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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, 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

Name of foundation VIVIAN L. SMITH FOUNDATION		A Employer identification number 76-0101380
Number and street (or P.O. box number if mail is not delivered to street address) 1900 WEST LOOP SOUTH	Room/suite 1050	B Telephone number (713) 986-8030
City or town, state, and ZIP code HOUSTON, TX 77027-3207		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 81,819,232.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		15.	15.		STATEMENT 1
4 Dividends and interest from securities		2,191,856.	2,191,856.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,679,043.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			2,679,043.		
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		113,740.	113,740.		STATEMENT 3
12 Total. Add lines 1 through 11		4,984,654.	4,984,654.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		300.	300.		0.
b Accounting fees		5,900.	2,950.		2,950.
c Other professional fees		462,369.	412,369.		50,000.
17 Interest					
18 Taxes		53,757.	28,294.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,460.	235.		1,222.
24 Total operating and administrative expenses. Add lines 13 through 23		523,786.	444,148.		54,172.
25 Contributions, gifts, grants paid		3,315,000.			3,315,000.
26 Total expenses and disbursements. Add lines 24 and 25		3,838,786.	444,148.		3,369,172.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,145,868.			
b Net investment income (if negative, enter -0-)			4,540,506.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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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	5,286.	5,490.	5,490.
	2 Savings and temporary cash investments	34,565.	5,440.	5,440.
	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	116,925.	121,462.	121,462.
	10a Investments - U.S. and state government obligations STMT 11	2,007,502.	1,439,515.	2,037,172.
	b Investments - corporate stock STMT 12	46,914,497.	49,050,600.	58,515,058.
	c Investments - corporate bonds STMT 13	18,705,514.	19,092,259.	18,984,576.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	2,527,915.	1,741,290.	2,150,034.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	70,312,204.	71,456,056.	81,819,232.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	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	70,312,204.	71,456,056.	
	30 Total net assets or fund balances	70,312,204.	71,456,056.	
	31 Total liabilities and net assets/fund balances	70,312,204.	71,456,056.	

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	70,312,204.
2 Enter amount from Part I, line 27a	2	1,145,868.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,738.
4 Add lines 1, 2, and 3	4	71,459,810.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	3,754.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,456,056.

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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				
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 27,775,030.		25,098,988.	2,679,043.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			2,679,043.	
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 2,679,043.
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		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))
2009	4,165,552.	69,415,189.	.060009
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

2 Total of line 1, column (d)	2 .248807
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 .049761
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 76,093,496.
5 Multiply line 4 by line 3	5 3,786,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 45,405.
7 Add lines 5 and 6	7 3,831,893.
8 Enter qualifying distributions from Part XII, line 4	8 3,369,172.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	90,810.
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	90,810.
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	90,810.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	121,462.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	171,462.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	80,652.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 80,652. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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?	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 2010 or the taxable year beginning in 2010 (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

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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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			X

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? <i>STMT 17</i> ☒ Yes ☐ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <i>STMT 17</i> ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <i>STMT 17</i> ☒ 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 22 of the instructions)? <i>STMT 17</i> ☐ Yes ☒ No	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.) 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 2010?	4b	X

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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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 15		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

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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.

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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	77,182,736.
b	Average of monthly cash balances	1b	69,544.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	77,252,280.
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	77,252,280.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,158,784.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,093,496.
6	Minimum investment return. Enter 5% of line 5	6	3,804,675.

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	3,804,675.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	90,810.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,713,865.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,713,865.
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	3,713,865.

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	3,369,172.
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	3,369,172.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,369,172.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,713,865.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,312,173.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 3,369,172.				
a Applied to 2009, but not more than line 2a			3,312,173.	
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 2010 distributable amount				56,999.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				3,656,866.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Form 990-PF (2010)

Form 990-17	2017	WILLIAM B. SMITH FOUNDATION
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 2010, 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)

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | | |
| 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. | | | |

[illegible]

- 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		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

DOUGLAS D. ROBB

Preparer's signature, _____

Date

10/19/11

Check ☐ self-employed

PTIN

Firm's name ▶

DELOITTE TAX LLP

Firm's EIN ▶

86-1065772

Firm's address ► 1111 BAGBY STREET, SUITE 4500
HOUSTON, TEXAS 77002

Phone no. 713-982-2000

Form **990-PF** (2010)

VIVIAN L. SMITH FOUNDATION

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 66-0600405	P	VARIOUS	VARIOUS
b	ALEHTEIA (STMT 28)	P	VARIOUS	VARIOUS
c	ALEHTEIA DIFFERENCE	P	VARIOUS	VARIOUS
d	ALEHTEIA (STMT 31)	P	VARIOUS	VARIOUS
e	ALETHEIA LTCG DISTB (STMT 32)	P	VARIOUS	VARIOUS
f	ALETHEIA 1250 (STMT 33)	P	VARIOUS	VARIOUS
g	ALETHEIA DIFFERENCE	P	VARIOUS	VARIOUS
h	DODGE & COX	P	VARIOUS	05/05/10
i	DANA (STMT 35)	P	VARIOUS	VARIOUS
j	DANA (STMT 37)	P	VARIOUS	VARIOUS
k	DANA LTCG DISTRIB (STMT 38)	P	VARIOUS	VARIOUS
l	FAYEZ (STMT 39)	P	VARIOUS	VARIOUS
m	FAYEZ (STMT 41)	P	VARIOUS	VARIOUS
n	MITCHELL (STMT 42)	P	VARIOUS	VARIOUS
o	MITCHELL (STMT 43)	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 158,642.			158,642.
b 129,332.		138,307.	<8,976.>
c		18.	<18.>
d 411,735.		483,434.	<71,699.>
e 806.			806.
f 166.			166.
g		223.	<222.>
h 5,842.		5,910.	<68.>
i 1,170,989.		1,082,373.	88,616.
j 773,957.		744,013.	29,944.
k 344.			344.
l 14,994.		13,460.	1,534.
m 1,802,633.		1,192,127.	610,506.
n 391,324.		355,417.	35,907.
o 2,037,187.		1,482,783.	554,404.

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			158,642.
b			<8,976.>
c			<18.>
d			<71,699.>
e			806.
f			166.
g			<222.>
h			<68.>
i			88,616.
j			29,944.
k			344.
l			1,534.
m			610,506.
n			35,907.
o			554,404.

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

VIVIAN L. SMITH FOUNDATION

CONTINUATION FOR 990-PF, PART IV

76-0101380

PAGE

2 OF

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	VALLEY FORGE (STMT 45)	P	VARIOUS	VARIOUS
b	VALLEY FORGE (STMT 47)	P	VARIOUS	VARIOUS
c	WCM (STMT 48)	P	VARIOUS	VARIOUS
d	WCM (STMT 52)	P	VARIOUS	VARIOUS
e	WCM DIFFERENCE	P	VARIOUS	VARIOUS
f	EATON VANCE (STMT 58)	P	VARIOUS	VARIOUS
g	EATON VANCE (STMT 69)	P	VARIOUS	VARIOUS
h	EATON VANCE DIFFERENCE	P	VARIOUS	VARIOUS
i	EATON VANCE DIFFERENCE	P	VARIOUS	VARIOUS
j	QWEST LITIGATION	P	VARIOUS	VARIOUS
k	RANGER SMALL CAP 11-3693802	P	VARIOUS	VARIOUS
l	SILCHESTER INTERNAT 36-7045759	P	VARIOUS	VARIOUS
m	DRIEHAUS SMALL CAP 66-0600405	P	VARIOUS	VARIOUS
n	DRIEHAUS SMALL CAP 66-0600405	P	VARIOUS	VARIOUS
o	SILCHESTER INTERNAT 36-7045759	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 1,246,910.		1,299,619.	<52,709.>
b 1,272,174.		1,087,339.	184,835.
c 179,384.		163,454.	15,930.
d 494,971.		609,319.	<114,348.>
e		30.	<30.>
f 10,420,401.		10,274,349.	146,052.
g 3,270,785.		3,021,852.	248,933.
h 43,433.			46,434.
i		10,087.	<10,087.>
j 167.			167.
k 87,685.			87,685.
l 24,920.			24,920.
m 64,546.			64,546.
n 5,491.			5,491.
o 128,233.			128,233.

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			<52,709.>
b			184,835.
c			15,930.
d			<114,348.>
e			<30.>
f			146,052.
g			248,933.
h			46,434.
i			<10,087.>
j			167.
k			87,685.
l			24,920.
m			64,546.
n			5,491.
o			128,233.

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

023591
05-01-10

VIVIAN L. SMITH FOUNDATION

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 1099	P	VARIOUS	VARIOUS
b RANGER SMALL CAP 11-3693802	P	VARIOUS	VARIOUS
c ROGERS RAW MATERIALS DIST	P	VARIOUS	VARIOUS
d LEUTHOLD INDUSTRIAL METALS 20-0181434	P	VARIOUS	VARIOUS
e LEUTHOLD INDUSTRIAL METALS ADJ	P	VARIOUS	VARIOUS
f PIMCO SALE	P	VARIOUS	10/20/10
g PIMCO SALE	P	VARIOUS	11/29/10
h LEUTHOLD CORE INVESTMENT	P	VARIOUS	VARIOUS
i DODGE & COX INTERNATIONAL	P	VARIOUS	05/05/10
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 141,317.			141,317.
b 170,751.			170,751.
c 12,059.			12,059.
d 44,850.			44,850.
e		958.	<958.>
f 1,000,000.		925,891.	74,109.
g 1,000,000.		929,565.	70,435.
h 850,000.		788,259.	61,741.
i 419,002.		490,201.	<71,199.>
j			
k			
l			
m			
n			
o			

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			141,317.
b			170,751.
c			12,059.
d			44,850.
e			<958.>
f			74,109.
g			70,435.
h			61,741.
i			<71,199.>
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	2,679,043.
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

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

SOURCE	AMOUNT
FROST NATIONAL BANK	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALETHEIA DIVIDENDS	31,970.	0.	31,970.
ALETHEIA DIVIDENDS	83.	0.	83.
DANA DIVIDENDS	53,400.	0.	53,400.
DANA DIVIDENDS	<133.>	0.	<133.>
DRIEHAUS ACTIVE INCOME	88,878.	0.	88,878.
DRIEHAUS ACTIVE INCOME	20,534.	0.	20,534.
DRIEHAUS INTERNATIONAL DIVIDENDS	44,623.	0.	44,623.
DRIEHAUS SMALL CAP LP-DIVIDENDS	2,566.	0.	2,566.
EATON VANCE INTEREST	523,558.	0.	523,558.
EATON VANCE INTEREST	<17,415.>	0.	<17,415.>
FAYEZ DIVIDENDS	301,467.	0.	301,467.
INVESTORS TREASURY FUND DIVIDENDS	228.	0.	228.
IVY DIVIDENDS	7,029.	0.	7,029.
LEUTHOLD DIVIDENDS	10,419.	0.	10,419.
LEUTHOLD METALS INTEREST	369.	0.	369.
MANNING OVERSEAS DIVIDENDS	55,667.	0.	55,667.
MANNING OVERSEAS DIVIDENDS	181.	0.	181.
MITCHELL DIVIDENDS	118,651.	0.	118,651.
MITCHELL DIVIDENDS	<1.>	0.	<1.>
PIMCO TOTAL RETURN DIVIDENDS	651,027.	0.	651,027.
RANGER SMALL CAP DIVIDENDS	2,891.	0.	2,891.
RANGER SMALL CAP INTEREST	323.	0.	323.
SILCHESTER INTEREST	13.	0.	13.
SILCHESTER INTERNAT-DIVIDENDS	166,702.	0.	166,702.
VALLEY FORGE DIVIDENDS	105,967.	0.	105,967.
WCM DIVIDENDS	23,076.	0.	23,076.
WCM DIVIDENDS	<217.>	0.	<217.>
TOTAL TO FM 990-PF, PART I, LN 4	2,191,856.	0.	2,191,856.

FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SILCHESTER (36-7045759)	15,509.	15,509.	
TIME WARNER LITIGATION	94.	94.	
WILLIAMS LITIGATION	754.	754.	
NORTEL LITIGATION	384.	384.	
AFC LITIGATION	207.	207.	
WORLDCOM LITIGATION	646.	646.	
FREDDIE MAC LITIGATION	12.	12.	
CONSOL ENERGY LITIGATION	12.	12.	
JPMC CLASS ACTION	1,342.	1,342.	
M LYNCH LITIGATION	2,071.	2,071.	
PSI LITIGATION	2,913.	2,913.	
SIRVA LITIGATION	27.	27.	
DRIEHAUS SMALL CAL LP (66-0600405)	<21,212.>	<21,212.>	
LEUTHOLD INDUSTRIAL METALS FUND LP (20-0181434)	74,447.	74,447.	
ROGERS SMALL CAP K-1	35,353.	35,353.	
TYCO LITIGATION	1,158.	1,158.	
FREDDIE MAC LITIGATION	12.	12.	
HSY LITIGATION	11.	11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	113,740.	113,740.	

