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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>FLORA BERNICE SMITH FOUNDATION</b>		A Employer identification number <b>51-0181016</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 4967</b>	Room/suite	B Telephone number <b>315-474-7571</b>
City or town, state, and ZIP code <b>SYRACUSE, NY 13221</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,745,000.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	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	54,316.	54,316.	54,316.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	122,994.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		122,994.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	100.	100.	100.	STATEMENT 2	
12 Total. Add lines 1 through 11	177,410.	177,410.	54,416.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,259.	4,790.	0.	2,469.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	10,061.	6,000.	0.	4,000.
	b Accounting fees				
	c Other professional fees STMT 4	18,755.	18,755.	0.	0.
	17 Interest				
	18 Taxes STMT 5	1,137.	838.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	303.	0.	0.	250.
	24 Total operating and administrative expenses. Add lines 13 through 23	37,515.	30,383.	0.	6,719.
	25 Contributions, gifts, grants paid	279,878.			279,878.
26 Total expenses and disbursements. Add lines 24 and 25	317,393.	30,383.	0.	286,597.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-139,983.				
b Net investment income (if negative, enter -0-)		147,027.			
c Adjusted net income (if negative, enter -0-)			54,416.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	221,462.	118,675.	118,675.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	581,332.	528,950.	521,521.	
	b Investments - corporate stock	1,034,637.	1,039,920.	1,256,386.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other	817,192.	827,096.	848,418.	
	14 Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	2,654,623.	2,514,641.	2,745,000.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	2,647,364.	2,507,891.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	7,259.	6,750.		
30 Total net assets or fund balances	2,654,623.	2,514,641.			
31 Total liabilities and net assets/fund balances	2,654,623.	2,514,641.			

## 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	2,654,623.
2 Enter amount from Part I, line 27a	2	-139,983.
3 Other increases not included in line 2 (itemize) ▶	3	1.
4 Add lines 1, 2, and 3	4	2,514,641.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,514,641.

**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.)
<b>1a SEE ATTACHED DETAIL</b>				
<b>b CAPITAL GAIN DISTRIBUTIONS</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 1,013,252.		900,161.	113,091.
<b>b</b>			9,903.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			113,091.
<b>b</b>			9,903.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	122,994.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	122,994.

**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))
2011	148,426.	2,846,395.	.052145
2010	125,662.	2,822,453.	.044522
2009	144,460.	2,518,134.	.057368
2008	166,170.	2,828,866.	.058741
2007	130,124.	3,098,739.	.041993

<b>2</b> Total of line 1, column (d)	<b>2</b>	.254769
<b>3</b> 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	<b>3</b>	.050954
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	2,761,936.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	140,732.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,470.
<b>7</b> Add lines 5 and 6	<b>7</b>	142,202.
<b>8</b> 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.	<b>8</b>	286,597.

**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)		1	1,470.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,470.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,470.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	876.	
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	876.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	594.	
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 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <u>NY</u>		
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 2012 or the taxable year beginning in 2012 (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

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MACKENZIE HUGHES LLP</u> Telephone no. ► <u>315-233-8239</u> Located at ► <u>101 S.SALINA ST., SYRACUSE, NY</u> ZIP+4 ► <u>13202</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2012?		4b
		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

▶ ☐

5b

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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?

N/A

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.

(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
GAY POMEROY	TRUSTEE			
101 S. SALINA ST	2.00	1,814.	0.	0.
SYRACUSE, NY				
MARY ANNE CODY	TRUSTEE			
101 S. SALINA ST	2.00	1,815.	0.	0.
SYRACUSE, NY				
ANNE RUFFER	TRUSTEE			
101 S. SALINA ST	2.00	1,815.	0.	0.
SYRACUSE, NY				
EDWARD SPENCER	TRUSTEE			
101 S. SALINA ST	2.00	1,815.	0.	0.
SYRACUSE, NY				

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

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

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

0





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,694,779.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	109,217.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,803,996.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,803,996.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	42,060.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,761,936.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	138,097.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	138,097.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,470.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,470.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	136,627.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	136,627.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	136,627.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	286,597.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	286,597.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,470.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	285,127.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				136,627.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			101,178.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 286,597.				
<b>a</b> Applied to 2011, but not more than line 2a			101,178.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				136,627.
<b>e</b> Remaining amount distributed out of corpus	48,792.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	48,792.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	48,792.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	48,792.			

