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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation

A Employer identification number

VIVIAN L. SMITH FOUNDATION

76-0101380

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

Room/suite

1900 WEST LOOP SOUTH

1050

B Telephone number

(713) 986-8030

City or town, state, and ZIP code

HOUSTON, TX 77027-3207

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

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

\$ 78,131,130. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	3 Dividends and interest from securities	2,117,007.	2,117,007.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,442,857.			
	b Gross sales price for all assets on line 6a	25,616,235.			
	7 Capital gain net income (from Part IV, line 2)		2,442,857.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss)				
	11 Other income	48,122.	48,122.		STATEMENT 3
	12 Total. Add lines 1 through 11	4,607,994.	4,607,994.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	7,981.	3,991.		3,990.
	c Other professional fees	465,926.	415,926.		50,000.
	17 Interest				
	18 Taxes	121,864.	31,054.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	2,049.	361.		1,688.
	24 Total operating and administrative expenses. Add lines 13 through 23	597,820.	451,332.		55,678.
	25 Contributions, gifts, grants paid	3,679,000.			3,679,000.
	26 Total expenses and disbursements. Add lines 24 and 25	4,276,820.	451,332.		3,734,678.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	331,174.			
	b Net investment income (if negative, enter -0-)		4,156,662.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

11270925 785648 76-0101380

2011.04000 VIVIAN L. SMITH FOUNDATION 76-01012

914 16

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,490.	5,377.	5,377.
	2 Savings and temporary cash investments	5,440.	5,448.	5,448.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	121,462.	120,652.	120,652.
	10a Investments - U.S. and state government obligations STMT 8	1,439,515.	3,944,624.	4,101,663.
	b Investments - corporate stock STMT 9	49,050,600.	50,595,473.	56,526,504.
	c Investments - corporate bonds STMT 10	19,092,259.	17,061,498.	17,316,015.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,741,290.	55,471.	55,471.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	71,456,056.	71,788,543.	78,131,130.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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	71,456,056.	71,788,543.		
30 Total net assets or fund balances	71,456,056.	71,788,543.		
31 Total liabilities and net assets/fund balances	71,456,056.	71,788,543.		

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	71,456,056.
2 Enter amount from Part I, line 27a	2	331,174.
3 Other increases not included in line 2 (itemize) ▶ WASH SALE VALLEY FORGE	3	3,591.
4 Add lines 1, 2, and 3	4	71,790,821.
5 Decreases not included in line 2 (itemize) ▶ WASH SALE VALLEY FORGE	5	2,278.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,788,543.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 25,616,235.		23,173,378.	2,442,857.	
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) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			2,442,857.	
2 Capital gain net income or (net capital loss)		2		2,442,857.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,369,172.	76,093,496.	.044277
2009	4,165,552.	69,415,189.	.060009
2008	4,202,869.	82,746,444.	.050792
2007	4,072,504.	89,882,403.	.045309
2006	3,896,767.	83,497,428.	.046669
2 Total of line 1, column (d)		2	.247056
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	.049411
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	81,291,432.
5 Multiply line 4 by line 3		5	4,016,691.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	41,567.
7 Add lines 5 and 6		7	4,058,258.
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.		8	3,734,678.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	83,133.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	83,133.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	83,133.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	120,652.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	145,652.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	62,519.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► R. E. SMITH INTERESTS, INC. Telephone no. ► 713-986-8030 Located at ► 1900 WEST LOOP SOUTH, # 1050, HOUSTON, TX ZIP+4 ► 77027-3207			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <i>STMT 14</i> ☒ Yes ☐ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <i>STMT 14</i> ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <i>STMT 14</i> ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <i>STATEMENT 14</i> ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2011)

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	82,489,501.
b	Average of monthly cash balances	1b	39,872.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	82,529,373.
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	82,529,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,237,941.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	81,291,432.
6	Minimum investment return. Enter 5% of line 5	6	4,064,572.

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	4,064,572.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	83,133.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	83,133.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,981,439.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,981,439.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,981,439.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,734,678.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,734,678.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,734,678.

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.

Form 990-PF (2011)

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				3,981,439.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,656,866.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 3,734,678.				
a Applied to 2010, but not more than line 2a			3,656,866.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				77,812.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,903,627.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT # 24				3,679,000.
Total				3,679,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	8.	
4 Dividends and interest from securities			14	2,117,007.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16		
7 Other investment income			14	48,122.	
8 Gain or (loss) from sales of assets other than inventory			18	2,442,857.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,607,994.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 4,607,994.	

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

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

▼ NOT APPLICABLE

Part XVII

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

- | | | | |
|---|-------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☒ No	
	Signature of officer or trustee <i>Luzanne R Benson</i>		Date 11-1-12	Title President		
Paid Preparer Use Only	Print/Type preparer's name DOUGLAS D. ROBB		Preparer's signature <i>[Signature]</i>	Date 10/29/2012	Check ☐ if self-employed	PTIN P00780826
	Firm's name ▶ DELOITTE TAX LLP				Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 1111 BAGBY STREET, SUITE 4500 HOUSTON, TX 77002				Phone no. 713-982-2000	

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

SOURCE	AMOUNT
FROST NATIONAL BANK	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALETHEIA DIVIDENDS	26,176.	0.	26,176.
ALETHEIA DIVIDENDS	102.	0.	102.
DANA DIVIDENDS	57,877.	0.	57,877.
DANA DIVIDENDS	420.	0.	420.
DRIEHAUS ACTIVE INCOME	135,633.	0.	135,633.
DRIEHAUS INTERNATIONAL DIVIDENDS	0.	0.	0.
DRIEHAUS SMALL CAP LP-DIVIDENDS	0.	0.	0.
EATON VANCE DIVIDENDS	20.	0.	20.
EATON VANCE INTEREST	408,608.	0.	408,608.
EATON VANCE INTEREST	21,369.	0.	21,369.
FAYEZ DIVIDENDS	342,987.	0.	342,987.
INVESTORS TREASURY FUND DIVIDENDS	230.	0.	230.
IVY DIVIDENDS	37,771.	0.	37,771.
LEUTHOLD DIVIDENDS	53,504.	0.	53,504.
LEUTHOLD METALS INTEREST	0.	0.	0.
MANNING OVERSEAS DIVIDENDS	122,580.	0.	122,580.
MITCHELL DIVIDENDS	111,697.	0.	111,697.
PIMCO TOTAL RETURN DIVIDENDS	336,073.	0.	336,073.
RANGER SMALL CAP DIVIDENDS	6,308.	0.	6,308.
SILCHESTER INTEREST	5.	0.	5.
SILCHESTER INTERNAT-DIVIDENDS	208,852.	0.	208,852.
TEMPLETON GLOBAL DIVIDENDS	93,784.	0.	93,784.
VALLEY FORGE DIVIDENDS	<11.>	0.	<11.>
VALLEY FORGE DIVIDENDS	134,696.	0.	134,696.
WCM DIVIDENDS	18,616.	0.	18,616.
WCM DIVIDENDS	<290.>	0.	<290.>
TOTAL TO FM 990-PF, PART I, LN 4	2,117,007.	0.	2,117,007.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SILCHESTER (36-7045759)	18,154.	18,154.	
WCM ADJUSTMENT	30.	30.	
EV ADJUSTMENT	69.	69.	
DRIEHAUS SMALL CAL LP (66-0600405)	<16,359.>	<16,359.>	
LEUTHOLD INDUSTRIAL METALS FUND LP (20-0181434)	0.	0.	
ROGERS RAW MATERIAL (36-4173003)	46,153.	46,153.	
RANGER SMALL CAP (11-3693802)	75.	75.	
TOTAL TO FORM 990-PF, PART I, LINE 11	48,122.	48,122.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ADVISORY	5,900.	2,950.		2,950.
TAX ACCOUNTING	2,081.	1,041.		1,040.
TO FORM 990-PF, PG 1, LN 16B	7,981.	3,991.		3,990.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	100,000.	50,000.		50,000.
ADVISORS-FAYEZ	65,816.	65,816.		0.
ADVISORS-EATON VANCE	43,807.	43,807.		0.
ADVISORS-LOWERY	63,325.	63,325.		0.
ADVISORS-SILCHESTER	56,601.	56,601.		0.
ADVISORS-VALLEY FORGE	28,498.	28,498.		0.
ADVISORS-DANA	17,479.	17,479.		0.
ADVISORS-WCM	28,306.	28,306.		0.
ADVISORS-LEUTHOLD INDUSTRIAL METALS	0.	0.		0.
ADVISORS-MITCHELL	31,095.	31,095.		0.
ADVISORS-ALETHEIA	14,226.	14,226.		0.

VIVIAN L. SMITH FOUNDATION

76-0101380

INVESTMENT EXPENSE RANGER	16,773.	16,773.	0.
TO FORM 990-PF, PG 1, LN 16C	465,926.	415,926.	50,000.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX-FAYEZ	9,188.	9,188.		0.
FOREIGN TAX-SILCHESTER	15,158.	15,158.		0.
FOREIGN TAX-VALLEY FORGE	2,723.	2,723.		0.
EXCISE TAX	90,810.	0.		0.
FOREIGN TAX-DANA	289.	289.		0.
FOREIGN TAX-MITCHELL	3,051.	3,051.		0.
FOREIGN TAX-WCM	15.	15.		0.
FOREIGN TAX-ALETHEIA	630.	630.		0.
TO FORM 990-PF, PG 1, LN 18	121,864.	31,054.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	695.	0.		695.
DELIVERY SERVICE	993.	0.		993.
OTHER INVESTMENT EXPENSE	238.	238.		0.
BANK FEES	49.	49.		0.
HOCKLEY FEES	40.	40.		0.
HOCKLEY DELIVERY	34.	34.		0.
TO FORM 990-PF, PG 1, LN 23	2,049.	361.		1,688.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - EATON VANCE	X		3,944,624.	4,101,663.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,944,624.	4,101,663.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,944,624.	4,101,663.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALETHEIA	0.	0.
DANA	3,860,943.	4,073,715.
DRIEHAUS ACTIVE INCOME	2,572,269.	2,162,157.
FORWARD TACTICAL GROUP	2,513,020.	2,451,238.
INVESTMENT - DRIEHAUS	3,230,642.	1,964,681.
INVESTMENT - FAYEZ SAROFIM	6,071,182.	12,358,095.
INVESTMENT-INVESTORS TREASURY	396,802.	396,802.
IVY ASSET STRATEGY	2,544,801.	2,588,811.
LEUTHOLD CORE INVESTMENT	2,478,363.	2,438,821.
MANNING OVERSEAS	6,160,176.	4,775,282.
MITCHELL	7,064,983.	8,666,266.
RANGER	2,220,726.	2,403,731.
SILCHESTER INTERNATIONAL	5,347,346.	5,311,649.
VALLEY FORGE	4,380,250.	4,965,309.
WCM	1,753,970.	1,969,947.
TOTAL TO FORM 990-PF, PART II, LINE 10B	50,595,473.	56,526,504.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - EATON VANCE	4,771,490.	4,971,083.
PIMCO	7,681,720.	7,915,508.
FX STRATEGY GLOBAL	2,000,000.	2,097,510.
FRANKLIN TEMPLETON BONDS	2,608,288.	2,331,914.
TOTAL TO FORM 990-PF, PART II, LINE 10C	17,061,498.	17,316,015.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	FMV	14.	14.
DRIEHAUS SMALL CAP LTD	FMV	0.	0.
ROGERS RECEIVABLE	COST	9,304.	9,304.
RECEIVABLE ROGERS	FMV	46,153.	46,153.
TOTAL TO FORM 990-PF, PART II, LINE 13		55,471.	55,471.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD H. SKINNER 2001 KIRBY DRIVE, STE 910 HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
SUZANNE R. BENSON 1410 MEADOW RUE COURT SUGAR LAND, TX 77479	PRESIDENT/TRUSTEE 2.00	0.	0.	0.
SANDRA SMITH DOMPIER 2025 POST OAK HOUSTON, TX 77056	TRUSTEE 1.00	0.	0.	0.
H. DEVON GRAHAM, JR. 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	VICE PRESIDENT 8.00	0.	0.	0.
AMY M. MECKEL 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	SEC/TREA 10.00	0.	0.	0.
CYNTHIA J. ADKINS 3239 HUNTINGDON PLACE HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
RANSOM C. LUMMIS 5959 CORPORATE DR STE 1400 HOUSTON, TX 77036	TRUSTEE 2.00	0.	0.	0.

