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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

FLORA BERNICE SMITH FOUNDATION

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

PO BOX 4967

A Employer identification number

51-0181016

City or town, state, and ZIP code

SYRACUSE, NY 13221

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **(\$ 2,745,000.)** J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

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

B Telephone number

315-474-7571

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► **Part I** Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)

		(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 Interest on savings and temporary cash investments				
	3 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				
	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.
	b Accounting fees				4,000.
	c Other professional fees	STMT 4	18,755.	18,755.	0.
	17 Interest				0.
	18 Taxes	STMT 5	1,137.	838.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	303.	0.	250.
	24 Total operating and administrative expenses Add lines 13 through 23		37,515.	30,383.	0.
	25 Contributions, gifts, grants paid		279,878.		279,878.
	26 Total expenses and disbursements. Add lines 24 and 25		317,393.	30,383.	0.
	27 Subtract line 26 from line 12:		-139,983.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		147,027.		
	c Adjusted net income (if negative, enter -0-)			54,416.	

Assets	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
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 ►)			
			0.	0.
23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	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.)
1a SEE ATTACHED DETAIL					
b CAPITAL GAIN DISTRIBUTIONS					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	1,013,252.		900,161.	113,091.	
b				9,903.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				113,091.	
b				9,903.	
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	122,994.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	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

2 Total of line 1, column (d)

2 .254769

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 .050954

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2,761,936.

5 Multiply line 4 by line 3

5 140,732.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,470.

7 Add lines 5 and 6

7 142,202.

8 Enter qualifying distributions from Part XII, line 4

8 286,597.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)			
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.		
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
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 ►	11	
		Refunded ►	

Part VII-A Statements 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		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>		X
1c	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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
NY			
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? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► MACKENZIE HUGHES LLP	Telephone no. ► 315-233-8239
Located at ► 101 S. SALINA ST., SYRACUSE, NY		
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	
16	15	N/A
► 16 Yes No X		
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?	<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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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 X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
► _____, _____, _____, _____			
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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes No

6b

X

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

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

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

 Yes No

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

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

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

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0
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	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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

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

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

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	286,597.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	286,597.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,470.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	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
1 Distributable amount for 2012 from Part XI, line 7				136,627.
2 Undistributed income, if any, as of the end of 2012			101,178.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 286,597.			101,178.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				136,627.
e Remaining amount distributed out of corpus		48,792.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:		48,792.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a		48,792.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012		48,792.		

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				
AURORA OF CENTRAL NEW YORK INC., 518 JAMES STREET <u>SYRACUSE, NY 13203</u>		PUBLIC CHARITY	COMPUTERS, SOFTWARE, TRAINING	29,756.
BOYS & GIRLS CLUB OF SYRACUSE 2100 E FAYETTE ST <u>SYRACUSE, NY 13224</u>		PUBLIC CHARITY	OPERATIONS DATA MANAGEMENT, FURNITURE AND BUILDING REPAIRS	34,869.
CENTRAL NEW YORK SOCIETY FOR PREVENTION OF CRUELTY ANIMALS 5870 EAST MOLLOY ROAD <u>SYRACUSE, NY 13211</u>		PUBLIC CHARITY	KENNEL UPGRADE AND MITIZI'S PLACE	37,845.
ST. THOMAS PREPARATORY SEMINARY FUND 240 E. ONONDAGA STREET <u>SYRACUSE, NY 13202</u>			TRAINING EQUIPMENT AND TUITIONASSISTANCE	11,200.
CROUSE IRVING MEMORIAL HOSPITAL 736 IRVING AVENUE <u>SYRACUSE, NY 13210</u>		PUBLIC CHARITY	MEDICAL EQUIPMENT (OR AND MRI)	53,067.
Total	SEE CONTINUATION SHEET(S)			► 3a 279,878.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ELMCREST CHILDREN'S CENTER 900 SALT SPRINGS ROAD SYRACUSE, NY 13224		PUBLIC CHARITY	LITTERACY CENTER	33,334.
HOUSE OF PROVIDENCE ASSOCIATION 1654 W. ONONDAGA ST SYRACUSE, NY 13204		PUBLIC CHARITY/CHURCH	GENERATOR AND GROUP HOME KITCHEN UPDATE	27,307.
ST MARY'S OF THE LAKE JORDAN ROAD SKANEATELES, NY 13850		PUBLIC CHARITY/CHURCH	STAINED GLASS WINDOWS AND CHURCH REPAIRS	20,000.
ST. JOSEPH'S HOSPITAL 301 PROSPECT AVENUE SYRACUSE, NY 13203		PUBLIC CHARITY	MEDICAL EQUIPMENT (BEDSIDE MOBILE STATIONS) AND SCHOOL OF NURSING EQUIPMENT	32,500.
Total from continuation sheets				113,141.