N/A

- |  |  |
|--|--|
|  |  |
|--|--|

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- | Tax year | Prior 3 years |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |

- (4) Gross investment income

**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)				
<b>a Paid during the year</b>				
AURORA OF CENTRAL NEW YORK INC., 518 JAMES STREET SYRACUSE, NY 13203		PUBLIC CHARITY	COMPUTERS, SOFTWARE, TRAINING	29,756.
BOYS & GIRLS CLUB OF SYRACUSE 2100 E FAYETTE ST SYRACUSE, NY 13224		PUBLIC CHARITY	OPERATIONS DATA MANAGEMENT, FURNITURE AND BUILDING REPAIRS	34,869.
CENTRAL NEW YORK SOCIETY FOR PREVENTION OF CRUELTY ANIMALS 5870 EAST MOLLOY ROAD SYRACUSE, NY 13211		PUBLIC CHARITY	KENNEL UPGRADE AND MITIZI'S PLACE	37,845.
ST. THOMAS PREPARATORY SEMINARY FUND 240 E. ONONDAGA STREET SYRACUSE, NY 13202			TRAINING EQUIPMENT AND TUITION ASSISTANCE	11,200.
CROUSE IRVING MEMORIAL HOSPITAL 736 IRVING AVENUE SYRACUSE, NY 13210		PUBLIC CHARITY	MEDICAL EQUIPMENT (OR AND MRI)	53,067.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>279,878.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

51-0181016

### 3 Grants and Contributions Paid During the Year (Continuation)

223631  
05-01-12

## **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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					54,316.
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					100.
8 Gain or (loss) from sales of assets other than inventory					0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	54,416.
13 Total. Add line 12, columns (b), (d), and (e)					54,416.

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

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

[illegible]



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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	54,316.	0.	54,316.
TOTAL TO FM 990-PF, PART I, LN 4	54,316.	0.	54,316.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF PRINCIPAL	100.	100.	100.
TOTAL TO FORM 990-PF, PART I, LINE 11	100.	100.	100.

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,000.	6,000.	0.	4,000.
LEGAL DISBURSEMENTS	61.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	10,061.	6,000.	0.	4,000.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES + INV MGMT FEES	18,755.	18,755.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	18,755.	18,755.	0.	0.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	838.	838.	0.	0.	
EXCISE TAXES	299.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	1,137.	838.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS ATTORNEY GENERAL FILING FEE	250.	0.	0.	250.	
MISC	53.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	303.	0.	0.	250.	

Flora Bernice Smith Foundation  
**Schedule G**  
*Principal Remaining on Hand*  
From 1/01/2012 Thru 12/31/2012

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2012
<b>Section 2</b>				
<b><u>Stocks</u></b>				
P109	Accor S.A Shares 440 00000	13,036.38	13,036.38	15,485.67
P114	Adecco SA - Reg; Common Shares 280 00000	13,046.33	13,046.33	14,695.14
P107	Air Products & Chemicals Inc. Shares 170.00000	13,077.42	13,077.42	14,283 40
P99	Alcoa Corp Shares 2,100.00000	20,883.87	20,883 87	18,228.00
P84	Alexandria Real Estate Equities Inc Shares 30.00000	1,983.81	1,983 81	2,079.60
P78	Amazon.Com Inc. Shares 110.00000	22,776.93	22,776.93	27,595 70
P5	American Express Co Shares 300.00000	6,913.26	15,082.50	17,244 00
P101	Apache Corp. Shares 100 00000	9,279.15	9,279.15	7,850 00
P6	Autodesk Shares 650 00000	19,443.88	19,443.88	22,977.50
P7	Baker Hughes, Inc Shares 510.00000	22,554.82	34,996 20	20,832.33
P9	Becton Dickinson & Co. Shares 240.00000	17,834.76	21,009.60	18,765.60
P100	Biomed Property Trust (REIT) Shares 290 00000	5,494.82	5,494 82	5,605.70
P12	Carnival Corp (paired stock) Shares 820 00000	31,035.47	31,766.66	30,151.40
P13	Cerner Corp Shares 340 00000	5,539.02	19,964.63	26,353 40
P80	Corp Office Properties Trust REIT Shares 250 00000	6,151 41	6,151 41	6,245 00

