	12/12/2008	09/21/2009	1,306.41	1,320.46	-14.05
47. AMTRUST FINL SVCS INC COM	12/12/2008	09/21/2009	542.36	549.22	-6.86
80. AMTRUST FINL SVCS INC COM	12/12/2008	09/22/2009	912.47	934.84	-22.37
110. AMTRUST FINL SVCS INC COM	12/12/2008	09/22/2009	1,267.37	1,285.40	-18.03
75. AMTRUST FINL SVCS INC COM	12/12/2008	09/23/2009	847.88	876.41	-28.53
88. AMTRUST FINL SVCS INC COM	12/12/2008	09/23/2009	996.85	1,028.32	-31.47
138. AMTRUST FINL SVCS INC COM	12/12/2008	09/24/2009	1,538.47	1,612.60	-74.13
29. AMTRUST FINL SVCS INC COM	12/12/2008	09/25/2009	322.82	338.88	-16.06
535. ASHLAND INC NEW COM	04/13/2009	08/12/2009	18,761.21	7,724.54	11,036.67
465. ASHLAND INC NEW COM	04/13/2009	08/12/2009	16,342.88	6,771.85	9,571.03
110. ASHLAND INC NEW COM	04/13/2009	08/13/2009	3,865.34	1,602.72	2,262.62
315. HORSEHEAD HLDG CORP COM	03/17/2009	05/06/2009	2,516.65	1,557.05	959.60
90. HORSEHEAD HLDG CORP COM	03/17/2009	05/07/2009	701.28	442.25	259.03
55. HORSEHEAD HLDG CORP COM	03/17/2009	05/07/2009	437.43	272.64	164.79
130. HORSEHEAD HLDG CORP COM	03/19/2009	05/11/2009	826.91	658.33	168.58
100. HORSEHEAD HLDG CORP COM	03/19/2009	05/11/2009	637.76	522.83	114.93
155. HORSEHEAD HLDG CORP COM	03/30/2009	05/12/2009	979.68	832.53	147.15
10. HORSEHEAD HLDG CORP COM	03/30/2009	05/12/2009	64.94	53.42	11.52
120. HORSEHEAD HLDG CORP COM	03/30/2009	05/12/2009	758.93	641.01	117.92
205. HORSEHEAD HLDG CORP COM	03/30/2009	05/13/2009	1,204.89	1,095.07	109.82
Totals					

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VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
70. HORSEHEAD HLDG CORP COM	04/01/2009	05/13/2009	417.49	374.03	43.46
30. ISHARES RUSSELL 2000 VALUE	10/28/2008	03/16/2009	1,109.42	1,375.33	-265.91
55. ISHARES RUSSELL 2000 VALUE	10/28/2008	03/17/2009	2,044.13	2,521.44	-477.31
55. ISHARES RUSSELL 2000 VALUE	10/28/2008	03/18/2009	2,112.98	2,521.44	-408.46
70. ISHARES RUSSELL 2000 VALUE	10/28/2008	03/23/2009	2,820.99	3,209.11	-388.12
65. ISHARES RUSSELL 2000 VALUE	10/28/2008	04/06/2009	2,717.44	2,979.89	-262.45
835. ISHARES RUSSELL 2000 VALUE	10/28/2008	06/03/2009	40,285.03	38,280.12	2,004.91
830. ISHARES RUSSELL 2000 VALUE	02/19/2009	06/03/2009	40,116.18	35,078.37	5,037.81
86. MATRIX SVC CO COM	02/20/2009	09/09/2009	910.95	641.87	269.08
108. MATRIX SVC CO COM	02/20/2009	09/09/2009	1,145.23	806.07	339.16
179. MATRIX SVC CO COM	02/20/2009	09/10/2009	1,860.26	1,323.55	536.71
64. MATRIX SVC CO COM	02/20/2009	09/11/2009	670.82	476.86	193.96
146. MATRIX SVC CO COM	02/23/2009	09/11/2009	1,531.12	1,072.16	458.96
108. MATRIX SVC CO COM	02/23/2009	09/11/2009	1,147.47	767.92	379.55
187. MATRIX SVC CO COM	02/24/2009	09/14/2009	1,978.27	1,330.91	647.36
86. MATRIX SVC CO COM	02/24/2009	09/14/2009	915.76	624.26	291.50
587. MATRIX SVC CO COM	02/25/2009	09/15/2009	6,389.32	4,205.44	2,183.88
87. MATRIX SVC CO COM	02/25/2009	09/15/2009	945.69	620.37	325.32
87. MATRIX SVC CO COM	02/25/2009	09/15/2009	954.18	620.37	333.81
285. OCWEN FINL CORP COM NEW	12/11/2008	07/28/2009	3,943.69	2,371.20	1,572.49
230. OCWEN FINL CORP COM NEW	12/11/2008	07/28/2009	3,216.58	1,913.60	1,302.98
320. OCWEN FINL CORP COM NEW	12/11/2008	07/28/2009	4,429.32	2,662.40	1,766.92
235. OCWEN FINL CORP COM NEW	12/11/2008	07/29/2009	3,318.41	1,955.20	1,363.21
60. OCWEN FINL CORP COM NEW	12/11/2008	07/29/2009	851.71	499.20	352.51
1250. SPDR SERIES TR KBW REGL					
BKG ETF	10/28/2008	02/19/2009	22,856.12	34,508.51	-11,652.39
320. SPDR SERIES TR KBW REGL					
BKG ETF	10/28/2008	06/03/2009	6,298.55	8,834.18	-2,535.63
340. SPDR SERIES TR KBW REGL					
BKG ETF	10/28/2008	06/03/2009	6,683.68	9,386.31	-2,702.63
985. USEC INC COM	02/19/2009	08/12/2009	4,570.77	5,765.21	-1,194.44
915. USEC INC COM	02/19/2009	08/12/2009	4,249.88	5,355.49	-1,105.61
495. USEC INC COM	02/19/2009	08/13/2009	2,227.59	2,897.24	-669.65
.667 ALTISOURCE PORTFOLIO					
SOLNS SA REG SHS	12/11/2008	08/19/2009	6.82	4.84	1.98
Totals					