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 DISMISSAL	300.	300.		0.
TO FM 990-PF, PG 1, LN 16A	300.	300.		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	61,402.	61,402.		0.
ADVISORS-EATON VANCE	55,442.	55,442.		0.
ADVISORS-LOWERY	37,995.	37,995.		0.
ADVISORS-SILCHESTER	50,225.	50,225.		0.
ADVISORS-VALLEY FORGE	26,008.	26,008.		0.
ADVISORS-DANA	15,535.	15,535.		0.
ADVISORS-WCM	24,785.	24,785.		0.
ADVISORS-LEUTHOLD				
INDUSTRIAL METALS	19,973.	19,973.		0.
ADVISORS-MITCHELL	45,156.	45,156.		0.
ADVISORS-ALETHEIA	15,457.	15,457.		0.
INVESTMENT EXPENSE RANGER	10,391.	10,391.		0.
TO FORM 990-PF, PG 1, LN 16C	462,369.	412,369.		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	7,720.	7,720.		0.
FOREIGN TAX-SILCHESTER	14,593.	14,593.		0.
FOREIGN TAX-VALLEY FORGE	1,050.	1,050.		0.
EXCISE TAX	25,463.	0.		0.
FOREIGN TAX-DANA	584.	584.		0.
FOREIGN TAX-MITCHELL	3,494.	3,494.		0.
FOREIGN TAX-WCM	24.	24.		0.
FOREIGN TAX-ALETHEIA	829.	829.		0.
TO FORM 990-PF, PG 1, LN 18	53,757.	28,294.		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	727.	0.		727.
OTHER INVESTMENT EXPENSE	120.	120.		0.
BANK FEES	88.	88.		0.
NONDEDUCTIBLE FEE	3.	0.		0.
NOTARY SEAL	27.	27.		0.
TO FORM 990-PF, PG 1, LN 23	1,460.	235.		1,222.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

9

DESCRIPTION	AMOUNT
NONTAXABLE DISTRIBUTIONS	91.
NONTAXABLE DISTRIBUTIONS	1,647.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,738.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

10

DESCRIPTION	AMOUNT
WASH SALE (STMT 70)	163.
WASH SALE (STMT 71)	3,591.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,754.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - EATON VANCE	X		1,439,515.	2,037,172.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,439,515.	2,037,172.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,439,515.	2,037,172.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALETHEIA	1,878,319.	2,185,007.
DANA	1,737,288.	2,106,889.
DODGE & COX INTERNATIONAL	0.	0.
DRIEHAUS ACTIVE INCOME	4,303,002.	3,903,478.
INVESTMENT - DRIEHAUS	3,230,642.	2,409,912.
INVESTMENT - FAYEZ SAROFIM	5,905,178.	11,195,524.
INVESTMENT-INVESTORS TREASURY	415,572.	415,572.
LEUTHOLD CORE INVESTMENT	2,424,859.	2,572,343.
LEUTHOLD METALS	0.	0.
MANNING OVERSEAS	5,924,899.	5,657,698.
MITCHELL	6,239,311.	8,703,246.
RANGER	960,877.	1,221,996.
SILCHESTER INTERNATIONAL	4,864,657.	5,560,322.
VALLEY FORGE	4,511,412.	5,133,021.
WCM	1,647,555.	2,071,471.
FORWARD TACTICAL GROUP	2,500,000.	2,581,245.
IVY ASSET STRATEGY	2,507,029.	2,797,334.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,050,600.	58,515,058.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - EATON VANCE	9,857,890.	9,439,584.
INVESTMENT-PIMCO TOTAL RETURN	9,234,369.	9,544,992.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,092,259.	18,984,576.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	FMV	1,947.	1,947.
DRIEHAUS SMALL CAP LTD	FMV	1,730,039.	2,138,783.
ROGERS RAW MATERIAL	FMV	0.	0.
ROGERS RECEIVABLE	COST	9,304.	9,304.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,741,290.	2,150,034.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD H. SKINNER 2001 Kirby Drive, Suite 910 Houston, Texas 77019-6033	TRUSTEE 2.00	0.	0.	0.
SUZANNE R. BENSON 1410 RUE MEADOW COURT SUGAR LAND, TX 77479	PRESIDENT/TRUSTEE 2.00	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.
AMY M. MECKEL 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	SEC/TREA 10.00	0.	0.	0.
JAMES A. ELKINS III 1001 FANNIN, SUITE 700 HOUSTON, TX 77002	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
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

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 RECIPIENTS 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
2010

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 12-31-2010
EIN: 76-0101380

Archway Academy Houston, TX Purpose: Scholarship support	Public Charity	10,000.00
Asia Society Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Baylor College of Medicine Houston, TX Purpose: General Contribution	Public Charity	35,000.00
Baylor College of Medicine Houston, TX Purpose: General Contribution	Public Charity	200,000.00
Boys and Girls Country Hockley, TX Purpose: General Contribution	Public Charity	10,000.00
Boy Scouts of America Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Buffalo Bayou Partnership Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Camp for All Foundation Houston, TX Purpose: General Contribution	Public Charity	50,000.00
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: Support residential program	Public Charity	10,000.00
Cathedral Health & Outreach Ministries Houston, TX Purpose: The Beacon	Public Charity	5,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

Center for Hearing and Speech Houston, TX Purpose: General Contribution	Public Charity	3,000.00
Center for Hearing and Speech Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Center Foundation Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Child Advocates, Inc Houston, TX Purpose: Court Services Program	Public Charity	20,000.00
Children's Museum of Houston Houston, TX Purpose: Support the Ecostation	Public Charity	25,000.00
Christ Church Cathedral Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Communities in Schools Houston, Inc. Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Communities in Schools Houston, Inc. Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Council on Alcohol and Drugs Houston Houston, TX Purpose: Next 60 Years Capital Campaign	Public Charity	50,000.00
Crime Stoppers of Houston Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Cristo Rey Jesuit College Preparatory School of Houston Houston, TX Purpose: General Contribution	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

Cystic Fibrosis Foundation Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Da Camera of Houston Houston, TX Purpose: General Contribution	Public Charity	5,000.00
De Pelchin Children's Center Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Depression and Bipolar Support Alliance Houston, TX Purpose: General Contribution	Public Charity	3,000.00
Dress for Success Houston Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Epilepsy Foundation of Southeast Texas Houston, TX Purpose: Camp Spike 'n Wave	Public Charity	30,000.00
Episcopal High School Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Episcopal High School Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Foundation for the School for Young Children Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Gateway Academy Houston, TX Purpose: Student scholarships	Public Charity	30,000.00
Girl Scouts of San Jacinto Circle Houston, TX Purpose: Completion of platform tent	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

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
Grace School Houston, TX Purpose: Classroom remodel project	Public Charity	50,000.00
Harris County Hospital District Foundation Houston, TX Purpose: Purchase equipment	Public Charity	10,000.00
Herman Park Conservancy Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Houston Achievement Place Houston, TX Purpose: Project class	Public Charity	10,000.00
Houston Ballet Foundation Houston, TX Purpose: Dance with us Campaign	Public Charity	20,000.00
Houston Christian High School Houston, TX Purpose: General Contribution	Public Charity	20,000.00
Houston Food Bank Houston, TX Purpose: Food distribution expansion	Public Charity	50,000.00
Houston Hospice Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Houston Parks Board Houston, TX Purpose: Houston Amateur Sports Park	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

Houston Symphony Houston, TX Purpose: General Contribution	Public Charity	10,000.00
John H Reagan High School Development & Scholarship Foundation Houston, TX Purpose: Scholarship & grant support	Public Charity	25,000.00
Julia Ideson Library Preservation Partner Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Kids Meals Houston, TX Purpose: Support Meal preparation & delivery	Public Charity	20,000.00
Kincaid School Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Make a Wish Foundation Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Maybridge Foundation Houston, TX Purpose: General Contribution	Public Charity	3,000.00
Memorial Herman Foundation Houston, TX Purpose: MEG Imaging system	Public Charity	100,000.00
Menil Foundation Houston, TX Purpose: General Contribution	Public Charity	40,000.00
Menninger Clinic Houston, TX Purpose: Miracles in Mind Capital Campaign	Public Charity	100,000.00
Monarch School Houston, TX Purpose: New Campus Campaign	Public Charity	50,000.00

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Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

Museum of Fine Arts Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Museum of Fine Arts Houston, TX Purpose: Bayou Bend 50th Anniversary	Public Charity	50,000.00
Neighborhood Centers Inc Houston, TX Purpose: New Century campaign	Public Charity	2,500.00
Neighborhood Centers Inc Houston, TX Purpose: New Century campaign	Public Charity	2,000.00
New Hope Inc Houston, TX Purpose: Capital Campaign Sakowitz Apts	Public Charity	25,000.00
Open Door Mission Foundation Houston, TX Purpose: Purchase Aztec software	Public Charity	5,000.00
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
Project Grad Houston Bellaire, TX Purpose: Academic preparation & college readiness	Public Charity	50,000.00
Regis School of the Sacred Heart Houston, TX Purpose: Student Life Center Campaign	Public Charity	30,000.00
Rice University Houston, TX Purpose: General Contribution	Public Charity	10,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

Rice University Houston, TX Purpose: Jones Graduate School	Public Charity	5,000.00
Rise School of Houston Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Ronald McDonald House of Houston, Inc Houston, TX Purpose: Holcombe House 1 yr bedroom	Public Charity	25,000.00
Salvation Army Houston, TX Purpose: Giving for Living Capital	Public Charity	50,000.00
San Jacinto Museum of History La Porte, TX Purpose: General Contribution	Public Charity	2,500.00
Spay Neuter Assistance Program Houston, Texas Purpose: General Contribution	Public Charity	25,000.00
Special Olympics Texas Houston, TX Purpose: Houston area program	Public Charity	25,000.00
St Edwards University Austin, TX Purpose: General Contribution	Public Charity	20,000.00
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	15,000.00
St John's School Houston, Texas Purpose: General Contribution	Public Charity	5,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

St John's School Houston, Texas Purpose: Breakthrough Houston	Public Charity	25,000.00
St Luke's Center for Counseling & Life Enrichment Houston, Texas Purpose: Expansion of therapeutic	Public Charity	10,000.00
St Luke's Methodist Church Houston, Texas Purpose: General Contribution	Public Charity	10,000.00
St Martin's Episcopal Church Houston, Texas Purpose: General Contribution	Public Charity	5,000.00
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
Teach for America Houston, TX Purpose: General Contribution	Public Charity	2,500.00
Texas Heart Institute Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Texas Children's Hospital Houston, TX Purpose: Fraiser's Friends	Public Charity	5,000.00
Texas Children's Hospital Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Texas Children's Hospital Houston, TX Purpose: General Contribution	Public Charity	50,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

Texas Children's Hospital Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Texas Exes Houston, TX Purpose: General Contribution	Public Charity	2,000.00
Texas Heart Institute at St Lukes Episcopal Hospital Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Texas Institute for Behavioral Medicine & Neuropsychiatry Bellaire, TX Purpose: General Contribution	Public Charity	20,000.00
TIRR Foundation Houston, TX Purpose: Mission Connect	Public Charity	100,000.00
The Gathering Place Houston, TX Purpose: General Contribution	Public Charity	2,500.00
Unity Theatre Brenham, TX Purpose: General Contribution	Public Charity	5,000.00
University of Houston Houston, TX Purpose: General Contribution	Public Charity	25,000.00
University of Houston Sugarland, TX Purpose: Nursing scholarship	Public Charity	50,000.00
University of Texas Houston, TX Purpose: General Contribution	Public Charity	2,000.00
University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	70,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2010
EIN: 76-0101380

University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	22,000.00
University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	60,000.00
University of Texas Medical Branch Houston, TX Purpose: General Contribution	Public Charity	5,000.00
University of Texas MD Anderson Foundation Houston, TX Purpose: General Contribution	Public Charity	200,000.00
University of Texas MD Anderson Foundation Houston, TX Purpose: Smith Educational Program	Public Charity	10,000.00
Yes Prep Schools Houston, TX Purpose: Yes Prep educational model	Public Charity	100,000.00
YMCA of Greater Houston Area Houston, TX Purpose: Support preschool/ afterschool	Public Charity	25,000.00
Total Contributions made in 2010, Part XV		3,315,000.00