VIVIAN L. SMITH FOUNDATION

76-0101380

KIRBY COHN MCCOOL
3953 DEL MONTE DRIVE
HOUSTON, TX 77019

TRUSTEE
2.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(713)986-8030

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

VIVIAN L. SMITH FOUNDATION
EIN: 76-0101380
Form 990 PF
2011

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

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

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

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Archway Academy Houston, TX Purpose: Scholarship support	Public Charity	10,000.00
Baylor College of Medicine Houston, TX Purpose: General Contribution	Public Charity	32,000.00
Boy Scouts of America Sam Houston Area Council Houston, TX Purpose: Supporting Scouting Program	Public Charity	10,000.00
Boys and Girls Country Hockley, TX Purpose: Keepin on for Kids Grant	Public Charity	10,000.00
Buffalo Bayou Partnership Houston, TX Purpose: Buffalo Bayou Park Project	Public Charity	25,000.00
Camp for All Foundation Houston, TX Purpose: Reaching for the Stars Program	Public Charity	100,000.00
Cancare of Houston Inc Houston, TX Purpose: General Contribution for program services	Public Charity	10,000.00
Casa de Esperanza de los Ninos Houston, TX Purpose: Support residential program	Public Charity	10,000.00
Cathedral Health & Outreach Ministries Houston, TX Purpose: The Beacon	Public Charity	5,000.00
Center Foundation Houston, TX Purpose: Renovation of West Dallas Campus	Public Charity	50,000.00
Child Advocates, Inc Houston, TX Purpose: Court Services Program	Public Charity	20,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Children's Museum of Houston Houston, TX Purpose: Support FLIP Program	Public Charity	25,000.00
Christ Church Cathedral Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Christo Rey Jesuit College Preparatory School of Houston Houston, TX Purpose: General Contribution for transportation program	Public Charity	25,000.00
<u>Christus Stehlin Foundation</u> Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Combat Marine Outdoors Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Communities in Schools Houston, Inc. Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Cornerstone Recovery Houston, TX Purpose: Adventure Learning Program	Public Charity	25,000.00
Council on Alcohol and Drugs Houston Houston, TX Purpose: Next 60 Years Capital Campaign	Public Charity	50,000.00
Council on Alcohol and Drugs Houston Houston, TX Purpose: Next 60 Years Capital Campaign	Public Charity	50,000.00
Covenant House Texas Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Crime Stoppers of Houston Houston, TX Purpose: General Contribution	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Cystic Fibrosis Foundation Houston, TX Purpose: B Johnson Memorial Cowboy Classic	Public Charity	50,000.00
De Pelchin Children's Center Houston, TX Purpose: Elkins Residential Treatment	Public Charity	15,000.00
Depression & Bipolar Support Alliance of Greater Houston Houston, TX Purpose: General Contribution for operations	Public Charity	5,000.00
Dress for Success Houston Houston, TX Purpose: Build Up Suit Up Capital Campaign	Public Charity	100,000.00
Easter Seals of Greater Houston Bellaire, TX Purpose: Caroline School	Public Charity	20,000.00
Epilepsy Foundation of Southeast Texas Houston, TX Purpose: Camp Spike 'n Wave	Public Charity	15,000.00
Episcopal High School Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Episcopal High School Houston, TX Purpose: Building fund	Public Charity	50,000.00
Episcopal High School Houston, TX Purpose: Building fund	Public Charity	50,000.00
Episcopal High School Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Girl Scouts of San Jacinto Council Houston, TX Purpose: Gatherings Pavillion	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Good Samaritan Foundation of Texas, Inc Houston, TX Purpose: Nursing scholarships	Public Charity	50,000.00
Goodwill Industries of Houston Houston, TX Purpose: New stores & new central building	Public Charity	100,000.00
Gulf Coast Regional Blood Center Houston, TX Purpose: Purchase New Donor Coach	Public Charity	25,000.00
Heritage Society at Sam Houston Park Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Holocaust Museum of Houston Houston, TX Purpose: Youth & Law Program	Public Charity	10,000.00
Houston Achievement Place Houston, TX Purpose Project CLASS	Public Charity	10,000.00
Houston Aphasia Recovery Center Houston, TX Purpose: General Contribution for operations	Public Charity	5,000.00
Houston Christian High School Houston, TX Purpose: General Contribution	Public Charity	20,000.00
Houston Hospice Houston, TX Purpose: General Contribution for operations	Public Charity	50,000 00
Houston Junior Forum Houston, TX Purpose General Contribution	Public Charity	15,000.00
Houston Read Foundation Houston, TX Purpose General Contribution for operations	Public Charity	10,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Houstons School for the Performing & Visual Arts Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Houston Symphony Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Joy School Houston, TX Purpose: Key to the Future Campaign	Public Charity	100,000.00
Joy School Houston, TX Purpose: Key to the Future Campaign	Public Charity	100,000.00
Julia Ideson Library Preservation Partner Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Julie Rogers Gift of Life Program Beaumont, TX Purpose: General Contribution	Public Charity	10,000.00
Kids Meals Houston, TX Purpose: Support Meal preparation & delivery	Public Charity	20,000 00
Kincaid School Houston, TX Purpose: Tomorrow's Promise Campaign	Public Charity	20,000.00
Make a Wish Foundation Houston, TX Purpose: General Contribution	Public Charity	15,000 00
Memorial Herman Foundation Houston, TX Purpose: Vascular disease research	Public Charity	50,000.00
Memorial Park Conservancy Houston, TX Purpose: General Contribution	Public Charity	10,000 00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Menil Foundation Houston, TX Purpose: Art history fellowship program	Public Charity	39,000.00
Menninger Clinic Houston, TX Purpose: Miracles in Mind Capital Campaign	Public Charity	100,000.00
Menninger Clinic Houston, TX Purpose: Miracles in Mind Capital Campaign	Public Charity	100,000.00
Methodist Hospital Foundation Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Methodist Hospital Foundation Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Museum of Fine Arts Houston, TX Purpose: Bayou Bend 50th Anniversary	Public Charity	25,000.00
Neighborhood Centers Inc Houston, TX Purpose: Community based initiatives	Public Charity	50,000.00
New Hope Housing Houston, TX Purpose: 4415 Perry SRO House	Public Charity	25,000.00
Palmer Drug Abuse Program Houston, TX Purpose: Recovery and Prevention Programs	Public Charity	15,000.00
Project Grad Houston Bellaire, TX Purpose: College Institute Program	Public Charity	50,000.00
Regis School of the Sacred Heart Houston, TX Purpose: Student Life Center Campaign	Public Charity	30,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Regis School of the Sacred Heart Houston, TX Purpose: Student Life Center Campaign	Public Charity	30,000.00
Rice University Houston, TX Purpose: School of Continuing Studies	Public Charity	25,000.00
Rice University Houston, TX Purpose: James A Baker III Institute for Public Policy	Public Charity	5,000.00
Rice University Houston, TX Purpose: Jesse H Hones Graduate School of Business	Public Charity	5,000.00
Ronald McDonald House of Houston, Inc Houston, TX Purpose: Holcombe House 1 yr bedroom	Public Charity	25,000.00
San Jacinto Museum of History La Porte, TX Purpose: General Contribution	Public Charity	2,500.00
Spay Neuter Assistance Program Houston, Texas Purpose: Houston Mobil Clinic Project	Public Charity	25,000.00
Special Olympics Texas Houston, TX Purpose: Houston area program	Public Charity	25,000.00
St Edwards University Austin, TX Purpose: Graphic Design Program	Public Charity	20,000 00
St John's Methodist Church Richmond, TX Purpose: General Contribution	Public Charity	25,000.00
St John's School Houston, Texas Purpose: General Contribution	Public Charity	20,000 00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

St Lukes Episcopal Health Charities Houston, Texas Purpose: General Contribution	Public Charity	1,000.00
St Luke's Methodist Church Houston, Texas Purpose: General Contribution	Public Charity	5,000.00
The Beacon Houston, TX Purpose: Direct services and program operations	Public Charity	5,000.00
The Sunshine Kids Foundation Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Teach for America Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Teach for America Houston, TX Purpose: General Contribution	Public Charity	2,500.00
Texas Children's Hospital Houston, TX Purpose: Congenital Heart Surgery	Public Charity	2,000.00
Texas Children's Hospital Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Texas Children's Hospital Houston, TX Purpose: General Contribution for Dr. Justino	Public Charity	75,000.00
Texas Exes Houston, TX Purpose: General Contribution	Public Charity	12,000.00
Texas Heart Institute at St Lukes Episcopal Hospital Houston, TX Purpose: General Contribution	Public Charity	5,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

Texas Heart Institute at St Lukes Episcopal Hospital Houston, TX Purpose: General Contribution	Public Charity	50,000.00
TIRR Foundation Houston, TX Purpose: Mission Connect	Public Charity	100,000.00
The Rose Houston, TX Purpose: Empower Her Sponsorship Program	Public Charity	50,000.00
The Rose Houston, TX Purpose: Empower Her Sponsorship Program	Public Charity	50,000.00
Unity Theatre Brenham, TX Purpose: General Contribution	Public Charity	3,000.00
University of Houston Houston, TX Purpose: General Contribution	Public Charity	25,000.00
University of Houston Houston, TX Purpose: Sugarland System contribution	Public Charity	50,000 00
University of Houston Houston, TX Purpose General Contribution	Public Charity	25,000.00
University of Texas Austin, TX Purpose. School of Social Work	Public Charity	2,000.00
University of Texas Austin, TX Purpose. Division of Diversity and Community	Public Charity	2,000.00
University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	60,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2011
EIN: 76-0101380

University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	70,000.00
University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	25,000.00
University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	75,000.00
University of Texas Medical Branch Galveston, TX Purpose: Patient Simulation Program	Public Charity	25,000.00
University of Texas MD Anderson Cancer Center Houston, TX Purpose: General Contribution	Public Charity	200,000.00
University of Texas MD Anderson Cancer Center Houston, TX Purpose: General Contribution for Kripke Legends	Public Charity	10,000.00
University of Texas MD Anderson Cancer Center Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Way Station Palmer Memorial Episcopal Church Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Yellowstone Academy Houston, TX Purpose: General Contribution	Public Charity	1,000.00
YMCA of Greater Houston Area Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Total Contributions , Part XV		3,679,000.00

76-0101380

STATEMENT 25

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
60. AGRUM INC COM	11/11/2008	08/23/2011	4,812.49	2,132.61	2,679.88
320. ALLSTATE CORP COM	12/16/2008	04/07/2011	10,153.34	9,436.85	716.49
145. ALLSTATE CORP COM	VAR	08/23/2011	3,581.08	4,214.34	-633.26
315. BARNES & NOBLE INC COM	12/24/2009	05/26/2011	6,080.67	6,084.67	-4.00
200. CANADIAN OIL SANDS LTD COM	02/11/2009	05/26/2011	6,095.88	3,518.81	2,577.07
45. CATERPILLAR INC COM	01/17/2008	05/26/2011	4,696.24	2,829.60	1,866.6
25. CITIGROUP INC COM NEW	01/17/2008	05/26/2011	1,011.49	6,452.50	-5,441.01
70. COCA COLA CO COM	01/17/2008	05/20/2011	4,765.14	4,396.00	369.14
25. COCA COLA CO COM	01/17/2008	08/23/2011	1,711.69	1,570.00	141.69
25. COMCAST CORP CL A	06/10/2009	04/07/2011	614.73	353.41	261.32
195. COMCAST CORP CL A	06/10/2009	10/07/2011	4,330.88	2,756.62	1,574.26
1625. DUKE ENERGY HLDG CORP COM	VAR	08/23/2011	29,760.65	28,636.35	1,124.30
35. EXXON MOBIL CORP	03/08/2010	05/26/2011	2,887.24	2,332.40	554.84
205. GOLDCORP INC COM	01/17/2008	08/23/2011	10,507.19	6,961.61	3,545.58
95. GOLDCORP INC COM	01/17/2008	10/07/2011	4,421.01	3,226.11	1,194.90
100. GOODYEAR TIRE & RUBR CO	11/12/2009	03/23/2011	1,490.60	1,402.19	88.41
225. GOODYEAR TIRE & RUBR CO	11/12/2009	08/23/2011	2,565.36	3,154.93	-589.57
210. H J HEINZ CO COM	01/17/2008	10/07/2011	10,620.92	9,460.50	1,160.42
115. INTEL CORP COM	03/08/2010	08/23/2011	2,241.79	2,392.00	-150.21
425. INTEL CORP COM	03/08/2010	10/07/2011	9,512.54	8,840.00	672.54
20. INTERNATIONAL BUSINESS MACHS COM					
25. INTERNATIONAL BUSINESS MACHS COM	01/17/2008	05/26/2011	3,346.20	2,048.30	1,297.90
20. J P MORGAN CHASE & CO COM	01/17/2008	08/23/2011	4,078.71	2,560.38	1,518.33
40. JOHNSON & JOHNSON	05/27/2008	05/26/2011	850.35	858.82	-8.47
85. JOHNSON & JOHNSON	01/17/2008	05/20/2011	2,620.00	2,725.20	-105.20
80. KRAFT FOODS INC CL A	01/17/2008	05/26/2011	5,582.45	5,791.05	-208.60
1740. MGM GRAND INC COM	01/17/2008	08/23/2011	2,701.54	2,493.60	207.94
145. MARKET VECTORS ETF TR GOLD	VAR	02/11/2011	27,001.84	47,428.22	-20,426.38
MINERS ETF FD	05/27/2009	08/23/2011	8,841.94	6,124.87	2,717.07
450. MURPHY OIL CORP COM	01/17/2008	03/23/2011	32,002.84	31,810.50	192.34
Totals					

76-0101380

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VIVIAN SMITH FDN-ALETHEI

76-0101380

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AVALONBAY CMNTYS INC COM	137.16
PLUM CREEK TIMBER CO INC COM	472.50
UDR INC COM	58.79

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

668.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)

668.00

1250 GAIN (JMT 29)

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TOTAL

220.00

888.00

VIVIAN SMITH FDN-ALETH1

76-0101380

FEDERAL CAPITAL GAIN DISTRIBUTIONS

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CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