Flora Bernice Smith Foundation  
**Schedule G**  
*Principal Remaining on Hand*

From 1/01/2012 Thru 12/31/2012

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2012
P83	Digital Realty Trust Inc. Shares 90.00000	5,114.57	5,114.57	6,110.10
P111	DirecTV Group Holdings Cl A Shares 580.00000	26,467.14	26,467.14	29,092.80
P16	Discover Financial Services Shares 790.00000	18,611.02	18,635.36	30,454.50
P98	Dupont Fabros Technology Inc. Shares 280.00000	6,311.76	6,311.76	6,764.80
P17	Electronic Arts Inc. Shares 2,400.00000	45,218.55	46,226.21	34,848.00
P18	EMC Corp. Mass. Shares 2,170.00000	42,529.57	54,403.29	54,901.00
P103	EOG Resources Inc. Shares 80.00000	8,433.54	8,433.54	9,663.20
P19	Google Inc. Cl A Shares 40.00000	20,970.05	20,925.00	28,295.20
P20	Hess Corp. Shares 1,430.00000	71,308.65	83,055.04	75,732.80
P125	Johnson & Johnson Shares 400.00000	27,627.62	27,627.62	28,040.00
P21	Juniper Networks Inc. Shares 2,330.00000	45,503.11	45,503.11	45,831.10
P120	Kraft Foods Group, Inc. Shares 260.00000	8,112.16	8,112.16	11,822.20
P112	Manpower Inc. WIS Shares 250.00000	8,682.96	8,682.96	10,610.00
P121	Mondelez International Inc Shares 780.00000	15,113.36	18,953.84	19,853.50
P27	Monsanto Co., new, Del Shares 560.00000	32,036.25	35,962.89	53,004.00
P93	Moodys Corp Shares 430.00000	14,724.65	14,724.65	21,637.60

Flora Bernice Smith Foundation  
**Schedule G**  
*Principal Remaining on Hand*

From 1/01/2012 Thru 12/31/2012

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2012
P28	Nestle SA CHF 1- 0 Shares 530.00000	12,888.32	34,022.16	34,509.20
P85	Norfolk Southern Corp. Shares 240.00000	15,886.76	15,886.76	14,841.60
P124	Novo Nordisk A/S - B Shares 210.00000	34,062.02	34,062.02	34,009.82
P106	Pall Corp. Shares 300.00000	16,433.16	16,433.16	18,078.00
P110	Petroleo Brasileiro SA Petrobras Shares 690.00000	12,833.11	12,833.11	13,323.90
P30	Qiagen N.V. Shares 650.00000	9,633.89	9,633.89	11,797.37
P31	Qualcomm Inc. Shares 470.00000	23,099.03	27,600.77	29,074.01
P104	Range Resources Corp. Shares 220.00000	13,348.12	13,348.12	13,822.60
P33	Schlumberger Ltd. Shares 360.00000	23,813.26	29,431.80	24,947.50
P35	Southwest Airlines Co. Shares 4,230.00000	27,755.07	43,841.38	43,315.20
P37	Syngenta A.G Shares 50.00000	15,182.69	17,270.49	20,025.13
P70	Telenor ASA Shares 1,740.00000	30,007.17	30,007.17	35,079.83
P38	Time Warner Inc Shares 680.00000	21,587 55	24,133.20	32,524.40
P75	Toyota Motor Corp. Spons ADR Shares 190.00000	15,157 04	15,157.04	17,717.50
P39	Unilever PLC Sponsd ADR, new Shares 773.00000	19,733.83	24,614 85	29,930.56
P126	Universal Health Services CI B Shares 300.00000	12,400 02	12,400.02	14,505.00