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Totals

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76-0101380

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

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
225. AMR CORP DEL COM	01/17/2008	06/07/2010	1,718.97	2,819.25	-1,100.28
80. AGRUM INC COM	11/11/2008	01/22/2010	4,774.33	2,843.48	1,930.85
555. AMERICAN EXPRESS CO COM	03/14/2008	06/07/2010	21,500.66	22,585.50	-1,084.84
95. APARTMENT INVT & MGMT CO	01/17/2008	03/08/2010	1,670.31	3,219.38	-1,549.07
807. APARTMENT INVT & MGMT CO	02/04/2009	06/07/2010	16,246.24	21,503.50	-5,257.26
25. AVALONBAY CMNTYS INC COM	11/11/2008	06/07/2010	2,351.82	1,476.44	875.38
695. BRISTOL MYERS SQUIBB CO	05/12/2008	06/18/2010	17,767.86	15,076.70	2,691.16
20. CANADIAN OIL SANDS TR NEW UNIT					
30. CATERPILLAR INC COM	02/11/2009	10/05/2010	518.19	261.22	256.97
30. CATERPILLAR INC COM	01/17/2008	06/07/2010	1,706.57	1,886.40	-179.83
65. COCA COLA CO COM	01/17/2008	09/30/2010	2,359.05	1,886.40	472.65
175. COMCAST CORP CL A	01/17/2008	10/05/2010	3,864.83	4,082.00	-217.17
260. CONOCOPHILLIPS COM	06/10/2009	10/05/2010	3,149.94	2,473.89	676.05
1330. DELL INC COM	11/19/2008	06/07/2010	13,019.61	12,509.85	509.76
315. DUKE ENERGY HLDG CORP COM	07/08/2008	03/08/2010	18,533.84	30,134.94	-11,601.10
100. EQUITY RESIDENTIAL PPTYS TR SH BEN INT	01/17/2008	10/05/2010	5,619.53	6,227.55	-608.02
210. EQUITY RESIDENTIAL PPTYS TR SH BEN INT	01/17/2008	03/08/2010	3,729.14	3,357.87	371.27
430. EQUITY RESIDENTIAL PPTYS TR SH BEN INT	01/17/2008	06/07/2010	8,717.52	7,051.53	1,665.99
1850. FORD MTR CO DEL COM PAR	05/27/2009	06/15/2010	19,398.00	11,212.86	8,185.14
15. FREEPORT-MCMORAN COPPER & GOLD INC CL B	11/03/2009	11/10/2010	30,536.32	13,939.20	16,597.12
50. FREEPORT-MCMORAN COPPER & GOLD INC CL B	01/17/2008	06/07/2010	922.98	1,241.16	-318.18
175. FREEPORT-MCMORAN COPPER & GOLD INC CL B	01/17/2008	10/05/2010	4,555.42	4,137.19	418.23
80. GOLDCORP INC COM	01/17/2008	11/16/2010	16,827.38	14,480.17	2,347.21
60. GOLDCORP INC COM	01/17/2008	06/15/2010	3,454.34	2,716.73	737.61
Totals			2,588.35	2,037.55	550.80

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

76-0101380

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1805. GREAT ATLANTIC & PAC TEA INC COM	08/13/2009	11/16/2010	7,307.77	12,144.40	-4,836.63
3565. GREAT ATLANTIC & PAC TEA INC COM	09/04/2009	12/27/2010	567.18	22,876.10	-22,308.92
55. JOHNSON & JOHNSON	01/17/2008	10/05/2010	3,452.29	3,747.15	-294.86
800. JOHNSON CONTROLS INC COM	02/01/2008	06/07/2010	21,689.71	28,666.24	-6,976.53
240. KRAFT FOODS INC CL A	01/17/2008	03/08/2010	7,010.31	7,480.80	-470.49
195. KRAFT FOODS INC CL A	01/17/2008	06/15/2010	5,711.55	6,078.15	-366.60
95. MGM GRAND INC COM	01/17/2008	10/05/2010	1,108.63	6,464.75	-5,356.12
65. MARKET VECTORS ETF TR GOLD MINERS ETF FD	05/27/2009	06/07/2010	3,279.48	2,745.63	533.85
30. MCDONALDS CORP COM	01/17/2008	09/30/2010	2,224.16	1,581.60	642.56
75. MURPHY OIL CORP COM	01/17/2008	10/05/2010	4,712.92	5,301.75	-588.83
1255. NOVAGOLD RES INC COM NEW	05/27/2009	06/07/2010	8,751.09	5,604.83	3,146.26
165. NUCOR CORP COM	07/08/2008	01/22/2010	7,218.06	10,238.97	-3,020.91
75. NUCOR CORP COM	07/08/2008	06/07/2010	3,059.75	4,654.07	-1,594.32
6390. OILSANDS OUEST INC COM	01/17/2008	02/17/2010	4,581.57	26,857.81	-22,276.24
230. PEABODY ENERGY CORP COM	09/02/2008	06/07/2010	8,441.22	13,652.48	-5,211.26
360. PEABODY ENERGY CORP COM	10/02/2008	06/15/2010	14,616.58	15,312.85	-696.27
50. PETROLEO BRASILEIRO S	04/22/2008	11/16/2010	1,629.12	3,201.92	-1,572.80
180. SANOFI-AVENTIS SPONSORED	03/14/2008	06/18/2010	5,488.35	6,387.95	-899.60
110. SILVER WHEATON CORP COM	01/17/2008	10/05/2010	2,979.59	1,717.89	1,261.70
90. STARWOOD HOTELS & RESORTS WORLDWIDE INC	01/17/2008	03/08/2010	3,715.32	3,488.18	227.14
345. STARWOOD HOTELS & RESORTS WORLDWIDE INC	01/17/2008	11/16/2010	18,850.69	13,371.38	5,479.31
235. UDR INC COM	02/11/2009	06/07/2010	4,333.30	2,352.35	1,980.95
840. USG CORP COM NEW	01/17/2008	06/15/2010	13,306.46	26,068.98	-12,762.52
70. UNITED STATES STEEL CORP	09/30/2008	01/22/2010	3,889.03	5,347.01	-1,457.98
25. UNITED STATES STEEL CORP	09/30/2008	03/08/2010	1,500.72	1,909.65	-408.93
80. UNITED STATES STEEL CORP	09/30/2008	09/30/2010	3,481.84	6,110.87	-2,629.03
445. WELLS FARGO CO COM	03/09/2009	10/05/2010	11,632.10	4,438.65	7,193.45
11350. WORLDSPACE INC CL A	01/17/2008	05/26/2010	30.64	22,638.71	-22,608.07
175. TRANSOCEAN LTD ZUG NAMEN	02/11/2009	10/05/2010	11,130.04	10,249.15	880.89
Totals					

USA
060970 2 000

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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
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			391,231.00	469,851.00	-78,620.00
28% RATE CAPITAL GAINS (LOSSES)					
. ISHARES SILVER TR ISHARES	05/27/2009	12/31/2010	131.10	88.53	42.57
25. SPDR GOLD TR GOLD SHS	01/17/2008	09/30/2010	3,181.69	2,156.93	1,024.76
130. SPDR GOLD TR GOLD SHS	01/17/2008	10/05/2010	17,019.31	11,212.34	5,806.97
. SPDR GOLD TR GOLD SHS	01/17/2008	12/31/2010	171.46	124.88	46.58
TOTAL 28% RATE CAPITAL GAINS (LOSSES)			20,504.00	13,583.00	6,921.00
Totals			411,735.00	483,434.00	-71,699.00

VIVIAN SMITH FDN-ALETHEIA DMG

76-0101380

2010

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

APARTMENT INVT & MGMT CO CL A	16.72
AVALONBAY CMNTYS INC COM	45.26
CLIFFS NAT RES INC COM	0.28
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	91.45
PLUM CREEK TIMBER CO INC COM	630.00
UDR INC COM	21.81

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

806.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)

806.00

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STATEMENT :

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VIVIAN SMITH FDN-ALETHEIA L.

76-0101380

2010

FEDERAL CAPITAL GAIN DISTRIBUTIONS

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CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

APARTMENT INVT & MGMT CO CL A	51.96
AVALONBAY CMNTYS INC COM	61.71
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	35.38
UDR INC COM	17.19

TOTAL UNRECAPTURED SECTION 1250 GAIN

166.00

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

166.00

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STATEMENT

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

76-010/380

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
340. AFLAC INC COM	02/27/2009	02/04/2010	16,719.28	5,953.37	10,765.91
500. AMERICAN ELEC PWR INC COM	11/24/2009	02/04/2010	17,037.33	16,060.75	976.58
700. AMERICAN EXPRESS CO COM	09/21/2009	02/04/2010	26,547.16	23,783.83	2,763.33
900. AMERICAN EXPRESS CO COM	09/21/2009	03/03/2010	34,687.53	30,579.21	4,108.32
1120. AMERISOURCEBERGEN CORP COM	09/21/2009	02/04/2010	30,861.20	24,712.58	6,148.62
500. AMERIPRISE FINL INC COM	11/24/2009	02/04/2010	18,987.30	19,024.45	-37.15
940. ANNALY MTG MGMT INC COM	11/24/2009	02/04/2010	16,811.77	17,069.37	-257.60
390. BALL CORP COM	09/21/2009	02/04/2010	19,720.44	19,914.96	-194.52
710. BALL CORP COM	09/21/2009	03/03/2010	38,748.11	36,255.44	2,492.67
2740. BANK OF AMERICA CORP COM	09/21/2009	02/04/2010	40,839.18	47,367.20	-6,528.02
390. BANK MONTREAL QUE COM	09/21/2009	02/04/2010	19,052.30	19,218.30	-166.00
1030. BEST BUY INC COM	03/03/2010	07/06/2010	33,888.27	37,832.11	-3,943.84
1200. CENTERPOINT ENERGY INC COM	11/24/2009	02/04/2010	16,853.90	15,708.00	1,145.90
2200. CENTERPOINT ENERGY INC COM	11/24/2009	05/20/2010	29,520.20	28,798.00	722.20
1200. COMCAST CORP CL A	09/21/2009	02/04/2010	18,737.88	20,755.32	-2,017.44
700. COMCAST CORP CL A	11/24/2009	07/06/2010	12,339.11	10,584.49	1,754.62
880. CONAGRA INC COM	11/24/2009	02/04/2010	19,786.54	19,754.06	32.48
440. EATON CORP COM	05/20/2010	07/06/2010	27,796.93	29,726.44	-1,929.51
560. EBAY INC COM	09/21/2009	02/04/2010	12,697.89	13,502.27	-804.38
1340. EBAY INC COM	09/21/2009	03/03/2010	31,576.96	32,309.01	-732.05
160. FLOWERVE CORP COM	03/30/2009	02/04/2010	14,801.21	8,842.27	5,958.94
75. FREEPORT-MCMORAN COPPER & GOLD INC CL B	03/03/2010	09/29/2010	6,472.92	5,987.90	485.02
760. HUMANA INC COM	03/30/2009	02/04/2010	36,297.36	19,398.09	16,899.27
300. KIMBERLY CLARK CORP COM	09/21/2009	02/04/2010	17,934.77	17,247.33	687.44
580. KIMBERLY CLARK CORP COM	09/21/2009	05/20/2010	35,834.28	33,344.84	2,489.44
380. LOCKHEED MARTIN CORP COM	07/13/2009	03/03/2010	30,081.13	30,064.19	16.94
300. LUBRIZOL CORP COM	09/21/2009	02/04/2010	22,479.80	21,492.93	986.87
250. LUBRIZOL CORP COM	09/21/2009	07/06/2010	19,677.09	17,910.78	1,766.31
360. MARATHON OIL CORP COM	07/13/2009	02/04/2010	10,502.90	10,153.87	349.03
240. MURPHY OIL CORP COM	11/24/2009	03/03/2010	12,921.04	13,636.59	-715.55
650. NII HLDGS INC COM NEW	07/13/2009	02/04/2010	20,847.51	12,405.12	8,442.39
750. NII HLDGS INC COM NEW	07/13/2009	05/20/2010	25,550.41	14,313.60	11,236.81
1300. NYSE EURONEXT COM	05/20/2010	12/27/2010	39,014.94	36,108.41	2,906.53
1140. NEWELL RUBBERMAID INC COM	09/21/2009	02/04/2010	15,600.70	17,744.56	-2,143.86
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
320. AFLAC INC COM	11/25/2008	02/04/2010	15,735.80	13,673.54	2,062.26
660. AT&T INC COM	11/07/2006	02/04/2010	16,621.88	22,459.92	-5,838.04
260. ABBOTT LABS COM	08/05/2008	02/04/2010	14,068.62	15,062.79	-994.17
230. APACHE CORP	03/05/2008	02/04/2010	22,990.10	26,501.15	-3,511.05
330. APACHE CORP	03/05/2008	07/06/2010	27,194.03	38,023.39	-10,829.36
710. BANK MONTREAL QUE COM	09/21/2009	12/27/2010	39,971.97	34,987.17	4,984.80
160. CHEVRON TEXACO CORP COM	11/27/2007	02/04/2010	11,455.68	13,262.00	-1,806.32
450. CHUBB CORP COM	08/05/2008	02/04/2010	21,854.02	21,903.35	-49.33
1520. CONAGRA INC COM	11/24/2009	12/27/2010	33,990.42	34,120.66	-130.24
210. CONOCOPHILLIPS COM	09/24/2002	02/04/2010	10,177.77	4,984.35	5,193.42
730. EXXON MOBIL CORP	02/06/2007	07/06/2010	41,563.59	54,903.30	-13,339.71
380. FLOWSERVE CORP COM	03/30/2009	05/20/2010	35,197.05	21,000.40	14,196.65
.032 FRONTIER COMMUNICATIONS CORP COM	09/08/2005	07/26/2010	0.24	0.27	-0.03
192. FRONTIER COMMUNICATIONS CORP COM	03/31/2006	08/05/2010	1,438.83	1,606.49	-167.66
680. GENERAL DYNAMICS CORP COM	10/17/2008	02/04/2010	46,729.61	40,511.00	6,218.61
900. GENERAL ELEC CO COM	08/05/2008	02/04/2010	14,548.31	26,103.78	-11,555.47
100. GOLDMAN SACHS GROUP INC	05/09/2008	02/04/2010	15,221.80	18,703.38	-3,481.58
190. INTERNATIONAL BUSINESS MACHS COM	03/31/2006	02/04/2010	23,522.46	16,331.00	7,191.46
640. J P MORGAN CHASE & CO COM	03/31/2006	02/04/2010	24,943.74	26,796.80	-1,853.06
280. JOHNSON & JOHNSON	02/18/2005	02/04/2010	17,604.00	17,337.60	266.40
240. MCDONALDS CORP COM	08/05/2008	02/04/2010	15,462.80	14,804.11	658.69
530. MCDONALDS CORP COM	11/25/2008	03/03/2010	33,717.16	32,129.98	1,587.18
400. NATIONAL-OILWELL INC COM	10/17/2008	02/04/2010	17,313.86	11,118.60	6,195.26
310. OCCIDENTAL PETE CORP COM	10/17/2008	02/04/2010	23,942.22	15,354.24	8,587.98
610. ONEOK INC NEW COM	10/17/2008	02/04/2010	25,464.49	17,889.59	7,574.90
506. PNC BANK CORPORATION	06/14/2007	02/04/2010	26,167.50	37,375.18	-11,207.68
310. PHILIP MORRIS INTL INC COM	06/30/2004	02/04/2010	14,323.04	8,078.78	6,244.26
380. SEMPRA ENERGY COM	08/23/2001	02/04/2010	18,978.93	10,171.69	8,807.24
620. SEMPRA ENERGY COM	11/17/2004	03/03/2010	30,253.63	19,994.87	10,258.76
Totals					

