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

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

For calendar year 2010, or tax year beginning 06/01, 2010, and ending 05/31, 2011

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 TR U/W NORA & WM SMITH FDN A Employer identification number 57-6110584

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)

P.O. BOX 40200, FL9-100-10-19 Room/suite (877) 446-1410

City or town, state, and ZIP code C If exemption application is pending, check here

JACKSONVILLE, FL 32203-0200 D 1 Foreign organizations, check here

H Check type of organization: Section 501(c)(3) exempt private foundation D 2 Foreign organizations meeting the 85% test, check here and attach computation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation E If private foundation status was terminated under section 507(b)(1)(A), check here

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,446,246. J Accounting method: Cash Accrual F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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1	Contributions, gifts, grants, etc., received (attach schedule)			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B			
3	Interest on savings and temporary cash investments			
4	Dividends and interest from securities	83,896.	83,896.	STMT 1
5a	Gross rents			
b	Net rental income or (loss)			
6a	Net gain or (loss) from sale of assets not on line 10	20,040.		
b	Gross sales price for all assets on line 6a <u>95,997.</u>			
7	Capital gain net income (from Part IV, line 2)		20,040.	
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) (attach schedule)			
11	Other income (attach schedule)			
12	Total. Add lines 1 through 11	103,936.	103,936.	
13	Compensation of officers, directors, trustees, etc.	28,422.	17,053.	11,369.
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule) <u>STMT 3</u>	890.	NONE	NONE 890.
c	Other professional fees (attach schedule)			
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions) <u>STMT 4</u>	1,964.	396.	
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)			
24	Total operating and administrative expenses. Add lines 13 through 23	31,276.	17,449.	NONE 12,259.
25	Contributions, gifts, grants paid	136,490.		136,490.
26	Total expenses and disbursements. Add lines 24 and 25	167,766.	17,449.	NONE 148,749.
27	Subtract line 26 from line 12:			
a	Excess of revenue over expenses and disbursements	-63,830.		
b	Net investment income (if negative, enter -0-)		86,487.	
c	Adjusted net income (if negative, enter -0-)			

ENVELOPE POSTMARK DATE OCT 11 2011

Revenue

Operating and Administrative Expenses

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ODDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	8,827.	11,443.	11,443.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶	NONE	* NONE	NONE	NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE	NONE
	b	Investments - corporate stock (attach schedule)	2,618,165.	2,551,720.	3,434,803.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE			
	12	Investments - mortgage loans	NONE	NONE		
	13	Investments - other (attach schedule)	NONE	NONE	NONE	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE	NONE	NONE		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,626,992.	2,563,163.	3,446,246.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,626,992.	2,563,163.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
30	Total net assets or fund balances (see page 17 of the instructions)	2,626,992.	2,563,163.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,626,992.	2,563,163.			

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	2,626,992.
2	Enter amount from Part I, line 27a	2	-63,830.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1.
4	Add lines 1, 2, and 3	4	2,563,163.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,563,163.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	20,040.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }	3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	139,696.	2,985,008.	0.04679920456
2008	184,769.	2,842,771.	0.06499609008
2007	178,099.	3,713,884.	0.04795491728
2006	176,021.	3,669,427.	0.04796961487
2005	161,849.	3,573,717.	0.04528870081
2 Total of line 1, column (d)			2 0.25300852760
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 0.05060170552
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 3,222,393.
5 Multiply line 4 by line 3			5 163,059.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 865.
7 Add lines 5 and 6			7 163,924.
8 Enter qualifying distributions from Part XII, line 4			8 148,749.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-sections for exemptions (1a-1c), tax under section 511 (2), add lines (3), subtitle A tax (4), tax based on investment income (5), credits/payments (6a-6d), total credits (7), penalty (8), tax due (9), overpayment (10), and amount of line 10 (11).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, description, Yes, and No. Questions cover political activities, unrelated business income, and reporting requirements.

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 page 20 of the 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 BANK OF AMERICA TAX SERVICES Telephone no. (877) 446-1410
Located at PO BOX 40200, JACKSONVILLE, FL ZIP + 4 32203-0200
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here X
and enter the amount of tax-exempt interest received or accrued during the year 15
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 X
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

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 X 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 page 22 of the instructions.) 2b X
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 X 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) 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

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)? (see page 22 of the instructions) 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 page 22 of the instructions)? **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? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 7		28,422.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,244,545.
b	Average of monthly cash balances	1b	26,920.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,271,465.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,271,465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	49,072.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,222,393.
6	Minimum investment return. Enter 5% of line 5	6	161,120.

