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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 10-01-2011 , and ending 09-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
EMMITT SMITH CHARITIES INC
C/O Tolleson Wealth Management
% EJ SMITH ENTERPRISES LLC

Number and street (or P O box number if mail is not delivered to street address)
5500 Preston Road

Room/suite

City or town, state, and ZIP code
Dallas, TX 75205

A Employer identification number
20-1895778

B Telephone number (see page 10 of the instructions)
(972) 701-8222

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 289,424

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	764,200			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	844	844		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	765,044	844		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	106,154			106,154
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,331	3,665		3,666
	b Accounting fees (attach schedule)	6,000			
	c Other professional fees (attach schedule)	36,843	18,422		18,421
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	8,255			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	10,538			
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	452,575			452,575
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	627,696	22,087		580,816
	25 Contributions, gifts, grants paid	211,816			211,816
	26 Total expenses and disbursements. Add lines 24 and 25	839,512	22,087		792,632
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-74,468			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	339,749	229,593	229,593
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 27,005			
		Less allowance for doubtful accounts ▶	0	27,005	27,005
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	0	12,500	12,500
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	0	20,326	20,326
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	339,749	289,424	289,424
	17	Accounts payable and accrued expenses	0	19,821	
	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 ▶)	3,445	7,767	
	23	Total liabilities (add lines 17 through 22)	3,445	27,588	
		Foundations that follow SFAS 117, check here ▶			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	336,304	261,836	
	30	Total net assets or fund balances (see page 17 of the instructions)	336,304	261,836	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	339,749	289,424	

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	336,304
2	Enter amount from Part I, line 27a	2	-74,468
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	261,836
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	261,836

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	0
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	}	3	

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	182,675	401,708	0.454746
2009	216,739	286,629	0.756166
2008	39,706	132,202	0.300343
2007	87,469	84,769	1.031851
2006	0	0	0.0

2	Total of line 1, column (d).	2	2 543106
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 508621
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	374,885
5	Multiply line 4 by line 3.	5	190,674
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	190,674
8	Enter qualifying distributions from Part XII, line 4.	8	792,632
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

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

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

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☒		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ☒	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T. ☒			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of EJ SMITH ENTERPRISES LLC Telephone no (972) 584-0525			
Located at 14801 QUORUM DRIVE SUITE 220 Dallas TX ZIP+4 75205				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			Yes	No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			Yes	No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			Yes	No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			Yes	No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			Yes	No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		
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? If "Yes," list the years 20 , 20 , 20 , 20		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Patrica A Smith 5500 Preston Rd Suite 250 Dallas, TX 75205	President 0 25	0		
Emmitt J Smith III 5500 Preston Rd Suite 250 Dallas, TX 75205	Vice President 0 25	0		
Marvin E Blum 420 Throckmorton 650 Ft Worth, TX 76102	Secretary/Treasurer 0 25	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	380,594
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	380,594
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	0
3	Subtract line 2 from line 1d.	3	380,594
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	5,709
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	374,885
6	Minimum investment return. Enter 5% of line 5.	6	18,744

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	18,744
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	0
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	18,744
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	18,744
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	18,744

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	792,632
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	792,632
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	792,632
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				18,744
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	37,430			
b From 2007.	83,231			
c From 2008.	33,096			
d From 2009.	202,408			
e From 2010.	162,590			
f Total of lines 3a through e.	518,755			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 792,632				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				18,744
e Remaining amount distributed out of corpus	773,888			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,292,643			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	37,430			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,255,213			
10 Analysis of line 9				
a Excess from 2007. . . .	83,231			
b Excess from 2008. . . .	33,096			
c Excess from 2009. . . .	202,408			
d Excess from 2010. . . .	162,590			
e Excess from 2011. . . .	773,888			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

Emmitt J Smith III
5500 Preston Rd Suite 250
Dallas, TX 75205
(214) 252-3250

b

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

A WRITTEN OR VERBAL REQUEST EXPLAINING THE PURPOSE FOR THE GIFT/GRANT

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	211,816
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	844	
4	Dividends and interest from securities. . . .					
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					
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). .				844	
13	Total. Add line 12, columns (b), (d), and (e).			13		844

[illegible]

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

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

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Form 990PF Part XV Line 1a - 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).