AVALONBAY CMNTYS INC COM
UDR INC COM

55.44
164.22

TOTAL UNRECAPTURED SECTION 1250 GAIN

220.00

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

220.00

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
52000. APACHE CORP 5.25% DTD 04/16/2007 DUE 04/15/2013	12/17/2010	02/01/2011	56,531.28	56,643.60	-112.32
30000. BANC AMER CMBS SER 2004 6 CL A 5 FLTG RATE DTD 12/01	09/29/2010	07/06/2011	32,085.94	32,067.19	18.75
25000. BANC AMER CMBS SER 2005 1 CL A 5 FLTG RATE DTD 04/01	01/11/2011	05/18/2011	27,410.16	26,914.06	496.10
45000. BLACKROCK INC NT 4.25% DTD 05/24/2011 DUE 05/24/2021	05/19/2011	06/13/2011	44,782.65	44,742.60	40.05
35000. BOSTON PPTYS LTD PARTNERSHIP SR NT 5.625% D	09/21/2010	03/30/2011	37,473.45	38,691.80	-1,218.35
40000. BRANDYWINE OPER PARTNERSHIP L GRT NT 4.95%	03/30/2011	06/09/2011	41,208.00	39,562.80	1,645.20
55000. BROWN FORMAN CORP SR NT 2.50% DTD 12/16/2010 DUE 0	12/13/2010	07/07/2011	55,468.60	54,648.00	820.60
50000. CAMERON INTL CORP 6.375% DTD 06/26/2008 DUE 07/15/2	09/23/2010	08/03/2011	59,348.50	56,825.50	2,523.00
20000. CAPITAL ONE BK USA NATL ASSN SB NT ACRD 8.80% DTD	12/16/2010	08/08/2011	24,927.40	24,188.20	739.20
30000. CITIGROUP INC SUB NT 5.00% DTD 09/16/2004 DUE 09/15/2	09/21/2010	07/07/2011	31,508.40	31,242.00	266.40
25000. COMM SER 2005 LP5 CL A 4 FLTG RATE DTD 04/01	01/19/2011	07/07/2011	26,843.75	26,830.08	13.67
15000. CORN PRODS INTL INC 3.20% DTD 09/17/2010 DUE 11/01/2	09/14/2010	07/07/2011	15,354.00	14,973.45	380.55
25000. CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2003-C3 COML	06/09/2010	03/10/2011	25,841.80	25,535.16	306.6
45000. DOW CHEM CO NT 7.60% DTD 20000. DU PONT E I DE NEMOURS &	01/14/2011	11/04/2011	51,377.85	52,352.10	-974.25
CO 4.75% DTD 02/20/2009 DUE	09/20/2010	07/07/2011	21,759.06	22,475.00	-715.94
59.48 GMAC COML MTGE SECS SER	11/10/2011	12/10/2011	59.48	59.48	
15000. JANUS CAP GROUP INC NT 6.70% DTD 06/14/2007 DUE 0	05/17/2011	08/15/2011	16,312.20	16,613.40	-301.20
55000. KEYCORP MEDIUM TERM SR NTS 3.75% DTD 08/13/2010 DUE 0	08/10/2010	05/18/2011	56,894.20	54,932.90	1,961.30
Totals					



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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
10000. KOHLS CORP 6.25% DTD	03/29/2010	03/25/2011	11,470.60	11,143.20	327.40
09/28/2007 DUE 12/15/2017					
30000. LINCOLN NATL CORP IND SR	VAR	05/19/2011	31,800.90	30,114.30	1,686.60
NT 4.30% DTD 06/18/2010 DU					
50000. LUBRIZOL CORP SR NT 5.50%	11/03/2010	01/14/2011	54,564.50	56,133.00	-1,568.50
DTD 09/28/2004 DUE 10/01/2					
50000. MARATHON OIL CORP SR NT	09/17/2010	02/10/2011	56,871.50	57,112.00	-240.50
6.50% DTD 02/17/2009 DUE 0	11/03/2011	11/10/2011	16,029.76	15,951.68	78.0
16000. MATTEL INC NT 2.50% DTD					
87.97 MORGAN STANLEY CAP I INC	04/01/2010	02/15/2011	87.97	87.97	
2003 IQ4 MTG PASSTHRU CTF					
99.17 MORGAN STANLEY CAP I INC	04/01/2010	03/15/2011	99.17	99.17	
2003 IQ4 MTG PASSTHRU CTF					
77.74 MORGAN STANLEY CAP SER	02/10/2011	03/15/2011	77.74	77.74	
2003 IQ5 CL A 4 5.01% DTD					
535. MORGAN STANLEY CAP SER	02/10/2011	04/15/2011	535.00	535.00	
2003 IQ5 CL A 4 5.01% DTD					
1425.61 MORGAN STANLEY CAP SER	02/10/2011	05/15/2011	1,425.61	1,425.61	
2003 IQ5 CL A 4 5.01% DTD					
263.66 MORGAN STANLEY CAP SER	02/10/2011	06/15/2011	263.66	263.66	
2003 IQ5 CL A 4 5.01% DTD					
64.21 MORGAN STANLEY CAP SER	02/10/2011	07/15/2011	64.21	64.21	
2003 IQ5 CL A 4 5.01% DTD					
69.64 MORGAN STANLEY CAP SER	02/10/2011	08/15/2011	69.64	69.64	
2003 IQ5 CL A 4 5.01% DTD					
69.98 MORGAN STANLEY CAP SER	02/10/2011	09/15/2011	69.98	69.98	
2003 IQ5 CL A 4 5.01% DTD					
72.22 MORGAN STANLEY CAP SER	02/10/2011	10/15/2011	72.22	72.22	
2003 IQ5 CL A 4 5.01% DTD					
70.65 MORGAN STANLEY CAP SER	02/10/2011	11/15/2011	70.65	70.65	
2003 IQ5 CL A 4 5.01% DTD					
525.2 MORGAN STANLEY CAP SER	02/10/2011	12/15/2011	525.20	525.20	
2003 IQ5 CL A 4 5.01% DTD					
1184.75 NCUA GTD NTS TR 2010 R1	10/18/2010	03/09/2011	1,184.75	1,184.75	
GTD NT SER II A 1.84% DTD					
Totals					

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1191. NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	04/06/2011	1,191.00	1,191.00	
1200.83 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	05/05/2011	1,200.83	1,200.83	
987.08 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	06/07/2011	987.08	987.08	
1063.46 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	07/08/2011	1,063.46	1,063.46	
1011.42 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	08/04/2011	1,011.42	1,011.42	
1072.93 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	09/07/2011	1,072.93	1,072.93	
1024.97 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	10/06/2011	1,024.97	1,024.97	
960.71 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	02/04/2011	960.71	960.71	
1025.99 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	03/09/2011	1,025.99	1,025.99	
988.73 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	04/06/2011	988.73	988.73	
974.18 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	05/05/2011	974.18	974.18	
826.45 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	06/07/2011	826.45	826.45	
583.72 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	07/08/2011	583.72	583.72	
641.69 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	08/04/2011	641.69	641.69	
541.44 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	09/07/2011	541.44	541.44	
550.66 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	10/06/2011	550.66	550.66	
698.77 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	11/04/2011	698.77	698.77	
Totals					

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
403.35 NCUA GTD NTS TR 2010 C1	11/03/2010	03/02/2011	403.35	403.35	
GTD NT CL A 1 1.60% DTD 11					
403.72 NCUA GTD NTS TR 2010 C1	11/03/2010	03/29/2011	403.72	403.72	
GTD NT CL A 1 1.60% DTD 11					
419.16 NCUA GTD NTS TR 2010 C1	11/03/2010	04/27/2011	419.16	419.16	
GTD NT CL A 1 1.60% DTD 11					
406.36 NCUA GTD NTS TR 2010 C1	11/03/2010	05/27/2011	406.36	406.36	
GTD NT CL A 1 1.60% DTD 11					
420.54 NCUA GTD NTS TR 2010 C1	11/03/2010	06/29/2011	420.54	420.54	
GTD NT CL A 1 1.60% DTD 11					
407.58 NCUA GTD NTS TR 2010 C1	11/03/2010	07/27/2011	407.58	407.58	
GTD NT CL A 1 1.60% DTD 11					
422.04 NCUA GTD NTS TR 2010 C1	11/03/2010	08/29/2011	422.04	422.04	
GTD NT CL A 1 1.60% DTD 11					
422.72 NCUA GTD NTS TR 2010 C1	11/03/2010	09/28/2011	422.72	422.72	
GTD NT CL A 1 1.60% DTD 11					
410.19 NCUA GTD NTS TR 2010 C1	11/03/2010	10/27/2011	410.19	410.19	
GTD NT CL A 1 1.60% DTD 11					
45000. PHILIP MORRIS INTL INC NT					
2.90% DTD 11/15/2011 DUE 1	11/08/2011	11/18/2011	44,449.65	44,395.20	54.45
50000. QUEST DIAGNOSTICS INC SR					
NT 5.45% DTD 10/31/2005 DUE	04/12/2010	01/18/2011	54,521.50	54,146.00	375.50
55000. QUEST DIAGNOSTICS INC SR					
NT 4.75% DTD 11/17/2009 DUE	01/18/2011	03/30/2011	55,295.90	54,470.35	825.55
50000. ROWAN COS INC SR NT 5.00%					
DTD 08/30/2010 DUE 09/01/2011	08/19/2010	05/03/2011	52,853.50	49,752.00	3,101.50
55000. RYDER SYS MTN NT 3.50% DTD					
05/24/2011 DUE 06/01/2017	VAR	08/08/2011	56,803.45	55,081.55	1,721.90
15000. SAFEWAY INC NT 6.25% DTD	09/15/2010	05/03/2011	16,724.40	17,123.25	-398.85
10000. SANTANDER HLDGS USA INC SR					
NT 4.625% DTD 04/19/2011 DUE	04/14/2011	05/27/2011	10,297.90	9,955.90	342.00
60000. SUNTRUST BKS INC SR NT					
3.60% DTD 03/24/2011 DUE 03/24/2011	03/21/2011	05/25/2011	61,095.60	59,976.60	1,119.00
50000. TELEFONICA EMISONES SA GTD					
SR 4.949% DTD 07/06/2009 DUE	09/20/2010	06/13/2011	53,635.50	54,371.50	-736.00
Totals					

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
.55000. TOTAL CAPITAL GTD NT 3.00%					
DTD 06/24/2010 DUE 06/24/2	12/17/2010	07/07/2011	57,234.10	56,131.35	1,102.75
85000. U.S.A. TREASURY BOND					
6.875% DTD 08/15/1995 DUE	10/26/2010	07/08/2011	115,712.89	121,310.94	-5,598.05
215000. U.S.A. TREASURY BOND					
6.875% DTD 08/15/1995 DUE	VAR	08/18/2011	322,802.34	293,945.90	28,856.44
795000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	VAR	05/20/2011	830,868.16	879,052.74	-48,184.58
200000. US TREASURY BOND 4.500%					
DTD 02/15/06 DUE 02/15/203	06/14/2011	07/08/2011	209,414.06	210,515.62	-1,101.56
35000. US TREASURY NOTE 4.500%					
DTD 08/15/08 DUE 05/15/203	05/25/2011	08/18/2011	42,149.02	36,475.20	5,673.82
85000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	07/08/2011	78,928.22	78,724.61	203.61
20000. US TREASURY NOTE 4.000%					
DTD 02/15/05 DUE 02/15/201	05/11/2011	11/09/2011	22,290.63	22,007.81	282.82
185000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	08/18/2011	220,489.65	205,834.18	14,655.47
15000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	10/12/2011	17,601.56	16,689.26	912.30
30000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	11/03/2011	35,585.16	33,378.52	2,206.64
20000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	11/04/2011	23,772.66	22,252.34	1,520.32
40000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	11/08/2011	47,470.31	44,504.69	2,965.6
335000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	VAR	07/08/2011	363,147.86	361,592.77	1,555.09
15000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	08/02/2011	10/14/2011	16,798.83	16,594.34	204.49
70000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	VAR	11/09/2011	79,603.13	77,483.59	2,119.54
200000. US TREASURY NOTE 1.75% DTD					
11/15/2008 DUE 11/15/2011	VAR	04/28/2011	201,765.62	203,055.35	-1,289.73
Totals					



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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
440000. US TREASURY NOTE 1.75% DTD 11/15/2008 DUE 11/15/2011	03/29/2011	05/20/2011	443,437.50	444,262.50	-825.00
115000. US TREASURY NOTE 1.75% DTD 11/15/2008 DUE 11/15/2011	03/29/2011	07/08/2011	115,669.34	116,114.06	-444.72
845000. US TREASURY NOTE 1.375% DTD 11/15/2009 DUE 11/15/2011	VAR	07/08/2011	857,608.98	858,373.82	-764.84
20000. US TREASURY NOTE 1.375% DTD 11/15/2009 DUE 11/15/2011	08/18/2011	11/08/2011	20,245.31	20,299.22	-53.91
30000. US TREASURY NOTE 1.375% DTD 11/15/2009 DUE 11/15/2011	08/18/2011	11/16/2011	30,366.80	30,448.83	-82.03
25000. US TREASURY NOTE 1.375% DTD 11/15/2009 DUE 11/15/2011	08/18/2011	12/09/2011	25,284.18	25,374.02	-89.84
340000. US TREASURY NOTE 3.375% DTD 11/15/2009 DUE 11/15/2011	VAR	07/08/2011	358,367.98	362,251.95	-3,883.97
40000. US TREASURY NOTE 3.375% DTD 11/15/2009 DUE 11/15/2011	VAR	10/21/2011	44,551.56	40,357.81	4,193.75
25000. US TREASURY NOTE 3.375% DTD 11/15/2009 DUE 11/15/2011	03/30/2011	11/07/2011	28,275.39	25,285.16	2,990.23
40000. US TREASURY NOTE 3.375% DTD 11/15/2009 DUE 11/15/2011	VAR	11/17/2011	45,201.56	41,070.31	4,131.25
340000. US TREASURY NOTE 2.625% DTD 08/15/2010 DUE 08/15/2011	VAR	03/29/2011	317,846.88	341,007.42	-23,160.54
45000. US TREASURY NOTE 2.625% DTD 08/15/2010 DUE 08/15/2011	06/13/2011	08/18/2011	47,677.15	44,191.41	3,485.74
40000. VERIZON GLOBAL FDG CORP NT 6.875% DTD 06/21/2002 DUE 08/15/2011	09/27/2010	03/22/2011	42,907.60	44,041.60	-1,134.00
161.51 WACHOVIA CMBS SER 2004 C14 CL A 2 4.368% DTD 08/01/2011	05/12/2010	02/17/2011	161.51	161.51	
209.73 WACHOVIA CMBS SER 2004 C14 CL A 2 4.368% DTD 08/01/2011	05/12/2010	03/17/2011	209.73	209.73	
23616.9 WACHOVIA CMBS SER 2004 C14 CL A 2 4.368% DTD 08/01/2011	05/12/2010	04/15/2011	23,616.90	23,715.69	-98.79
Totals			6312269.00	6309344.00	2,926.00

