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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 07/01, 2011, and ending 06/30, 2012

Name of foundation CLARA B & W AUBREY SMITH CHARITABLE
FOUNDATION

A Employer identification number
75-6314114

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

Room/suite

B Telephone number (see instructions)

BANK OF AMERICA, N.A. P.O. BOX 831041

(800) 357-7094

City or town, state, and ZIP code

DALLAS, TX 75283-1041

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end
of year (from Part II, col (c), line
16) \$ 15,515,672.

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify)

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	493,642.	493,642.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,646,710.			
b Gross sales price for all assets on line 6a	15,162,372.			
7 Capital gain net income (from Part IV, line 2)		2,646,710.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	38,926.	38,926.		STMT 3
12 Total. Add lines 1 through 11	3,179,278.	3,179,278.		
13 Compensation of officers, directors, trustees, etc.	87,888.	48,984.		38,904.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	3,000.	NONE	NONE	3,000.
c Other professional fees (attach schedule) STMT 5	4,456.			4,456.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	126,753.	1,753.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	223.			223.
23 Other expenses (attach schedule) STMT 7	43,182.	4,114.		39,068.
24 Total operating and administrative expenses. Add lines 13 through 23	265,502.	54,851.	NONE	85,651.
25 Contributions, gifts, grants paid	660,500.			660,500.
26 Total expenses and disbursements. Add lines 24 and 25	926,002.	54,851.	NONE	746,151.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	2,253,276.			
b Net investment income (if negative, enter -0-)		3,124,427.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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DATE OCT 31 2012

SCANNED NOV 07 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,489,178.	252,155.	252,155.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) . .	897,115.		
	b	Investments - corporate stock (attach schedule)	4,462,729.		
	c	Investments - corporate bonds (attach schedule)	2,194,699.		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	2,805,824.	15,850,664.	15,081,042.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
Liabilities	15	Other assets (describe ▶ STMT 9)	1.	1.	182,475.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,849,546.	16,102,820.	15,515,672.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	13,849,546.	16,102,820.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	13,849,546.	16,102,820.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,849,546.	16,102,820.	

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	13,849,546.
2	Enter amount from Part I, line 27a	2	2,253,276.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,102,822.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,102,820.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 15,096,340.		12,515,662.	2,580,678.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			2,580,678.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,646,710.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	845,938.	15,971,808.	0.052964
2009	811,226.	15,300,845.	0.053018
2008	999,796.	14,782,442.	0.067634
2007	908,508.	17,893,068.	0.050774
2006	1,056,643.	17,920,202.	0.058964
2 Total of line 1, column (d)			2 0.283354
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.056671
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,971,808.
5 Multiply line 4 by line 3			5 905,138.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,244.
7 Add lines 5 and 6			7 936,382.
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			8 746,151.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	62,489.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	62,489.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	62,489.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	125,642.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	125,642.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	63,153.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 62,492. Refunded <input type="checkbox"/> 661.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address ► NONE				
14	The books are in care of ► BANK OF AMERICA, N.A. Telephone no ► (214) 209-1965 Located at ► 901 MAIN ST, 19TH FL, DALLAS, TX ZIP + 4 ► 75202-3714			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year,	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		87,888.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,037,879.
b	Average of monthly cash balances	1b	-156.
c	Fair market value of all other assets (see instructions)	1c	177,311.
d	Total (add lines 1a, b, and c)	1d	16,215,034.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	16,215,034.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	243,226.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,971,808.
6	Minimum investment return. Enter 5% of line 5	6	798,590.

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	798,590.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	62,489.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	62,489.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	736,101.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	736,101.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	736,101.