Flora Bernice Smith Foundation  
**Schedule G**  
*Principal Remaining on Hand*

Description		From 1/01/2012 Thru 12/31/2012	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2012
P123	Verifone Systems Inc. Shares 630 00000		18,984.30	18,984.30	18,698.40
P122	Viacom Inc Cl B Shares 320.00000		18,126.78	18,126.78	16,876.80
P79	Virgin Media Inc Shares 1,260 00000		27,928.39	27,928.39	46,305.00
P43	Walt Disney Co Shares 670.00000		13,341.13	27,409.70	33,359.30
P44	Weatherford International Ltd /Switzerland Shares 1,600.00000		26,062.32	29,905.15	17,904.00
P45	Western Union Co Shares 1,520 00000		25,840.21	25,840.21	20,687.20

*Balance Sheet, 10b*

Total Stocks

1,039,920.46

1,186,003.20

1,256,385.56

**Section 3**

**Bonds**

P118	American Express Cred Mtn 2 8% due 9/19/16 Par Value 25,000 00000		26,712.00	26,712.00	26,451.25
P117	Amgen Inc 2.3% due 6/15/16 Par Value 25,000.00000		26,063.25	26,063.25	25,991.25
P105	FHLMC 2.375% due 1/13/22 Par Value 36,000.00000		36,964.08	36,964.08	37,608.12
P51	FNMA 5.25% due 9/15/16 Par Value 40,000 00000		47,208.40	46,293.75	46,836.00
P55	FNMA Pool #995681 @ 6 0% due 5/01/38 Par Value 74,781 01000		39,897.90	40,193.96	36,248.27
P94	FNMA Pool #AE0217 @ 4 5% due 8/1/40 Par Value 126,233 83000		91,762.49	91,762.49	91,074.95
P115	NBC Universal Media 2 1% due 4/1/14 Par Value 25,000 00000		25,567.75	25,567.75	25,457.50
P119	US Treasury Note 2 375% due 7/31/17 Par Value 88,000 00000		95,425.00	95,425.00	94,895.68

Flora Bernice Smith Foundation  
**Schedule G**  
*Principal Remaining on Hand*

From 1/01/2012 Thru 12/31/2012

Description	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2012
P97 US Treasury Note 3.25% due 12/31/16 Par Value 74,000.00000	83,145.94	83,145.94	81,955.00
P113 Verizon Communications Inc. 5.55% due 2/15/16 Par Value 25,000.00000	29,022.75	29,022.75	28,468.50
P116 Western Union Co. 6.5% due 2/26/12 Par Value 25,000.00000	27,180.25	27,180.25	26,534.00

Balance Sheet, Line 10g Total Bonds

528,949.81	528,331.22	521,520.52
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**Section 4**

**Mutual Funds and Unit Trusts**

P61 Manning & Napier Core Bond Series FD #123 Shares/Units 28,970.76700	294,637.46	329,098.46	334,902.07
P92 Manning & Napier Emerging Markets Fund Shares/Units 2,910.77900	29,247.57	29,247.57	33,881.47
P62 Manning & Napier Financial Serv Series Shares/Units 5,313.60900	60,051.07	32,838.10	34,325.91
P81 Manning & Napier Funds Inflation Focus Equity Ser Shares/Units 2,784.97200	27,938.80	27,938.80	30,773.94
P63 Manning & Napier International Series Shares/Units 11,980.65800	114,308.07	114,038.17	104,231.72
P64 Manning & Napier Life Sciences Series Shares/Units 6,282.42400	75,220.95	84,433.98	80,854.78
P65 Manning & Napier Real Estate Fund Shares/Units 4,854.11000	53,183.27	62,268.47	70,724.37
P66 Manning & Napier Small Cap Series Shares/Units 5,600.04600	72,193.57	55,384.45	55,552.45
P67 Manning & Napier Technology Series Shares/Units 5,280.00900	51,571.33	67,074.90	57,552.10
P68 Manning & Napier World Opportunities Shares/Units 5,886.38500	48,743.39	53,530.94	45,619.48