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TEP159126 3 62 16 of 26

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
35000. AT&T BROADBAND CORP NT 9.455% DTD 11/18/2002 DUE	03/23/2009	01/06/2011	47,764.85	38,834.95	8,929.90
40000. ABBOTT LABS SR NT 6.00% DTD 03/03/2009 DUE 04/01/2	02/26/2009	07/07/2011	44,452.40	39,908.40	4,544.00
35000. AMERICAN EXPRESS CO SR NT 8.125% DTD 05/18/2009 DUE	09/08/2009	08/02/2011	45,232.60	39,950.05	5,282.55
50000. AMPHENOL CORP NEW SR NT 4.75% DTD 11/05/2009 DUE 1	03/25/2010	05/17/2011	54,345.50	51,381.50	2,964.00
25000. ANHEUSER BUSCH COS INC DEB 6.45% DTD 08/24/2007 DUE 0	12/11/2007	11/14/2011	32,581.00	26,602.73	5,978.27
50000. AVALONBAY CMNTYS INC MEDIUM TERM NTS 5.70% DTD	VAR	01/14/2011	56,054.00	50,014.50	6,039.50
25000. BANC AMER CMBS SER 2004 1 CL A 4 4.76% DTD 03/01/200	04/13/2010	05/26/2011	26,621.09	25,524.41	1,096.68
350000. BANK OF AMER CRP BAC 3.125% DTD 12/04/2008 DUE	03/23/2009	05/09/2011	360,930.85	361,368.00	-437.15
50000. BANK AMER FDG CORP 5.65% DTD 05/02/2008 DUE 05/01/2	05/14/2009	07/07/2011	50,842.14	42,697.00	8,145.14
75000. BARCLAYS BK PLC SR NT 5.00% DTD 09/22/2009 DUE 0	VAR	05/27/2011	80,970.00	77,009.55	3,960.45
36000. BEAR STEARNS CMBS SER 2004 TOP14 CL A 4 5.20% DTD 05/	VAR	07/07/2011	38,385.00	35,533.05	2,851.95
25000. BEAR STEARNS COML MTG SECS INC 2004 PWR3 COML MTG PAS	04/14/2010	08/04/2011	26,328.13	25,817.38	510.75
40000. BEAR STEARNS COS INC 7.25% DTD 02/01/2008 DUE 02/01/2	06/03/2008	06/17/2011	47,931.20	42,685.54	5,245.66
15000. BEAR STEARNS COS INC 7.25% DTD 02/01/2008 DUE 02/01/2	06/03/2008	08/02/2011	18,236.10	16,007.08	2,229.02
40000. BRITISH TELECOMMUNICATIONS PLC SR NT 5.95% DTD 12/12/	04/29/2010	06/13/2011	44,462.40	41,740.40	2,722.00
65000. CVS CAREMARK CORP NT 5.75% DTD 05/25/2007 DUE 06/01/2	VAR	04/08/2011	71,295.90	64,666.50	6,629.40
Totals					

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STATEMENT 36

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
30000. CITIGROUP INC SUB NT 5.00%					
DTD 09/16/2004 DUE 09/15/2	07/31/2009	06/17/2011	30,396.69	26,926.20	3,470.49
20000. CITIGROUP INC SUB NT 5.00%					
DTD 09/16/2004 DUE 09/15/2	03/23/2010	07/07/2011	21,005.60	20,004.40	1,001.20
30000. CITIGROUP COML MTG SER					
2004 C1 CL A 4 FLTG RATE D	04/01/2010	07/07/2011	32,219.53	31,600.78	618.75
290000. CITIGROUP INC FDIC GTD					
TLGP GTD NT 2.875% DTD 12/	03/23/2009	03/28/2011	295,246.10	296,661.30	-1,415.20
10000. COMCAST CORP NEW 6.30% DTD					
08/23/2007 DUE 11/15/2017	07/29/2009	01/06/2011	11,409.60	10,820.50	589.10
60000. CREDIT SUISSE N Y BRH					
6.00% DTD 02/19/2008 DUE 0	08/05/2009	05/23/2011	66,077.40	61,992.60	4,084.80
60000. CREDIT SUISSE FIRST BOSTON					
MTG SECS CORP 2004-C1 COML	10/23/2009	07/06/2011	63,351.56	59,336.72	4,014.84
45000. CSFB COML MTG PTC SER 2004					
C2 CL A 2 FLTG RATE DTD 06	09/17/2009	05/20/2011	48,796.88	44,613.28	4,183.60
30000. CREDIT SUISSE FIRST BOSTON					
MTG SECS CORP 2005-C1 COML	04/01/2010	07/07/2011	32,235.94	30,478.13	1,757.81
25000. DEVELOPERS DIVERSIFIED					
RLTY CO NT 7.50% DTD 03/19	03/16/2010	06/10/2011	28,501.50	24,998.75	3,502.75
30000. DISCOVER BK SUB NT 144A					
7.00% DTD 04/15/2010 DUE 0	04/13/2010	05/24/2011	34,152.90	30,349.80	3,803.10
60000. DISNEY WALT CO NEW MEDIUM					
TERM NTS BOOK ENTRY TRANCH	05/15/2009	07/29/2011	76,931.40	67,739.40	9,192.00
35000. DU PONT E I DE NEMOURS &					
CO 4.75% DTD 02/20/2009 DUE	03/10/2009	07/07/2011	38,078.35	33,456.15	4,622.20
12326.95 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	02/08/2011	12,450.22	13,074.79	-624.57
2805.83 FEDERAL HOME LN MTG CORP					
MULTICLASS MTG PARTN CTFS	10/23/2008	02/15/2011	2,805.83	2,805.83	
100000. FORD CREDIT AUTO TR 2008 C					
5.16% DTD 05/22/2008 DUE 0	07/30/2008	03/28/2011	103,187.50	99,281.00	3,906.50
585.43 GE CAP COML MTG CORP					
2002 2 COML MTG PASSTHRU C	03/16/2007	02/11/2011	585.43	585.43	
Totals					

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TEP159126 3 64 18 of 26

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
805.44 GE CAP COML MTG CORP	03/16/2007	03/11/2011	805.44	805.44	
3868.39 GE CAP COML MTG CORP	03/16/2007	04/11/2011	3,868.39	3,868.39	
660.36 GE CAP COML MTG CORP	03/16/2007	05/11/2011	660.36	660.36	
593.33 GE CAP COML MTG CORP	03/16/2007	06/11/2011	593.33	593.33	
4741.48 GE CAP COML MTG CORP	03/16/2007	07/11/2011	4,741.48	4,741.48	
1517.33 GE CAP COML MTG CORP	03/16/2007	08/11/2011	1,517.33	1,517.33	
597.48 GE CAP COML MTG CORP	03/16/2007	09/11/2011	597.48	597.48	
2871.64 GE CAP COML MTG CORP	03/16/2007	10/10/2011	2,871.64	2,871.64	
601.96 GE CAP COML MTG CORP	03/16/2007	11/11/2011	601.96	601.96	
14363.41 GE CAP COML MTG CORP	03/16/2007	12/12/2011	14,363.41	14,142.65	220.76
200.24 GE CAP CMBS SER 2002 3	04/07/2009	02/10/2011	200.24	200.24	
264.34 GE CAP CMBS SER 2002 3	04/07/2009	03/10/2011	264.34	264.34	
394.73 GE CAP CMBS SER 2002 3	04/07/2009	04/10/2011	394.73	394.73	
223.53 GE CAP CMBS SER 2002 3	04/07/2009	05/10/2011	223.53	223.53	
2410.55 GE CAP CMBS SER 2002 3	04/07/2009	06/10/2011	2,410.55	2,308.86	101.69
1515.48 GE CAP CMBS SER 2004 C1	04/19/2010	12/10/2011	1,515.48	1,515.48	
30000. GE COML MTG CORP 2004-C3	04/01/2010	07/07/2011	31,928.91	31,307.81	621.10
Totals					



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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50000. GENERAL ELEC CAP CORP					
MEDIUM TERM NTS TRANCHE #	VAR	06/16/2011	54,650.03	47,715.00	6,935.03
20000. GENERAL ELEC CAP CORP					
MEDIUM TERM NTS TRANCHE #	09/29/2008	08/02/2011	21,612.99	17,078.67	4,534.32
400000. GENERAL ELEC CAP CORP					
MEDIUM TERM SR NTS TRANCHE	03/23/2009	03/28/2011	407,242.80	401,690.40	5,552.40
50000. GEORGIA PWR CO SR NT SER B					
5.70% DTD 06/12/2007 DUE 0	06/21/2007	03/21/2011	56,647.50	49,253.00	7,394.50
70000. GOLDMAN SACHS GROUP INC					
6.15% DTD 04/01/2008 DUE 0	VAR	05/18/2011	76,597.31	69,286.48	7,310.83
60000. HSBC FIN CORP 5.50% DTD	04/09/2010	05/17/2011	66,627.00	63,920.40	2,706.60
1828.21 HONDA AUTO RECV SER 2008					
1 CL A 4 4.88% DTD 06/26/2	06/19/2008	02/18/2011	1,828.21	1,828.21	
4120.62 HONDA AUTO RECV SER 2008					
1 CL A 4 4.88% DTD 06/26/2	06/19/2008	03/18/2011	4,120.62	4,120.62	
49051.17 HONDA AUTO RECV SER 2008					
1 CL A 4 4.88% DTD 06/26/2	06/19/2008	03/23/2011	49,846.34	49,036.17	810.17
55000. HYUNDAI AUTO TR SER 2008 A					
CL A 4 5.48% DTD 06/25/200	06/16/2008	03/23/2011	58,085.16	54,987.00	3,098.16
25000. INTERNATIONAL GAME					
TECHNOLOGY SR NT 7.50% DTD	VAR	08/12/2011	29,733.00	28,309.10	1,423.90
25000. JPMORGAN CHASE & CO GLOBAL					
SUB NT 5.15% DTD 10/04/200	06/20/2006	07/07/2011	26,479.93	23,951.00	2,528.93
14.53 JP MORGAN COM MTG SER					
2003 CIBC7 CL A 4 FLTIG RAT	05/11/2010	05/12/2011	14.53	14.53	
90.69 JP MORGAN COM MTG SER					
2003 CIBC7 CL A 4 FLTIG RAT	05/11/2010	06/12/2011	90.69	90.69	
24798.39 JP MORGAN COM MTG SER					
2003 CIBC7 CL A 4 FLTIG RAT	05/11/2010	07/07/2011	26,137.11	25,845.10	292.01
96.38 JP MORGAN COM MTG SER					
2003 CIBC7 CL A 4 FLTIG RAT	05/11/2010	08/02/2011	96.39	100.45	-4.06
25000. J P MORGAN CHASE COML MTG					
SECS CORP 2003-C1 COML MTG	06/22/2010	11/10/2011	25,810.55	26,300.78	-490.23
6054.17 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	08/12/2011	6,054.17	6,054.17	
Totals					

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
7342.53 J P MORGAN CHASE COM1	04/07/2010	09/12/2011	7,342.53	7,342.53	
MTG SECS CORP 2004 CIBC10					
2139.78 J P MORGAN CHASE COM1	04/07/2010	10/12/2011	2,139.78	2,139.78	
MTG SECS CORP 2004 CIBC10					
3157.55 J P MORGAN CHASE COM1	04/07/2010	11/12/2011	3,157.55	3,157.55	
MTG SECS CORP 2004 CIBC10					
2403.9 J P MORGAN CHASE COM1 MTG	04/07/2010	12/12/2011	2,403.90	2,403.90	
SECS CORP 2004 CIBC10 MTG					
55000. KINDER MORGAN ENERGY	03/30/2010	07/07/2011	58,007.95	59,711.30	-1,703.35
PARTNERS L P SR NT 5.85% D					
40000. KOHLS CORP 6.25% DTD	09/24/2009	03/25/2011	45,882.40	43,453.20	2,429.20
09/28/2007 DUE 12/15/2017					
50000. KROGER CO NT 6.40% DTD	VAR	03/25/2011	57,660.00	53,816.00	3,844.00
08/15/2007 DUE 08/15/2017					
407.07 LB UBS COM1 MTG TR 2002	03/13/2007	02/17/2011	407.07	407.07	
C4 MTG PASSTHRU CTF CL A 3					
541.78 LB UBS COM1 MTG TR 2002	03/13/2007	03/17/2011	541.78	541.78	
C4 MTG PASSTHRU CTF CL A 3					
412.44 LB UBS COM1 MTG TR 2002	03/13/2007	04/15/2011	412.44	412.44	
C4 MTG PASSTHRU CTF CL A 3					
459.39 LB UBS COM1 MTG TR 2002	03/13/2007	05/17/2011	459.39	459.39	
C4 MTG PASSTHRU CTF CL A 3					
832.07 LB UBS COM1 MTG TR 2002	03/13/2007	06/17/2011	832.07	832.07	
C4 MTG PASSTHRU CTF CL A 3					
461.73 LB UBS COM1 MTG TR 2002	03/13/2007	07/15/2011	461.73	461.73	
C4 MTG PASSTHRU CTF CL A 3					
420.75 LB UBS COM1 MTG TR 2002	03/13/2007	08/17/2011	420.75	420.75	
C4 MTG PASSTHRU CTF CL A 3					
766.1 LB UBS COM1 MTG TR 2002	03/13/2007	09/16/2011	766.10	766.10	
C4 MTG PASSTHRU CTF CL A 3					
468.15 LB UBS COM1 MTG TR 2002	03/13/2007	10/16/2011	468.15	468.15	
C4 MTG PASSTHRU CTF CL A 3					
527.47 LB UBS COM1 MTG TR 2002	03/13/2007	11/18/2011	527.47	177.33	350.14
C4 MTG PASSTHRU CTF CL A 3					
Totals					