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	746,151.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	746,151.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	746,151.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				736,101.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	187,919.			
b From 2007	33,064.			
c From 2008	271,194.			
d From 2009	70,524.			
e From 2010	54,556.			
f Total of lines 3a through e	617,257.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 746,151.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				736,101.
e Remaining amount distributed out of corpus	10,050.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	627,307.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	187,919.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	439,388.			
10 Analysis of line 9				
a Excess from 2007	33,064.			
b Excess from 2008	271,194.			
c Excess from 2009	70,524.			
d Excess from 2010	54,556.			
e Excess from 2011	10,050.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 14				
Total			3a	660,500.
b Approved for future payment				
Total			3b	

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	493,642.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,646,710.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a _____					
b O&G ROYALTY INCOME			15	37,279.	
c AT&T INC SR UNSECD			14	877.	
d UNITED STATES TREASURY			14	770.	
e _____					
12 Subtotal. Add columns (b), (d), and (e)				3,179,278.	
13 Total. Add line 12, columns (b), (d), and (e)					3,179,278.

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

[illegible]

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

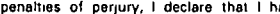
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	10/23/2012 Date	TRUSTEE Title
	BANK OF AMERICA, N.A.		

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Form **990-PF** (2011)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,744.	1,744.
AT&T INC SR UNSECD BD	2,800.	2,800.
ABBOTT LABS	898.	898.
CAMBIAR SMALL CAP FUND INV CL	4,799.	4,799.
AMPHENOL CORP NEW CL A	19.	19.
APACHE CORP	194.	194.
ARTIO GLOBAL HIGH INCOME FUND CL I	34,797.	34,797.
BOFA GOVERNMENT RESERVES TRUST CLASS	6.	6.
BOTTLING GROUP LLC SR NT	1,850.	1,850.
CELANESE CORP DEL SER A COM	112.	112.
CISCO SYS INC	212.	212.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,547.	1,547.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	7,978.	7,978.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	695.	695.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	1,436.	1,436.
DELAWARE EMERGING MKTS FUND CL INSTL CL	9,918.	9,918.
DISCOVER FINL SVCS COM	220.	220.
DU PONT E I DE NEMOURS & CO SR NT	8,000.	8,000.
EOG RESOURCES INC	54.	54.
EATON VANCE LARGE-CAP VALUE FUND CL I	42,798.	42,798.
FEDERAL HOME LN MTG CORP REFERENCE NT	1,917.	1,917.
FIFTH THIRD BANCORP COM	122.	122.
FLOWERVE CORP	131.	131.
GENERAL ELEC CO	363.	363.
GENERAL ELEC CAP CORP SR UNSECD MTN	2,858.	2,858.
GENERAL MILLS INC	375.	375.
HARBOR INTERNATIONAL FUND INSTL CL	5,741.	5,741.
HARTFORD FINL SVCS GROUP INC SR UNSECD N	4,463.	4,463.
HEWLETT PACKARD CO COM	320.	320.
J P MORGAN CHASE & CO COM	858.	858.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	939.	939.
LOWES COS INC	503.	503.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MCKESSON HBOC INC	215.	215.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	2,294.	2,294.
OCCIDENTAL PETROLEUM CORP	635.	635.
PIMCO TOTAL RETURN FUND INSTL	189,142.	189,142.
PIMCO HIGH YIELD FUND	3,238.	3,238.
PNC BK CORP	478.	478.
PACKAGING CORP OF AMERICA	394.	394.
PHILIP MORRIS INTL INC COM	2,038.	2,038.
PIMCO COMMODITY REALRETURN STRATEGY FUND	107,776.	107,776.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,897.	1,897.
PROCTER & GAMBLE CO	963.	963.
PROCTER & GAMBLE CO NT	1,575.	1,575.
RIDGEWORTH MID CAP VALUE EQUITY FUND CL	1,020.	1,020.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	16,493.	16,493.
SBC COMMUNICATIONS INC NT	3,740.	3,740.
S&P DEPOSITARY RECEIPTS SERIES 1	1,522.	1,522.
SEMPRA ENERGY	583.	583.
STAPLES INC	220.	220.
TARGET CORP NT	4,765.	4,765.
US BANCORP DEL COM NEW	464.	464.
KATY CONS UNIT TR 2-16-1	1.	1.
UNITED STATES TREAS NT DTD 02/17/09 2.75	7,293.	7,293.
UNITED TECHNOLOGIES CORP NT	2,329.	2,329.
WELLS FARGO & CO NEW SR UNSECD NT	5,558.	5,558.
AXIS CAPITAL HOLDINGS LTD COM	342.	342.
	-----	-----
TOTAL	493,642.	493,642.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS O&G ROYALTY INCOME	37,279.	37,279.
AT&T INC SR UNSECD BD	877.	877.
UNITED STATES TREAS NT DTD 2/17/09	770.	770.
	-----	-----
TOTALS	38,926.	38,926.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	3,000.			3,000.
TOTALS	3,000.	NONE	NONE	3,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER PROFESSIONAL FEES - CHAR	4,456.	4,456.
TOTALS	4,456.	4,456.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL EXCISE ESTIMATES	125,000.	
FOREIGN TAXES ON QUALIFIED FOR	729.	729.
FOREIGN TAXES ON NONQUALIFIED	1,024.	1,024.
	-----	-----
TOTALS	126,753.	1,753.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING EXPENSE			
ASSOCIATE DUES	38,878.		38,878.
OIL & GAS EXPENSES:	190.		190.
PRODUCTION TAX	1,929.	1,929.	
LEASE OPERATING	143.	143.	
AD VALOREM TAX	2,042.	2,042.	
TOTALS	43,182.	4,114.	39,068.
	=====	=====	=====