VIVIAN SMITH FDN-DANA -----

Schedule D Detail of Long-term Capital Gains and Losses

2010

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VIVIAN SMITH FDN-DANA

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FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY MTG MGMT INC COM

344.40

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

344.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)

344.00

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
800. ABBOTT LABS COM	09/11/1991	02/04/2010	43,229.13	10,139.44	33,089.69
2700. ALTRIA GROUP INC COM	09/11/1991	02/04/2010	52,447.64	15,299.82	37,147.82
200. APPLE COMPUTER INC COM	11/18/2008	02/04/2010	38,402.59	17,973.98	20,428.61
500. AUTOMATIC DATA PROCESSING	01/26/2006	02/04/2010	20,251.59	20,771.35	-519.76
900. BANK OF AMERICA CORP COM	04/24/2004	02/04/2010	13,283.20	36,801.00	-23,517.80
4529. BANK OF AMERICA CORP COM	09/07/2006	12/06/2010	53,078.97	208,423.98	-155,345.01
300. CATERPILLAR INC COM	10/03/2007	02/04/2010	15,494.95	23,538.15	-8,043.20
1100. CHEVRON TEXACO CORP COM	09/11/1991	02/04/2010	78,538.78	19,713.32	58,825.46
1100. CISCO SYS INC COM	10/03/2007	02/04/2010	25,560.37	35,761.00	-10,200.63
2200. COCA COLA CO COM	09/11/1991	02/04/2010	117,872.30	35,164.14	82,708.16
600. CONOCOPHILLIPS COM	06/30/2005	02/04/2010	28,935.17	34,768.86	-5,833.69
3300. EXXON MOBIL CORP	06/16/1993	02/04/2010	214,344.15	53,151.71	161,192.44
200. FREEPORT-MCMORAN COPPER & GOLD INC CL B	05/12/2008	02/04/2010	13,376.29	22,430.54	-9,054.25
300. GENERAL DYNAMICS CORP COM	05/12/2008	02/04/2010	20,460.70	27,304.05	-6,843.35
1100. GENERAL ELEC CO COM	12/12/1991	02/04/2010	17,701.08	6,389.79	11,311.29
500. HSBC HOLDINGS PLC SPONS ADR COM	01/26/2006	02/04/2010	25,851.77	41,732.25	-15,880.48
600. HALLIBURTON CO COM	09/07/2006	02/04/2010	17,424.19	18,902.10	-1,477.91
3900. INTEL CORP COM	03/11/1996	02/04/2010	74,016.37	26,780.52	47,235.85
900. J P MORGAN CHASE & CO COM	03/22/1996	02/04/2010	34,656.30	20,758.50	13,897.80
1300. JOHNSON & JOHNSON	01/18/1993	02/04/2010	81,592.94	15,375.75	66,217.19
600. LILLY ELI & CO	06/05/2001	02/04/2010	20,813.25	52,827.12	-32,013.87
300. LILLY ELI & CO	06/05/2001	02/05/2010	10,334.86	26,413.56	-16,078.70
200. MCDERMOTT INTL INC COM	01/16/2008	02/04/2010	4,552.20	9,744.14	-5,191.94
800. MCDONALDS CORP COM	07/24/2000	02/04/2010	51,353.90	24,748.00	26,605.90
600. MCGRAW HILL COMPANIES INC	02/06/1995	02/04/2010	20,665.71	4,948.56	15,717.15
1100. MERCK & CO INC NEW COM	09/11/1991	02/04/2010	40,671.87	22,477.51	18,194.36
900. MICROSOFT CORP COM	10/30/1998	02/04/2010	25,116.07	24,131.25	984.82
1700. NESTLE S A SPONSORED ADR	03/31/1992	02/04/2010	79,045.25	10,710.00	68,335.25
300. NOVO-NORDISK A S ADR	05/12/2008	02/04/2010	20,970.84	20,359.08	611.76
600. PEPSICO INC COM	09/12/1991	02/04/2010	35,890.28	8,333.22	27,557.06
Totals					



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

2010

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
700. AIR PRODS & CHEMS INC COM	08/30/2010	09/17/2010	57,452.36	51,740.36	5,712.00
900. AMGEN INC COM	04/14/2010	05/14/2010	49,047.19	54,909.00	-5,861.81
600. BP AMOCO SPON ADR	03/12/2010	05/05/2010	30,679.04	34,099.74	-3,420.70
500. CENTRAL FD CDA LTD CL A	06/15/2009	06/15/2010	7,505.72	6,031.15	1,474.57
600. CONOCOPHILLIPS COM	03/11/2009	01/28/2010	28,962.24	22,179.69	6,782.55
500. CONOCOPHILLIPS COM	12/29/2009	05/04/2010	29,001.16	25,440.00	3,561.16
700. CONOCOPHILLIPS COM	05/21/2010	12/13/2010	45,884.22	35,617.75	10,266.47
700. DEERE & CO COM	02/27/2009	01/22/2010	37,948.20	19,708.99	18,239.21
3200. E M C CORP MASS COM	12/21/2009	01/21/2010	55,638.33	56,437.12	-798.79
400. FLUOR CORP (NEW) COM	03/08/2010	05/12/2010	21,378.03	17,934.60	3,443.43
191.865 FRONTIER COMMUNICATIONS CORP COM					
.167 FRONTIER COMMUNICATIONS CORP COM	09/14/2009	07/07/2010	1,361.83	1,536.04	-174.21
1400. J P MORGAN CHASE & CO COM	09/14/2009	07/26/2010	1.24	1.34	-0.10
900. KELLOGG CO COM	12/22/2009	02/04/2010	54,795.30	58,659.02	-3,863.72
500. KIMBERLY CLARK CORP COM	06/09/2010	12/10/2010	44,708.18	48,636.90	-3,928.72
2400. KROGER CO COM	03/16/2010	10/01/2010	32,531.70	30,085.65	2,446.05
800. MONSANTO CO NEW COM	11/24/2009	05/25/2010	48,513.97	55,328.88	-6,814.91
700. MONSANTO CO NEW COM	05/28/2009	03/16/2010	57,577.03	66,607.02	-9,029.99
2700. PAYCHEX INC COM	12/29/2009	03/25/2010	50,222.33	55,042.48	-4,820.15
500. POTASH CORP SASK INC COM	06/28/2010	07/06/2010	67,605.23	80,399.38	-12,794.15
300. PROGRESS ENERGY INC COM	02/12/2010	04/05/2010	57,891.37	55,147.75	2,743.62
1000. QUALCOMM INC COM	04/30/2009	04/15/2010	11,609.71	10,272.81	1,336.90
900. QUALCOMM INC COM	05/20/2009	01/29/2010	39,340.50	42,435.70	-3,095.20
2500. SAFEWAY INC COM NEW	11/04/2009	04/01/2010	38,155.85	38,364.96	-209.11
500. SHAW GROUP INC COM	05/07/2010	06/08/2010	51,704.13	60,177.00	-8,472.87
1700. SOUTHERN CO COM	11/04/2009	10/20/2010	15,712.38	13,244.50	2,467.88
1700. UNITEDHEALTH GROUP INC COM	10/16/2009	10/01/2010	63,404.68	55,111.45	8,293.23
750. BUNGE LIMITED	03/25/2010	07/16/2010	52,025.41	56,235.32	-4,209.91
750. BUNGE LIMITED	01/06/2010	04/30/2010	40,209.75	51,915.00	-11,705.25
3200. WEATHERFORD INTERNATIONAL LTD REG	02/23/2010	05/06/2010	37,968.03	46,643.51	-8,675.48
500. FOSTER WHEELER AG COM	04/26/2010	05/07/2010	50,354.02	58,563.20	-8,209.18
500. FOSTER WHEELER AG COM	01/05/2010	06/07/2010	11,331.90	15,752.95	-4,421.05
500. FOSTER WHEELER AG COM	01/05/2010	06/08/2010	10,979.21	15,752.95	-4,773.74
Totals					