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STATEMENT 61

VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
291. ALTISOURCE PORTFOLIO SOLNS SA REG SHS	12/11/2008	12/08/2009	4,675.10	2,111.46	2,563.64
Totals			244,425.00	219,368.00	25,057.00

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STATEMENT 6.2

VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
.333 AMERICAN PHYSICIANS CAP INC COM	05/05/2008	08/12/2009	10.98	12.00	-1.02
278. APTARGROUP INC COM	01/10/2008	02/20/2009	7,525.35	10,833.38	-3,308.03
280. APTARGROUP INC COM	01/10/2008	02/20/2009	7,582.24	10,911.32	-3,329.08
561. APTARGROUP INC COM	01/10/2008	02/23/2009	14,911.74	21,861.61	-6,949.87
246. APTARGROUP INC COM	01/10/2008	02/24/2009	6,555.27	9,586.38	-3,031.11
165. AVISTA CORP COM	01/10/2008	02/19/2009	2,720.00	3,439.54	-719.54
275. BUCKLE INC COM	01/10/2008	02/20/2009	6,466.06	5,917.59	548.47
282. BUCKLE INC COM	01/10/2008	02/20/2009	6,629.70	6,068.22	561.48
1003. BUCKLE INC COM	01/10/2008	02/20/2009	23,724.62	21,583.05	2,141.57
150. COMFORT SYS USA INC COM	01/10/2008	06/18/2009	1,528.39	1,689.45	-161.06
149. COMFORT SYS USA INC COM	01/10/2008	06/18/2009	1,518.67	1,678.19	-159.52
426. COMFORT SYS USA INC COM	01/10/2008	06/19/2009	4,351.47	4,798.04	-446.57
156. COMFORT SYS USA INC COM	01/10/2008	06/19/2009	1,568.09	1,757.03	-188.94
48. COMFORT SYS USA INC COM	01/10/2008	06/19/2009	482.06	540.62	-58.56
145. COMFORT SYS USA INC COM	01/10/2008	06/23/2009	1,416.31	1,633.13	-216.82
118. COMFORT SYS USA INC COM	01/10/2008	06/23/2009	1,154.65	1,329.03	-174.38
427. COMFORT SYS USA INC COM	01/10/2008	06/24/2009	4,214.38	4,809.30	-594.92
166. COMFORT SYS USA INC COM	01/10/2008	06/24/2009	1,626.95	1,869.66	-242.71
320. COMFORT SYS USA INC COM	01/10/2008	06/24/2009	3,169.54	3,604.16	-434.62
166. COMFORT SYS USA INC COM	01/10/2008	06/24/2009	1,647.45	1,869.66	-222.21
166. COMFORT SYS USA INC COM	01/10/2008	06/24/2009	1,632.94	1,869.66	-236.72
213. COMFORT SYS USA INC COM	01/10/2008	06/25/2009	2,083.08	2,399.02	-315.94
209. COMFORT SYS USA INC COM	01/10/2008	06/25/2009	2,063.38	2,353.97	-290.59
260. COMFORT SYS USA INC COM	01/10/2008	06/25/2009	2,557.03	2,928.38	-371.35
231. COMFORT SYS USA INC COM	01/10/2008	06/25/2009	2,283.65	2,601.75	-318.10
46. GEOEYE INC COM	03/11/2008	09/09/2009	1,149.72	1,500.13	-350.41
160. GEOEYE INC COM	03/11/2008	09/09/2009	3,999.73	5,218.31	-1,218.58
186. GEOEYE INC COM	03/11/2008	09/10/2009	4,697.21	6,067.72	-1,370.51
114. GEOEYE INC COM	03/11/2008	09/10/2009	2,844.70	3,722.61	-877.91
147. GEOEYE INC COM	03/12/2008	09/10/2009	3,681.18	4,866.90	-1,185.72
110. GEOEYE INC COM	03/12/2008	09/11/2009	2,730.05	3,710.30	-980.25
Totals					

