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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

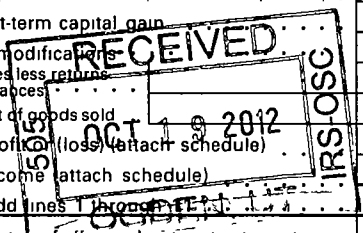
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , 2011, and ending , 20

ENVELOPE POSTMARK DATE OCT 1 2 2012

Name of foundation MARY ILO SMITH CHARITABLE FOUNDATION		A Employer identification number 74-2652604
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 357-7094
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state, and ZIP code DALLAS, TX 75283-1041		
G Check all that apply:		D 1 Foreign organizations, check here . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here . <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,049,967.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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 . <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 instructions))				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	62,439.	62,439.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	9,922.			
b Gross sales price for all assets on line 6a 266,504.				
7 Capital gain net income (from Part IV, line 2)		9,922.		
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)	43.	43.		STMT 5
12 Total Add lines 1 through 11	72,404.	72,404.		
13 Compensation of officers, directors, trustees, etc	21,769.	13,061.		8,708.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 6	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 7	3,204.	44.		
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	25,973.	13,105.	NONE	9,708.
25 Contributions, gifts, grants paid	102,520.			102,520.
26 Total expenses and disbursements Add lines 24 and 25	128,493.	13,105.	NONE	112,228.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-56,089.			
b Net investment income (if negative, enter -0-)		59,299.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	36,476.	75,880.	75,880.
	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 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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,114,344.	1,056,084.	1,490,476.
	c	Investments - corporate bonds (attach schedule)	160,000.	160,000.	170,539.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	342,676.	305,499.	313,072.
	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)	1,653,496.	1,597,463.	2,049,967.	
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	1,653,496.	1,597,463.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,653,496.	1,597,463.		
31	Total liabilities and net assets/fund balances (see instructions)	1,653,496.	1,597,463.		

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)	1,653,496.
2	Enter amount from Part I, line 27a	-56,089.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	1,057.
4	Add lines 1, 2, and 3	1,598,464.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	1,001.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,597,463.

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 PUBLICLY TRADED SECURITIES						
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 266,470.		256,582.	9,888.			
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))			
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any				
a			9,888.			
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	9,922.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }				3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	98,685.	1,989,305.	0.049608
2009	115,183.	1,855,387.	0.062080
2008	132,183.	2,226,524.	0.059367
2007	120,051.	2,542,296.	0.047221
2006	117,141.	2,416,389.	0.048478
2 Total of line 1, column (d)			0.266754
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			0.053351
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			2,047,032.
5 Multiply line 4 by line 3			109,211.
6 Enter 1% of net investment income (1% of Part I, line 27b)			593.
7 Add lines 5 and 6			109,804.
8 Enter qualifying distributions from Part XII, line 4 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.			112,228.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total amount owed is 1,195 and refunded is 596.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address NONE
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (214) 209-6477
Located at 901 MAIN ST, FL 19, DALLAS, TX ZIP + 4 75202-3714
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? Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(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 No X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
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) 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 No X
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 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 2011? 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 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 instructions)? Yes No
 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
 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

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 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 10		21,769.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 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 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	2,078,205.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,078,205.
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	2,078,205.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,173.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,047,032.
6	Minimum investment return. Enter 5% of line 5	6	102,352.

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	102,352.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	593.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	593.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,759.
4	Recoveries of amounts treated as qualifying distributions	4	6,390.
5	Add lines 3 and 4	5	108,149.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108,149.

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	112,228.
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	112,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	593.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,635.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				108,149.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			102,524.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>112,228.</u>				
a Applied to 2010, but not more than line 2a			102,524.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				9,704.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 . (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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				98,445.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

Part XIV Private Operating Foundations (see 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 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds...

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 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
<p>a Paid during the year</p> <p>SEE STATEMENT 14</p>				
Total				3a 102,520.
<p>b Approved for future payment</p>				
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 columns Yes and No for items 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), and 1c.

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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Mary Frost, Date: 9-28-12, Title: TRUSTEE.