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

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2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1000. BP AMOCO SPON ADR	03/09/2009	05/05/2010	51,131.74	49,925.90	1,205.84
1300. BARRICK GOLD CORP COM	11/10/2005	06/23/2010	57,970.70	34,690.18	23,280.52
500. BARRICK GOLD CORP COM	11/10/2005	06/28/2010	22,964.76	12,832.50	10,132.26
1400. BRISTOL MYERS SQUIBB CO	08/26/2005	08/11/2010	36,729.64	33,690.58	3,039.06
500. CAMECO CORP COM	11/14/2008	11/11/2010	18,403.09	7,192.30	11,210.79
500. CAMECO CORP COM	11/14/2008	12/15/2010	18,952.43	7,192.30	11,760.13
3500. CENTRAL FD CDA LTD CL A	06/15/2009	06/23/2010	52,375.21	42,218.05	10,157.16
1000. CENTRAL FD CDA LTD CL A	06/15/2009	12/23/2010	19,761.97	12,062.30	7,699.67
1500. CENTRAL FD CDA LTD CL A	06/15/2009	12/29/2010	30,907.58	18,093.45	12,814.13
400. CHEVRON TEXACO CORP COM	03/11/2009	08/13/2010	30,800.43	27,467.50	3,332.93
1500. CISCO SYS INC COM	03/10/2009	12/07/2010	29,254.75	22,092.15	7,162.60
600. CONOCOPHILLIPS COM	03/26/2009	05/04/2010	34,801.39	23,996.00	10,805.39
600. DEERE & CO COM	03/17/2009	05/04/2010	35,068.45	18,042.54	17,025.91
1000. EXELON CORPORATION COM	05/11/2009	08/19/2010	40,483.31	49,968.30	-9,484.99
816.135 FRONTIER COMMUNICATIONS CORP COM	04/26/2006	07/07/2010	5,792.82	6,844.86	-1,052.04
1500. GENERAL ELEC CO COM	01/23/2007	06/07/2010	23,369.75	54,922.50	-31,552.75
2500. GLAXO WELLCOME PLC					
SPONSORED ADR	06/25/2008	01/06/2010	103,585.84	136,909.21	-33,323.37
600. GOLDCORP INC COM	06/30/2005	06/23/2010	26,777.36	9,633.78	17,143.58
500. GOLDCORP INC COM	06/30/2005	06/28/2010	22,475.67	8,028.15	14,447.52
1300. INTEL CORP COM	08/18/2006	11/18/2010	27,299.54	23,939.50	3,360.04
4000. ISHARES MSCI JAPAN INDEX	07/21/2005	07/27/2010	38,161.75	46,042.57	-7,880.82
2000. ISHARES MSCI JAPAN INDEX	07/21/2005	08/17/2010	19,219.67	23,021.29	-3,801.62
1000. ISHARES MSCI JAPAN INDEX	07/21/2005	12/23/2010	10,751.02	11,510.64	-759.62
1000. MERCK & CO INC NEW COM	08/01/2008	01/19/2010	40,472.99	33,213.50	7,259.49
1200. MICROSOFT CORP COM	10/12/2006	09/30/2010	29,464.06	33,798.00	-4,333.94
900. NEWMONT MNG CORP COM	06/30/2005	06/23/2010	53,210.07	35,359.70	17,850.37
400. NEWMONT MNG CORP COM	07/05/2005	06/28/2010	24,427.59	15,820.00	8,607.59
1000. NIPPON TELEG & TEL CORP	12/07/2006	06/07/2010	19,729.76	25,575.00	-5,845.24
900. ORACLE CORP COM	05/20/2009	11/12/2010	25,583.59	17,075.97	8,507.62
1200. PROGRESS ENERGY INC COM	01/06/2009	04/15/2010	46,438.86	48,137.16	-1,698.30
Totals					



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

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2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
400. FRED'S INC CL A	09/10/2009	03/10/2010	4,352.29	5,041.29	-689.00
240. FRED'S INC CL A	09/11/2009	03/11/2010	2,571.03	2,993.73	-422.70
295. FRED'S INC CL A	09/15/2009	03/12/2010	3,154.01	3,680.90	-526.89
320. FRED'S INC CL A	09/18/2009	03/15/2010	3,366.22	4,033.28	-667.06
160. FRED'S INC CL A	09/21/2009	03/16/2010	1,685.28	2,061.64	-376.36
295. FRED'S INC CL A	09/22/2009	03/17/2010	3,112.77	3,818.64	-705.87
4150. HERTZ GLOBAL HLDGS INC COM	06/04/2009	03/22/2010	39,132.34	26,656.88	12,475.46
1042. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	8,481.94	10,930.42	-2,448.48
832. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	6,782.59	8,612.53	-1,829.94
320. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	2,611.82	3,312.13	-700.31
3. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	24.52	31.05	-6.53
7. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	57.29	72.45	-15.16
72. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	590.04	745.23	-155.19
24. KING PHARMACEUTICALS INC	08/14/2009	06/21/2010	196.75	248.41	-51.66
2360. NOVELL INC COM	02/03/2010	12/01/2010	14,023.59	11,366.70	2,656.89
2845. NOVELL INC COM	02/04/2010	12/02/2010	16,901.29	13,667.34	3,233.95
348. OLYMPIC STL INC COM	06/19/2009	02/24/2010	11,278.36	8,820.87	2,457.49
29. OLYMPIC STL INC COM	06/19/2009	02/24/2010	940.79	758.88	181.91
293. OLYMPIC STL INC COM	06/19/2009	02/25/2010	8,753.75	7,669.00	1,084.75
65. ROBBINS & MYERS INC COM	06/19/2009	03/10/2010	1,758.58	1,396.97	361.61
345. ROBBINS & MYERS INC COM	06/22/2009	03/10/2010	9,379.42	7,335.24	2,044.18
225. ROBBINS & MYERS INC COM	06/23/2009	03/10/2010	6,094.05	4,604.90	1,489.15
120. ROBBINS & MYERS INC COM	06/24/2009	03/11/2010	3,211.52	2,488.13	723.39
30. ROBBINS & MYERS INC COM	06/24/2009	03/12/2010	803.17	632.24	170.93
46. VALEANT PHARMACEUTICALS					
INTL COM					
920. MONTPELIER RE HOLDINGS LTD	09/15/2009	01/11/2010	1,566.94	1,189.65	377.29
COM					
640. MONTPELIER RE HOLDINGS LTD	10/19/2009	05/04/2010	14,608.88	15,942.60	-1,333.72
COM					
155. MONTPELIER RE HOLDINGS LTD	10/21/2009	05/05/2010	10,187.60	11,168.88	-981.28
COM					
85. MONTPELIER RE HOLDINGS LTD	10/22/2009	05/06/2010	2,445.26	2,696.35	-251.09
COM					
	10/22/2009	05/07/2010	1,311.86	1,477.82	-165.96
Totals			179,384.00	163,454.00	15,930.00