76-0101380

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
465.38 LB UBS COML MTG TR 2002					
C4 MTG PASSTHRU CTF CL A 3	03/13/2007	12/16/2011	465.38	NONE	465.38
25000. MASCO CORP SR NT 7.125%					
DTD 03/10/2010 DUE 03/15/2	03/05/2010	03/09/2011	25,968.75	24,999.50	969.25
25000. MERRILL LYNCH MTG TR					
2003-KEY1 MTG PASSTHRU CTF	05/25/2010	12/08/2011	26,406.25	25,818.36	587.89
115000. MERRILL LYNCH MTG TR					
2005-MCP1 MTG PASSTHRU CTF	07/13/2007	08/10/2011	116,922.66	106,698.00	10,224.66
90000. MORGAN STANLEY GLOBAL					
MEDIUM TERM NT SER F 6.625	03/27/2008	06/02/2011	100,771.20	90,000.00	10,771.20
55000. MORGAN STANLEY GLOBAL					
MEDIUM TERM NT SER F 6.625	VAR	07/07/2011	60,781.60	55,956.10	4,825.50
88.99 MORGAN STANLEY CAP I INC					
2003 IO4 MTG PASSTHRU CTF	04/01/2010	04/15/2011	88.99	88.99	
492.18 MORGAN STANLEY CAP I INC					
2003 IO4 MTG PASSTHRU CTF	04/01/2010	05/15/2011	492.18	492.18	
87.07 MORGAN STANLEY CAP I INC					
2003 IO4 MTG PASSTHRU CTF	04/01/2010	06/15/2011	87.07	87.07	
28573.03 MORGAN STANLEY CAP I INC					
2003 IO4 MTG PASSTHRU CTF	04/01/2010	07/06/2011	29,535.14	29,404.76	130.38
91.09 MORGAN STANLEY CAP I INC					
2003 IO4 MTG PASSTHRU CTF	04/01/2010	07/15/2011	91.08	93.74	-2.66
45000. MORGAN STANLEY CAP I INC	09/16/2009	07/07/2011	47,838.87	43,692.19	4,146.68
200000. MULTIPLE INTS RATE PUTABLE					
UNDERLYING TR CTFS SER UST	03/13/2007	06/14/2011	210,515.62	198,840.00	11,675.62
693.66 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	11/04/2011	693.66	693.66	
734.76 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	12/07/2011	734.76	734.76	
586.15 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	12/07/2011	586.15	586.15	
424.29 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	11/30/2011	424.29	424.29	
754.41 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	12/29/2011	754.41	754.41	
Totals					

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
16000. PHILIP MORRIS INTL INC NT	05/16/2008	11/09/2011	18,923.36	15,957.82	2,965.54
5.65% DTD 05/16/2008 DUE 0					
50000. PRUDENTIAL FINL INC MEDIUM	03/05/2008	07/06/2011	56,795.50	50,457.22	6,338.28
TERM NTS TRANCHE # TR 0002					
45000. RIO TINTO FIN USA LTD GTD	01/28/2010	08/08/2011	61,962.75	57,132.45	4,830.30
NT 9.00% DTD 04/17/2009 DUE					
50000. RYDER SYS INC MEDIUM TERM	VAR	05/17/2011	57,606.83	48,403.00	9,203.83
NTS TRANCHE # TR 00205 7.2					
35000. SAFEWAY INC NT 6.25% DTD	12/18/2008	05/03/2011	39,023.60	34,838.00	4,185.60
35000. SOUTHERN CALIF EDISON CO	03/17/2009	05/25/2011	39,726.05	34,713.35	5,012.70
40000. STAPLES INC SR NT 9.75%					
DTD 01/15/2009 DUE 01/15/2	04/09/2010	08/10/2011	47,506.00	48,410.40	-904.40
40000. TIME WARNER CABLE INC NT	VAR	07/07/2011	51,500.40	41,909.60	9,590.80
55000. TRAVELERS COS INC SR NT					
5.80% DTD 05/13/2008 DUE 0	VAR	05/25/2011	61,172.41	55,159.30	6,013.11
25000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	09/29/2010	12/13/2011	26,910.16	27,800.43	-890.27
45000. US TREASURY NOTE 4.00%					
DTD 02/15/05 DUE 02/15/201	09/29/2010	10/26/2011	50,048.44	50,612.70	-564.26
20000. VORNADO RLTY L P NT 4.25%					
DTD 03/26/2010 DUE 04/01/2	03/23/2010	08/08/2011	21,058.00	19,966.80	1,091.20
25000. VORNADO RLTY L P NT 4.25%					
DTD 03/26/2010 DUE 04/01/2	03/23/2010	11/10/2011	25,883.25	24,958.50	924.75
60000. WACHOVIA BK COML MTG TR	08/03/2007	07/06/2011	64,781.25	57,342.24	7,439.01
223.17 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	02/15/2011	223.17	223.17	
277.26 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	03/15/2011	277.26	277.26	
225.68 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	04/15/2011	225.68	225.68	
244.39 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	05/15/2011	244.39	244.39	
228.04 WACHOVIA BK COML MTG TR					
2003 C4 COML MTG PASSTHRU	07/18/2007	06/15/2011	228.04	228.04	
Totals					

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STATEMENT

42

76-0101380

Totals

76-0101380

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
740. AOL INC COM	04/07/2011	10/27/2011	10,690.72	15,162.67	-4,471.95
420. ATP OIL & GAS CORP COM	08/23/2011	10/27/2011	4,664.30	4,295.59	368.71
2033. ANNALY MTG MGMT INC COM	10/27/2011	12/23/2011	34,346.87	33,839.29	507.58
695. ARCHER DANIELS MIDLAND CO	02/11/2011	10/27/2011	20,832.21	25,181.10	-4,348.89
1000. ASSURANT INC COM	07/06/2010	02/01/2011	39,728.83	34,171.20	5,557.63
6490. ATMEL CORP COM	VAR	12/23/2011	52,470.64	79,617.62	-27,146.98
1020. BANK OF AMERICA CORP COM	05/20/2011	10/27/2011	7,236.76	12,005.20	-4,768.44
865. CAMPBELL SOUP CO COM	10/07/2011	10/27/2011	29,145.70	28,504.69	641.01
990. CHESAPEAKE ENERGY CORP COM	08/23/2011	10/27/2011	29,150.09	28,948.89	201.20
25. CLIFFS NAT RES INC COM	05/26/2011	10/27/2011	1,731.34	2,220.75	-489.41
180. COMCAST CORP CL A	05/20/2011	10/27/2011	4,369.41	4,523.56	-154.15
485. DOMINION RESOURCES INC/VA	08/23/2011	10/27/2011	25,246.18	23,554.61	1,691.57
960. DR PEPPER SNAPPLE GROUP INC COM	05/20/2010	04/13/2011	36,930.20	35,034.43	1,895.77
125. DU PONT E I DE NEMOURS & CO COM	02/11/2011	10/27/2011	6,051.77	6,821.51	-769.74
1309. EASTMAN CHEM CO COM	VAR	12/23/2011	51,722.43	58,155.11	-6,432.68
260. FLUOR CORP (NEW) COM	11/10/2010	10/27/2011	15,512.68	14,282.66	1,230.02
585. FREEPORT-MCMORAN COPPER & GOLD INC CL B	VAR	12/23/2011	22,378.74	31,437.62	-9,058.88
755. GENERAL MTRS CO COM	11/29/2010	10/27/2011	19,580.54	25,301.94	-5,721.40
66. GOLDMAN SACHS GROUP INC	06/28/2011	09/28/2011	6,429.44	8,499.54	-2,070.10
165. GOLDMAN SACHS GROUP INC	08/23/2011	10/27/2011	18,949.12	17,311.50	1,637.62
3637. HARTFORD FINL SVCS GROUP INC COM	VAR	12/23/2011	61,239.71	86,648.68	-25,408.97
110. HEWLETT PACKARD CO COM	07/06/2010	06/03/2011	3,981.67	4,743.79	-762.11
560. HORMEL FOODS CORP COM	07/06/2010	06/28/2011	16,419.72	11,565.32	4,854.40
671. HOSPIRA INC COM	VAR	06/28/2011	37,698.19	38,700.49	-1,002.30
718. IIT INDS INC COM	12/27/2010	05/27/2011	41,031.90	37,531.80	3,500.10
530. ISHARES SILVER TR ISHARES	05/20/2011	10/27/2011	18,170.70	17,963.77	206.93
2265. KINROSS GOLD CORP COM NO	VAR	10/27/2011	33,328.82	35,460.93	-2,132.11
1205. LENNAR CORP COM	05/26/2011	10/27/2011	20,854.16	22,364.80	-1,510.64
205. MARKET VECTORS ETF TR GOLD MINERS ETF FD	03/23/2011	10/27/2011	12,078.32	12,357.40	-279.08
Totals					

76-0101380

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Schedule D Detail of Long-term Capital Gains and Losses

76 - 0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
700. AFLAC INC COM	VAR	04/13/2011	36,792.90	12,477.79	24,315.11
3760. AMR CORP DEL COM	VAR	10/27/2011	10,095.40	32,752.86	-22,657.46
815. AOL INC COM	10/05/2010	10/27/2011	11,774.23	20,325.86	-8,551.63
3340. ATP OIL & GAS CORP COM	06/07/2010	10/27/2011	37,092.32	29,854.92	7,237.40
285. AGRUM INC COM	11/11/2008	10/27/2011	23,835.65	10,129.92	13,705.73
1280. ALCOA INC COM	10/14/2009	10/27/2011	14,342.25	18,310.02	-3,967.77
580. ALLSTATE CORP COM	09/04/2009	10/27/2011	16,196.24	16,683.06	-486.82
2320. ANNALY MTG MGMT INC COM	VAR	12/23/2011	39,195.64	41,144.33	-1,948.69
109. AVALONBAY CMNTYS INC COM	VAR	10/27/2011	14,622.71	6,552.05	8,070.66
262. BCE INC COM NEW	09/21/2009	06/28/2011	10,118.56	6,403.28	3,715.28
2200. BANK OF AMERICA CORP COM	03/03/2010	06/28/2011	23,726.54	36,304.84	-12,578.30
1825. BANK OF AMERICA CORP COM	VAR	10/27/2011	12,948.12	11,758.20	1,189.92
1155. BARNES & NOBLE INC COM	12/24/2009	10/27/2011	13,126.31	22,310.44	-9,184.13
790. BARRICK GOLD CORP COM	VAR	10/27/2011	38,484.19	33,336.84	5,147.35
455. BOEING CO COM	VAR	10/27/2011	30,841.66	33,530.40	-2,688.74
1040. CANADIAN NATURAL RESOURCES COM	VAR	10/27/2011	37,590.07	35,048.02	2,542.05
920. CANADIAN OIL SANDS LTD COM	VAR	10/27/2011	22,590.16	19,684.12	2,906.04
485. CATERPILLAR INC COM	01/17/2008	10/27/2011	46,644.46	30,496.80	16,147.66
1100. CEMEX SA SPONS ADR PART	VAR	10/27/2011	4,548.52	22,316.00	-17,767.48
900. CHESAPEAKE ENERGY CORP COM	VAR	05/27/2011	27,980.37	21,881.72	6,098.65
1613. CHIQUITA BRANDS INTL COM	VAR	10/27/2011	15,121.58	28,127.09	-13,005.51
350. CLIFFS NAT RES INC COM	VAR	10/27/2011	24,238.78	30,062.47	-5,823.69
475. COCA COLA CO COM	VAR	10/27/2011	32,501.34	24,025.58	8,475.76
1500. COMCAST CORP CL A	11/24/2009	06/28/2011	36,982.83	22,681.05	14,301.78
1205. COMCAST CORP CL A	06/10/2009	10/27/2011	29,250.81	17,034.48	12,216.33
520. CONTINENTAL RESOURCES INC	VAR	10/27/2011	31,976.78	25,786.54	6,190.24
770. DEAN FOODS CO COM	01/17/2008	10/27/2011	7,796.18	20,607.13	-12,810.95
1725. DOLE FOOD CO INC NEW COM	VAR	10/27/2011	18,699.84	16,996.64	1,703.20
710. DOVER CORP COM	07/06/2010	09/28/2011	33,529.95	29,409.55	4,120.40
775. DOW CHEM CO COM	01/17/2008	10/27/2011	22,579.26	27,535.75	-4,956.49
Totals					