EMMITT J SMITH III
PATRICIA A SMITH

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADVISORY BOARD OF BTWHSPVA PO BOX 192648 DALLAS,TX 75219	NONE	501(C)(3)	GENERAL FUND	250
BEAT THE ODDS CHILDREN'S DEFENSE FUNDS410 BELLAIRE SUITE 203 BELLAIRE,TX 77401	NONE	501(C)(3)	GENERAL FUND	25,000
BEST BUDDIES TEXAS2904 FLOYD STREET DALLAS,TX 75204	NONE	501(c)(3)	GENERAL FUND	5,000
BIG BROTHERS BIG SISTERS LONE STAR450 E JOHN CARPENTER FREEWAY IRVING,TX 75062	NONE	501(C)(3)	GENERAL FUND	5,000
BIG THOUGHT2501 OAK LAWN LB 42 STE 550 DALLAS,TX 75219	NONE	501(c)(3)	GENERAL FUND	25,000
CHILDREN'S ADVOCACY CENTER OF COLLIN CTY2205 LOS RIOS PLANO,TX 75074	NONE	501(c)(3)	GENERAL FUND	2,500
CHILDREN'S MEDICAL CENTER LEGACY2777 STEMMONS FWY STE 700 DALLAS,TX 75207	NONE	501(c)(3)	GENERAL FUND	7,000
DALLAS BLACK DANCE THEATRE 2700 FLORA STREET DALLAS,TX 75201	NONE	501(C)(3)	GENERAL FUND	500
ESCAMBIA HIGH SCHOOL1310 N 65TH AVE PENSACOLA,FL 32506	NONE	501(C)(3)	GENERAL FUND	5,000
FAMILY GATEWAY3000 SAN JACINTO ST DALLAS,TX 75204	NONE	501(C)(3)	GENERAL FUND	2,500
FOUNDATION FOR BRAIN HEALTH ADVANCES2200 WEST MOCKINGBIRD LANE DALLAS,TX 75235	NONE	501(C)(3)	GENERAL FUND	1,000
FRESHMAN LEADERSHIP ACADEMY2400 6TH STREET NW SUITE 201 WASHINGTON,DC 20059	NONE	501(C)(3)	GENERAL FUND	3,065
HAPPY HILL FARM ACADEMY3846 N HWY 144 GRANBURY,TX 76048	NONE	501(C)(3)	GENERAL FUND	5,000
JASON WITTEN'S SCORE FOUNDATION2020 WILLOWMET LN BRENTWOOD,TN 37027	NONE	501(C)(3)	GENERAL FUND	5,000
LANCE ARMSTRONG FOUNDATION2201 E SIXTH STREET AUSTIN,TX 78702	NONE	501(C)(3)	GENERAL FUND	2,500
LEADERKIDS FORT WORTHPO BOX 11371 FORT WORTH,TX 76110	NONE	501(C)(3)	GENERAL FUND	6,500
LEADERSHIP PREP SCHOOL8500 TEAL PARKWAY FRISCO,TX 75034	NONE	501(C)(3)	GENERAL FUND	4,000
MY FRIEND'S HOUSE902 E 16TH STREET PLANO,TX 75074	NONE	501(C)(3)	GENERAL FUND	5,000
NANCY LIEBERMAN FOUNDATION PO BOX 117132 CARROLLTON,TX 75011	NONE	501(C)(3)	GENERAL FUND	1,000
NEW DESTINY FOR CHILDRENPO BOX 84818 BATON ROUGE,LA 70884	NONE	501(C)(3)	GENERAL FUND	10,000
NORTH TEXAS JACKRABBITS TRACKPO BOX 25 PROSPER,TX 75078	NONE	501(C)(3)	GENERAL FUND	1,000
NORTHERN TEXAS PGA15150 PRESTON RD SUITE 250 DALLAS,TX 75248	NONE	501(C)(3)	GENERAL FUND	2,600
PLANO COMMUNITY CHARITY 2540 AVENUE K SUITE 200 PLANO,TX 75074	NONE	501(C)(3)	GENERAL FUND	5,000
PRIME U PREP ACADEMY3300 E ANN ARBOR DALLAS,TX 75256	NONE	501(C)(3)	GENERAL FUND	1,000
ST PHILLIP'S SCHOOL & COMMUNITY CENTER1600 PENNSYLVANIA AVENUE DALLAS,TX 75215	NONE	501(C)(3)	GENERAL FUND	2,000
TAKE STOCK IN CHILDREN30 EAST TEXAR DRIVE PENSACOLA,FL 32503	NONE	501(C)(3)	GENERAL FUND	8,349
THE FAMILY PLACEPO BOX 7999 DALLAS,TX 75209	NONE	501(c)(3)	GENERAL FUND	500
THE WINSTON SCHOOL5707 ROYAL LANE DALLAS,TX 75229	NONE	501(C)(3)	GENERAL FUND	16,000
TREASURE YOU14801 QUORUM DRIVE SUITE 220 DALLAS,TX 75254	NONE	501(C)(3)	GENERAL FUND	15,000
VOGEL ALCOVE7557 RAMBLER RD SUITE 262 DALLAS,TX 75231	NONE	501(C)(3)	GENERAL FUND	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOMEN CALLED MOSESPO BOX 381923 DUNCANVILLE, TX 75138	NONE	501(C)(3)	GENERAL FUND	1,250
XERNONA CLAYTON FOUNDATION 101 MARIETTA STREET ATLANTA, GA 30303	NONE	501(C)(3)	GENERAL FUND	1,000
THE SALVATION ARMY YET CENTER 712 WABRAM STREET ARLINGTON, TX 76013	NONE	501(C)(3)	GENERAL FUND	12,302
Total  3a				211,816