Schedule D Detail of Long-term Capital Gains and Losses

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
180. ADVANCED ENERGY INDS INC	01/10/2008	11/16/2010	2,114.11	1,913.36	200.75
350. ALEXANDER & BALDWIN INC	01/10/2008	05/17/2010	11,092.12	16,251.76	-5,159.64
288. AMERICAN PHYSICIANS CAP INC COM	05/06/2008	07/08/2010	11,708.78	10,372.90	1,335.88
265. AMERICAN PHYSICIANS CAP INC COM	05/07/2008	07/09/2010	10,782.72	9,542.68	1,240.04
240. CELESTICA INC COM	06/19/2008	11/16/2010	2,057.17	2,174.16	-116.99
85. COGNEX CORP COM	06/25/2008	11/16/2010	2,312.75	2,235.81	76.94
1118. CRAY INC COM NEW	10/30/2009	11/16/2010	6,716.49	8,528.76	-1,812.27
.5 FPIC INS GROUP INC COM	05/05/2008	03/17/2010	12.91	15.59	-2.68
55. FPIC INS GROUP INC COM	05/05/2008	11/16/2010	1,985.32	1,714.72	270.60
1620. FIRST NIAGARA FINL GROUP INC NEW COM	07/24/2008	05/04/2010	22,151.50	23,572.09	-1,420.59
100. GAMCO INVESTORS INC COM	01/10/2008	02/08/2010	4,053.34	6,444.68	-2,391.34
25. GAMCO INVESTORS INC COM	01/10/2008	03/10/2010	1,183.81	1,611.17	-427.36
30. GAMCO INVESTORS INC COM	01/10/2008	03/11/2010	1,403.96	1,933.41	-529.45
35. GAMCO INVESTORS INC COM	01/10/2008	03/12/2010	1,623.73	2,255.64	-631.91
15. GAMCO INVESTORS INC COM	01/10/2008	03/12/2010	695.76	966.70	-270.94
20. GAMCO INVESTORS INC COM	01/10/2008	03/15/2010	916.80	1,288.94	-372.14
20. GAMCO INVESTORS INC COM	01/10/2008	03/16/2010	907.57	1,288.94	-381.37
85. GAMCO INVESTORS INC COM	01/10/2008	03/16/2010	3,844.50	5,477.98	-1,633.48
20. GAMCO INVESTORS INC COM	01/10/2008	03/17/2010	923.58	1,288.94	-365.36
25. GAMCO INVESTORS INC COM	01/10/2008	03/18/2010	1,150.80	1,611.17	-460.37
10. GAMCO INVESTORS INC COM	01/10/2008	03/19/2010	458.24	644.47	-186.23
20. GAMCO INVESTORS INC COM	01/10/2008	03/22/2010	924.82	1,288.94	-364.12
55. GAMCO INVESTORS INC COM	01/10/2008	03/23/2010	2,575.13	3,544.58	-969.45
5. GAMCO INVESTORS INC COM	01/10/2008	03/24/2010	232.80	322.23	-89.43
30. GAMCO INVESTORS INC COM	01/10/2008	03/25/2010	1,409.28	1,933.41	-524.13
25. GAMCO INVESTORS INC COM	01/10/2008	03/26/2010	1,148.64	1,611.17	-462.53
1370. GLOBAL INDUSTRIES LTD COM	01/10/2008	06/21/2010	7,654.88	29,363.35	-21,708.47
1680. GLOBAL INDUSTRIES LTD COM	05/02/2008	06/22/2010	8,737.02	29,661.33	-20,924.31
400. CGI GROUP INC CL A	01/10/2008	02/08/2010	5,420.93	4,284.68	1,136.25
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
195. MKS INSTRUMENTS INC COM	01/10/2008	02/08/2010	3,584.46	3,276.06	308.40
138. MAXYGEN INC COM	03/16/2009	11/24/2010	912.67	943.41	-30.74
24. MAXYGEN INC COM	03/16/2009	11/29/2010	162.84	163.43	-0.59
1557. MAXYGEN INC COM	03/26/2009	11/30/2010	10,102.56	10,996.32	-893.76
206. MAXYGEN INC COM	04/03/2009	11/30/2010	1,357.10	1,450.23	-93.13
55. MOOG INC CL A	01/10/2008	11/16/2010	2,020.40	2,427.49	-407.09
113. MUELLER INDS INC COM	01/10/2008	02/24/2010	2,622.83	2,942.62	-319.79
345. MUELLER INDS INC COM	01/10/2008	02/25/2010	7,798.59	8,984.11	-1,185.52
182. MUELLER INDS INC COM	01/10/2008	02/26/2010	4,079.18	4,739.44	-660.26
452. MUELLER INDS INC COM	01/10/2008	03/01/2010	10,410.23	11,770.49	-1,360.26
348. MUELLER INDS INC COM	01/10/2008	03/01/2010	7,961.47	9,062.24	-1,100.77
35. OTTER TAIL PWR CO COM	01/10/2008	02/24/2010	709.04	1,173.33	-464.29
213. OTTER TAIL PWR CO COM	01/10/2008	02/25/2010	4,272.12	7,140.57	-2,868.45
179. OTTER TAIL PWR CO COM	01/10/2008	02/26/2010	3,580.95	6,000.76	-2,419.81
150. OTTER TAIL PWR CO COM	01/10/2008	03/01/2010	3,048.91	5,028.57	-1,979.66
236. OTTER TAIL PWR CO COM	01/10/2008	03/02/2010	4,808.19	7,911.62	-3,103.43
303. OTTER TAIL PWR CO COM	01/10/2008	03/03/2010	6,210.81	10,157.71	-3,946.90
60. OTTER TAIL PWR CO COM	01/10/2008	03/03/2010	1,217.10	2,011.43	-794.33
176. OTTER TAIL PWR CO COM	01/10/2008	03/04/2010	3,584.10	5,900.19	-2,316.09
123. OTTER TAIL PWR CO COM	01/10/2008	03/05/2010	2,521.98	4,123.43	-1,601.45
1185. PATTERSON-UTI ENERGY INC	03/07/2008	03/10/2010	18,460.87	27,890.17	-9,429.30
80. RPC INC COM	01/10/2008	05/14/2010	975.63	864.26	111.37
335. RPC INC COM	01/10/2008	05/17/2010	3,975.37	3,619.11	356.26
290. RPC INC COM	01/10/2008	05/18/2010	3,471.30	3,132.96	338.34
285. RPC INC COM	01/10/2008	05/19/2010	3,283.45	3,078.94	204.51
275. RPC INC COM	03/28/2008	05/20/2010	2,973.60	3,599.22	-625.62
395. RPC INC COM	03/28/2008	05/21/2010	4,196.87	5,717.24	-1,520.37
100. RPC INC COM	03/31/2008	05/24/2010	1,060.19	1,477.73	-417.54
200. RPC INC COM	03/31/2008	05/25/2010	2,043.12	2,968.49	-925.37
440. RPC INC COM	03/31/2008	05/26/2010	4,813.60	6,530.47	-1,716.87
310. RPC INC COM	04/02/2008	05/27/2010	3,574.32	4,718.29	-1,143.97
55. SAFETY INSURANCE GROUP INC COM					
45. SNAP ON TOOLS CORP COM	09/30/2008	11/16/2010	2,541.13	2,324.27	216.86
55. T-3 ENERGY SVCS INC COM	01/10/2008	11/16/2010	2,314.85	1,948.72	366.13
	01/10/2008	11/15/2010	1,875.82	2,469.91	-594.09
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
155. T-3 ENERGY SVCS INC COM	01/10/2008	11/16/2010	5,121.06	6,960.65	-1,839.59
130. T-3 ENERGY SVCS INC COM	01/10/2008	11/17/2010	4,267.66	5,837.96	-1,570.30
130. T-3 ENERGY SVCS INC COM	01/10/2008	11/18/2010	4,387.08	5,837.96	-1,450.88
150. TEKELEC COM	06/25/2008	11/16/2010	1,862.02	2,326.19	-464.17
1195. TOLL BROS INC COM	05/08/2008	11/16/2010	21,623.03	29,619.23	-7,996.20
500. TRIUMPH GROUP INC NEW COM	01/10/2008	03/23/2010	33,869.56	36,268.80	-2,399.24
141. UMB FINL CORP COM	07/23/2008	06/21/2010	5,294.77	7,799.14	-2,504.37
226. UMB FINL CORP COM	07/23/2008	06/22/2010	8,540.23	12,519.56	-3,979.33
61. UMB FINL CORP COM	07/23/2008	06/23/2010	2,254.30	3,380.76	-1,126.46
7. UMB FINL CORP COM	07/23/2008	06/24/2010	255.26	387.96	-132.70
35. UNIFIRST CORP COM	06/25/2008	01/11/2010	1,922.06	1,625.80	296.26
5. UNIFIRST CORP COM	06/25/2008	01/11/2010	273.27	232.26	41.01
165. UNIFIRST CORP COM	06/26/2008	01/11/2010	9,038.95	7,668.91	1,370.04
35. UNIFIRST CORP COM	06/27/2008	01/12/2010	1,900.65	1,624.32	276.33
110. UNIFIRST CORP COM	06/27/2008	01/12/2010	5,985.70	5,106.05	879.65
120. UNIFIRST CORP COM	06/27/2008	01/13/2010	6,524.96	5,584.54	940.42
35. UNIFIRST CORP COM	06/27/2008	01/13/2010	1,898.37	1,628.82	269.55
80. UNIFIRST CORP COM	07/01/2008	01/14/2010	4,329.98	3,714.98	615.00
55. UNIFIRST CORP COM	07/01/2008	01/15/2010	2,921.52	2,560.77	360.75
1385. UNITED RENTALS INC	06/03/2009	07/22/2010	17,466.35	7,424.84	10,041.51
1620. UNITED RENTALS INC	06/03/2009	07/23/2010	20,576.39	8,720.99	11,855.40
120. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/08/2010	4,263.86	4,640.69	-376.83
160. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/09/2010	5,746.19	6,187.58	-441.39
135. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/09/2010	4,850.45	5,220.77	-370.32
70. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/10/2010	2,490.97	2,707.07	-216.10
95. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/11/2010	3,418.06	3,673.88	-255.82
85. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/12/2010	3,076.23	3,287.16	-210.93
10. WEST PHARMACEUTICALS SVCS INC COM	01/10/2008	02/16/2010	363.67	386.72	-23.05
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
5000. AT&T INC 6.70% DTD 11/17/2008 DUE 11/15/2013	09/16/2010	10/28/2010	5,793.10	5,785.35	7.75
30000. AUTOZONE INC SR NT 5.50% DTD 11/06/2003 DUE 11/15/2010	09/23/2010	11/08/2010	33,441.30	33,320.70	120.60
25000. BARCLAYS BK PLC SR NT 5.20% DTD 07/10/2009 DUE 07/07/2009	07/07/2009	02/02/2010	26,703.00	24,970.75	1,732.25
45000. BOTTLING GROUP LLC GTD SR NT 6.95% DTD 10/24/2008 DUE 10/24/2008	03/24/2010	06/18/2010	52,523.55	52,195.05	328.50
50000. CA INC SR NT 5.375% DTD 11/09/2009	11/09/2009	05/21/2010	52,315.00	49,907.90	2,407.10
40000. CAPITAL ONE FINL CORP NT 04/08/2010	04/08/2010	12/16/2010	42,684.00	41,500.40	1,183.60
250.67 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003- 251.96 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003- 4149.69 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003- 249.93 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003- 50000. DELL INC 5.875% DTD 06/15/2009 DUE 06/15/2019	04/30/2009	01/15/2010	250.67	250.67	
50000. DEUTSCHE TELEKOM INTL FIN B V GLOBAL NT 5.25% DTD 07/09/22/2010	04/30/2009	02/18/2010	251.96	251.96	
15000. DIAGEO CAP PLC GTD NT 7.375% DTD 10/21/2008 DUE 03/22/2010	04/30/2009	03/17/2010	4,149.69	4,149.69	
50000. DIAGEO CAP PLC GTD NT 4.828% DTD 05/14/2010 DUE 05/17/2010	04/30/2009	04/16/2010	249.93	249.93	
45000. ENERGY TRANSFER PRTRNS L P SR NT 9.70% DTD 12/23/2008 DUE 03/26/2010	05/17/2010	12/09/2010	52,848.09	49,850.00	2,998.09
20000. FRANKLIN RES INC SR NT 2.00% DTD 05/20/2010 DUE 05/17/2010	05/17/2010	12/17/2010	20,193.20	19,964.60	228.60
199.25 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/2004/07/2009	04/07/2009	01/10/2010	199.25	199.25	
200.36 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/2004/07/2009	04/07/2009	02/10/2010	200.36	200.36	
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
269.69 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	03/10/2010	269.69	269.69	
20000. HEWLETT PACKARD CO GLOBAL					
NT 4.50 DTD 03/03/2008 DUE	09/20/2010	11/30/2010	21,501.80	21,659.00	-157.20
50000. INGERSOLL RAND GLOBAL HLDG					
C NTS 6.00% DTD 08/15/2008	05/04/2010	12/08/2010	55,452.00	55,095.50	356.50
55000. KRAFT FOODS INC NT 5.375%					
DTD 02/08/2010 DUE 02/10/2	02/04/2010	07/21/2010	59,891.15	54,546.80	5,344.35
50000. METLIFE INC 6.75% DTD					
05/29/2009 DUE 06/01/2016	05/27/2009	05/21/2010	56,357.50	50,149.90	6,207.60
393.1 MORGAN STANLEY CAP I INC					
2003 IQ4 MTG PASSTHRU CTF	04/01/2010	12/15/2010	393.10	393.10	
87.4 MORGAN STANLEY CAP I INC					
2003 IQ4 MTG PASSTHRU CTF	04/01/2010	12/31/2010	87.40	87.40	
775000. MULTIPLE INT RT PUTABL TR					
CTF 144A 3.375% DTD 01/13/	12/29/2009	09/02/2010	831,143.91	796,829.28	34,314.63
1391.16 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	11/04/2010	1,391.16	1,391.16	
1508.79 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	12/08/2010	1,508.79	1,508.79	
1486.44 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	12/31/2010	1,486.44	1,486.44	
1478.93 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	12/31/2010	1,478.93	1,478.93	
2016.06 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	12/31/2010	2,016.06	2,016.06	
550.09 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	12/01/2010	550.09	550.09	
402.24 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	12/29/2010	402.24	402.24	
403.23 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	12/31/2010	403.23	403.23	
30000. NORDSTROM INC NT 6.25% DTD					
12/03/2007 DUE 01/15/2018	09/22/2009	05/21/2010	33,961.50	31,112.70	2,848.80
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
10000. PNC FUNDING CORP SR NT					
144A 3.625% DTD 02/08/2010	03/24/2010	08/10/2010	10,466.80	10,057.40	409.40
25000. REGENCY CTRS L P UNSEC SR					
NT 5.875% DTD 06/05/2007 D	02/22/2010	09/21/2010	27,167.02	24,625.40	2,541.62
2107.73 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	01/18/2010	2,107.73	2,107.73	
588.83 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	02/18/2010	588.83	588.83	
16328.02 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	03/18/2010	16,328.02	16,328.02	
2933.66 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	04/18/2010	2,933.66	2,933.66	
25000. SIMON PPTY GROUP LP NT					
5.65% DTD 01/25/2010 DUE 0	01/19/2010	02/22/2010	24,452.50	24,905.25	-452.75
25000. SIMON PPTY GROUP LP NT					
5.65% DTD 01/25/2010 DUE 0	01/19/2010	03/16/2010	24,765.75	24,905.25	-139.50
50000. TELECOM ITALIA CAP 6.175%					
DTD 06/18/2009 DUE 06/18/2	06/15/2009	04/29/2010	53,576.00	50,000.00	3,576.00
50000. TYCO INTL LTD TYCO INTL					
FIN NT 6.875% DTD 07/15/20	03/31/2010	09/28/2010	62,470.00	57,466.00	5,004.00
30000. UNION PAC CORP COM 4.00%					
DTD 08/02/2010 DUE 02/01/2	07/28/2010	11/30/2010	30,513.00	29,857.50	655.50
35000. US TREASURY BOND 5.375%					
DTD 02/15/01 DUE 02/15/203	03/12/2010	03/29/2010	38,344.14	39,128.91	-784.77
380000. US TREASURY BOND 5.375%					
DTD 02/15/01 DUE 02/15/203	09/29/2010	10/26/2010	474,228.13	489,428.13	-15,200.00
190000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	10/28/2009	03/29/2010	205,585.94	208,210.93	-2,624.99
40000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	05/14/2010	09/22/2010	44,450.00	43,790.63	659.37
50000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	09/29/2010	11/03/2010	55,673.83	55,609.77	64.06
60000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	09/29/2010	11/03/2010	66,773.44	66,700.78	72.66
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
800000. US TREASURY NOTE 4.00% DTD 02/15/2004 DUE 02/15/2014	08/19/2010	09/02/2010	883,906.25	886,281.25	-2,375.00
15000. US TREASURY NOTE 4.00% DTD 02/15/2004 DUE 02/15/2014	09/01/2010	09/21/2010	16,621.88	16,579.10	42.78
1350000. US TREASURY NOTE 4.000% DTD 02/15/05 DUE 02/15/2011	06/04/2009	03/29/2010	1443287.11	1433900.37	9,386.74
15000. US TREASURY NOTE 4.000% DTD 02/15/05 DUE 02/15/2011	08/31/2010	09/21/2010	16,839.26	16,850.39	-11.13
95000. US TREASURY NOTE 4.000% DTD 02/15/05 DUE 02/15/2011	09/29/2010	10/26/2010	106,860.16	106,808.00	52.16
40000. US TREASURY NOTE 4.000% DTD 02/15/05 DUE 02/15/2011	09/29/2010	12/03/2010	44,373.44	44,989.06	-615.62
270000. US TREASURY NOTE 4.000% DTD 04/15/05 DUE 04/15/2011	10/09/2009	03/16/2010	270,833.20	275,220.70	-4,387.50
50000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	03/31/2010	51,826.17	52,406.25	-580.08
60000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	08/21/2009	04/01/2010	62,200.78	63,304.69	-1,103.91
30000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	04/01/2010	31,092.19	31,130.86	-38.67
30000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	04/07/2010	31,078.13	31,130.86	-52.73
80000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	04/08/2010	82,859.38	83,015.62	-156.24
30000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	04/12/2010	31,068.75	31,130.86	-62.11
25000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	04/14/2010	25,875.98	25,942.38	-66.40
35000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	04/27/2010	36,197.66	36,319.34	-121.68
50000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	05/04/2010	51,664.06	51,884.77	-220.71
30000. US TREASURY NOTE 4.500% DTD 02/28/06 DUE 02/28/2011	03/29/2010	05/12/2010	30,970.31	31,130.86	-160.55
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
540000. US TREASURY NOTE 4.500%					
DTD 02/28/06 DUE 02/28/201	03/29/2010	08/19/2010	552,234.38	560,355.46	-8,121.08
10000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	05/05/2010	05/11/2010	11,074.22	11,070.31	3.91
45000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	06/01/2010	09/21/2010	52,723.83	50,054.89	2,668.94
640000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	09/01/2010	09/29/2010	752,775.00	723,064.84	29,710.16
300000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	07/12/2010	08/19/2010	330,011.72	315,730.47	14,281.25
1210000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	08/31/2010	09/29/2010	1337853.50	1291116.40	46,737.10
15000. US TREASURY NOTE 2.750%					
DTD 07/31/08 DUE 07/31/201	03/29/2010	05/11/2010	15,083.20	15,131.84	-48.64
240000. US TREASURY NOTE 2.750%					
DTD 07/31/08 DUE 07/31/201	03/29/2010	06/01/2010	240,900.00	242,109.37	-1,209.37
465000. US TREASURY NOTE 2.750%					
DTD 07/31/08 DUE 07/31/201	03/29/2010	06/23/2010	466,253.32	469,086.91	-2,833.59
635000. US TREASURY NOTE 1.75% DTD					
11/15/2008 DUE 11/15/2011	06/23/2010	07/12/2010	645,641.21	646,439.97	-798.76
25000. US TREASURY NOTE 3.375%					
DTD 11/15/2009 DUE 11/15/2	09/01/2010	10/26/2010	26,835.94	26,732.42	103.52
505.48 WACHOVIA CMBS SER 2004					
C14 CL A 2 4.368% DTD 08/0	05/12/2010	06/17/2010	505.48	505.48	
327.45 WACHOVIA CMBS SER 2004					
C14 CL A 2 4.368% DTD 08/0	05/12/2010	07/16/2010	327.45	327.45	
156.69 WACHOVIA CMBS SER 2004					
C14 CL A 2 4.368% DTD 08/0	05/12/2010	08/17/2010	156.69	156.69	
157.46 WACHOVIA CMBS SER 2004					
C14 CL A 2 4.368% DTD 08/0	05/12/2010	09/17/2010	157.46	157.46	
174.18 WACHOVIA CMBS SER 2004					
C14 CL A 2 4.368% DTD 08/0	05/12/2010	10/18/2010	174.18	174.18	
161.01 WACHOVIA CMBS SER 2004					
C14 CL A 2 4.368% DTD 08/0	05/12/2010	11/18/2010	161.01	161.01	
Totals					