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	3,567.	3,567.
ABBOTT LABS	2,421.	2,421.
AIR PRODS & CHEMS INC	136.	136.
ALLEGHENY TECHNOLOGIES INC CONV SR NT	31.	31.
ALTRIA GROUP INC	194.	194.
AMERICAN ELEC PWR INC	228.	228.
AMERICAN EXPRESS CO	48.	48.
AMGEN INC COM	571.	571.
ANALOG DEVICES INC	48.	48.
APACHE CORP CONV PFD SER D 6.000%	180.	180.
AUTOMATIC DATA PROCESSING INC	171.	171.
BB&T CORPORATION	38.	38.
BLACKROCK INC	23.	23.
BOFA CASH RESERVES CAPITAL CLASS	41.	41.
BRISTOL MYERS SQUIBB CO COM	83.	83.
CME GROUP INC COM	14.	14.
CARNIVAL CORP PAIRED CTF 1 COM	20.	20.
CHEVRONTEXACO CORP COM	280.	280.
CISCO SYS INC	720.	720.
COLGATE PALMOLIVE CO	63.	63.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	228.	228.
DIGITAL RLTY TR INC REITS	2.	2.
DOVER CORP	69.	69.
EMC CORP CONV SR NT	42.	42.
ENSCO PLC SPONSORED ADR	100.	100.
EXXON MOBIL CORPORATION	3,134.	3,134.
FPL GROUP CAP INC NT	3,938.	3,938.
FOOT LOCKER INC COM	38.	38.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	51.	51.
GENERAL ELEC CO	1,740.	1,740.
GENERAL MILLS INC	130.	130.
GENERAL MTRS CO CONV PFD JR SER B	189.	189.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENUINE PARTS CO	172.	172.
GLAXO WELLCOME PLC	36.	36.
GOODRICH B F CO	64.	64.
HEINZ H J CO	117.	117.
HOME DEPOT INC	185.	185.
HONEYWELL INTERNATIONAL INC	23.	23.
ILLINOIS TOOL WKS INC	136.	136.
INTEL CORP	2,455.	2,455.
INTERNATIONAL BUSINESS MACHS	157.	157.
ISHARES LEHMAN AGGREGATE BOND FUND	1,363.	1,363.
ISHARES TR S&P NORTH AMERICAN NATURAL	259.	259.
ISHARES BARCLAYS 1-3 YR CR BD FUND	992.	992.
J P MORGAN CHASE & CO COM	142.	142.
JOHNSON & JOHNSON	3,771.	3,771.
KELLOGG CO	46.	46.
KINDER MORGAN INC DEL COM	67.	67.
KRAFT FOODS INC CL A COM	99.	99.
LIMITED BRANDS INC COM	110.	110.
MCDONALDS CORP	124.	124.
MERCK & CO INC NEW COM	1,724.	1,724.
MEREDITH CORP	20.	20.
METLIFE INC	65.	65.
MICROSOFT CORP	1,476.	1,476.
MOLSON COORS BREWING CO CL B	20.	20.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	10.	10.
NAVISTAR INTL CORP NEW CONV SR SUB NT	15.	15.
NEXTERA ENERGY INC COM	99.	99.
NORDSTROM INC	46.	46.
NUCOR CORP	25.	25.
OCCIDENTAL PETROLEUM CORP	174.	174.
P G & E CORPORATION	155.	155.
PIMCO TOTAL RETURN FUND INSTL	7,560.	7,560.
PNC BK CORP	61.	61.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PPG INDS INC	70.	70.
PACCAR INC	9.	9.
PACKAGING CORP OF AMERICA	63.	63.
PARKER HANNFIN CORP	40.	40.
PEOPLES UTD FINL INC COM	115.	115.
PEPSICO INC	3,980.	3,980.
PFIZER INC	1,665.	1,665.
PHILIP MORRIS INTL INC COM	264.	264.
PRICE T ROWE GROUP INC COM	50.	50.
PROCTER & GAMBLE CO	4,114.	4,114.
PUBLIC SVC ENTERPRISE GROUP	32.	32.
PUBLIC STORAGE INC	15.	15.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	54.	54.
SCHLUMBERGER LTD FOREIGN	960.	960.
SEMPRA ENERGY	110.	110.
TARGET CORP	55.	55.
TARGET CORP NT	2,938.	2,938.
TEVA PHARMACEUTICAL INDS LTD ADR (GERMAN	379.	379.
3M CO COM	40.	40.
TIME WARNER INC NEW COM	26.	26.
US BANCORP DEL COM NEW	142.	142.
UNITED PARCEL SERVICE CL B	971.	971.
UNITED STS STL CORP CONV NEW SR UNSECD N	19.	19.
UNITED TECHNOLOGIES CORP	203.	203.
V F CORP	37.	37.
VERIZON COMMUNICATIONS	343.	343.
WAL MART STORES INC	2,795.	2,795.
WASTE MANAGEMENT INC	21.	21.
WELLS FARGO COMPANY	77.	77.
WELLS FARGO & CO NEW SR NT	2,188.	2,188.
WILLIAMS COS INC DEL COM	64.	64.
XCEL ENERGY INC COM	62.	62.
ACCENTURE PLC CL A COM	45.	45.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
XL GROUP PLC COM	46.	46.
ACE LTD COM	49.	49.
TE CONNECTIVITY LTD COM	43.	43.
TRANSOCEAN LTD COM	30.	30.
TYCO ELECTRONICS LTD COM	19.	19.
TOTAL	62,439.	62,439.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CITIGROUP INC	16.	16.
FORD MTR CO CAP TR II TR ORIGINATED PFD	27.	27.
TOTALS	43.	43.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	44.	44.
EXCISE TAX - PRIOR YEAR	1,372.	
FEDERAL EXCISE ESTIMATES	1,788.	
TOTALS	3,204.	44.