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VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
35. GEOEYE INC COM	03/12/2008	09/11/2009	870.04	1,180.55	-310.51
47. GEOEYE INC COM	03/12/2008	09/14/2009	1,173.62	1,576.04	-402.42
602. ION GEOPHYSICAL CORP COM	01/10/2008	06/18/2009	1,750.39	8,691.74	-6,941.35
638. ION GEOPHYSICAL CORP COM	01/10/2008	06/19/2009	1,803.13	9,211.51	-7,408.38
745. ION GEOPHYSICAL CORP COM	01/10/2008	06/19/2009	2,120.88	10,756.38	-8,635.50
870. LAWSON SOFTWARE INC NEW	01/10/2008	09/08/2009	5,354.71	8,235.33	-2,880.62
527. LAWSON SOFTWARE INC NEW	01/10/2008	09/09/2009	3,267.04	4,988.53	-1,721.49
427. LAWSON SOFTWARE INC NEW	01/10/2008	09/09/2009	2,625.72	4,041.94	-1,416.22
195. LAWSON SOFTWARE INC NEW	01/10/2008	09/10/2009	1,187.71	1,845.85	-658.14
95. LAWSON SOFTWARE INC NEW	01/10/2008	09/10/2009	578.57	899.26	-320.69
620. LAWSON SOFTWARE INC NEW	01/10/2008	09/11/2009	3,801.93	5,868.86	-2,066.93
391. LAWSON SOFTWARE INC NEW	01/10/2008	09/11/2009	2,399.58	3,701.17	-1,301.59
70. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/14/2009	3,234.78	4,399.09	-1,164.31
81. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/15/2009	3,731.52	5,090.37	-1,358.85
50. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/16/2009	2,296.92	3,142.20	-845.28
3. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/19/2009	139.51	188.53	-49.02
32. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/19/2009	1,490.43	2,011.01	-520.58
46. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/20/2009	2,131.77	2,890.83	-759.06
5. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/21/2009	236.69	314.22	-77.53
71. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/21/2009	3,321.59	4,461.93	-1,140.34
10. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/22/2009	471.91	628.44	-156.53
105. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/22/2009	4,896.04	6,598.64	-1,702.60
27. LINCOLN ELEC HLDGS INC COM	01/10/2008	10/23/2009	1,270.87	1,696.79	-425.92
292. OWENS & MINOR INC NEW COM	01/10/2008	12/08/2009	11,295.66	12,221.37	-925.71
409. OWENS & MINOR INC NEW COM	01/10/2008	12/09/2009	15,807.97	17,118.28	-1,310.31
99. OWENS & MINOR INC NEW COM	01/10/2008	12/10/2009	4,052.04	4,143.55	-91.51
205. RUDDICK CORP COM	01/16/2008	07/28/2009	4,762.41	7,006.88	-2,244.47
210. RUDDICK CORP COM	01/17/2008	07/28/2009	4,868.80	6,875.75	-2,006.95
300. RUDDICK CORP COM	01/17/2008	07/29/2009	6,975.84	10,397.06	-3,421.22
160. RUDDICK CORP COM	01/18/2008	07/29/2009	3,705.26	5,552.69	-1,847.43
440. SVB FINL GROUP COM	07/24/2008	09/08/2009	16,738.13	23,733.66	-6,995.53
165. SOUTHWEST GAS CORP COM	01/10/2008	10/14/2009	4,237.83	4,854.71	-616.88
196. SOUTHWEST GAS CORP COM	01/10/2008	10/15/2009	5,019.68	5,766.81	-747.13
209. SOUTHWEST GAS CORP COM	01/10/2008	10/16/2009	5,296.83	6,149.30	-852.47
217. SOUTHWEST GAS CORP COM	05/02/2008	10/19/2009	5,482.89	6,469.26	-986.37
Totals					