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses
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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
40000. AT&T INC 6.70% DTD 11/17/2008 DUE 11/15/2013	11/13/2008	10/28/2010	46,344.80	39,932.00	6,412.80
35000. ALTRIA GROUP INC NT 9.95% DTD 11/10/2008 DUE 11/10/2	11/06/2008	09/23/2010	50,569.05	34,198.00	16,371.05
35000. ARCHER DANIELS MIDLAND CO DEB 6.45% DTD 12/11/2007 D	12/07/2007	03/12/2010	37,931.25	34,844.00	3,087.25
55000. BANK OF AMER CORP SUB NT 07/16/2007	07/16/2007	03/31/2010	53,302.72	51,518.87	1,783.85
30000. BANK AMER FDG CORP 5.65% DTD 05/02/2008 DUE 05/01/2	05/14/2009	09/21/2010	30,936.11	25,618.20	5,317.91
45000. BUNGE LTD FIN CORP SR NT 03/14/2007	03/14/2007	08/31/2010	46,564.59	42,889.00	3,675.59
20000. CAMPBELL SOUP CO NT 4.50% DTD 01/20/2009 DUE 02/15/2	01/16/2009	04/12/2010	20,375.80	19,857.00	518.80
110000. CITIGROUP INC FDIC GTD TLGP GTD NT 2.875% DTD 12/	03/23/2009	05/12/2010	113,440.69	112,526.70	913.99
55000. COCA COLA CO 5.35% DTD 11/01/2007 DUE 11/15/2017	10/30/2007	12/15/2010	63,198.85	54,918.00	8,280.85
65000. COSTCO WHSL CORP NEW 5.50% DTD 02/20/2007 DUE 03/15/2	06/30/2008	04/12/2010	71,884.15	65,728.00	6,156.15
722.53 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003-	04/30/2009	05/17/2010	722.53	722.53	
250.08 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003-	04/30/2009	06/17/2010	250.08	250.08	
509.31 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003-	04/30/2009	07/16/2010	509.31	509.31	
251.86 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003-	04/30/2009	08/17/2010	251.86	251.86	
250.55 CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003-	04/30/2009	09/17/2010	241.28	56.07	185.21
35000. DIAGEO CAP PLC GTD NT 7.375% DTD 10/21/2008 DUE	10/17/2008	05/17/2010	39,449.55	34,866.00	4,583.55
35000. DOMINION RES INC VA NEW SR NT 8.875% DTD 12/01/2008 D	12/05/2008	11/18/2010	46,659.55	34,990.00	11,669.55
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
138.02 FEDERAL HOME LN MTG CORP	09/30/2002	02/15/2010	138.02	138.02	
PARTN GOLD GROUP #E73919 6					
130.47 FEDERAL HOME LN MTG CORP	09/30/2002	03/15/2010	130.47	130.47	
PARTN GOLD GROUP #E73919 6					
133.85 FEDERAL HOME LN MTG CORP	09/30/2002	04/15/2010	133.85	133.85	
PARTN GOLD GROUP #E73919 6					
140.14 FEDERAL HOME LN MTG CORP	09/30/2002	05/15/2010	140.14	140.14	
PARTN GOLD GROUP #E73919 6					
137.73 FEDERAL HOME LN MTG CORP	09/30/2002	06/15/2010	137.73	137.73	
PARTN GOLD GROUP #E73919 6					
383.99 FEDERAL HOME LN MTG CORP	09/30/2002	07/15/2010	383.99	383.99	
PARTN GOLD GROUP #E73919 6					
4528.36 FEDERAL HOME LN MTG CORP	09/30/2002	07/22/2010	4,822.70	4,862.29	-39.59
PARTN GOLD GROUP #E73919 6					
129.38 FEDERAL HOME LN MTG CORP	09/30/2002	08/15/2010	129.38	129.38	
PARTN GOLD GROUP #E73919 6					
656.37 FEDERAL HOME LN MTG CORP	08/13/2002	02/15/2010	656.37	656.37	
PARTN GOLD GROUP #E00532					
358.03 FEDERAL HOME LN MTG CORP	08/13/2002	03/15/2010	358.03	358.03	
PARTN GOLD GROUP #E00532					
494.81 FEDERAL HOME LN MTG CORP	08/13/2002	04/15/2010	494.81	494.81	
PARTN GOLD GROUP #E00532					
430.01 FEDERAL HOME LN MTG CORP	08/13/2002	05/15/2010	430.01	430.01	
PARTN GOLD GROUP #E00532					
452.61 FEDERAL HOME LN MTG CORP	08/13/2002	06/15/2010	452.61	452.61	
PARTN GOLD GROUP #E00532					
551.02 FEDERAL HOME LN MTG CORP	08/13/2002	07/15/2010	551.02	551.02	
PARTN GOLD GROUP #E00532					
7638.65 FEDERAL HOME LN MTG CORP	08/13/2002	07/22/2010	8,230.65	8,377.09	-146.44
PARTN GOLD GROUP #E00532					
425.09 FEDERAL HOME LN MTG CORP	08/13/2002	08/15/2010	425.09	425.09	
PARTN GOLD GROUP #E00532					
773.94 FEDERAL HOME LN MTG CORP	04/05/2005	02/15/2010	773.94	773.94	
PARTN GOLD GROUP #E00598 5					
Totals					

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

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
654.15 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	03/15/2010	654.15	654.15	
695.75 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	04/15/2010	695.75	695.75	
644.04 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	05/15/2010	644.04	644.04	
795.99 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	06/15/2010	795.99	795.99	
736.87 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	07/15/2010	736.87	736.87	
15751.99 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	07/22/2010	16,953.08	16,485.03	468.05
763.1 FEDERAL HOME LN MTG CORP					
PARTN GOLD GROUP #E00598 5	04/05/2005	08/15/2010	763.10	763.10	
1134.26 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	02/25/2010	1,134.26	1,134.26	
1295.9 FEDERAL NATL MTG ASSN GTD					
PASSTHRU CTF POOL #535454	05/12/2003	03/25/2010	1,295.90	1,295.90	
970.62 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	04/26/2010	970.62	970.62	
1121.76 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	05/25/2010	1,121.76	1,121.76	
857.44 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	06/25/2010	857.44	857.44	
20871.46 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	07/23/2010	22,547.70	22,825.27	-277.57
984.13 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #535	05/12/2003	07/26/2010	984.13	984.13	
852.5 FEDERAL NATL MTG ASSN GTD					
PASSTHRU CTF POOL #535454	05/12/2003	08/25/2010	852.50	852.50	
532.75 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #545	08/13/2003	02/25/2010	532.75	532.75	
417.52 FEDERAL NATL MTG ASSN					
GTD PASSTHRU CTF POOL #545	08/13/2003	03/25/2010	417.52	417.52	
Totals					

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
577.79 FEDERAL NATL MTG ASSN	08/13/2003	04/26/2010	577.79	577.79	
GTD PASSTHRU CTF POOL #545					
669.12 FEDERAL NATL MTG ASSN	08/13/2003	05/25/2010	669.12	669.12	
GTD PASSTHRU CTF POOL #545					
467.92 FEDERAL NATL MTG ASSN	08/13/2003	06/25/2010	467.92	467.92	
GTD PASSTHRU CTF POOL #545					
365.83 FEDERAL NATL MTG ASSN	08/13/2003	07/26/2010	365.83	365.83	
GTD PASSTHRU CTF POOL #545					
327.15 FEDERAL NATL MTG ASSN	08/13/2003	08/25/2010	327.15	327.15	
GTD PASSTHRU CTF POOL #545					
395.07 FEDERAL NATL MTG ASSN	08/13/2003	09/27/2010	395.07	395.07	
GTD PASSTHRU CTF POOL #545					
7956.68 FEDERAL NATL MTG ASSN	08/13/2003	10/08/2010	8,588.24	8,695.71	-107.47
GTD PASSTHRU CTF POOL #545					
394.34 FEDERAL NATL MTG ASSN	08/13/2003	10/25/2010	394.34	394.34	
GTD PASSTHRU CTF POOL #545					
6929. FEDERAL NATL MTG ASSN GTD	07/17/2008	01/25/2010	6,929.00	6,929.00	
REMIC PASSTHRU TR REMIC TR					
5045.07 FEDERAL NATL MTG ASSN	07/17/2008	02/25/2010	5,045.07	5,045.07	
GTD REMIC PASSTHRU TR REMI					
5824.8 FEDERAL NATL MTG ASSN GTD	07/17/2008	03/25/2010	5,824.80	5,824.80	
REMIC PASSTHRU TR REMIC TR					
6391.4 FEDERAL NATL MTG ASSN GTD	07/17/2008	04/25/2010	6,391.40	6,391.40	
REMIC PASSTHRU TR REMIC TR					
6328.5 FEDERAL NATL MTG ASSN GTD	07/17/2008	05/25/2010	6,328.50	6,328.50	
REMIC PASSTHRU TR REMIC TR					
5271.13 FEDERAL NATL MTG ASSN	07/17/2008	06/25/2010	5,271.13	5,271.13	
GTD REMIC PASSTHRU TR REMI					
6160.46 FEDERAL NATL MTG ASSN	07/17/2008	07/25/2010	6,160.46	6,160.46	
GTD REMIC PASSTHRU TR REMI					
5121.6 FEDERAL NATL MTG ASSN GTD	07/17/2008	08/25/2010	5,121.60	5,121.60	
REMIC PASSTHRU TR REMIC TR					
5928.49 FEDERAL NATL MTG ASSN	07/17/2008	09/25/2010	5,928.49	5,928.49	
GTD REMIC PASSTHRU TR REMI					
Totals					

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

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2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
6549.57 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	10/25/2010	6,549.57	6,549.57	
6736.84 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	11/25/2010	6,736.84	6,736.84	
3404.71 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	07/17/2008	12/25/2010	3,404.71	3,919.08	-514.37
1634.44 FEDERAL NATL MTG ASSN					
GTD REMIC PASSTHRU TR REMI	03/09/2006	01/25/2010	1,634.44	1,648.76	-14.32
120000. FEDERAL HOME LN MTG CORP	07/16/2008	10/25/2010	124,500.00	121,125.00	3,375.00
1913.02 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	01/15/2010	1,913.02	1,913.02	
1902.92 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	02/15/2010	1,902.92	1,902.92	
1892.88 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	03/15/2010	1,892.88	1,892.88	
1882.88 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	04/15/2010	1,882.88	1,882.88	
1872.93 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	05/15/2010	1,872.93	1,872.93	
1863.04 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	06/15/2010	1,863.04	1,863.04	
1853.2 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	07/15/2010	1,853.20	1,853.20	
1843.4 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	08/15/2010	1,843.40	1,843.40	
1833.66 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	09/15/2010	1,833.66	1,833.66	
1823.97 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	10/15/2010	1,823.97	1,823.97	
28976.85 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	06/12/2008	10/25/2010	29,320.95	29,469.53	-148.58
1908.53 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	01/15/2010	1,908.53	1,908.53	
1898.63 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	02/03/2006	02/15/2010	1,898.63	1,898.63	
Totals					