Balance Sheet Line 13 Total Mutual Funds and Unit Trusts

827,095.48	855,853.84	848,418.29
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Statement #  
SCHEDULE D - Long Term Capital Gains & Losses  
Period: 1/01/2012 to 12/31/2012

Entity: 357 Flora Bernice Smith Foundation  
Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
American Express Co.					
CUSIP # 025816109					
80.00000	6/26/2009	4/03/2012	4,610.79	1,843.54	2,767.25
Autodesk					
CUSIP # 052769106					
260.00000	4/17/2008	1/30/2012	9,359.41	8,275.46	1,083.95
10.00000	4/17/2008	8/10/2012	349.17	318.29	30.88
510.00000	1/23/2009	8/10/2012	17,807.78	8,199.73	9,608.05
60.00000	1/23/2009	11/07/2012	1,949.54	964.67	984.87
Bank of New York Mellon Corp					
CUSIP # 064058100					
360.00000	10/27/2009	1/30/2012	7,420.25	10,611.29	-3,191.04
Boston Scientific Corp					
CUSIP # 101137107					
1,150.00000	6/16/2010	1/06/2012	6,121.33	6,586.74	-465.41
890.00000	6/16/2010	1/11/2012	4,780.45	5,097.56	-317.11
30.00000	6/16/2010	2/09/2012	178.42	171.83	6.59
Cisco Systems Inc					
CUSIP # 17275R102					
545.00000	1/03/2006	2/14/2012	10,888.49	9,447.57	1,440.92
250.00000	1/10/2006	2/14/2012	4,994.72	4,603.75	390.97
265.00000	1/23/2008	2/14/2012	5,294.41	6,589.33	-1,294.92
1,065.00000	1/23/2008	5/15/2012	17,842.50	26,481.65	-8,639.15
290.00000	9/17/2008	5/15/2012	4,858.52	6,682.99	-1,824.47
Coca-Cola Co					
CUSIP # 191216100					
290.00000	6/03/2010	5/22/2012	21,930.90	15,046.97	6,883.93
Flowserve Corp.					
CUSIP # 34354P105					
190.00000	5/18/2011	8/30/2012	24,454.37	22,878.16	1,576.21
FNMA 5.25% due 9/15/16					
CUSIP # 31359MW41					
40,000.00000	8/30/2010	12/10/2012	47,001.60	47,208.40	-206.80
Google Inc. Cl A					

Statement #  
SCHEDULE D - Long Term Capital Gains & Losses  
Period: 1/01/2012 to 12/31/2012

Entity: 357 Flora Bernice Smith Foundation  
Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
CUSIP # 38259P508					
40.00000	10/10/2008	10/29/2012	27,263.39	14,176.28	13,087.11
10.00000	1/29/2010	10/29/2012	6,815.85	5,461.90	1,353.95
Kroger Co.					
940.00000	12/10/2009	6/13/2012	20,299.12	18,697.18	1,601.94
Liberty Global Inc, Class A					
CUSIP # 530555101					
170.00000	10/22/2010	3/02/2012	8,422.85	5,679.35	2,743.50
170.00000	10/22/2010	3/20/2012	8,664.72	5,679.34	2,985.38
Mastercard Inc Cl A					
CUSIP # 57636Q104					
10.00000	6/08/2010	5/09/2012	4,390.83	2,022.60	2,368.23
20.00000	10/19/2010	5/09/2012	8,781.66	4,638.12	4,143.54
40.00000	3/14/2011	5/09/2012	17,563.33	10,036.56	7,526.77
Monsanto Co., new, Del					
CUSIP # 61166W101					
120.00000	5/17/2010	8/02/2012	10,404.32	6,862.48	3,541.84
60.00000	6/09/2010	8/02/2012	5,202.16	2,985.97	2,216.19
Qiagen N V					
CUSIP # N72482107					
170.00000	3/01/2011	5/01/2012	2,803.48	3,490.44	-686.96
110.00000	3/01/2011	11/29/2012	2,012.07	2,258.52	-246.45
650.00000	8/16/2011	11/29/2012	11,889.53	9,633.89	2,255.64
Qualcomm Inc					
120.00000	5/25/2010	1/31/2012	7,043.26	4,295.34	2,747.92
150.00000	6/08/2010	1/31/2012	8,804.08	5,475.71	3,328.37
Schwab, Charles Corp , new					
CUSIP # 808513105					
690.00000	11/22/2010	4/02/2012	9,907.90	10,460.74	-552.84
370.00000	12/30/2010	4/02/2012	5,312.93	6,451.65	-1,138.72
State Street Corp.					
CUSIP # 857477103					
510.00000	1/21/2011	1/27/2012	21,054.59	25,292.28	-4,237.69
Time Warner Inc					