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
COLUMBIA ACORN FUND	C	493,412.	456,142.
COLUMBIA ACORN INTERNATIONAL	C	267,159.	220,541.
COLUMBIA MARSICO INTERNATIONAL	C	328,942.	289,952.
COLUMBIA SMALL CAP GROWTH I	C	328,942.	275,494.
COLUMBIA SELECT LARGE CAP	C	3,289,415.	2,947,538.
EATON VANCE LARGE-CAP VALUE	C	2,220,355.	2,180,135.
HARBOR INTERNATIONAL FUND	C	246,706.	214,515.
NUVEEN REAL ESTATE SECS FUND	C	359,000.	356,518.
PIMCO TOTAL RETURN FUND	C	5,473,794.	5,597,636.
PIMCO HIGH YIELD FUND	C	600,000.	597,425.
PIMCO COMMODITY REALRETURN	C	657,883.	458,092.
PIMCO EMERGING MKT CURRENCY	C	164,471.	151,671.
RIDGEWORTH MID CAP VALUE EQ	C	330,000.	313,575.
ROWE T PRICE INTL FDS INC	C	411,177.	382,928.
VANGUARD MSCI EMERGING MKTS	C	679,408.	638,880.
		-----	-----
TOTALS		15,850,664.	15,081,042.
		=====	=====

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
OIL & GAS MINERALS	1.	182,475.
	-----	-----
TOTALS	1.	182,475.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
NET ROUNDING DIFFERENCE	2.

TOTAL	2.
	=====

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 78,888.

OFFICER NAME:

WAYNE E. DELANEY

ADDRESS:

1201 S LANG AVE

DENISON, TX 75020-5338

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,250.

OFFICER NAME:

JACK B. LILLEY

ADDRESS:

P.O. BOX 254

DENISON, TX 75021-0254

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,250.

OFFICER NAME:

JERRY CULPEPPER

ADDRESS:

P.O. BOX 653

SHERMAN, TX 75091-0653

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,250.

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

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

=====

OFFICER NAME:

RONNIE COLE

ADDRESS:

306 W MAIN ST

DENISON, TX 75020-3125

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,250.

TOTAL COMPENSATION: 87,888.

=====

=====

RECIPIENT NAME:

DAVID T. ROSS - BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

RECIPIENT'S PHONE NUMBER: 214-209-1965

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RELIGIOUS, CHARITABLE, EDUCATIONAL, SCIENTIFIC & LITERARY PURPOSES IN
GRAYSON COUNTY, TEXAS AND SURROUNDING AREAS FOCUSING ON INCREASING
KNOWLEDGE OF PHYSICIANS/SURGEONS IN GRAYSON COUNTY THROUGH LECTURES &

RESTRICTIONS OR LIMITATIONS ON AWARDS:

EDUCATION. FUNDS ARE TO BE USED FOR MEDICAL RESEARCH, SCHOLARSHIPS TO
MEDICAL SCHOOLS, TRAINING OF NURSES OR PARAMEDICS, AND ACQUISITION OR
IMPROVEMENT TO HOSPITALS. FOR ANY INDIVIDUAL SCHOLARSHIP AWARDS,

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE WILL BE GIVEN TO STUDENTS THAT COMMIT TO WORKING AT LEAST
TWO YEARS FOR TEXOMA MEDICAL CENTER IN DENISON, TEXAS UPON COMPLETION
OF THEIR ACADEMIC TRAINING.