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STATEMENT 64

VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
229. SOUTHWEST GAS CORP COM	05/05/2008	10/20/2009	5,736.64	7,023.56	-1,286.92
273. SOUTHWEST GAS CORP COM	05/06/2008	10/21/2009	6,922.08	8,270.00	-1,347.92
221. SOUTHWEST GAS CORP COM	05/06/2008	10/22/2009	5,567.30	6,691.31	-1,124.01
530. SWIFT ENERGY CO COM	05/08/2008	09/08/2009	10,623.57	30,134.40	-19,510.83
1685. SYKES ENTERPRISES INC COM	01/10/2008	02/19/2009	25,737.71	29,288.67	-3,550.96
509. TIMKEN CO COM - W/RTS TO	06/19/2008	10/14/2009	11,712.29	18,146.70	-6,434.41
186. TIMKEN CO COM - W/RTS TO	06/19/2008	10/15/2009	4,292.48	6,628.93	-2,336.45
192. WARNACO GROUP INC COM NEW	03/11/2008	06/19/2009	6,302.42	6,745.67	-443.25
377. WARNACO GROUP INC COM NEW	03/11/2008	06/22/2009	12,030.25	13,220.27	-1,190.02
206. WARNACO GROUP INC COM NEW	03/11/2008	06/23/2009	6,514.11	7,237.32	-723.21
113. PLATINUM UNDERWRITER HLDGS	07/24/2003	10/14/2009	4,205.19	3,965.30	239.89
143. PLATINUM UNDERWRITER HLDGS	07/23/2008	10/14/2009	5,323.13	5,010.06	313.07
123. PLATINUM UNDERWRITER HLDGS	07/23/2008	10/15/2009	4,593.51	4,152.87	440.64
184. PLATINUM UNDERWRITER HLDGS	07/23/2008	10/16/2009	6,879.65	6,213.48	666.17
109. PLATINUM UNDERWRITER HLDGS	07/23/2008	10/19/2009	4,100.14	3,681.16	418.98
23. PLATINUM UNDERWRITER HLDGS	07/23/2008	10/20/2009	871.89	776.76	95.13
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			388,338.00	512,925.00	-124,587.00
Totals			388,338.00	512,925.00	-124,587.00

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VIVIAN SMITH FDN-FAYEZ -BOND
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
100000. BANK AMER CORP SUB NT 5.42% DTD 03/15/2007 DUE 0	01/28/1998	12/03/2009	97,000.00	104,875.00	-7,875.00
206000. CITIGROUP INC SUB NT 5.00% DTD 09/16/2004 DUE 09/15/2	05/08/2001	12/03/2009	183,471.00	183,471.00	
300000. FEDERAL NATL MTG ASSN 5.00% DTD 01/12/2007 DUE 0	02/15/2007	12/03/2009	332,760.00	299,906.00	32,854.00
1275000. FEDERAL NATL MTG ASSN DEB 7.25% DTD 01/14/2000 DUE 0	11/09/2000	12/03/2009	1283925.00	1318413.00	-34,488.00
685000. FEDERAL NATL MTG ASSN 5.00% DTD 02/16/2006 DUE 0	10/12/2006	12/03/2009	762,774.90	680,638.00	82,136.90
175000. GOLDMAN SACHS GROUP INC 7.80% DTD 01/28/2000 DUE 0	11/09/2000	12/03/2009	174,562.50	177,072.00	-2,509.50
350000. US TREASURY NOTE 4.625% DTD 12/31/2006 DUE 12/31/2	02/15/2007	12/03/2009	377,453.13	349,302.00	28,151.13
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3211947.00	3113677.00	98,270.00
Totals			3211947.00	3113677.00	98,270.00