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
500. DU PONT E I DE NEMOURS & CO COM	03/03/2010	06/28/2011	26,261.54	17,205.00	9,056.54
490. DU PONT E I DE NEMOURS & CO COM	01/17/2008 VAR	10/27/2011	23,722.93	21,427.70	2,295.23
545. EXXON MOBIL CORP	01/17/2008 VAR	10/27/2011	44,163.27	35,735.89	8,427.38
850. FREEPORT-MCMORAN COPPER & GOLD INC CL B	VAR	12/23/2011	32,516.12	33,779.76	-1,263.64
705. GOLDCORP INC COM	01/17/2008	10/27/2011	34,082.56	23,941.17	10,141.39
260. GOLDMAN SACHS GROUP INC	VAR	09/28/2011	25,328.11	36,254.08	-10,925.97
1290. GOODYEAR TIRE & RUBR CO	11/12/2009	10/27/2011	18,375.82	18,088.25	287.57
265. H J HEINZ CO COM	01/17/2008	10/27/2011	14,361.39	11,938.25	2,423.14
365. HESS CORP COM	03/24/2009	10/27/2011	23,481.92	24,044.34	-562.42
660. HEWLETT PACKARD CO COM	03/03/2010	06/03/2011	23,890.02	33,852.46	-9,962.44
1220. HORMEL FOODS CORP COM	07/06/2010	09/28/2011	32,936.68	25,195.86	7,740.82
680. HUMANA INC COM	VAR	05/27/2011	53,993.95	19,783.50	34,210.45
795. INTEL CORP COM	03/08/2010	10/27/2011	19,870.63	16,536.00	3,334.63
101. INTERNATIONAL BUSINESS MACHS COM					
1070. JOHNSON CONTROLS INC COM	03/31/2006	10/27/2011	18,789.22	8,393.10	10,396.12
240. LUBRIZOL CORP COM	05/20/2010	09/28/2011	28,939.20	29,763.44	-824.24
585. M D C HLDGS INC COM	09/21/2009	04/15/2011	32,214.79	17,194.34	15,020.45
2135. MGM GRAND INC COM	01/23/2008	10/27/2011	13,393.49	23,244.22	-9,850.73
216. MARATHON OIL CORP COM	09/04/2009	10/27/2011	24,605.60	17,897.06	6,708.54
924. MARATHON OIL CORP COM	07/13/2009	05/27/2011	11,475.99	6,092.32	5,383.67
462. MARATHON PETE CORP COM	07/13/2009	09/28/2011	20,725.29	15,545.75	5,179.54
210. MARKET VECTORS ETF TR GOLD MINERS ETF FD	07/13/2009	09/28/2011	13,615.05	10,515.86	3,099.19
645. MCDONALDS CORP COM	05/27/2009	10/27/2011	12,372.92	8,870.51	3,502.41
310. MOSAIC CO NEW COM	01/17/2008	10/27/2011	59,858.07	34,004.40	25,853.67
125. NATIONAL-OILWELL INC COM	10/02/2008	10/27/2011	19,149.97	12,711.05	6,438.92
126. NATIONAL-OILWELL INC COM	10/17/2008	05/27/2011	9,168.88	3,474.56	5,694.32
690. NEWMONT MNG CORP COM	10/17/2008	06/28/2011	9,366.37	3,502.36	5,864.01
4010. NOVAGOLD RES INC COM NEW	01/17/2008	10/27/2011	45,411.61	37,140.90	8,270.71
325. NUCOR CORP COM	05/27/2009	10/27/2011	34,642.52	17,908.66	16,733.86
1375. NV ENERGY INC COM	VAR	10/27/2011	12,715.40	17,447.85	-4,732.45
Totals	05/09/2008	10/27/2011	21,992.69	18,819.08	3,173.61

Schedule D Detail of Long-term Capital Gains and Losses

76-010 1380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
119. ONEOK INC NEW COM	10/17/2008	06/28/2011	8,717.91	3,489.94	5,227.97
278. ONEOK INC NEW COM	10/17/2008	12/23/2011	24,083.09	8,152.96	15,930.13
520. OVERSEAS SHIPHOLDING GROUP INC COM	VAR	10/27/2011	7,173.26	23,390.92	-16,217.66
194. PHILIP MORRIS INTL INC COM	VAR	06/28/2011	12,729.94	6,721.50	6,008.44
375. PLUM CREEK TIMBER CO INC	06/10/2009	10/27/2011	14,296.63	12,686.93	1,609.70
988. SJW CORP COM	VAR	10/27/2011	24,556.06	28,744.80	-4,188.74
409.611 SANOFI SPONSORED ADR	03/14/2008	10/27/2011	15,280.24	14,536.51	743.73
465. SILVER WHEATON CORP COM	VAR	10/27/2011	16,309.60	8,213.53	8,096.07
705. SOUTHERN CO COM	06/07/2010	10/27/2011	30,783.29	22,976.51	7,806.78
940. SUNCOR ENERGY INC NEW COM	01/17/2008	10/27/2011	31,099.39	42,217.61	-11,118.22
1380. SUNPOWER CORP COM CL A	VAR	10/27/2011	14,660.55	20,003.53	-5,342.98
710. TARGET CORP COM	09/21/2009	05/27/2011	35,014.11	34,583.67	430.44
1080. UDR INC COM	02/11/2009	10/27/2011	27,145.38	10,810.80	16,334.58
103. UNION PAC CORP COM	03/05/2008	02/18/2011	10,002.30	6,478.46	3,523.84
782. UNITED CONTL HLDGS INC COM	06/18/2010	10/27/2011	16,103.89	18,530.50	-2,426.61
765. UNITED STATES STEEL CORP	VAR	10/27/2011	18,738.31	35,191.75	-16,453.44
122. VERIZON COMMUNICATIONS COM	09/08/2005	06/28/2011	4,435.16	3,685.23	749.93
500. WAL MART STORES INC COM	01/17/2008	10/27/2011	28,856.99	23,755.00	5,101.99
169. WATSON PHARMACEUTICALS INC COM	07/06/2010	09/28/2011	11,993.76	6,965.40	5,028.36
430. WHIRLPOOL CORP COM	03/03/2010	09/28/2011	21,890.02	37,583.81	-15,693.79
328. TE CONNECTIVITY LTD REG	05/20/2010	06/28/2011	11,576.45	8,955.19	2,621.26
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1872092.00	1681550.00	190,542.00
28% RATE CAPITAL GAINS (LOSSES)					
1870. ISHARES SILVER TR ISHARES	05/27/2009	10/27/2011	64,111.71	27,286.58	36,825.13
190. SPDR GOLD TR GOLD SHS	01/17/2008	10/27/2011	32,273.77	16,358.20	15,915.57
TOTAL 28% RATE CAPITAL GAINS (LOSSES)			96,385.00	43,645.00	52,741.00
Totals			1968477.00	1725195.00	243,283.00

VIVIAN SMITH FDN-DANA

76-0101380

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ANNALY MTG MGMT INC COM
UDR INC COM

255.20
20.63

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

276.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)

276.00

1250 GAIN (STMT 50)

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Total

58.00

334.00

STATEMENT 49

VIVIAN SMITH FDN-DANA

76-0101380

FEDERAL CAPITAL GAIN DISTRIBUTIONS
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CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

UDR INC COM

57.62

TOTAL UNRECAPTURED SECTION 1250 GAIN

58.00

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

58.00
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STMT 50



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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
40. CERADYNE INC COM	02/03/2010	01/13/2011	1,422.27	788.49	633.78
10. CERADYNE INC COM	02/03/2010	01/14/2011	356.37	197.12	159.25
25. CERADYNE INC COM	02/03/2010	01/18/2011	901.84	492.81	409.03
25. CERADYNE INC COM	VAR	01/19/2011	898.80	493.12	405.68
30. CERADYNE INC COM	02/03/2010	01/20/2011	1,061.96	592.33	469.63
65. CERADYNE INC COM	02/03/2010	01/21/2011	2,258.03	1,283.39	974.64
35. CERADYNE INC COM	VAR	01/24/2011	1,237.79	699.41	538.38
20. CERADYNE INC COM	02/08/2010	01/25/2011	703.51	400.46	303.05
35. CERADYNE INC COM	02/08/2010	01/26/2011	1,267.36	700.80	566.5
18. CERADYNE INC COM	02/08/2010	01/27/2011	648.25	360.41	287.84
39. CERADYNE INC COM	02/08/2010	01/28/2011	1,375.51	780.89	594.62
18. CERADYNE INC COM	02/08/2010	01/31/2011	637.73	360.41	277.32
33. CERADYNE INC COM	02/08/2010	02/01/2011	1,202.04	660.76	541.28
275. COTT CORP QUE COM	08/13/2010	01/13/2011	2,374.49	1,757.00	617.49
140. COTT CORP QUE COM	08/13/2010	01/14/2011	1,247.87	894.47	353.40
150. COTT CORP QUE COM	08/13/2010	01/18/2011	1,312.44	958.37	354.07
375. COTT CORP QUE COM	VAR	01/19/2011	3,087.61	2,388.49	699.12
195. COTT CORP QUE COM	08/16/2010	01/20/2011	1,571.64	1,232.71	338.93
150. COTT CORP QUE COM	VAR	01/21/2011	1,189.91	982.19	207.72
125. COTT CORP QUE COM	08/17/2010	01/24/2011	991.10	820.51	170.59
415. SUSQUEHANNA BANCSHARES INC COM	VAR	01/13/2011	3,819.79	3,015.41	804.38
200. SUSQUEHANNA BANCSHARES INC COM	02/08/2010	01/14/2011	1,941.50	1,460.26	481.24
255. SUSQUEHANNA BANCSHARES INC COM	02/08/2010	01/18/2011	2,579.35	1,861.84	717.5
150. SUSQUEHANNA BANCSHARES INC COM	VAR	01/19/2011	1,483.54	1,098.91	384.63
200. SUSQUEHANNA BANCSHARES INC COM	02/09/2010	01/20/2011	1,968.34	1,490.00	478.34
225. SUSQUEHANNA BANCSHARES INC COM	02/09/2010	01/21/2011	2,262.64	1,676.25	586.39
Totals			39,802.00	27,447.00	12,355.00

76-0101380

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
30. AMERCO COM	03/28/2008	11/09/2011	2,381.34	1,782.94	598.40
30. AMERCO COM	03/28/2008	11/10/2011	2,403.78	1,782.94	620.84
45. AMERCO COM	03/28/2008	11/11/2011	3,613.01	2,674.42	938.59
10. AMERCO COM	03/28/2008	11/14/2011	790.25	594.31	195.94
50. AMERCO COM	VAR	11/15/2011	3,968.33	2,915.99	1,052.34
15. AMERCO COM	03/28/2008	11/16/2011	1,188.77	863.68	325.09
10. AMERCO COM	03/28/2008	11/17/2011	774.96	575.79	199.17
15. AMERCO COM	VAR	11/18/2011	1,156.79	869.62	287.17
5. AMERCO COM	03/31/2008	11/21/2011	376.37	293.83	82.54
5. AMERCO COM	03/31/2008	11/22/2011	373.74	293.83	79.91
20. AMERCO COM	03/31/2008	11/28/2011	1,446.97	1,175.32	271.65
20. AMERCO COM	03/31/2008	11/29/2011	1,460.11	1,175.32	284.79
50. AMERCO COM	03/31/2008	11/30/2011	3,876.98	2,938.29	938.69
20. AMERCO COM	03/31/2008	12/01/2011	1,555.76	1,175.31	380.45
50. AVISTA CORP COM	01/10/2008	01/13/2011	1,145.54	1,042.29	103.25
15. AVISTA CORP COM	01/10/2008	01/14/2011	344.57	312.69	31.88
30. AVISTA CORP COM	01/10/2008	01/18/2011	691.62	625.37	66.25
50. AVISTA CORP COM	01/10/2008	01/19/2011	1,154.16	1,042.28	111.88
35. AVISTA CORP COM	01/10/2008	01/20/2011	806.60	729.60	77.00
40. AVISTA CORP COM	01/10/2008	01/21/2011	915.87	833.83	82.04
50. AVISTA CORP COM	01/10/2008	01/24/2011	1,151.22	1,042.28	108.94
70. AVISTA CORP COM	01/10/2008	01/25/2011	1,616.53	1,459.20	157.33
55. AVISTA CORP COM	01/10/2008	01/26/2011	1,275.47	1,146.51	128.96
40. AVISTA CORP COM	01/10/2008	01/27/2011	934.44	833.83	100.61
62. AVISTA CORP COM	01/10/2008	01/28/2011	1,428.18	1,292.43	135.75
58. AVISTA CORP COM	01/10/2008	01/31/2011	1,319.37	1,209.05	110.32
52. AVISTA CORP COM	01/10/2008	02/01/2011	1,198.87	1,083.98	114.89
13. AVISTA CORP COM	01/10/2008	02/16/2011	299.62	270.99	28.63
205. BLUE COAT SYS INC COM NEW	01/10/2008	12/09/2011	5,158.72	5,472.39	-313.67
1350. BLUE COAT SYS INC COM NEW	VAR	12/12/2011	33,953.60	34,245.61	-292.01
21. CERADYNE INC COM	02/08/2010	02/16/2011	746.89	420.49	326.40
80. CERADYNE INC COM	VAR	02/25/2011	3,132.41	1,650.47	1,481.94
Totals					

VIVIAN SMITH FDN-WCM INVESTMENT

Schedule D Detail of Long-term Capital Gains and Losses

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
26. CERADYNE INC COM	02/09/2010	03/03/2011	998.80	536.60	462.20
30. ECHOSTAR CORP CL A	10/14/2009	01/13/2011	797.16	594.80	202.36
10. ECHOSTAR CORP CL A	10/14/2009	01/14/2011	267.46	198.27	69.19
90. ECHOSTAR CORP CL A	10/14/2009	01/18/2011	2,399.94	1,784.40	615.54
75. ECHOSTAR CORP CL A	10/14/2009	01/19/2011	2,029.11	1,487.00	542.11
50. ECHOSTAR CORP CL A	10/14/2009	01/20/2011	1,341.53	991.34	350.19
45. ECHOSTAR CORP CL A	VAR	01/21/2011	1,209.78	901.00	308.78
35. ECHOSTAR CORP CL A	10/15/2009	01/24/2011	947.81	704.94	242.87
55. ECHOSTAR CORP CL A	10/15/2009	01/25/2011	1,489.10	1,107.77	381.33
50. ECHOSTAR CORP CL A	10/16/2009	01/26/2011	1,373.76	1,014.12	359.64
25. ECHOSTAR CORP CL A	10/16/2009	01/27/2011	685.22	507.06	178.16
55. ECHOSTAR CORP CL A	10/16/2009	01/28/2011	1,496.42	1,115.54	380.88
25. ECHOSTAR CORP CL A	10/16/2009	01/31/2011	678.05	507.07	170.98
125. ECHOSTAR CORP CL A	VAR	11/09/2011	3,031.75	2,596.35	435.40
210. ECHOSTAR CORP CL A	VAR	11/10/2011	5,022.18	4,309.41	712.77
420. ECHOSTAR CORP CL A	VAR	11/11/2011	9,940.73	8,508.61	1,432.12
105. ECHOSTAR CORP CL A	VAR	11/14/2011	2,471.36	2,156.66	314.70
75. ECHOSTAR CORP CL A	10/23/2009	11/15/2011	1,779.51	1,545.63	233.88
70. ECHOSTAR CORP CL A	VAR	11/16/2011	1,645.49	1,417.75	227.74
25. ECHOSTAR CORP CL A	10/26/2009	11/17/2011	580.13	505.51	74.62
582. FPIC INS GROUP INC COM	VAR	10/24/2011	24,444.00	18,833.33	5,610.67
55. CGI GROUP INC CL A	01/10/2008	01/13/2011	993.48	589.14	404.34
25. CGI GROUP INC CL A	01/10/2008	01/14/2011	450.19	267.79	182.40
50. CGI GROUP INC CL A	01/10/2008	01/18/2011	922.39	535.59	386.80
40. CGI GROUP INC CL A	01/10/2008	01/19/2011	745.38	428.47	316.91
55. CGI GROUP INC CL A	01/10/2008	01/20/2011	1,004.17	589.14	415.03
70. CGI GROUP INC CL A	01/10/2008	01/21/2011	1,293.91	749.82	544.09
65. CGI GROUP INC CL A	01/10/2008	01/24/2011	1,219.41	696.26	523.15
60. CGI GROUP INC CL A	01/10/2008	01/25/2011	1,119.75	642.70	477.05
125. CGI GROUP INC CL A	01/10/2008	01/26/2011	2,458.88	1,338.96	1,119.92
99. CGI GROUP INC CL A	01/10/2008	01/27/2011	1,922.78	1,060.46	862.32
72. CGI GROUP INC CL A	01/10/2008	01/28/2011	1,389.32	771.24	618.08
32. CGI GROUP INC CL A	01/10/2008	01/31/2011	616.30	342.77	273.53
50. CGI GROUP INC CL A	01/10/2008	02/01/2011	984.41	535.59	448.82
45. CGI GROUP INC CL A	01/10/2008	02/16/2011	904.82	482.03	422.79
Totals					