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

=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2010	860.
ROC ADJUSTMENT - 2011	197.

TOTAL	1,057.
	=====

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

=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2011	671.
ROC ADJUSTMENT - 2010	192.
BASIS ADJUSTMENT- 2011 SALES	107.
NET ROUNDING	12.
NET FACTORING ADJUSTMENT	19.

TOTAL	1,001.
	=====

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 21,769.

OFFICER NAME:

MARY CAROL GREGORY - C/O BOA

ADDRESS:

P.O. BOX 830241

DALLAS, TX 78283-0241

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 21,769.
=====

RECIPIENT NAME:
TEXAS A&M UNIVERSITY
FOUNDATION
ADDRESS:
401 GEORGE BUSH DR
COLLEGE STATION, TX 77840-2811
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VET. MEDICINE SCHOLARSHIPS - NEEDY STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
SUNSHINE ACRES CHILDREN'S
HOME, INC.
ADDRESS:
3405 N HIGLEY RD
MESA, AZ 85-215-970
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FACILITY MAINTENANCE 50% & SCHOLARSHIPS 50%
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
CHRISTUS CONTINUING CARE
ADDRESS:
4241 WOODCOCK DR, SUITE A-100
SAN ANTONIO, TX 78228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OPERATIONS FOR CANCER PATIENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,126.

=====

RECIPIENT NAME:
BAYLOR COLLEGE OF
MEDICINE
ADDRESS:
ONE BAYLOR PLAZA, MS: BCM 160
HOUSTON, TX 77030-3411
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,126.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
2707 E VAN BUREN ST
PHOENIX, AZ 85008
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SENIORS MULTIPURPOSE CTR & WELFARE SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,126.

RECIPIENT NAME:
ASSISTANCE LEAGUE OF
SAN ANTONIO
ADDRESS:
P.O. BOX 13130
SAN ANTONIO, TX 78213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR SCHOOL BELL PROJECT OR SIMILAR PROJECTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
ROY MAAS YOUTH
ALTERNATIVES, INC.
ADDRESS:
3103 W AVE
SAN ANTONIO, TX 78213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
FAMILY VIOLENCE PREVENTION
SERVICES, INC.
ADDRESS:
7911 BROADWAY
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE BATTERED WOMEN & CHILDREN'S SHELTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
THE PEOPLE TO PEOPLE
HEALTH FOUNDATION
ADDRESS:
255 CARTER HALL LN
MILLWOOD, VA 22646
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PROJECT HOPE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
HOSPICE OF THE VALLEY
ADDRESS:
1510 E FLOWER ST
PHOENIX, AZ 85016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OPERATIONS FOR CANCER PATIENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,126.