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED LIST

AMOUNT OF GRANT PAID 660,500.

TOTAL GRANTS PAID:

660,500.

=====

STATEMENT 14

FEDERAL FOOTNOTES

=====

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

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

CLARA B & W AUBREY SMITH CHARITABLE

Employer identification number

75-6314114

Note: Form 5227 filers need to complete **only** Parts I and II.

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-140,881.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-140,881.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					66,032.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,721,559.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	2,787,591.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-140,881.
14	Net long-term gain or (loss):			
a	Total for year	14a		2,787,591.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,646,710.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or		
b	\$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

Clara Blackford and W. Aubrey Smith Charitable Foundation

Grant Recipients for Fiscal Year Ending June 2012

Payee Organization	Amount	Request Project Title
Alpha & Omega Baptist Church 401 E. Sears St. Denison, TX 75020	\$500	Holiday Fund
American Red Cross, Texoma Area Chapter 2527 State Highway 691 Denison, TX 75020	\$1,000	Gala sponsorship with funds supporting local operations.
Austin College 900 N. Grand Ave. Suite 6G Sherman, TX 75090-4400	\$500	Support Softball Program. Board directed distribution from Jerry Culpepper.
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$1,000	Program Support. Board directed distribution from Jerry Culpepper.
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$5,000	Program Support
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$10,000	School Based Licensed School Age Child Care
Boys & Girls Club of Denison PO Box 23 Denison, TX 75021-0023	\$23,200	Improve Club Efficiency and Capacity.
Child & Family Guidance Center of Texoma 804 E. Pecan Grove Road Sherman, TX 75090	\$1,000	Holiday Fund
Child & Family Guidance Center of Texoma 804 E. Pecan Grove Road Sherman, TX 75090	\$11,000	Provide mental healthcare to uninsured and underinsured Texoma children and families
City of Denison 500 W. Chestnut Denison, TX 75020	\$5,000	Communities Fireworks Display. Board directed distribution from Ronnie Cole.
City of Denison Parks & Recreation 531 W. Chestnut Denison, TX 75020	\$1,000	Girls Softball Program. Board directed distribution from Jerry Culpepper.
Community Youth Center of Denison P.O. Box 932 Denison, TX 75021-1584	\$300	Holiday Fund

Payee Organization	Amount	Request Project Title
Court Appointed Special Advocates 100 N Travis St Ste 302 Sherman, TX 75090	\$10,000	Chocolate Indulgence, annual fundraiser
Court Appointed Special Advocates 100 N Travis St Ste 302 Sherman, TX 75090	\$1,000	Holiday Fund
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$25,000	Support programs benefiting economic development and the people of Denison
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$4,000	Denison Leadership Institute
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$500	School Supply Drive. Board directed distribution from Jack Lilley.
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$25,000	Program support for special needs children
Denison Helping Hands 418 W Chestnut St Denison, TX 75020	\$11,000	Purchase food to distributed to the needy
Denison Housing Authority P.O. Box 475 Denison, TX 75021	\$1,000	Holiday Fund
Denison Housing Authority P.O. Box 475 Denison, TX 75021	\$20,000	Program Support
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$30,000	Goddard Youth Science and Environmental Camp - scholarships for economically disadvantaged fifth grade students.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$10,000	Supplies for students and teachers at B. McDaniel Middle School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$9,000	Supplies for students and teachers at Denison High School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Supplies for students and teachers at Pathways High School

