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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
THE WILLIAM S SMITH CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)
3505 S YORKTOWN PL

City or town, state, and ZIP code
TULSA, OK 741052757

A Employer identification number
45-6144422

B Telephone number (see page 10 of the instructions)
(918) 742-2393

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 6,625,855

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	500,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	141,696	134,766		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-43,170			
	b Gross sales price for all assets on line 6a _____ 559,574				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	14,170	4,852		
	12 Total. Add lines 1 through 11	612,696	139,618		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,000	2,000		0
	c Other professional fees (attach schedule)	6,486	6,486		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,126	1,448		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	54	54		0
	24 Total operating and administrative expenses. Add lines 13 through 23	11,666	9,988		0
	25 Contributions, gifts, grants paid	541,000			541,000
	26 Total expenses and disbursements. Add lines 24 and 25	552,666	9,988		541,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	60,030			
	b Net investment income (if negative, enter -0-)		129,630		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,975,281	4,007,577	4,007,577
	2	Savings and temporary cash investments	570,117		
	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 ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	784,157	1,377,169	1,439,933
	c	Investments—corporate bonds (attach schedule).	897,136	945,679	971,946
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	131,547	110,695	206,399
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,358,238	6,441,120	6,625,855	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	6,358,238	6,441,120	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,358,238	6,441,120	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,358,238	6,441,120	

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 6,358,238
2	Enter amount from Part I, line 27a	2 60,030
3	Other increases not included in line 2 (itemize) ▶ _____	3 50,000
4	Add lines 1, 2, and 3	4 6,468,268
5	Decreases not included in line 2 (itemize) ▶ _____	5 27,148
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,441,120

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
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	-43,170
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))
2010	479,000	5,116,434	0 093620
2009	574,000	324,046	1 771353
2008	472,500	304,449	1 551984
2007	471,388	261,047	1 805759
2006	145,957	222,065	0 657272

2	Total of line 1, column (d).	2	5 879988
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	1 175998
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	6,473,926
5	Multiply line 4 by line 3.	5	7,613,324
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,296
7	Add lines 5 and 6.	7	7,614,620
8	Enter qualifying distributions from Part XII, line 4.	8	541,000

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)		
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	2,593
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	2,593
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	2,593
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011		6a	
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments Add lines 6a through 6d.		7	0
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	40
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,633
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐		11	

Part VII-A		Statements Regarding Activities					
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?				Yes	No
		1a					No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?					No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.					
c		Did the foundation file Form 1120-POL for this year?			1c		No
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?			2		No
		If "Yes," attach a detailed description of the activities.					
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		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		No
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?			5		No
		If "Yes," attach the statement required by General Instruction T.					
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		No
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	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ OK					
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV			9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  WILLIAM S SMITH Telephone no  (918) 742-2393 Located at  3505 S YORKTOWN TULSA OK ZIP+4  74105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here   and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, 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 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.			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?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. 	1b		
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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	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  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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?		6b		No
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?		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
WILLIAM S SMITH	TRUSTEE	0	0	0
3505 S YORKTOWN TULSA, OK 741052757	1 00			
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				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	2,404,271
b	Average of monthly cash balances.	1b	4,168,243
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,572,514
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	6,572,514
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	98,588
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,473,926
6	Minimum investment return. Enter 5% of line 5.	6	323,696

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	323,696
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,593
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,593
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	321,103
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	321,103
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	321,103

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	541,000
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	541,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	541,000
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				321,103
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				134,940
b From 2007.				458,560
c From 2008.				457,497
d From 2009.				557,939
e From 2010.				224,856
f Total of lines 3a through e.	1,833,792			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 541,000				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				321,103
e Remaining amount distributed out of corpus	219,897			
5 Excess distributions carryover applied to 2011 (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	2,053,689			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	134,940			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,918,749			
10 Analysis of line 9				
a Excess from 2007. . . .				458,560
b Excess from 2008. . . .				457,497
c Excess from 2009. . . .				557,939
d Excess from 2010. . . .				224,856
e Excess from 2011. . . .				219,897

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 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))

WILLIAM S SMITH

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	541,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	141,696	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.	211110	13,391	14	779	
8 Gain or (loss) from sales of assets other than inventory			18	-43,170	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		13,391		99,305	0
13 Total. Add line 12, columns (b), (d), and (e).			13		112,696

[illegible]

Part XVII

1

(a)

2.