RECIPIENT NAME:
GUIDE DOGS OF TEXAS
ADDRESS:
1503 ALLENA DR
SAN ANTONIO, TX 78213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT BLIND & ELDERLY SERVICES - TX & AZ
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

RECIPIENT NAME:
JUMET CHARITABLE FOUNDATION
ADDRESS:
P. O. BOX 144
DARLINGTON, PA 16115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP ASSISTANCE TO NEEDY STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PRIVATE 501(C)(3)
AMOUNT OF GRANT PAID 10,252.

TOTAL GRANTS PAID: 102,520.
=====

FEDERAL FOOTNOTES

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FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust MARY ILO SMITH CHARITABLE FOUNDATION	Employer identification number 74-2652604
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Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,488.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-2,488.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					34.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	12,376.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	12,410.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-2,488.
14	Net long-term gain or (loss):			
a	Total for year	14a		12,410.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		9,922.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

**Statement Attached to Form 990-PF, Return of Private Foundation
 Substantiation of Exercise of Expenditure Responsibility
 Form 990-PF, Part VII-B, Line 5c**

Name of Foundation: **MARY ILO SMITH FOUNDATION**
 EIN: **74-2652604**
 Tax Year: **2011**

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (if Required)
Jumet Charitable Foundation PO Box 144 Darlington, PA 16115-0144	01/10/11	\$ 8,977	Educational	\$ 8,977	No	08/30/12	Not Required
Jumet Charitable Foundation PO Box 144 Darlington, PA 16115-0144	11/23/11	\$ 10,252	Educational	\$ 10,252	No	08/30/12	Not Required

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	2110.000	23,824.95	63,806.40
002824100	ABBOTT LABS	1288.000	10,482.56	72,424.24
02209S103	ALTRIA GROUP INC	125.000	2,049.87	3,706.25
025537101	AMERICAN ELEC PWR INC	58.000	1,795.45	2,395.98
025816109	AMERICAN EXPRESS CO	79.000	3,050.89	3,726.43
031162100	AMGEN INC	1040.000	33,889.14	66,778.40
053015103	AUTOMATIC DATA PROCESSING INC	70.000	2,527.62	3,780.70
088606108	BHP BILLITON LTD	32.000	2,215.04	2,260.16
09247X101	BLACKROCK INC	17.000	2,666.79	3,030.08
097023105	BOEING CO	34.000	2,216.15	2,493.90
110122108	BRISTOL MYERS SQUIBB CO	252.000	7,657.90	8,880.48
12572Q105	CME GROUP INC	10.000	2,448.71	2,436.70
166764100	CHEVRON CORP	104.000	8,687.90	11,065.60
171232101	CHUBB CORP	55.000	3,705.29	3,807.10
17275R102	CISCO SYS INC	2000.000	46,728.00	36,160.00
25243Q205	DIAGEO PLC	56.000	3,327.52	4,895.52
253868103	DIGITAL RLTY TR INC	41.000	2,657.37	2,733.47
260003108	DOVER CORP	86.000	3,533.07	4,992.30
263534109	DU PONT E I DE NEMOURS & CO	64.000	2,896.14	2,929.92
291011104	EMERSON ELEC CO	48.000	2,338.88	2,236.32
30231G102	EXXON MOBIL CORP	1714.000	70,978.70	145,278.64
302570BC9	FPL GROUP CAP INC	50000.000	58,239.50	59,650.00
363576109	GALLAGHER ARTHUR J & CO	85.000	2,639.54	2,842.40
369604103	GENERAL ELEC CO	3000.000	2,681.75	53,730.00
37733W105	GLAXOSMITHKLINE PLC	67.000	2,844.02	3,057.21
423074103	HEINZ H J CO	85.000	3,871.59	4,593.40
437076102	HOME DEPOT INC	178.000	3,763.12	7,483.12
438516106	HONEYWELL INTL INC	81.000	3,746.22	4,402.35
458140100	INTEL CORP	3280.000	98,346.80	79,540.00
459200101	INTERNATIONAL BUSINESS MACHS	54.000	4,712.50	9,929.52
464287226	ISHARES	400.000	40,808.00	44,100.00
464288646	ISHARES	500.000	52,251.50	52,100.00
46625H100	J P MORGAN CHASE & CO	158.000	6,829.68	5,253.50
478160104	JOHNSON & JOHNSON	1687.000	77,002.53	110,633.46