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VIVIAN SMITH FDN-FAYEZ EQUITY

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
3800. AMERICAN EXPRESS CO COM	07/19/1999	02/19/2009	53,101.66	149,633.66	-96,532.00
6200. CITIGROUP INC COM	02/28/1998	02/19/2009	17,359.90	50,567.48	-33,207.58
1000. CONOCOPHILLIPS COM	06/30/2005	07/08/2009	38,898.99	57,948.10	-19,049.11
500. EMERSON ELEC CO COM	03/12/1993	02/19/2009	15,126.91	7,319.75	7,807.16
4500. EMERSON ELEC CO COM	04/27/2004	06/16/2009	150,498.17	88,244.21	62,253.96
3000. GENERAL ELEC CO COM	09/12/1991	07/08/2009	32,099.17	17,608.50	14,490.67
1000. MCGRAW HILL COMPANIES INC	02/06/1995	07/08/2009	29,739.23	8,928.54	20,810.69
1000. MICROSOFT CORP COM	10/30/1998	02/19/2009	18,099.89	26,812.50	-8,712.61
1000. PEPSICO INC COM	09/12/1991	02/19/2009	51,640.71	13,888.70	37,752.01
2400. PEPSICO INC COM	09/12/1991	07/08/2009	131,108.62	33,332.88	97,775.74
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			537,673.00	454,284.00	83,389.00
Totals			537,673.00	454,284.00	83,389.00

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STATEMENT 67

VIVIAN SMITH FDN-DANA
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
400. AT&T INC COM	11/07/2006	07/13/2009	9,365.75	13,612.07	-4,246.32
90. APACHE CORP	03/05/2008	09/21/2009	8,263.08	10,370.02	-2,106.94
2000. BANK OF AMERICA CORP COM	03/28/2005	02/18/2009	9,249.94	100,511.91	-91,261.97
600. BECTON DICKINSON & CO	12/19/2005	09/21/2009	42,488.02	35,596.02	6,892.00
60. CHEVRON TEXACO CORP COM	03/31/2006	03/30/2009	3,988.65	3,488.40	500.25
1900. DISNEY WALT CO COM	11/27/2007	02/18/2009	33,430.31	59,888.00	-26,457.69
1600. EDISON INTL COM	03/05/2008	03/30/2009	44,773.50	81,906.72	-37,133.22
40. GOLDMAN SACHS GROUP INC	05/09/2008	09/21/2009	7,311.85	7,481.35	-169.50
80. JOHNSON & JOHNSON	06/30/2004	03/30/2009	4,237.55	4,449.60	-212.05
650. LOCKHEED MARTIN CORP COM	06/14/2007	03/30/2009	44,975.19	57,593.90	-12,618.71
1250. METLIFE INC COM	08/21/2003	09/21/2009	48,089.51	35,721.35	12,368.16
1700. MICROSOFT CORP COM	08/05/2008	09/21/2009	42,902.13	44,122.14	-1,220.01
180. PHILIP MORRIS INTL INC COM	06/30/2004	06/25/2009	7,547.60	4,690.90	2,856.70
250. PHILIP MORRIS INTL INC COM	06/30/2004	07/13/2009	10,655.77	6,515.14	4,140.63
360. STATE STR CORP COM	08/20/2007	03/30/2009	10,442.57	22,708.15	-12,265.58
240. STATE STR CORP COM	08/20/2007	06/25/2009	11,151.23	15,138.77	-3,987.54
300. UNUMPROVIDENT CORP COM	08/05/2008	09/21/2009	6,618.25	7,090.50	-472.25
880. VF CORP COM	12/23/2003	06/25/2009	49,592.88	37,477.02	12,115.86
220. VERIZON COMMUNICATIONS COM	03/24/2004	03/30/2009	6,561.96	8,089.49	-1,527.53
400. VERIZON COMMUNICATIONS COM	03/28/2005	07/13/2009	11,449.70	14,301.94	-2,852.24
110. WAL MART STORES INC COM	03/05/2008	06/25/2009	5,373.86	5,452.70	-78.84
180. WAL MART STORES INC COM	03/05/2008	07/13/2009	8,593.37	8,922.60	-329.23
760. WAL MART STORES INC COM	05/09/2008	09/21/2009	38,671.45	43,107.86	-4,436.41
1531. WASTE MANAGEMENT INC COM	10/15/2008	11/24/2009	50,833.55	46,044.83	4,788.72
1700. WELLS FARGO CO COM	03/28/2005	02/20/2009	17,048.35	49,005.50	-31,957.15
510. TRANSOCEAN LTD ZUG NAMEN	11/29/2007	09/21/2009	43,050.29	70,023.00	-26,972.71
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			576,666.00	793,310.00	-216,644.00
Totals			576,666.00	793,310.00	-216,644.00