Statement #  
SCHEDULE D - Long Term Capital Gains & Losses  
Period: 1/01/2012 to 12/31/2012

Entity 357 Flora Bernice Smith Foundation  
Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
CUSIP # 887317105					
680 00000	8/27/2010	8/30/2012	28,539.43	20,414.89	8,124.54
40 00000	11/08/2010	8/30/2012	1,678.79	1,269.86	408.93
Unilever PLC Sponsd ADR, new					
CUSIP # 904767704					
163 00000	8/05/2008	9/06/2012	5,881.21	4,456.42	1,424.79
307.00000	10/14/2008	9/06/2012	11,076.89	7,479.11	3,597.78
United Parcel Service, Cl B					
CUSIP # 911312106					
5 00000	2/14/2008	3/19/2012	391.15	351.77	39.38
65 00000	7/14/2009	3/19/2012	5,084.96	3,130.32	1,954.64
225 00000	7/14/2009	4/16/2012	17,768.89	10,835.73	6,933.16
US Treasury Note 1 25% due 9/30/15					
CUSIP # 912828NZ9					
104,000 00000	10/27/2010	8/09/2012	106,697.50	104,536.25	2,161.25
US Treasury Note 2.0% due 1/31/16					
CUSIP # 912828PS3					
34,000.00000	5/12/2011	8/09/2012	35,806.25	34,435.62	1,370.63
116,000.00000	5/12/2011	12/10/2012	121,908.75	117,486.25	4,422.50
Visa Inc					
CUSIP # 92826C839					
190 00000	11/19/2010	5/08/2012	22,326.50	14,265.94	8,060.56
50.00000	12/29/2010	5/08/2012	5,875.40	3,437.20	2,438.20
Walt Disney Co					
CUSIP # 254687106					
160 00000	11/18/2008	1/11/2012	6,410.83	2,625.09	3,785.74
Total			745,925.27	649,330.73	96,594.54
<u>Manning &amp; Napier Funds: L/T Gain Distributions:</u>					
12/18/12	Core Bond Series Fund #123			4,179.58	
9/19/12	Life Sciences Series			1,054.61	
9/19/12	Real Estate Fund			297.49	
9/18/12	Technology Series Fund			709.37	
12/18/12	Technology Series Fund			1,732.42	7,973.47
					<u>104,568.01</u>

Statement #  
SCHEDULE D - Short Term Capital Gains & Losses  
Period: 1/01/2012 to 12/31/2012