1

4.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization THE WILLIAM S SMITH CHARITABLE TRUST	Employer identification number 45-6144422
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE WILLIAM S SMITH CHARITABLE TRUST	Employer identification number 45-6144422
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Part I

Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SHERMAN E SMITH 4325 EAST 51ST STREET STE 105 TULSA, OK 741353646	\$ 500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE WILLIAM S SMITH CHARITABLE TRUST	Employer identification number 45-6144422
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization THE WILLIAM S SMITH CHARITABLE TRUST	Employer identification number 45-6144422
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 45-6144422
Name: THE WILLIAM S SMITH CHARITABLE TRUST

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
TRUST CO OF OKLAHOMA(ATTACHMENT)	P		
TRUST CO OF OKLAHOMA(ATTACHMENT)	P		
20000 FREEPORT MCMORAN 8 25%	P	2009-07-13	2011-04-01
10000SLM CORP FR 5 45%	P	2009-09-09	2011-04-25
25000 DOW CHEMICAL CO 5 95%	P	2010-06-07	2011-06-15
15000 ALCOA INC SR UNSECURED 5 375%	P	2009-07-13	2011-06-28
450SHS ONEOK INC CM	P	2009-12-16	2011-08-04
1050SHS ADOBE SYSTEMS INC	P	2010-04-13	2011-09-12
500SHS ISSHARES BARCLAYS 1-3YR CREDIT	P	2009-12-16	2011-09-12
1000ISSHARES IBOX HI BOND	P	2009-12-16	2011-09-22
11000SHS ALASKA COMM SYSTEMS GROUP	P	2009-12-16	2011-12-22
2000 IPATH PFD 7 75%	P	2010-05-12	2011-12-23
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
212,950			-9,333
			2,054
20,825		20,450	375
10,000		9,250	750
25,000		25,000	0
16,124		14,812	1,312
30,028		19,522	10,506
25,527		31,319	-5,792
51,963		52,265	-302
84,987		87,760	-2,773
37,004		73,630	-36,626
42,329		48,507	-6,178
2,837			2,837

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,333
			2,054
			375
			750
			0
			1,312
			10,506
			-5,792
			-302
			-2,773
			-36,626
			-6,178
			2,837

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLAREHOUSE7617 S MINGO RD TULSA,OK 74133		501(C)3	ANNUAL FUND	1,000
COLORADO COLLEGE14 EAST CASH LA POUDRE COLORADO SPRINGS,CO 80903		501(C)3	ANNUAL FUND	252,500
COMMUNITY FOOD BANK-EASTERN OKLA1304 NORTH KENOSHA AVE TULSA,OK 74106		501(C)3	ANNUAL FUND	1,000
GILCREASE MUSEUM1400 N GILCREASE MUSEUM RD TULSA,OK 74127		501(C)3	ANNUAL FUND	26,000
HOSPITALITY HOUSE OF TULSAPO BOX 14472 TULSA,OK 74159		501(C)3	ANNUAL FUND	1,000
IRON GATE501 S CINCINNATI AVE TULSA,OK 74013		501(C)3	ANNUAL FUND	1,000
MENTAL HEALTH ASSOCIATION 1870 S BOULDER TULSA,OK 74119		501(C)3	ANNUAL FUND	3,000
ROTARY CLUB OF TULSA616 SOUTH BOSTON STE 410 TULSA,OK 74119		501(C)3	ANNUAL FUND	35,000
SAINT SIMEON'S FOUNDATION 3701 N CINCINNATI AVE TULSA,OK 74106		501(C)3	CAPITAL CAMPAIGN PLEDGE	51,000
TULSA BALLET1212 E 45TH PL SOUTH TULSA,OK 74105		501(C)3	ANNUAL FUND	3,000
TULSA BOYS' HOMEPO BOX 1101 TULSA,OK 74101		501(C)3	ANNUAL FUND	1,000
TULSA OPERA INC1610 S BOULDER AVE TULSA,OK 74101		501(C)3	ANNUAL FUND	1,000
UP WITH TREES1102 S BOSTON AVE TULSA,OK 74119		501(C)3	ANNUAL FUND	2,500
YMCA OF GREATER TULSA OK2405 EAST SKELLY DR TULSA,OK 74105		501(C)3	CHAIRMAN'S ROUND TABLE GIFT	82,000
ORAL ROBERTS UNIVERSITY7777 S LEWIS AVE TULSA,OK 74171		501(C)3	GENERAL OPERATIONS	30,000
AMERICAN DIABETES ASSOCIATION6600 SOUTH YALE SUITE 1310 TULSA,OK 74136		501(C)(3)	GENERAL OPERATIONS	5,000
TULSA COMMUNITY FOUNDATION 7030 SOUTH YALE SUITE 600 TULSA,OK 74136		501(C)(3)	GENERAL OPERATIONS	15,000
TULSA AIR & SPACE MUSEUM3624 NORTH 74TH EAST AVENUE TULSA,OK 74115		501(C)(3)	GENERAL OPERATIONS	20,000
TULSA AREA UNITED WAYPO BOX 1859 TULSA,OK 74101		501(C)(3)	ANNUAL FUND	10,000
Total  3a				541,000