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STATEMENT 68

VIVIAN SMITH FDN-ALETHEIA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
45. AMERICAN EXPRESS CO COM	03/14/2008	11/04/2009	1,641.72	1,831.26	-189.54
200. APARTMENT INVT & MGMT CO	01/17/2008	09/16/2009	2,918.46	6,777.64	-3,859.18
180. BOSTON PPTYS INC COM	01/17/2008	07/31/2009	9,537.93	15,681.13	-6,143.20
185. BOSTON PPTYS INC COM	01/17/2008	08/10/2009	11,544.20	16,156.88	-4,612.68
180. BRISTOL MYERS SQUIBB CO	05/12/2008	12/24/2009	4,625.88	3,904.76	721.12
385. BURLINGTON NORTHN SANTA FE CORP COM	01/17/2008	11/03/2009	37,524.36	29,991.50	7,532.86
1685. CKE RESTAURANTS INC COM	01/17/2008	02/11/2009	12,590.24	21,313.00	-8,722.76
1650. CITADEL BROADCASTING CORP	03/10/2008	11/13/2009	66.32	2,673.99	-2,607.67
80. COCA COLA CO COM	01/17/2008	06/10/2009	3,852.70	5,024.00	-1,171.30
785. COLONIAL PROPERTIES TRUST SH BEN INT	01/17/2008	11/03/2009	8,181.13	17,096.12	-8,914.99
395. DEVON ENERGY CORP COM	01/17/2008	03/24/2009	19,700.26	31,893.00	-12,192.74
70. DOMINION RESOURCES INC/VA	01/17/2008	11/04/2009	2,473.56	3,216.70	-743.14
565. DOMINION RESOURCES INC/VA	01/17/2008	12/24/2009	22,211.72	25,963.33	-3,751.61
110. DUKE ENERGY HLDG CORP COM	01/17/2008	11/04/2009	1,744.55	2,174.70	-430.15
245. EQUITY RESIDENTIAL PPTYS TR SH BEN INT	01/17/2008	09/04/2009	6,460.09	8,226.78	-1,766.69
1145. GENERAL ELEC CO COM	10/02/2008	10/14/2009	19,207.91	34,331.00	-15,123.09
1410. GENERAL MTRS CORP COM	01/17/2008	04/08/2009	2,705.43	31,906.33	-29,200.90
30. GOLDCORP INC COM	01/17/2008	06/04/2009	1,136.97	1,018.77	118.20
80. GOLDCORP INC COM	01/17/2008	09/16/2009	3,427.11	2,716.73	710.38
1400. HARVEST ENERGY TR TR UNIT	01/17/2008	02/11/2009	10,457.94	31,019.00	-20,561.06
475. HERSHEY FOODS CORP	01/17/2008	02/11/2009	17,071.40	17,808.00	-736.60
945. HOME DEPOT INC COM	05/27/2008	09/04/2009	25,555.92	25,387.69	168.23
140. J P MORGAN CHASE & CO COM	05/27/2008	06/10/2009	4,853.67	5,724.69	-871.02
175. J P MORGAN CHASE & CO COM	05/27/2008	08/20/2009	7,425.70	7,514.71	-89.01
95. MACYS INC COM	01/17/2008	11/04/2009	1,682.78	2,141.50	-458.72
1155. MACYS INC COM	01/17/2008	12/24/2009	20,277.81	26,036.12	-5,758.31
30. MCDONALDS CORP COM	01/17/2008	06/04/2009	1,811.95	1,581.60	230.35
165. MOSAIC CO COM	10/02/2008	12/24/2009	9,995.95	6,765.56	3,230.39
75. MURPHY OIL CORP COM	01/17/2008	11/12/2009	4,520.55	5,301.75	-781.20
Totals					