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization EMMITT SMITH CHARITIES INC C/O Tolleson Wealth Management	Employer identification number 20-1895778
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Organization type (check one)

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

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

General Rule—

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

Special Rules

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

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

Name of organization EMMITT SMITH CHARITIES INC C/O Tolleson Wealth Management	Employer identification number 20-1895778
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Part I

Contributors (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	See Additional Data Table _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization EMMITT SMITH CHARITIES INC C/O Tolleson Wealth Management	Employer identification number 20-1895778
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Part II

Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization EMMITT SMITH CHARITIES INC C/O Tolleson Wealth Management	Employer identification number 20-1895778
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Part III

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

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

Additional Data

Software ID:

Software Version:

EIN: 20-1895778

Name: EMMITT SMITH CHARITIES INC
C/O Tolleson Wealth Management

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	RBC CAPITAL MARKETS LLC RBC PLAZA 60 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	LISA BLUE BARON 5950 DELOACHE AVE DALLAS, TX 75225	\$ 15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	OPEN HEARTS FOUNDATION 22631 PACIFIC COAST HIGHWAY 900 MALIBU, CA 90265	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>4</u>	COMMUNITIES FOUNDATION OF TEXAS 4240 PRESCOTT 9D DALLAS, TX 75219	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>5</u>	SMILES FOR LIFE FOUNDATION PO BOX 92001 SOUTHLAKE, TX 76092	\$ 12,302	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>6</u>	GENERAL MOTORS 1610 CENTRAL CENTER PARKWAY SUITE MEMPHIS, TN 38134	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>7</u>	CCIM INSTITUTE 430 N MICHIGAN CHICAGO, IL 60611	\$ 5,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
<u>8</u>	THE TOLLESON FAMILY FOUNDATION 5500 PRESTON RD SUITE 250 DALLAS, TX 75205	\$ 10,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
<u>9</u>	GARY MCCULLOM 3901 MEETING HOUSE ROAD VIRGINIA BEACH, VA 23455	\$ 7,500	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
<u>10</u>	JACQUELINE VINES 7401 FLORIDA BLVD BATON ROUGE, LA 70809	\$ 7,500	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
<u>11</u>	DAVID JOHNSON 7300 SWANSON DRIVE PLANO, TX 75025	\$ 22,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
<u>12</u>	FRANK LINERO N/A DALLAS, TX 75205	\$ 20,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	LANCE CROSBY 4849 ALPHA ROAD DALLAS, TX 75244	\$62,500	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
14	DAVID TICE 10455 CENTRAL EXPRESSWAY SUITE 109 DALLAS, TX 75231	\$20,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
15	DR RICHARD BENAVIDES 7920 BELTLINE ROAD SUITE 310 DALLAS, TX 75254	\$40,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
16	MICHAEL WILSON 5000 LEGACY DRIVE SUITE 100 PLANO, TX 75024	\$49,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
17	STACY LANDERS 18333 PRESTON ROAD SUITE 410 DALLAS, TX 75252	\$40,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
18	SHELL OIL PO BOX 2463 HOUSTON, TX 77252	\$15,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	CIGNA 1640 DALLAS PARKWAY PLANO, TX 75093	\$25,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
20	JE DUNN CONSTRUCTION 16000 N DALLAS PARKWAY SUITE 500 DALLAS, TX 75248	\$25,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
21	ROGER STAUBACH 5242 RAVINE DRIVE DALLAS, TX 75220	\$10,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
22	TODD WAGNER 3030 MCKINNEY AVE 2304 DALLAS, TX 75204	\$15,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
23	T BOONE PICKENS 8117 PRESTON ROAD SUITE 260 DALLAS, TX 75225	\$10,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
24	ALBERTSON'S 7580 OAK GROVE ROAD FORT WORTH, TX 76140	\$25,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>25</u>	DR H DOUG MOLLY BARNES 8787 JOURDAN WAY DALLAS, TX 75225	\$ 10,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II if there is a noncash contribution)
<u>26</u>	ACADEMY SPORTS OUTDOORS 1800 NORTH MASON RD KATY, TX 77449	\$ 5,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II if there is a noncash contribution)
<u>27</u>	CREST AUTO GROUP 2701 N CENTRAL EXPRESSWAY PLANO, TX 75075	\$ 25,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II if there is a noncash contribution)
<u>28</u>	CITY OF MCKINNEY 222 NORTH TENNESSEE MCKINNEY, TX 75070	\$ 5,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II if there is a noncash contribution)
<u>29</u>	TOLLESON WEALTH MANAGEMENT 5500 PRESTON RD SUITE 250 DALLAS, TX 75205	\$ 5,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II if there is a noncash contribution)
<u>30</u>	ANDREWS DISTRIBUTING 2730 IRVING BLVD DALLAS, TX 75207	\$ 25,000	Person Payroll Noncash ☒ ☐ ☐ (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	SARAH PALISI CHAPIN 7032 LAKE EDGE DRIVE DALLAS, TX 75230	\$5,000	Person☒ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)
32	CRAIG INTERNATIONAL 6850 TPC DRIVE SUITE 210 MCKINNEY, TX 75070	\$7,500	Person☒ Payroll☐ Noncash☐ (Complete Part II if there is a noncash contribution)