TY 2011 Accounting Fees Schedule

Name: THE WILLIAM S SMITH CHARITABLE TRUST

EIN: 45-6144422

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,000	2,000		0

TY 2011 Investments Corporate Bonds Schedule

Name: THE WILLIAM S SMITH CHARITABLE TRUST

EIN: 45-6144422

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN 9166.11	98,365	99,636
VANGUARD ADM INFLATION 2211.26	57,560	61,274
VANGUARD ADM SHORT TRM INV GRADE 9395.08	101,061	99,964
TEMPLETON GLOBAL BOND 1500.57	20,060	18,562
ISHARES BARCLAYS AGG BOND 2500	254,135	275,625
ISHARES BARCLAYS 1-3YR CREDIT 500	0	0
ISHARES IBOXX HI YIELD 1000	0	0
BARCLAYS BANKS PLC 7.75 2000	0	0
GOLDMAN SACHS TR HI 14566.232	100,048	100,070
SLM CORP 5.45% 10000	0	0
ENTERPRISE PRODS LLC 4.6% 15,000	15,433	15,221
ALCOA INC NT 5.375% 15,000	0	0
MARRIOTT INTL NT 5.625% 10,000	9,925	10,425
ROYAL CARIBBEAN CRUISES 7% 25,000	25,000	26,250
J P MORGAN CHASE 4.75% 22,000	22,539	23,399
FREEPORT MCMORAN COPPER 8.25% 22,000	0	0
UNITED HEALTH GROUP 5.375%	14,662	17,205
ONEOK PARTNERS LP 6.15% 15,000	15,334	17,225
DOW CHEMICAL 5.95% 25,000	0	0
CEMEX FINANCE 9.5% 50000	45,062	43,875
SERVICEMASTER 7.1% 35,000	33,238	31,850
LEVI STRAUSS 7.625% 35,000	35,597	35,744
PIMCO S.T. FUND INSTIT.9878.18	97,660	95,621

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE WILLIAM S SMITH CHARITABLE TRUST
EIN: 45-6144422

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APACHE 125 SHS	10,555	11,322
BEST BUY 75 SHS	0	0
EXPRESS SCRIPTS INC 300 SHS	10,843	13,407
EXXON MOBIL 225 SHS	15,805	19,071
ITT INDUSTRIES 75 SHS	0	0
TARGET 100 SHS	4,828	5,122
UNITED TECHNOLOGIES 150 SHS	10,759	10,964
DANAHER 250 SHS	10,651	11,760
HARBOR INTERNATIONAL FUND CL 489.55 SHS	23,790	25,677
TEVA PHARMACEUTICAL INDUSTRIES 100 SHS	0	0
WEATHERFORD INTL LTD BERMUDA 125 SHS	0	0
CVS CAREMARK CORP 350 SHS	11,612	14,273
KELLOGG CO 250 SHS	13,433	12,643
NOBLE ENERGY 175 SHS	12,041	16,518
BARD CR INC 150 SHS	12,770	12,825
PEPSICO 225 SHS	14,479	14,929
CONOCO PHILLIPS 225 SHS	14,855	16,396
INTERNATIONAL BUSINESS MACHINES 40 SHS	5,164	7,355
LAZARD EMER INST 485.55 SHS	10,028	8,157
VANGUARD INFO TECHNOLOGY 700 SHS	40,651	42,959
COSTCO WHOLESALE 150 SHS	9,989	12,498
LABORATORY CORP AMER HLDGS 150 SHS	12,282	12,895
MCDONALDS 300 SHS	20,596	30,099
PROCTOR & GAMBLE 100 SHS	6,266	6,671
VANGUARD SIGNAL SMALL CAP 817.63 SHS	23,071	24,594
VANGUARD WORLD FINANCIALS 750 SHS	22,514	20,715
SMUCKER J M 175SHS	12,097	13,680
MCCORMICK & CO 275SHS	12,311	13,865
PEABODY ENERGY CORP 50SHS	0	0
CHUBB 100SHS	5,597	6,922