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1888.78 FEDERAL HOME LN MTG CORP	02/03/2006	03/15/2010	1,888.78	1,888.78	
1878.97 MULTICLASS MTG PARTN CTFS	02/03/2006	04/15/2010	1,878.97	1,878.97	
1869.23 MULTICLASS MTG PARTN CTFS	02/03/2006	05/15/2010	1,869.23	1,869.23	
1859.52 MULTICLASS MTG PARTN CTFS	02/03/2006	06/15/2010	1,859.52	1,859.52	
711.79 MULTICLASS MTG PARTN CTFS	02/03/2006	07/15/2010	711.79	909.89	-198.10
100000. FEDERAL HOME LN MTG CORP	07/18/2008	10/25/2010	104,312.50	100,328.00	3,984.50
130000. FEDERAL HOME LN MTG CORP	08/21/2008	10/25/2010	133,575.00	131,457.42	2,117.58
3196.93 MULTICLASS MTG PARTN CTFS	10/23/2008	01/15/2010	3,196.93	3,196.93	
2585.37 MULTICLASS MTG PARTN CTFS	10/23/2008	02/15/2010	2,585.37	2,585.37	
9723.54 MULTICLASS MTG PARTN CTFS	10/23/2008	03/15/2010	9,723.54	9,723.54	
3082.65 MULTICLASS MTG PARTN CTFS	10/23/2008	04/15/2010	3,082.65	3,082.65	
2736.31 MULTICLASS MTG PARTN CTFS	10/23/2008	05/15/2010	2,736.31	2,736.31	
2399.92 MULTICLASS MTG PARTN CTFS	10/23/2008	06/15/2010	2,399.92	2,399.92	
3011.07 MULTICLASS MTG PARTN CTFS	10/23/2008	07/15/2010	3,011.07	3,011.07	
3090.53 MULTICLASS MTG PARTN CTFS	10/23/2008	08/15/2010	3,090.53	3,090.53	
3543.71 MULTICLASS MTG PARTN CTFS	10/23/2008	09/15/2010	3,543.71	3,543.71	
3567.91 MULTICLASS MTG PARTN CTFS	10/23/2008	10/15/2010	3,567.91	3,567.91	
3158.51 MULTICLASS MTG PARTN CTFS	10/23/2008	11/15/2010	3,158.51	3,158.51	
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3503.99 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	10/23/2008	12/15/2010	3,503.99	3,503.99	
3275.62 FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS	10/23/2008	12/31/2010	3,275.62	3,275.62	
40000. FORTUNE BRANDS INC NT 6.375% DTD 06/12/2009 DUE	06/09/2009	10/12/2010	45,246.80	39,979.20	5,267.60
538.71 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	01/11/2010	538.71	538.71	
542.03 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	02/11/2010	542.03	542.03	
766.9 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU CTF CL	03/16/2007	03/11/2010	766.90	766.90	
550.1 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU CTF CL	03/16/2007	04/11/2010	550.10	550.10	
627.07 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	05/11/2010	627.07	627.07	
557.35 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	06/11/2010	557.35	557.35	
634.13 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	07/11/2010	634.13	634.13	
1061.12 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	08/11/2010	1,061.12	1,061.12	
566.84 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	09/11/2010	566.84	566.84	
640.59 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	10/11/2010	640.59	640.59	
574.3 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU CTF CL	03/16/2007	11/11/2010	574.30	574.30	
650.18 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	12/11/2010	650.18	650.18	
581.83 GE CAP COML MTG CORP 2002 2 COML MTG PASSTHRU C	03/16/2007	12/31/2010	581.83	581.83	
202.98 GE CAP CMBS SER 2002 3 CL A 1 4.229% DTD 12/01/20	04/07/2009	04/10/2010	202.98	202.98	
Totals					

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
226.77 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	05/10/2010	226.77	226.77	
205.38 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	06/10/2010	205.38	205.38	
229.1 GE CAP CMBS SER 2002 3 CL					
A 1 4.229% DTD 12/01/2002	04/07/2009	07/10/2010	229.10	229.10	
207.8 GE CAP CMBS SER 2002 3 CL					
A 1 4.229% DTD 12/01/2002	04/07/2009	08/10/2010	207.80	207.80	
6031.57 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	09/10/2010	6,031.57	6,031.57	
219.42 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	10/10/2010	219.42	219.42	
1869.8 GE CAP CMBS SER 2002 3 CL					
A 1 4.229% DTD 12/01/2002	04/07/2009	11/10/2010	1,869.80	1,869.80	
219. GE CAP CMBS SER 2002 3 CL					
A 1 4.229% DTD 12/01/2002	04/07/2009	12/10/2010	219.00	219.00	
199.13 GE CAP CMBS SER 2002 3					
CL A 1 4.229% DTD 12/01/20	04/07/2009	12/31/2010	199.13	199.13	
40000. GENERAL ELEC CAP CORP					
MEDIUM TERM NTS TRANCHE #	07/18/2008	09/01/2010	43,826.31	38,944.00	4,882.31
50000. GOLDMAN SACHS GROUP INC					
6.15% DTD 04/01/2008 DUE 0	03/25/2008	08/31/2010	54,538.50	49,907.22	4,631.28
80000. HSBC FIN CORP NT 5.25% DTD					
11/29/2005 DUE 01/14/2011	04/20/2007	04/09/2010	82,560.00	80,068.00	2,492.00
35000. HEWLETT PACKARD CO GLOBAL					
NT 4.50 DTD 03/03/2008 DUE	03/10/2009	11/30/2010	37,628.15	35,570.15	2,058.00
40000. IBM INTL GROUP CAP LLC NT					
5.05% DTD 10/22/2007 DUE 1	10/18/2007	10/22/2010	43,447.60	39,968.00	3,479.60
55000. LABORATORY CORP AMER HLDGS					
SR NT 5.50% DTD 01/31/2003	04/11/2007	04/13/2010	58,143.64	53,965.00	4,178.64
377.78 LB UBS COML MTG TR 2002					
C4 MTG PASSTHRU CTF CL A 3	03/13/2007	01/15/2010	377.78	377.78	
379.63 LB UBS COML MTG TR 2002					
C4 MTG PASSTHRU CTF CL A 3	03/13/2007	02/18/2010	379.63	379.63	
Totals					

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

76-0101380

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
820.32 LB UBS COML MTG TR 2002	03/13/2007	03/17/2010	820.32	820.32	
C4 MTG PASSTHRU CTF CL A 3					
387.01 LB UBS COML MTG TR 2002	03/13/2007	04/16/2010	387.01	387.01	
C4 MTG PASSTHRU CTF CL A 3					
505.43 LB UBS COML MTG TR 2002	03/13/2007	05/17/2010	505.43	505.43	
C4 MTG PASSTHRU CTF CL A 3					
388.32 LB UBS COML MTG TR 2002	03/13/2007	06/17/2010	388.32	388.32	
C4 MTG PASSTHRU CTF CL A 3					
435.26 LB UBS COML MTG TR 2002	03/13/2007	07/16/2010	435.26	435.26	
C4 MTG PASSTHRU CTF CL A 3					
392.7 LB UBS COML MTG TR 2002	03/13/2007	08/17/2010	392.70	392.70	
C4 MTG PASSTHRU CTF CL A 3					
394. LB UBS COML MTG TR 2002 C4	03/13/2007	09/17/2010	394.00	394.00	
MTG PASSTHRU CTF CL A 3 4.					
441.02 LB UBS COML MTG TR 2002	03/13/2007	10/18/2010	441.02	441.02	
C4 MTG PASSTHRU CTF CL A 3					
399.86 LB UBS COML MTG TR 2002	03/13/2007	11/11/2010	399.86	399.86	
C4 MTG PASSTHRU CTF CL A 3					
446.6 LB UBS COML MTG TR 2002	03/13/2007	12/17/2010	446.60	446.60	
C4 MTG PASSTHRU CTF CL A 3					
418.62 LB UBS COML MTG TR 2002	03/13/2007	12/31/2010	418.62	418.62	
C4 MTG PASSTHRU CTF CL A 3					
35000. MCDONALDS CORP MEDIUM TERM					
NTS TRANCHE # TR 00098 5.8	10/16/2007	07/07/2010	40,892.60	34,929.46	5,963.14
30000. MCDONALDS CORP MEDIUM TERM					
NTS TRANCHE # TR 00098 5.8	10/16/2007	09/15/2010	35,845.80	29,939.54	5,906.26
210000. MULTIPLE INT RATE PUTABLE					
UNDERLYING TR CTFS SER UST	02/28/2007	06/01/2010	274,558.59	256,202.40	18,356.19
490000. MULTIPLE INT RATE PUTABLE					
UNDERLYING TR CTFS SER UST	02/28/2007	07/12/2010	654,839.06	597,805.60	57,033.46
55000. ORACLE CORP 6.50% DTD					
04/09/2008 DUE 04/15/2038	08/26/2008	09/09/2010	66,591.80	55,721.00	10,870.80
40000. PNC FUNDING CORP SR NT					
5.40% DTD 06/09/2009 DUE 0	06/04/2009	08/10/2010	44,316.00	39,936.00	4,380.00
60000. PRAXAIR INC NT 5.25% DTD	11/13/2007	07/28/2010	67,930.20	59,861.00	8,069.20
Totals					

STATEMENT

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

76-0101380

2010

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
40000. ROCKWELL AUTOMATION INC					
5.65% DTD 12/03/2007 DUE 1	12/03/2007	05/05/2010	44,408.00	39,940.00	4,468.00
3322.98 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	05/18/2010	3,322.98	3,322.98	
6483.68 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	06/18/2010	6,483.68	6,483.68	
3422.93 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	07/18/2010	3,422.93	3,422.93	
922.95 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	08/18/2010	922.95	922.95	
1924.85 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	09/18/2010	1,924.85	1,924.85	
4381.26 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	10/18/2010	4,381.26	4,381.26	
2373.58 SALOMON BROS COML MTG TR					
COML MTG PASSTHRU CTF 2000	05/01/2009	11/18/2010	2,373.58	2,736.35	-362.77
40000. SHELL INTL FIN B V 4.00%					
DTD 03/23/2009 DUE 03/21/2	03/18/2009	05/14/2010	42,523.20	39,989.20	2,534.00
75000. SYSCO CORP DEB 6.50% DTD	12/21/2007	09/23/2010	89,738.25	80,824.00	8,914.25
60000. TRANSOCEAN INC 6.00% DTD	06/09/2009	08/13/2010	60,030.00	60,505.20	-475.20
208.52 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	01/15/2010	208.52	208.52	
209.56 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	02/15/2010	209.56	209.56	
264.88 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	03/15/2010	264.88	264.88	
211.94 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	04/15/2010	211.94	211.94	
231.02 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	05/15/2010	231.02	231.02	
214.16 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	06/15/2010	214.16	214.16	
233.18 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	07/15/2010	233.18	233.18	
Totals					

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2010

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STATEMENT

VIVIAN SMITH FDN-EATON VANCE

WASH Sale

76-0101380

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
290000. US TREASURY NOTE 4					
11/15/03 DUE 11/15/2013	09/29/2010	10/26/2010	322,361.33	322,319.14	-42.19
285000. US TREASURY NOTE 1					
11/15/2008 DUE 11/15/2011	09/29/2010	10/26/2010	289,569.99	289,475.39	-94.60
5000. US TREASURY NOTE 3					
DTD 11/15/2009 DUE 11/15/20	09/29/2010	10/26/2010	5,393.75	5,367.19	-26.56

TOTAL SHORT-TERM WASH SALES

-163.00

VIVIAN SMITH FDN-VALLEY FORGE

76-0101380

WASH Sale

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
500. EXXON MOBIL CORP	05/05/2010	06/04/2010	33,335.35	29,744.29	-3,591.06
TOTAL SHORT-TERM WASH SALES					-3,591.00

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT

EXPLANATION

THE FOUNDATION HAS NUMEROUS ASSETS AND CONTRIBUTED SUBSTANTIAL AMOUNTS TO SEVERAL CHARITIES IN 2010. THE FOUNDATION REQUIRES ADDITIONAL TIME TO OBTAIN ALL OF THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	VIVIAN L. SMITH FOUNDATION	76-0101380
	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		

Enter the Return code for the return that this application is for (file a separate application for each return) ... **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

R. E. SMITH INTERESTS, INC.

- The books are in the care of **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 is for

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**
- 5 For calendar year **2010**, or other tax year beginning _____, and ending _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **SEE STATEMENT 17**

8a	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.	8a	\$	171,462.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	171,462.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Form 8868 (Rev. 1-2011)