Part XI Distributable Amount (see page 25 of the 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	161,120.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,730.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,730.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	159,390.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	159,390.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	159,390.

Part XII Qualifying Distributions (see page 25 of the 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	148,749.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	148,749.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	148,749.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				159,390.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			136,093.	
b Total for prior years 20 08 , 20 _____, 20 _____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005		NONE		
b From 2006		NONE		
c From 2007		NONE		
d From 2008		NONE		
e From 2009		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>148,749.</u>				
a Applied to 2009, but not more than line 2a			136,093.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				12,656.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				146,734.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

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

- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
 SEE STATEMENT 8
- b** The form in which applications should be submitted and information and materials they should include:
 SEE ATTACHED STATEMENT FOR LINE 2
- c** Any submission deadlines:
 SEE ATTACHED STATEMENT FOR LINE 2
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 13				
Total ► 3a				136,490.
b <i>Approved for future payment</i>				
Total ► 3b				

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) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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 BANK OF AMERICA, N.A. BY: Date 07/13/2011 Title

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed Firm's name Firm's address Firm's EIN Phone no.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,530.	
9,535.00		256. BP AMOCO PLC SPONS ADR (UK/USD) SED PROPERTY TYPE: SECURITIES 15,099.00					10/15/2004 -5,564.00	06/07/2010
6,585.00		200. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES 3,362.00					08/09/2004 3,223.00	03/02/2011
194.00		3. COCA COLA CO PROPERTY TYPE: SECURITIES 132.00					09/12/2003 62.00	03/02/2011
12,719.00		197. COCA COLA CO PROPERTY TYPE: SECURITIES 8,165.00					11/05/2004 4,554.00	03/02/2011
28,000.00		2874.743 COLUMBIA CORPORATE INCOME FUND PROPERTY TYPE: SECURITIES 21,848.00					03/04/2009 6,152.00	03/11/2011
3.00		.6 DYNEGY INC DEL COM PROPERTY TYPE: SECURITIES 21.00					12/15/2006 -18.00	06/03/2010
4.00		1. DYNEGY INC DEL COM PROPERTY TYPE: SECURITIES 35.00					12/15/2006 -31.00	07/21/2010
12,168.00		200. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 10,354.00					08/06/2002 1,814.00	03/02/2011
3,133.00		50. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 2,604.00					02/23/2005 529.00	03/02/2011
10,378.00		200. WAL MART STORES INC PROPERTY TYPE: SECURITIES 10,308.00					02/23/2005 70.00	03/02/2011

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,748.00		100. WELLPOINT INC PROPERTY TYPE: SECURITIES 4,029.00					10/15/2004 2,719.00	03/02/2011
TOTAL GAIN (LOSS)							20,040.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	2,042.	2,042.
ALCOA INC	87.	87.
AUTOMATIC DATA PROCESSING INC	546.	546.
AVON PRODUCTS INC	612.	612.
BROADRIDGE FINL SOLUTIONS INC COM	57.	57.
CVS CAREMARK CORP COM	164.	164.
CISCO SYS INC	68.	68.
COCA COLA CO	550.	550.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	7,711.	7,711.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	3,116.	3,116.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	3,948.	3,948.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	795.	795.
COLUMBIA CORE BOND FUND CLASS Z SHARES	6,885.	6,885.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	3,115.	3,115.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	1,335.	1,335.
COLUMBIA CORPORATE INCOME FUND CLASS Z S	32,774.	32,774.
COLUMBIA BOND FUND CLASS Z SHARES	1,191.	1,191.
CONOCOPHILLIPS	1,326.	1,326.
EXELON CORP COM	1,457.	1,457.
EXXON MOBIL CORPORATION	1,072.	1,072.
GENERAL ELEC CO	510.	510.
GLAXO WELLCOME PLC SPONSORED	469.	469.
JOHNSON & JOHNSON	868.	868.
JP MORGAN US LARGE CAP CORE PLUS FUND CL	1,542.	1,542.
LOWES COS INC	432.	432.
MAXIM INTEGRATED PRODS INC	380.	380.
MICROSOFT CORP	1,216.	1,216.
NIKE INC CL B	566.	566.
PEPSICO INC	885.	885.
PFIZER INC	1,216.	1,216.
PRAXAIR INC	581.	581.
PROCTER & GAMBLE CO	1,513.	1,513.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUALCOMM INC COM	363.	363.
TEVA PHARMACEUTICAL INDS LTD ADR (GERMAN	646.	646.
UNITED PARCEL SVC INC CL B	594.	594.
UNITED TECHNOLOGIES CORP	1,166.	1,166.
WAL MART STORES INC	328.	328.
WASTE MANAGEMENT INC	527.	527.
WELLPOINT INC	40.	40.
WELLS FARGO COMPANY	290.	290.
WINDSTREAM CORP COM	103.	103.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	35.	35.
COVIDIEN LTD PLC COM	57.	57.
COVIDIEN PLC COM	20.	20.
NOBLE CORP COM	543.	543.
TYCO INTL LTD NEW F COM	92.	92.
TYCO ELECTRONICS LTD COM	63.	63.
TOTAL	83,896.	83,896.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	890.			890.
TOTALS	890.	NONE	NONE	890.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	42.	42.
FEDERAL ESTIMATES - PRINCIPAL	1,568.	
FOREIGN TAXES ON QUALIFIED FOR	315.	315.
FOREIGN TAXES ON NONQUALIFIED	39.	39.
TOTALS	1,964.	396.