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC 150SHS	0	0
FISERV 125SHS	6,558	7,343
ONEOK 100SHS	0	0
CENTURY LINK INC 350SHS	12,542	13,020
VANGUARD ADMIRAL INTL GROWTH 472.93	27,203	24,588
COHEN & STEERS REALTY 292.69SHS	11,088	11,555
PIMCO COMDTY REAL 1714.03SHS	15,356	11,210
ALTRIA GROUP INC 1000SHS	19,740	29,650
B & G FOODS INC 2200SHS	19,961	52,954
HEINZ H J CO 460SHS	19,937	24,858
PENN WEST PETE LTD2000SHS	36,561	39,600
ANNALY CAPITAL MGMT 3000SHS	52,165	47,880
N.Y. COMMUNITY BANCORP 3000SH	45,078	37,110
PFIZER INC 1200SHS	20,570	25,968
EMERSON ELECTRIC CO 475 SHS	19,988	22,130
WINDSTREAM CORP 470SHS	54,984	55,178
ALASKA COMM SYSTEMS 2500SHS	0	0
CELLCOM ISRAEL LTD 4000SHS	107,727	67,600
ADOBE SYSTEMS INC 1050SHS	0	0
EMC CORP MASS 785SHS	15,011	16,909
ONEOK INC 450SHS	0	0
SOUTHERN CO 600SHS	20,386	27,774
SENIOR HOUSING PROP REIT 2000SH	43,501	44,880
TELSTRA CORP LTD 3600SHS	45,586	61,380
BANCFIRST CORP 1000	25,590	28,000
BANK OF NY CAP 6.875% 1000	25,853	25,980
GOLDMAN SACHS GRP PFD 2000	49,457	48,020
J P MORGAN CHASE CAP XXIV 2000	49,954	50,840
VANGUARD CONSUMER DISC. ETF 200SHS	12,880	12,362
FORD MOTOR PFD 2,000 7.5%	53,690	52,880

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NIKE INC 150SHS	12,821	14,455
DIRECT-CL A 250SHS	11,239	10,690
WALT DISNEY HOLDING CO 225SHS	9,522	8,437
MCDONALDS 150SHS	12,877	15,050
FRANKLIN RES INC 50SHS	6,185	4,803
ABBOTT LABORATORIES 300SHS	15,232	16,869
EXELIS INC 250SHS	2,933	2,263
ITT CORP NEW 125SHS	2,359	2,416
EYLEM INC 250SHS	7,098	6,423
3M 150SHS	13,601	12,260
APPLE INC 20SHS	7,347	8,100
PPL 400SHS	11,246	11,768
DODGE & COX INTL STOCK 685.94	25,000	20,057
CREDIT POINT SOFTWARE, INC.91,030 SHARES	81,356	81,356

TY 2011 Investments - Other Schedule**Name:** THE WILLIAM S SMITH CHARITABLE TRUST**EIN:** 45-6144422

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE GROUP LP 3500SHS	AT COST	44,164	49,035
MAGELLAN MIDSTREAM PARTNERS 700UNITS	AT COST	26,625	48,216
TERRA NITROGEN CO LP 650UNITS	AT COST	39,906	109,148

TY 2011 Other Decreases Schedule**Name:** THE WILLIAM S SMITH CHARITABLE TRUST**EIN:** 45-6144422

Description	Amount
ADJUST BASIS IN LIMITED PARTNERSHIPS AT BEGINNING OF THE YEAR	20,852
MISCELLANEOUS ADJUSTMENTS	6,296

TY 2011 Other Expenses Schedule

Name: THE WILLIAM S SMITH CHARITABLE TRUST

EIN: 45-6144422

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THE BLACKSTONE GROUP LP	54	54		0

TY 2011 Other Income Schedule**Name:** THE WILLIAM S SMITH CHARITABLE TRUST**EIN:** 45-6144422

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MAGELLAN MIDSTREAM PTRSHP	2,179	70	2,179
TERRA NITROGEN CO LLP	9,042	2,747	9,042
THE BLACKSTONE GROUP LP	2,170	1,255	2,170
CREDITPOINT SOFTWARE	779	779	779

TY 2011 Other Increases Schedule

Name: THE WILLIAM S SMITH CHARITABLE TRUST

EIN: 45-6144422

Description	Amount
COST OF CREDITPOINT SOFTWARE, INC	50,000

TY 2011 Other Professional Fees Schedule

Name: THE WILLIAM S SMITH CHARITABLE TRUST

EIN: 45-6144422

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEES(TCO)	6,486	6,486		0

TY 2011 Taxes Schedule**Name:** THE WILLIAM S SMITH CHARITABLE TRUST**EIN:** 45-6144422

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-TRUST CO OF OK	271	271		0
FOREIGN TAXES-TD AMERITRADE	1,169	1,169		0
FEDERAL EXCISE TAX	1,678	0		0
THE BLACKSTONE GROUP	8	8		0