Payee Organization	Amount	Request Project Title
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$8,000	Supplies for students and teachers at Golden Rule Elementary
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$8,000	Supplies for students and teachers at Terrell Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Supplies for students and teachers at Lamar Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2010 DHS Seniors
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2010 DHS Seniors
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,000	Update resource programs/materials for Houston Elementary School. Board directed distribution from Linda Flemming
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Holiday Fund - Layne Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$7,100	Denison High School's Prime Time Tutoring
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Holiday Fund - Denison HS Angels Program
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$500	DHS Theatre Department Partner Program. Board directed distribution from Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Denison High School Safe After-Prom Event. Board directed distribution from Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$15,000	Grayson County College Scholarships - 2011 Graduates
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2011 Seniors

Payee Organization	Amount	Request Project Title
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2010 DHS Seniors
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,500	Denison High School Principal Discretionary Fund. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Denison High School Girls Softball Program. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Denison High School Music Department. Board directed distribution from Jerry Culpepper.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$10,000	Music Scholarship for Timothy Hoover to attend LIPA. Board directed distribution from Ronnie Cole.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,500	Purchase specialty saw for Woodworking Class at Denison High School. Board directed distribution from Ronnie Cole.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,500	Purchase specialty saw for Woodworking Class at Denison High School. Board directed distribution from Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,500	Scholarship for Silvia Erives. Board directed distribution from Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	2012 STEM Scholarships
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2009 DHS Seniors
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Teacher Incentive Appreciation Grants. Board directed distribution from Wayne Delaney.
Denison ISD Education Foundation Inc 1201 S Rusk Ave Denison, TX 75020	\$3,000	2012 Scholars Among Us

Payee Organization	Amount	Request Project Title
Denison ISD Education Foundation Inc 1201 S Rusk Ave Denison, TX 75020	\$10,000	Provide funding for classroom grants for Denison ISD students
Denison Kiwanis Club Charity, Inc. P.O. Box 643 Denison, TX 75021	\$2,000	Holiday Fund
Downtown Denison, Inc. 500 W. Chestnut Denison, TX 75020	\$10,000	Music on Main and Stage for Heritage Park
Downtown Denison, Inc. 500 W. Chestnut Denison, TX 75020	\$15,000	Denison Fireworks
First Baptist Church 601 W. Woodard Denison, TX 75020	\$1,000	Holiday Fund
First Baptist Church 601 W. Woodard Denison, TX 75020	\$3,000	Love Out Loud Project. Board directed distribution from Wayne Delaney.
First Baptist Church 601 W. Woodard Denison, TX 75020	\$2,000	Replace television in designated classrooms. Board directed distribution from Wayne Delaney.
First Christian Church 800 W Woodard Street Denison, TX 75020	\$1,000	Holiday Fund
First Christian Church 800 W Woodard Street Denison, TX 75020	\$1,000	Special Youth Program for Sports Camp Scholarships. Board directed distribution from Jack Lilley.
Four Rivers Outreach Inc 210 South Rusk Street Sherman, TX 75090	\$5,000	General Operations
Friends of Sky Ranch, Inc. 600 N. Pearl Street Suite 640 LB 148 Dallas, TX 75201	\$2,500	Sky Ranch TRU Camp Scholarships
Grayson County College 6101 Grayson Dr Denison, TX 75020	\$1,000	Scholarship assistance for Ciarra King. Board directed distribution from Jerry Culpepper.
Grayson County College Foundation Inc 6101 Grayson Drive Denison, TX 75020-8238	\$15,000	The Clara Blackford and W. Aubrey Smith Foundation-Grayson College Career and Education Scholarship Fund