VIVIAN SMITH FDN-WCM INVESTMENT

Schedule D Detail of Long-term Capital Gains and Losses

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
28. CGI GROUP INC CL A	01/10/2008	02/25/2011	553.02	299.93	253.09
48. CGI GROUP INC CL A	01/10/2008	03/03/2011	955.75	514.16	441.59
20. CGI GROUP INC CL A	01/10/2008	03/08/2011	392.28	214.23	178.05
24. CGI GROUP INC CL A	01/10/2008	03/11/2011	469.82	257.08	212.74
37. CGI GROUP INC CL A	01/10/2008	03/17/2011	716.23	396.33	319.90
1. MEDCATH CORPORATION COM	02/27/2009	10/13/2011	8,973.50	8,973.50	
720. RADIOSHACK CORP COM	VAR	07/26/2011	11,297.23	16,248.96	-4,951.73
150. RADIOSHACK CORP COM	03/22/2010	07/27/2011	2,209.48	3,382.66	-1,173.18
300. RUBY TUESDAY INC COM	VAR	11/09/2011	2,278.09	1,886.83	391.26
205. RUBY TUESDAY INC COM	06/23/2009	11/10/2011	1,502.66	1,248.82	253.84
625. RUBY TUESDAY INC COM	VAR	11/11/2011	4,659.52	3,849.88	809.64
235. RUBY TUESDAY INC COM	VAR	11/14/2011	1,724.90	1,456.57	268.33
205. RUBY TUESDAY INC COM	VAR	11/15/2011	1,492.69	1,299.98	192.71
285. RUBY TUESDAY INC COM	VAR	11/16/2011	2,065.75	1,845.87	219.88
340. RUBY TUESDAY INC COM	VAR	11/17/2011	2,411.74	2,225.58	186.16
395. RUBY TUESDAY INC COM	VAR	11/18/2011	2,811.86	2,695.88	115.98
140. RUBY TUESDAY INC COM	VAR	11/21/2011	976.79	955.15	21.64
40. SYKES ENTERPRISES INC COM	01/10/2008	01/13/2011	780.34	695.28	85.06
15. SYKES ENTERPRISES INC COM	01/10/2008	01/14/2011	292.70	260.73	31.97
35. SYKES ENTERPRISES INC COM	01/10/2008	01/18/2011	695.40	608.37	87.03
60. SYKES ENTERPRISES INC COM	01/10/2008	01/19/2011	1,194.87	1,042.92	151.95
30. SYKES ENTERPRISES INC COM	01/10/2008	01/20/2011	585.33	521.46	63.87
35. SYKES ENTERPRISES INC COM	01/10/2008	01/21/2011	677.14	608.37	68.77
35. SYKES ENTERPRISES INC COM	01/10/2008	01/24/2011	678.79	608.37	70.42
30. SYKES ENTERPRISES INC COM	01/10/2008	01/25/2011	581.10	521.46	59.64
45. SYKES ENTERPRISES INC COM	01/10/2008	01/26/2011	890.98	782.19	108.79
42. SYKES ENTERPRISES INC COM	01/10/2008	01/27/2011	822.26	730.04	92.22
44. SYKES ENTERPRISES INC COM	01/10/2008	01/28/2011	840.20	764.81	75.39
23. SYKES ENTERPRISES INC COM	01/10/2008	01/31/2011	449.05	399.79	49.26
53. SYKES ENTERPRISES INC COM	01/10/2008	02/01/2011	1,042.99	921.25	121.74
30. SYKES ENTERPRISES INC COM	01/10/2008	02/16/2011	615.11	521.46	93.65
98. SYKES ENTERPRISES INC COM	01/10/2008	02/25/2011	1,793.01	1,703.44	89.57
345. UNITED RENTALS INC	06/03/2009	01/07/2011	8,711.72	1,855.20	6,856.52
550. UNITED RENTALS INC	VAR	01/10/2011	13,825.77	2,922.19	10,903.58
545. UNITED RENTALS INC	VAR	01/11/2011	13,707.87	3,050.14	10,657.73
Totals					

76-0101380

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VIVIAN SMITH FDN-WCM IN. STMENT

76-0101380

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COMMONWEALTH REIT COM SH BEN INT

67.52

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

68.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)

68.00

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1250 GAIN (STMT 57)

154.00

222.00

STATEMENT 56



VIVIAN SMITH FDN-WCM INV IMENT

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FEDERAL CAPITAL GAIN DISTRIBUTIONS

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CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

COMMONWEALTH REIT COM SH BEN INT

154.08

TOTAL UNRECAPTURED SECTION 1250 GAIN

154.00

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

154.00

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STATEMENT 57

76-010 1380

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1000. APACHE CORP	VAR	01/28/2011	111,256.66	44,541.50	66,715.16
12. CABOT OIL & GAS CORP CL A	10/23/2007	03/10/2011	515.63	441.28	74.35
1700. CABOT OIL & GAS CORP CL A	VAR	08/30/2011	130,811.46	62,481.78	68,329.68
1200. CABOT OIL & GAS CORP CL A	10/24/2007	11/02/2011	96,318.30	44,063.16	52,255.14
9. CAMERON INTL CORP COM	04/01/2008	03/10/2011	524.41	371.05	153.36
13. CENTERPOINT ENERGY INC COM	09/14/2009	03/10/2011	208.38	162.34	46.04
3600. CENTERPOINT ENERGY INC COM	VAR	10/10/2011	73,138.35	45,254.72	27,883.63
13. CHEVRON TEXACO CORP COM	11/18/2004	03/10/2011	1,290.74	806.20	484.54
900. DEVON ENERGY CORP COM	VAR	02/02/2011	80,769.31	28,159.70	52,609.61
24. DEVON ENERGY CORP COM	09/01/2004	03/10/2011	2,092.99	793.32	1,299.67
11. EXXON MOBIL CORP	11/18/2004	03/10/2011	903.19	551.95	351.24
1300. GLOBAL GEOPHYSICAL SVCS INC COM	04/21/2010	04/29/2011	24,436.92	15,600.00	8,836.92
3300. GLOBAL GEOPHYSICAL SVCS INC COM	04/21/2010	07/05/2011	58,669.23	39,600.00	19,069.23
10. NATIONAL-OILWELL INC COM	09/01/2004	03/10/2011	748.18	152.38	595.80
10. NOBLE ENERGY INC COM	01/05/2004	03/10/2011	888.58	228.94	659.64
600. OCCIDENTAL PETE CORP COM	03/26/2007	01/21/2011	58,699.33	29,094.78	29,604.55
8. OEP RES INC COM	10/28/2009	03/10/2011	300.79	220.15	80.64
3400. TALISMAN ENERGY INC COM	01/05/2005	01/12/2011	79,201.66	30,736.00	48,465.66
8. TALISMAN ENERGY INC COM	01/05/2005	03/10/2011	184.23	72.32	111.91
1600. TRANSCANADA CORP COM	10/23/2009	04/19/2011	66,571.68	50,881.12	15,690.5
4600. TRANSCANADA CORP COM	10/23/2009	05/19/2011	200,236.45	146,283.22	53,953.23
4600. WILLIAMS COS INC COM	VAR	02/03/2011	125,510.88	52,375.88	73,135.00
18. WILLIAMS COS INC COM	07/19/2006	03/10/2011	529.00	417.09	111.91
2500. SEADRILL LIMITED SHS	04/15/2010	12/02/2011	86,556.58	67,976.00	18,580.58
5090. SEADRILL LIMITED SHS	VAR	12/05/2011	179,806.29	128,986.02	50,820.27
1500. WEATHERFORD INTERNATIONAL LTD REG	12/11/2009	01/14/2011	35,318.25	23,922.15	11,396.10
2000. WEATHERFORD INTERNATIONAL LTD REG	12/11/2009	02/09/2011	48,899.06	31,896.20	17,002.86
Totals					

76-0101380

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

76 - 0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
500. AGCO CORP COM	10/14/2010	01/03/2011	26,467.45	21,144.45	5,323.00
900. AGCO CORP COM	10/14/2010	02/10/2011	47,523.67	38,060.01	9,463.66
1200. AGNICO EAGLE MINES LTD COM	VAR	10/21/2011	52,821.07	68,890.84	-16,069.77
900. ALLEGHENY TECHNOLOGIES INC COM	03/30/2011	04/07/2011	58,695.79	60,476.94	-1,781.15
350. AMAZON COM INC COM	03/25/2011	04/12/2011	62,945.35	60,618.01	2,327.34
200. AUTOMATIC DATA PROCESSING	02/04/2011	06/06/2011	10,644.34	9,804.64	839.70
6000. BANK OF AMERICA CORP COM	07/26/2011	08/10/2011	41,756.80	60,360.00	-18,603.20
600. BERKSHIRE HATHAWAY INC DEL CL B NEW	10/04/2011	11/01/2011	45,717.26	42,075.54	3,641.72
300. BOEING CO COM	02/09/2011	05/04/2011	23,744.00	21,662.76	2,081.24
600. BOEING CO COM	02/09/2011	06/23/2011	42,382.88	43,325.52	-942.64
1700. BROADCOM CORP CL A	11/15/2011	11/25/2011	51,018.06	60,859.49	-9,841.43
1200. CAMECO CORP COM	07/22/2011	10/20/2011	23,499.03	32,462.40	-8,963.37
600. CATERPILLAR INC COM	08/04/2011	08/12/2011	53,827.78	55,298.10	-1,470.32
200. CHINA MOBILE HK LTD-SP ADR	08/06/2010	05/12/2011	9,053.84	10,572.22	-1,518.38
700. CHINA MOBILE HK LTD-SP ADR	VAR	05/17/2011	31,180.97	37,003.06	-5,822.09
600. CHINA MOBILE HK LTD-SP ADR	11/04/2010	09/21/2011	30,460.09	31,718.40	-1,258.31
1500. CISCO SYS INC COM	VAR	03/10/2011	26,939.63	34,978.95	-8,039.32
1000. CLOROX CO	12/10/2010	01/04/2011	61,050.36	62,439.20	-1,388.84
400. CONOCOPHILLIPS COM	VAR	01/04/2011	27,085.91	21,575.47	5,510.44
400. CONOCOPHILLIPS COM	12/02/2010	03/08/2011	31,130.40	25,242.88	5,887.52
500. CONOCOPHILLIPS COM	12/02/2010	04/11/2011	40,087.08	31,553.60	8,533.48
300. CONOCOPHILLIPS COM	06/09/2011	09/01/2011	20,421.89	21,884.88	-1,462.99
800. CONOCOPHILLIPS COM	VAR	09/12/2011	50,804.30	56,442.98	-5,638.67
750. CONOCOPHILLIPS COM	10/04/2011	10/10/2011	50,012.72	44,563.65	5,449.07
1200. CONSOL ENERGY INC COM	03/24/2011	05/05/2011	59,849.33	66,825.00	-6,975.67
500. DUKE ENERGY HLDG CORP COM	01/21/2011	06/17/2011	9,409.81	9,055.35	354.46
3000. DUKE ENERGY HLDG CORP COM	01/21/2011	08/10/2011	52,256.59	54,332.10	-2,075.51
2200. E M C CORP MASS COM	10/04/2011	12/14/2011	48,969.95	45,463.22	3,506.73
1800. EBAY INC COM	02/16/2011	03/09/2011	55,724.59	61,864.02	-6,139.43
1100. EMERSON ELEC CO COM	10/04/2011	10/12/2011	50,984.24	44,670.56	6,313.68
400. EXXON MOBIL CORP	05/05/2010	01/20/2011	31,059.52	29,541.13	1,518.39
500. EXXON MOBIL CORP	VAR	03/02/2011	41,924.94	33,010.44	8,914.50
100. EXXON MOBIL CORP	06/28/2010	04/28/2011	8,732.83	5,886.59	2,846.24
Totals					