Entity: 357 Flora Bernice Smith Foundation  
Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Allscripts-Misys Healthcare					
CUSIP # 01988P108					
410.00000	1/27/2012	10/03/2012	5,167.36	7,633.26	-2,465.90
480.00000	1/27/2012	10/05/2012	6,137.52	8,936.49	-2,798.97
160.00000	4/05/2012	10/05/2012	2,045.84	2,659.58	-613.74
Amadeus IT Holding S A. CI A					
740.00000	11/07/2011	10/15/2012	17,940.83	13,617.40	4,323.43
Amazon.Com Inc.					
CUSIP # 023135106					
30.00000	8/11/2011	5/04/2012	6,944.72	5,900.70	1,044.02
30.00000	8/11/2011	7/23/2012	6,511.59	5,900.71	610.88
AMC Networks Inc. CI A					
CUSIP # 00164V103					
190.00000	12/15/2011	6/25/2012	7,389.01	6,691.72	697.29
140.00000	12/15/2011	6/29/2012	5,088.26	4,930.75	157.51
150.00000	12/15/2011	7/20/2012	6,381.66	5,282.94	1,098.72
Autodesk					
CUSIP # 052769106					
100.00000	5/23/2012	11/07/2012	3,249.22	2,991.37	257.85
Bank of New York Mellon Corp.					
CUSIP # 064058100					
760.00000	5/10/2011	1/30/2012	15,664.96	21,755.91	-6,090.95
Boston Scientific Corp.					
CUSIP # 101137107					
2,750.00000	5/27/2011	2/09/2012	16,355.31	18,101.99	-1,746.68
Discover Financial Services					
CUSIP # 254709108					
360.00000	5/17/2011	4/03/2012	11,852.69	8,718.77	3,133.92
Federal Home Loan Mort. Corp 6.75% due 3/15/31					
CUSIP # 3134A4AA2					
4,000.00000	10/26/2011	5/31/2012	6,120.00	5,760.64	359.36
Federal Home Loan Mortgage Corp 6.25% due 7/15/32					
CUSIP # 3134A4KX1					

Statement #  
 SCHEDULE D - Short Term Capital Gains & Losses  
 Period: 1/01/2012 to 12/31/2012

Entity: 357 Flora Bernice Smith Foundation  
 Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
6,000.00000	10/26/2011	5/31/2012	8,835.00	8,287.98	547.02
FNMA 6.25% due 5/15/29 CUSIP # 31359MEU3					
6,000.00000	10/26/2011	5/31/2012	8,586.00	8,154.00	432.00
FNMA 6.625% due 11/15/30 CUSIP # 31359MGK3					
4,000.00000	10/26/2011	5/31/2012	6,024.00	5,663.56	360.44
FNMA 7.25% due 5/15/30 CUSIP # 31359MFP3					
4,000.00000	10/26/2011	5/31/2012	6,340.00	6,019.24	320.76
Mastercard Inc. C/A CUSIP # 57636Q104					
60.00000	5/23/2012	12/06/2012	29,449.51	23,884.50	5,565.01
Moody's Corp CUSIP # 615369105					
340.00000	11/22/2011	8/01/2012	13,932.11	11,074.79	2,857.32
Norfolk Southern Corp CUSIP # 655844108					
100.00000	9/26/2011	1/27/2012	7,541.86	6,339.31	1,202.55
Schwab, Charles Corp., new CUSIP # 808513105					
280.00000	8/08/2011	4/02/2012	4,020.60	4,208.74	-188.14
1,570.00000	8/15/2011	4/02/2012	22,544.07	18,745.33	3,798.74
Siemens AG, NPV (Euro)					
110.00000	6/06/2012	8/09/2012	10,065.31	8,868.74	1,196.57
150.00000	6/06/2012	8/16/2012	13,656.07	12,093.73	1,562.34
State Street Corp. CUSIP # 857477103					
170.00000	12/13/2011	1/27/2012	7,018.19	6,812.09	206.10
Waters Corp (with rights expiring 8/27/12) CUSIP # 941848103					
160.00000	10/13/2011	8/16/2012	12,464.60	11,795.98	668.62

Statement #  
 SCHEDULE D - Short Term Capital Gains & Losses  
 Period: 1/01/2012 to 12/31/2012

Entity: 357 Flora Bernice Smith Foundation  
 Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Total			267,326.29	250,830.22	16,496.07

Manning & Napier Funds - S/T Capital Gain Distributions:

12/18/12	Emerging Markets Fund			1,167.57	
12/18/12	Inflation Focus Equity Series			676.12	
9/19/12	Real Estate Fund			86.45	1,930.14
					18,426.21

Short-term + 104,568.01  
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 \$ 122,994.22