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VIVIAN SMITH FDN-ALETHEIA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
35. NEWMONT MNG CORP COM	01/17/2008	09/16/2009	1,646.70	1,883.96	-237.26
340. NV ENERGY INC COM	05/09/2008	09/04/2009	4,000.26	4,653.44	-653.18
60. PEABODY ENERGY CORP COM	08/13/2008	11/04/2009	2,527.77	3,566.92	-1,039.15
35. PETROLEO BRASILEIRO S	04/22/2008	11/04/2009	1,677.40	2,241.34	-563.94
420. SPDR GOLD TR GOLD SHS	01/17/2008	02/28/2009	11.17	10.72	0.45
420. SPDR GOLD TR GOLD SHS	01/17/2008	03/31/2009	11.04	10.42	0.62
420. SPDR GOLD TR GOLD SHS	01/17/2008	04/30/2009	12.40	12.10	0.30
420. SPDR GOLD TR GOLD SHS	01/17/2008	05/31/2009	12.22	11.85	0.37
20. SPDR GOLD TR GOLD SHS	01/17/2008	06/04/2009	1,925.75	1,734.45	191.30
400. SPDR GOLD TR GOLD SHS	01/17/2008	06/30/2009	11.63	10.67	0.96
400. SPDR GOLD TR GOLD SHS	01/17/2008	07/31/2009	11.66	11.04	0.62
400. SPDR GOLD TR GOLD SHS	01/17/2008	08/31/2009	12.23	11.43	0.80
400. SPDR GOLD TR GOLD SHS	01/17/2008	09/30/2009	13.53	12.08	1.45
400. SPDR GOLD TR GOLD SHS	01/17/2008	10/31/2009	12.93	10.97	1.96
400. SPDR GOLD TR GOLD SHS	01/17/2008	11/30/2009	13.86	11.24	2.62
400. SPDR GOLD TR GOLD SHS	01/17/2008	12/31/2009	13.96	10.20	3.76
15. SANOFI-AVENTIS SPONSORED	03/14/2008	09/04/2009	501.71	532.33	-30.62
45. SANOFI-AVENTIS SPONSORED	03/14/2008	11/04/2009	1,672.60	1,596.99	75.61
495. SEMPRA ENERGY COM	05/05/2008	05/27/2009	22,699.32	28,525.51	-5,826.19
165. STARWOOD HOTELS & RESORTS WORLDWIDE INC	01/17/2008	09/04/2009	4,632.83	6,395.00	-1,762.17
1800. TITANIUM METALS CORP COM	01/17/2008	05/27/2009	16,652.09	37,310.04	-20,657.95
130. VALERO ENERGY COM	01/17/2008	04/15/2009	2,690.27	6,893.16	-4,202.89
240. VALERO ENERGY COM	01/17/2008	11/03/2009	4,298.28	12,725.83	-8,427.55
1800. VALERO ENERGY COM	11/04/2008	11/12/2009	30,843.64	48,173.76	-17,330.12
370. WELLS FARGO CO COM	01/17/2008	04/15/2009	6,884.89	9,860.50	-2,975.61
350. WELLS FARGO CO COM	01/17/2008	08/20/2009	9,632.73	9,327.50	305.23
140. WELLS FARGO CO COM	01/17/2008	10/14/2009	4,303.77	3,731.00	572.77
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			391,931.00	570,453.00	-178,522.00
Totals			391,931.00	570,453.00	-178,522.00

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STATEMENT 70

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
	VIVIAN L. SMITH FOUNDATION	76-0101380
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1900 WEST LOOP SOUTH, NO. 1050	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77027-3207	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ R. E. SMITH INTERESTS, INC. 1900 WEST LOOP SOUTH,# 1050 - HOUSTON, TX 77027-3207
  Telephone No. ▶ 713-986-8030 FAX No. ▶ 713-622-0815
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 52,900.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 116,925.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 4-2009)

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05-26-09

10260706 785648 76-0101380 2009.04000 VIVIAN L. SMITH FOUNDATION 76-01011