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

=====

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

SC

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

111 WESTMINSTER ST
PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 28,422.

TOTAL COMPENSATION: 28,422.

=====

RECIPIENT NAME:

BRENTON THURSTON

ADDRESS:

111 WESTMINSTER ST.
PROVIDENCE, RI 02903

RECIPIENT'S PHONE NUMBER: 866-461-7287

FORM, INFORMATION AND MATERIALS:

NO FORM

SUBMISSION DEADLINES:

FEBRUARY 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO RESTRICTIONS

RECIPIENT NAME:
HARVEST HOPE FOOD BANK
ADDRESS:
PO BOX 451
COLUMBIA, SC 29202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,420.

RECIPIENT NAME:
SOUPER BOWL OF CARING
ADDRESS:
302 BERKSHIRE DR.
GREENVILLE, SC 29223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
PUT-BACK
ADDRESS:
8408 LITTLE JOHN DR.
COLUMBIA, SC 29209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MEYER CENTER FOR SPECIAL CHILDREN

ADDRESS:

1132 RUTHERFORD RD.
GREENVILLE, SC 29509

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

THE URBAN LEAGUE OF THE
UPSTATE

ADDRESS:

15 REGENCY HILL DR.
GREENVILLE, SC 29607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

PREGNANCY CENTER 7 CLINIC

ADDRESS:

1 CARDINAL RD.
HILTON HEAD ISLAND, SC 29926

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
THE SHEPARD'S TABLE
ADDRESS:
PO BOX 1782
CONWAY, SC 29528
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CHILDREN'S RESTORATION NETWORK
ADDRESS:
11285 ELKINS RD.
ROSWELL, GA 30076
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
MEALS ON WHEELS OF
GREENVILLE
ADDRESS:
15 OREGON ST.
GREENVILLE, SC 29605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
UNITED MINISTRIES
ADDRESS:
606 PENDLETON ST.
GREENVILLE, SC 29601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
PRESBYTERIAN COLLEGE
ADDRESS:
PO BOX 975
CLINTON, SC 29325-0975
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 34,023.

RECIPIENT NAME:
THORNWELL HOME
FOR CHILDREN
ADDRESS:
PO BOX 60
CLINTON, SC 29325-0060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 34,023.

RECIPIENT NAME:
GREENVILLE RESCUE MISSION/
ADDRESS:
PO BOX 2546
GREENVILLE, SC 29602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,805.

RECIPIENT NAME:
COLUMBIA THEOLOGICAL
SEMINARY
ADDRESS:
PO BOX 520
DECATUR, GA 30031-0520
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 20,414.

RECIPIENT NAME:
SECOND PRESBYTERIAN
CHURCH
ADDRESS:
105 RIVER STREET
GREENVILLE, SC 29601-2537
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,805.