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: EMMITT SMITH CHARITIES INC
C/O Tolleson Wealth Management
EIN: 20-1895778

TY 2011 Land, Etc. Schedule

Name: EMMITT SMITH CHARITIES INC
C/O Tolleson Wealth Management
EIN: 20-1895778

TY 2011 Other Assets Schedule

Name: EMMITT SMITH CHARITIES INC

C/O Tolleson Wealth Management

EIN: 20-1895778

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	0	18,300	18,300
DUE FROM SQUARE	0	289	289
DUE FROM TREASURE YOU	0	212	212
GOLF TOURNAMENT RECEIVABLE	0	1,525	1,525

TY 2011 Other Expenses Schedule

Name: EMMITT SMITH CHARITIES INC

C/O Tolleson Wealth Management

EIN: 20-1895778

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE AND SHIPPING	914			914
PRINTING AND COPYING	1,797			1,797
SUPPLIES	2,212			2,212
TELEPHONE AND COMMUNICATIONS	1,152			1,152
DEVELOPMENT/SOLICITATION	27,350			27,350
WEBSITE	2,916			2,916
SOFTWARE	1,800			1,800
CREDIT CARD FEES	657			657
ADVERTISING	11,093			11,093
INSURANCE	2,926			2,926
PAYROLL FEES	943			943
GOLF TOURNAMENT EXPENSES	365,109			365,109
TEAM 22 PROGRAM EXPENSE	33,378			33,378
OTHER EXPENSE	328			328

TY 2011 Other Liabilities Schedule**Name:** EMMITT SMITH CHARITIES INC

C/O Tolleson Wealth Management

EIN: 20-1895778

Description	Beginning of Year - Book Value	End of Year - Book Value
INTERCOMPANY PAYABLES	3,445	7,767

TY 2011 Taxes Schedule

Name: EMMITT SMITH CHARITIES INC
C/O Tolleson Wealth Management
EIN: 20-1895778

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES				

**PAT & EMMITT SMITH CHARITIES
SUBSTANTIAL CONTRIBUTORS
ATTACHMENT TO FORM 990-PF
FOR THE YEAR ENDED SEPTEMBER 30, 2013**

CREST AUTO GROUP
2701 N CENTRAL EXPRESSWAY
PLANO, TX 75075

LANCE CROSBY
4849 ALPHA ROAD
DALLAS, TX 75244

SHELL OIL
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