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
494368103	KIMBERLY CLARK CORP	59.000	4,193 51	4,340.04
49456B101	KINDER MORGAN INC DEL	111.000	3,091 71	3,570.87
532716107	LIMITED BRANDS INC	50 000	2,119 97	2,017 50
535678106	LINEAR TECHNOLOGY CORP	44.000	1,409 95	1,321 32
580135101	MCDONALDS CORP	68 000	4,709 99	6,822.44
58933Y105	MERCK & CO INC	1169.000	78,773 88	44,071.30
589433101	MEREDITH CORP	52 000	1,446 69	1,697.80
59156R108	METLIFE INC	64 000	3,240 53	1,995 52
594918104	MICROSOFT CORP	2277.000	92,481 60	59,110.92
65339F101	NEXTERA ENERGY INC	36.000	1,886.88	2,191 68
655664100	NORDSTROM INC	40.000	861.82	1,988.40
655844108	NORFOLK SOUTHERN CORP	30 000	2,199.08	2,185 80
670346105	NUCOR CORP	68 000	2,789.56	2,690 76
674599105	OCCIDENTAL PETE CORP DEL	42.000	1,453 20	3,935 40
69331C108	PG&E CORP	38.000	1,438 43	1,566.36
693390700	PIMCO TOTAL RETURN FUND	17754 265	195,652.00	192,988 86
693475105	PNC FINL SVCS GROUP INC	71.000	4,681 05	4,094 57
701094104	PARKER HANNIFIN CORP	26 000	1,097.65	1,982 50
707887105	PENN WEST PETE LTD	85.000	1,479.28	1,683 00
713448108	PEPSICO INC	2000.000	75,550 00	132,700 00
717081103	PFIZER INC	2171.000	83,569 74	46,980 44
718172109	PHILIP MORRIS INTL INC	140 000	6,272 76	10,987.20
74144T108	PRICE T ROWE GROUP INC	43 000	1,185.04	2,448 85
742718109	PROCTER & GAMBLE CO	2069.000	12,942 72	138,022 99
744573106	PUBLIC SVC ENTERPRISE GROUP	92.000	3,020.24	3,036.92
74460D109	PUBLIC STORAGE INC	16.000	2,080.38	2,151 36
749685103	RPM INTL INC	99 000	2,204.84	2,430 45
755111507	RAYTHEON CO	63 000	2,723 23	3,047 94
780259206	ROYAL DUTCH SHELL PLC	111.000	7,394.21	8,112.99
78463V107	SPDR GOLD TR	125.000	12,050.00	18,998 75
806857108	SCHLUMBERGER LTD	1000.000	28,100 49	68,310 00
816851109	SEMPRA ENERGY	60 000	3,360 65	3,300 00
824348106	SHERWIN WILLIAMS CO	34 000	2,856 03	3,035.18
872540109	TJX COS INC NEW	31 000	1,851.36	2,001.05

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
87612E106	TARGET CORP	73 000	3,840 45	3,739 06
87612EAN6	TARGET CORP	50000.000	52,425.50	59,214 00
882508104	TEXAS INSTRS INC	81 000	2,559 82	2,357 91
887317303	TIME WARNER INC	111.000	3,780 86	4,011 54
902973304	US BANCORP DEL	176 000	4,876 80	4,760.80
911312106	UNITED PARCEL SVC INC	400 000	30,767.00	29,276 00
913017109	UNITED TECHNOLOGIES CORP	49.000	2,474.20	3,581.41
92343V104	VERIZON COMMUNICATIONS INC	241.000	8,122.94	9,668.92
931142103	WAL-MART STORES INC	2046.000	104,646 21	122,268 96
94106L109	WASTE MGMT INC DEL	61.000	1,883 80	1,995 31
949746101	WELLS FARGO & CO	106 000	3,156 25	2,921 36
949746NY3	WELLS FARGO & CO	50000 000	49,335 00	51,675 00
G1151C101	ACCENTURE PLC	79 000	4,122.74	4,205.17
H8817H100	TRANSOCEAN LTD	38 000	2,008.28	1,458 82
	Cash/Cash Equivalent	75879 690	75,879 69	75,879.69
		Totals	1,597,462.70	2,049,966.66