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STATEMENT 61

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
300. EXXON MOBIL CORP	VAR	05/05/2011	24,597.24	18,908.64	5,688.60
650. FEDEX CORPORATION COM	02/16/2011	02/23/2011	57,375.70	62,783.76	-5,408.06
700. FLUOR CORP (NEW) COM	03/08/2010	01/03/2011	47,684.10	31,385.55	16,298.55
500. FLUOR CORP (NEW) COM	VAR	02/07/2011	35,402.21	21,964.28	13,437.93
400. FLUOR CORP (NEW) COM	07/06/2010	02/22/2011	28,329.58	17,091.92	11,237.66
400. FLUOR CORP (NEW) COM	10/18/2010	02/23/2011	26,653.40	19,634.04	7,019.36
300. FLUOR CORP (NEW) COM	08/04/2011	08/31/2011	18,200.77	16,736.67	1,464.10
700. FLUOR CORP (NEW) COM	08/04/2011	09/01/2011	41,758.39	39,052.23	2,706.16
2000. GLAXO WELLCOME PLC					
SPONSORED ADR	VAR	02/04/2011	75,714.35	75,134.25	580.10
500. J P MORGAN CHASE & CO COM	11/05/2010	02/17/2011	23,920.89	20,567.65	3,353.24
1000. J P MORGAN CHASE & CO COM	11/05/2010	03/15/2011	44,356.85	41,135.30	3,221.55
1600. J P MORGAN CHASE & CO COM	08/22/2011	12/07/2011	53,705.69	54,149.92	-444.23
900. KELLOGG CO COM	VAR	01/03/2011	45,775.92	48,507.86	-2,731.94
100. MCDONALDS CORP COM	02/04/2011	06/06/2011	8,115.11	7,394.28	720.83
100. MCDONALDS CORP COM	02/04/2011	06/27/2011	8,241.84	7,394.28	847.56
200. MCDONALDS CORP COM	02/04/2011	07/18/2011	17,089.73	14,788.56	2,301.17
400. MCDONALDS CORP COM	02/04/2011	08/05/2011	33,570.55	29,577.12	3,993.43
1500. MEDTRONIC INC COM	06/20/2011	08/04/2011	50,077.58	57,883.05	-7,805.47
200. PNC BANK CORPORATION	12/14/2010	05/12/2011	12,589.85	12,172.00	417.85
500. PNC BANK CORPORATION	12/14/2010	05/25/2011	30,499.01	30,430.00	69.01
300. PNC BANK CORPORATION	12/14/2010	06/17/2011	17,360.66	18,258.00	-897.34
500. PNC BANK CORPORATION	VAR	07/19/2011	27,847.51	31,431.47	-3,583.96
2000. PAYCHEX INC COM	12/08/2010	01/03/2011	62,892.94	60,977.40	1,915.54
1200. SANOFI SPONSORED ADR	04/26/2011	11/17/2011	39,643.27	46,350.36	-6,707.09
1100. SANOFI SPONSORED ADR	VAR	11/18/2011	36,738.63	42,444.71	-5,706.08
250. SHAW GROUP INC COM	07/27/2010	03/11/2011	9,689.41	8,308.33	1,381.08
750. SHAW GROUP INC COM	VAR	04/05/2011	26,202.32	24,791.72	1,410.60
200. SOUTHWESTERN ENERGY CO COM	01/04/2011	05/12/2011	8,169.84	7,491.76	678.08
1400. SOUTHWESTERN ENERGY CO COM	01/04/2011	06/09/2011	60,536.93	52,442.32	8,094.61
1000. TEXAS INSTRS INC COM	11/04/2010	01/20/2011	33,775.05	30,571.00	3,204.05
1000. TEXAS INSTRS INC COM	11/04/2010	02/22/2011	35,815.11	30,571.00	5,244.11
600. TEXAS INSTRS INC COM	10/04/2011	10/25/2011	18,574.62	15,945.84	2,628.78
1100. TEXAS INSTRS INC COM	10/04/2011	11/09/2011	33,886.05	29,234.04	4,652.01
300. 3M CO COM	09/07/2010	06/16/2011	27,327.77	24,908.31	2,419.46
Totals					

76-0101380

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

76-0101380

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
800. ABBOTT LABS COM	08/13/2009	10/19/2011	43,896.27	35,504.16	8,392.11
100. BARRICK GOLD CORP COM	11/10/2005	06/06/2011	4,583.17	2,566.50	2,016.67
500. BARRICK GOLD CORP COM	06/28/2006	07/28/2011	23,986.29	14,030.65	9,955.64
1000. CAMECO CORP COM	11/14/2008	10/20/2011	19,582.52	14,384.60	5,197.92
500. CENTRAL FD CDA LTD CL A	06/15/2009	08/24/2011	11,977.11	6,031.15	5,945.96
300. CHEVRON TEXACO CORP COM	VAR	03/10/2011	29,762.30	21,616.57	8,145.7
100. CHEVRON TEXACO CORP COM	12/11/2009	06/06/2011	10,008.81	7,752.91	2,255.9
250. CHEVRON TEXACO CORP COM	VAR	06/15/2011	24,482.62	19,040.29	5,442.33
250. CHEVRON TEXACO CORP COM	02/11/2010	08/04/2011	24,958.90	17,672.38	7,286.52
1500. CISCO SYS INC COM	VAR	03/10/2011	26,939.63	23,829.48	3,110.15
200. COCA COLA CO COM	06/28/2005	06/27/2011	13,067.74	8,559.00	4,508.74
600. COCA COLA CO COM	06/28/2005	08/18/2011	41,254.36	25,677.00	15,577.36
500. COCA COLA CO COM	06/28/2005	09/22/2011	33,432.70	21,397.50	12,035.20
100. COLGATE PALMOLIVE CO COM	05/26/2010	06/27/2011	8,561.83	7,894.93	666.90
200. DEERE & CO COM	09/16/2009	02/23/2011	17,966.99	9,006.00	8,960.99
300. DEERE & CO COM	09/16/2009	09/01/2011	24,304.57	13,509.00	10,795.57
200. DEERE & CO COM	09/16/2009	10/13/2011	13,950.23	9,006.00	4,944.23
1200. GENERAL ELEC CO COM	VAR	03/11/2011	24,119.66	40,842.00	-16,722.34
400. GENERAL ELEC CO COM	07/21/2008	04/28/2011	8,231.88	11,122.00	-2,890.12
1000. GOLD FIELDS LIMITED ADR	03/31/2009	04/19/2011	17,599.76	10,959.80	6,639.96
300. GOLD FIELDS LIMITED ADR	11/05/2009	04/28/2011	5,330.90	4,112.97	1,217.93
1000. GOLD FIELDS LIMITED ADR	VAR	07/26/2011	15,669.69	13,909.73	1,759.96
6700. GOLD FIELDS LIMITED ADR	VAR	08/01/2011	104,467.74	87,995.80	16,471.9
400. GOLDCORP INC COM	06/30/2005	04/27/2011	21,527.62	6,422.52	15,105.10
300. INTEL CORP COM	08/18/2006	04/28/2011	6,798.68	5,524.50	1,274.18
500. INTEL CORP COM	VAR	05/12/2011	11,744.77	8,934.00	2,810.77
500. INTEL CORP COM	03/26/2009	05/25/2011	11,309.83	7,840.00	3,469.83
1200. INTEL CORP COM	VAR	11/21/2011	28,354.87	23,533.77	4,821.10
2000. ISHARES INC MSCI JAPAN INDEX FD					
1000. ISHARES INC MSCI JAPAN INDEX FD	07/21/2005	04/06/2011	19,779.81	23,021.29	-3,241.48
Totals	07/21/2005	04/27/2011	10,139.90	11,510.64	-1,370.74

76-0101380



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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DRIEHAUS SMALL CAP (66-0600405)	P	VARIOUS	VARIOUS
b	ALETHEIA (STMT 25)	P	VARIOUS	VARIOUS
c	ALETHEIA (STMT 27)	P	VARIOUS	VARIOUS
d	ALETHEIA CAP GAIN DIVIDENDS (STMT 28)	P	VARIOUS	VARIOUS
e	TYCO LITIGATION	P	VARIOUS	VARIOUS
f	EATON VANCE (STMT 35)	P	VARIOUS	VARIOUS
g	EATON VANCE DIFFERENCE	P	VARIOUS	VARIOUS
h	EATON VANCE (STMT 43)	P	VARIOUS	VARIOUS
i	EATON VANCE DIFFERENCE	P	VARIOUS	VARIOUS
j	DANA (STMT 45)	P	VARIOUS	VARIOUS
k	DANA (STMT 48)	P	VARIOUS	VARIOUS
l	DANA DIFFERENCE	P	VARIOUS	VARIOUS
m	DANA DIVIDEND DISTRIBUTIONS (STMT 49)	P	VARIOUS	VARIOUS
n	WCM (STMT 51)	P	VARIOUS	VARIOUS
o	WCM (STMT 53)	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 550,583.			550,583.
b 173,392.		150,565.	22,827.
c 314,149.		293,902.	20,247.
d 888.			888.
e 283.			283.
f 6,312,270.		6,309,344.	2,926.
g 31.			31.
h 4,601,478.		4,332,048.	269,430.
i 63.			63.
j 1,060,997.		1,156,124.	<95,127.>
k 1,968,478.		1,725,195.	243,283.
l <550.>			<550.>
m 334.			334.
n 39,802.		27,447.	12,355.
o 333,324.		229,972.	103,352.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			550,583.
b			22,827.
c			20,247.
d			888.
e			283.
f			2,926.
g			31.
h			269,430.
i			63.
j			<95,127.>
k			243,283.
l			<550.>
m			334.
n			12,355.
o			103,352.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

VIVIAN L. SMITH FOUNDATION

CONTINUATION FOR 990-PF, PART IV

76-0101380

PAGE 2 OF 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MITCHELL (STMT 58)	P	VARIOUS	VARIOUS
b	MITCHELL (STMT 60)	P	VARIOUS	VARIOUS
c	RANGER SMALL CAP (11-3693802)	P	VARIOUS	VARIOUS
d	RANGER SMALL CAP (11-3693802)	P	VARIOUS	VARIOUS
e	FORWARD TACTICAL	P	VARIOUS	VARIOUS
f	SILCHESTER (36-7045759)	P	VARIOUS	VARIOUS
g	SILCHESTER (36-7045759)	P	VARIOUS	VARIOUS
h	VALLEY FORGE (STMT 63)	P	VARIOUS	VARIOUS
i	VALLEY FORGE (STMT 65)	P	VARIOUS	VARIOUS
j	TEMPLETON GLOBAL FUND	P	VARIOUS	VARIOUS
k	MANNING OVERSEAS FUND	P	VARIOUS	VARIOUS
l	DRIEHAUS SMALL CAP (660600405)	P	VARIOUS	VARIOUS
m	FAYEZ EQUITY (STMT 66)	P	VARIOUS	VARIOUS
n	WCM CAPITAL GAIN DISTRIBUTIONS (STMT 56)	P	VARIOUS	VARIOUS
o	DRIEHAUS SMALL CAP BASIS	P	VARIOUS	06/30/11

(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 226,906.		140,584.	86,322.
b 1,699,083.		1,037,280.	661,803.
c 10,995.			10,995.
d 134,244.			134,244.
e 13,020.			13,020.
f 16,514.			16,514.
g 310,923.			310,923.
h 2,643,948.		2,606,721.	37,227.
i 1,066,036.		889,083.	176,953.
j 14,503.			14,503.
k 112,698.			112,698.
l 91,329.			91,329.
m 418,147.		520,023.	<101,876.>
n 222.			222.
o		2.	<2.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			86,322.
b			661,803.
c			10,995.
d			134,244.
e			13,020.
f			16,514.
g			310,923.
h			37,227.
i			176,953.
j			14,503.
k			112,698.
l			91,329.
m			<101,876.>
n			222.
o			<2.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6);
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

VIVIAN L. SMITH FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DRIEHAUS ACTIVE INCOME FUND	P	VARIOUS	11/22/11
b	PIMCO	P	VARIOUS	06/28/11
c	BMS LITIGATION	P	VARIOUS	VARIOUS
d	NORTEL LITIGATION	P	VARIOUS	VARIOUS
e	QWEST LITIGATION	P	VARIOUS	VARIOUS
f	BOA LITIGATION	P	VARIOUS	VARIOUS
g	OM GROUP LITIGATION	P	VARIOUS	VARIOUS
h	RUST LITIGATION	P	VARIOUS	VARIOUS
i	MNBA LITIGATION	P	VARIOUS	VARIOUS
j	MARSH MCLENNAN LITIGATION	P	VARIOUS	VARIOUS
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,500,000.		1,866,366.	<366,366.>
b 2,000,000.		1,888,722.	111,278.
c 48.			48.
d 29.			29.
e 42.			42.
f 214.			214.
g 284.			284.
h 66.			66.
i 155.			155.
j 1,307.			1,307.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<366,366.>
b			111,278.
c			48.
d			29.
e			42.
f			214.
g			284.
h			66.
i			155.
j			1,307.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,442,857.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990 T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

R. E. SMITH INTERESTS, INC.

- The books are in the care of ► **1900 WEST LOOP SOUTH, # 1050 - HOUSTON, TX 77027-3207**

Telephone No ► **713-986-8030**

FAX No. ► **713-622-0815**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2011** or
► ☐ tax year beginning, and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	145,652.
b If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	120,652.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	25,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Type or print File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	VIVIAN L. SMITH FOUNDATION	☒ 76-0101380
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1900 WEST LOOP SOUTH, NO. 1050	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77027-3207	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**R. E. SMITH INTERESTS, INC.**

- The books are in the care of **1900 WEST LOOP SOUTH, # 1050 - HOUSTON, TX 77027-3207**
Telephone No **713-986-8030** FAX No **713-622-0815**

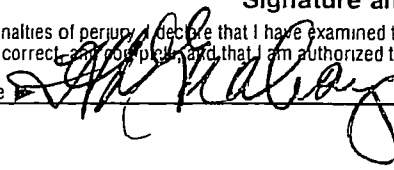
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**5 For calendar year **2011**, or other tax year beginning _____, and ending _____6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period7 State in detail why you need the extension **SEE STATEMENT 3**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	145,652.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	145,652.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature  Title **VILE PRESIDENT**Date **7-30-12**

Form 8868 (Rev. 1-2012)