Payee Organization	Amount	Request Project Title
Grayson County Juvenile Alternatives Inc Po Box 1625 Sherman, TX 75091-1625	\$20,000	100 Memorial Drive Project
Grayson County Shelter 331 W Morton St Denison, TX 75020-2419	\$50,000	General operations of the organization
Grayson County Welfare Board Inc 902 Cottonwood Sherman, TX 75090	\$1,500	Holiday Fund
Grayson Literacy Team 421 N Travis St Sherman, TX 75090-5926	\$2,400	Purchase books for children
Jack & Jill Day Care Center, Inc. Po Box 807 Denison, TX 75021-0807	\$1,000	Holiday Fund
Lakeway United Methodist Church 518 FM 996 West Pottsboro, TX 75076	\$1,000	Holiday Fund
MasterKey Ministries of Grayson County, Inc. 707 S. Sam Rayburn Freeway Sherman, TX 75090	\$8,000	Keys to Literacy Project
Meadows Of Wesley Village 2603 Meadows Drive Denison, TX 75020-7280	\$500	Holiday Fund
MLK Blvd Church of Christ P.O. Box 1221 Denison, TX 75021	\$1,000	Holiday Fund
Mt. Olive Baptist Church P.O. Box 588 Denison, TX 75021-0588	\$500	Holiday Fund
Mt. Zion Baptist Church 531 W. Walker Denison, TX 75020	\$500	Holiday Fund
New Beginning Fellowship Church 1201 W Shepherd St Denison, TX 75020	\$22,000	New Beginning Fellowship Care Ministry
Oklahoma State University 322 Student Union Stillwater, OK 74078	\$2,500	Scholarship assistance for Samantha Hander. Board directed distribution from Jerry Culpepper.

Payee Organization	Amount	Request Project Title
Park Avenue Church of Christ 3000 S. Park Avenue Denison, TX 75020	\$1,000	Holiday Fund
Pottsboro Kids Club 3667 Georgetown Road Pottsboro, TX 75076	\$1,000	Holiday Fund
PVES Foundation, Inc. 29 Hacienda Drive Pottsboro, TX 75076	\$12,500	Boot Scootin' Ball 2012
Rehabilitation Center Therapeutic Solutions For Children And Adults P.O. Box 453 Sherman, TX 75091	\$1,000	Holiday Fund
Rehabilitation Center Therapeutic Solutions For Children And Adults P.O. Box 453 Sherman, TX 75091	\$25,000	"Self-Sufficiency Thru Rehab" Supported by Search for the Stars Telethon
Sherman Community Players 500 N Elm St Sherman, TX 75090	\$5,000	Support Project Theatre
Substance Abuse Council 201 S Travis St Sherman, TX 75090-7110	\$500	Holiday Fund
Texas Wesleyan University 1201 Wesleyan St. Fort Worth, TX 76105	\$2,500	Scholarship support for Jordan Bowden. Board directed distribution from Jerry Culpepper.
Texoma Regional Blood Center 3911 Texoma Parkway Sherman, TX 75090	\$35,000	Purchase mobile blood collection bus
Tri County Senior Nutrition Project Incorporated 4114 Airport Dr Denison, TX 75020	\$500	Support Meals on Wheels Program. Board directed distribution from Jerry Culpepper.
Tri County Senior Nutrition Project Incorporated 4114 Airport Dr Denison, TX 75020	\$5,000	Emergency meal services to qualified clients who are waiting for traditional funding to become available
Trinity United Methodist Church 101 E. Highway 69 Denison, TX 75021	\$1,000	Holiday Fund

Payee Organization	Amount	Request Project Title
Triple H Equitherapy Inc Po Box 574 Bonham, TX 75418-0574	\$5,000	Provide therapy for adults and children with physical, cognitive and emotional disabilities
University of Texas Health Science Center at Houston P.O. Box 20036 7000 Fannin, Ste 1200 Houston, TX 77225	\$10,000	Medical School Scholarship - Preston Spindle
University of Texas M.D. Anderson Cancer Center P.O. Box 301439 Houston, TX 77230-2121	\$60,000	The Clara B. Smith Training Center Program
Visions Of Sugar Plums Charitable Foundation 21 Whispering Rd Pottsboro, TX 75076-4842	\$1,000	Holiday Fund
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,000	Holiday Fund
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,500	Support Waples Boy Scout Troup. Board directed distribution by Jerry Culpepper
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,500	Support Waples Day School. Board directed distribution from Jerry Culpepper.
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$500	Support Waples Food for the Needy Saturday Meals. Board directed distribution from Jerry Culpepper.
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$500	Waples Preschool Nursery. Board directed distribution from Jerry Culpepper.
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,000	Support Vacation Bible School. Board directed distribution from Jerry Culpepper.
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$500	Pastor's Discretionary Fund to meet needs. Board directed distribution from Jerry Culpepper.
Grand Totals	\$660,500	