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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.		54,416.
13 Total Add line 12, columns (b), (d), and (e)				0.	54,416.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

Yes No

b If "Yes," complete the following schedule.

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

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr.)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Day

Check if self-employed

MARY ANNE CODY *Mary Anne Cody* 5/7/2013 self employed P00845754

Firm's name ► MACKENZIE HUGHES LLP

Firm's EIN ► 01-0690915

Firm's address ► P.O. BOX 4967
SYRACUSE, NY 13321-4967

Phone no. 315-474-7571

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.

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.

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.

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.

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
Section 2				
<u>Stocks</u>				
P109	Accor S.A Shares	440 00000	13,036.38	13,036.38
P114	Adecco SA - Reg; Common Shares	280 00000	13,046.33	13,046.33
P107	Air Products & Chemicals Inc. Shares	170.00000	13,077.42	13,077.42
P99	Alcoa Corp Shares	2,100.00000	20,883.87	20,883.87
P84	Alexandria Real Estate Equities Inc Shares	30.00000	1,983.81	1,983.81
P78	Amazon.Com Inc. Shares	110.00000	22,776.93	22,776.93
P5	American Express Co Shares	300.00000	6,913.26	15,082.50
P101	Apache Corp. Shares	100 00000	9,279.15	9,279.15
P6	Autodesk Shares	650 00000	19,443.88	19,443.88
P7	Baker Hughes, Inc Shares	510.00000	22,554.82	34,996.20
P9	Becton Dickinson & Co. Shares	240.00000	17,834.76	21,009.60
P100	Biomed Property Trust (REIT) Shares	290 00000	5,494.82	5,494.82
P12	Carnival Corp (paired stock) Shares	820 00000	31,035.47	31,766.66
P13	Cerner Corp Shares	340 00000	5,539.02	19,964.63
P80	Corp Office Properties Trust REIT Shares	250 00000	6,151.41	6,151.41

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
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 Cl B Shares	300.00000	12,400.02	12,400.02	14,505.00

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
P123	Verifone Systems Inc. Shares	630 00000	18,984.30	18,984.30
P122	Viacom Inc Cl B Shares	320.00000	18,126.78	18,126.78
P79	Virgin Media Inc Shares	1,260 00000	27,928.39	27,928.39
P43	Walt Disney Co Shares	670.00000	13,341.13	27,409.70
P44	Weatherford International Ltd /Switzerland Shares	1,600.00000	26,062.32	29,905.15
P45	Western Union Co Shares	1,520 00000	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	83,145.94 74,000.00000	83,145.94	81,955.00
P113	Verizon Communications Inc. 5.55% due 2/15/16 Par Value	29,022.75 25,000.00000	29,022.75	28,468.50
P116	Western Union Co. 6.5% due 2/26/12 Par Value	27,180.25 25,000.00000	27,180.25	26,534.00

Balance Sheet, Line 1D9 Total Bonds

528,949.81

528,331.22

521,520.52

Section 4**Mutual Funds and Unit Trusts**

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

Balance Sheet Line 1B Total Mutual Funds and Unit Trusts

827,095.48

855,853.84

848,418.29

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 CIA					

Statement #

Entity: 357 Flora Bernice Smith Foundation

SCHEDULE D - Long Term Capital Gains & Losses

Federal Id #: 51-0181016

Period: 1/01/2012 to 12/31/2012

(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 #

Entity 357 Flora Bernice Smith Foundation

SCHEDULE D - Long Term Capital Gains & Losses

Federal Id #: 51-0181016

Period: 1/01/2012 to 12/31/2012

(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
Manning & Napier Funds: L/T Gain Distributions:				Total	
12/18/12	Core Bond Series Fund #123			745,925.27	4,179.58
19/19/12	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			<u>1,732.42</u>	<u>7,973.47</u>
					<u>104,568.01</u>

Statement #

Entity: 357 Flora Bernice Smith Foundation

SCHEDULE D - Short Term Capital Gains & Losses

Federal Id #: 51-0181016

Period: 1/01/2012 to 12/31/2012

(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. Cl 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 Cl 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 #

Entity: 357 Flora Bernice Smith Foundation

SCHEDULE D - Short Term Capital Gains & Losses

Federal Id #: 51-0181016

Period: 1/01/2012 to 12/31/2012

(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 Cl A					
CUSIP # 57636Q104					
60.00000	5/23/2012	12/06/2012	29,449.51	23,884.50	5,565.01
Moodys 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 #

Entity: 357 Flora Bernice Smith Foundation

SCHEDULE D - Short Term Capital Gains & Losses

Federal Id #: 51-0181016

Period: 1/01/2012 to 12/31/2012

(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
		<u>1,930.14</u>
		18,426.21

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