TOTAL GRANTS PAID: 136,490.
=====

TR U/W NORA & WM SMITH FDN

57-6110584

Balance Sheet

05/31/2011



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	1201.000	31,481.31	37,903.56
00846U101	AGILENT TECHNOLOGIES INC	522.000	11,196.98	26,032.14
013817101	ALCOA INC	729.000	23,248.01	12,254.49
053015103	AUTOMATIC DATA PROCESSING INC	390.000	14,793.56	21,492.90
054303102	AVON PRODS INC	688.000	28,954.04	20,440.48
11133T103	BROADRIDGE FINL SOLUTIONS INC	97.000	1,674.88	2,219.36
126650100	CVS CAREMARK CORP	244.000	4,101.35	9,440.36
17275R102	CISCO SYS INC	1135.000	16,887.23	19,068.00
191216100	COCA COLA CO	160.000	6,474.33	10,689.60
19765H636	COLUMBIA MARSICO INTERNATIONAL	13891.116	143,246.41	169,610.53
19765J608	COLUMBIA MID CAP INDEX FUND	35697.594	257,044.68	455,144.32
19765J723	COLUMBIA SMALL CAP GROWTH FUND	6825.176	103,346.04	94,187.43
19765J814	COLUMBIA SMALL CAP INDEX FUND	5095.987	60,177.08	94,020.96
19765N245	COLUMBIA DIVIDEND INCOME FUND	10121.457	100,000.00	141,396.75
19765N468	COLUMBIA INTERMEDIATE BOND FUND	23627.004	207,331.60	217,368.44
19765N518	COLUMBIA CORPORATE INCOME FUND	58891.742	447,577.23	584,795.00
19765Y886	COLUMBIA BOND FUND	25844.381	237,311.47	242,937.18
20825C104	CONOCOPHILLIPS	574.000	24,078.19	42,028.28
30161N101	EXELON CORP	694.000	28,358.92	29,043.90
30231G102	EXXON MOBIL CORP	609.000	8,960.38	50,833.23
369604103	GENERAL ELEC CO	1020.000	35,732.70	20,032.80
37733W105	GLAXOSMITHKLINE PLC	230.000	11,155.00	9,995.80
478160104	JOHNSON & JOHNSON	202.000	10,457.68	13,592.58
4812A2389	JP MORGAN US LARGE CAP CORE	17361.111	250,000.00	376,388.89
548661107	LOWES COS INC	982.000	27,103.01	23,705.48
57772K101	MAXIM INTEGRATED PRODS INC	458.000	20,224.68	12,480.50
594918104	MICROSOFT CORP	2097.000	24,959.03	52,445.97
654106103	NIKE INC	488.000	19,572.77	41,211.60
713448108	PEPSICO INC	461.000	23,392.91	32,786.32
717081103	PFIZER INC	1643.000	33,803.17	35,242.35
74005P104	PRAXAIR INC	314.000	13,751.03	33,233.76
742718109	PROCTER & GAMBLE CO	731.000	31,981.39	48,977.00
747525103	QUALCOMM INC	477.000	20,189.03	27,947.43
780905691	ROYCE OPPORTUNITY FUND	14556.041	100,000.00	185,880.64

TR U/W NORA & WM SMITH FDN
 57-6110584
 Balance Sheet
 05/31/2011



Cusip	Asset	Units	Basis	Market Value
871503108	SYMANTEC CORP	608.000	16,356.72	11,886.40
881624209	TEVA PHARMACEUTICAL INDS LTD	839.000	23,392.48	42,705.10
911312106	UNITED PARCEL SVC INC	308.000	22,342.97	22,634.92
913017109	UNITED TECHNOLOGIES CORP	686.000	28,860.45	60,210.22
931142103	WAL-MART STORES INC	115.000	5,927.35	6,350.30
94106L109	WASTE MGMT INC DEL	410.000	11,676.31	15,940.80
94973V107	WELLPOINT INC	160.000	6,446.40	12,507.20
949746101	WELLS FARGO & CO	1074.000	33,058.26	30,469.38
97381W104	WINDSTREAM CORP	103.000	1,129.83	1,385.35
G2554F113	COVIDIEN PLC	99.000	3,838.38	5,445.00
H5833N103	NOBLE CORP	502.000	11,245.13	21,018.74
H84989104	TE CONNECTIVITY LTD	99.000	3,484.00	3,646.17
H89128104	TYCO INTL LTD	99.000	4,731.86	4,885.65
Y93691106	VERIGY LTD	63.000	663.69	889.56
	Cash/Cash Equivalent	11443.030	11,443.03	11,443.03
		Totals:	2,563,162.95	3,446,245.85