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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HENRY LAIRD SMITH FOUNDATION		A Employer identification number 62-6271796
Number and street (or P O box number if mail is not delivered to street address) 4400 HARDING ROAD	Room/suite 310	B Telephone number (see instructions) 615-460-9240
City or town, state, and ZIP code NASHVILLE TN 37205-5215		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,914,530	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	243,287	243,141		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	127,508			
b Gross sales price for all assets on line 6a 9,381,715				
7 Capital gain net income (from Part IV, line 2)		127,508		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	60	60		
12 Total. Add lines 1 through 11	370,855	370,709	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	1,750			1,750
c Other professional fees (attach schedule) STMT 3	54,366	1,885		52,511
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	25,611	2,381		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) STMT 5	34	34		
24 Total operating and administrative expenses. Add lines 13 through 23	81,761	4,300	0	54,261
25 Contributions, gifts, grants paid	532,750			532,750
26 Total expenses and disbursements. Add lines 24 and 25	614,511	4,300	0	587,011
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-243,656			
b Net investment income (if negative, enter -0-)		366,409		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	541,509	1,102,298	1,102,298
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 6	9,651,190	8,846,745	9,812,232
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	10,192,699	9,949,043	10,914,530	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	10,192,699	9,949,043	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	10,192,699	9,949,043	
31 Total liabilities and net assets/fund balances (see instructions)	10,192,699	9,949,043		

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	10,192,699
2 Enter amount from Part I, line 27a	2	-243,656
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,949,043
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,949,043

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 WORKSHEET				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	127,508
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 		3	-74,073

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	520,070	10,935,718	0.047557
2010	541,206	10,494,015	0.051573
2009	483,864	10,157,068	0.047638
2008	572,367	12,670,096	0.045175
2007	564,901	13,114,167	0.043076

2 Total of line 1, column (d)	2	0.235019
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047004
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,853,269
5 Multiply line 4 by line 3	5	510,147
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,664
7 Add lines 5 and 6	7	513,811
8 Enter qualifying distributions from Part XII, line 4	8	587,011

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	3,664
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,664
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,664
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,640
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	14,640
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,976
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 3,664 Refunded	11	7,312

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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.

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation **\$** _____ (2) On foundation managers **\$** _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers **\$** _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.

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?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) **TN**

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.

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.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	

14 The books are in care of ► **EQUITABLE TRUST COMPANY, CO-TTEE** Telephone no ► **615-460-9240**
4400 HARDING ROAD, STE 310
 Located at ► **NASHVILLE** **TN** ZIP+4 ► **37205-5215**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** ☐

16	At any time during calendar year 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	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? N/A	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 ► 20 , 20 , 20 , 20 ☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EQUITABLE TRUST COMPANY 4400 HARDING ROAD, SUITE 310 NASHVILLE TN 37205	CO-TRUSTEE 10.00	52,511	0	0
OVERTON T. SMITH 3516 HOPKINS LANE NASHVILLE TN 37215	TRUSTEE 5.00	0	0	0
MARGARET S. WARNER 4428 SHEPPARD PLACE NASHVILLE TN 37205	TRUSTEE 5.00	0	0	0
RUSSELL O. STEWART 10 SANDY LAKE ROAD CHERRY HILLS VILLAGE CO 80113	TRUSTEE 1.00	0	0	0

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	10,121,314
b	Average of monthly cash balances	1b	897,233
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,018,547
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	11,018,547
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	165,278
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,853,269
6	Minimum investment return. Enter 5% of line 5	6	542,663

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	542,663
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,664
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,664
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	538,999
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	538,999
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	538,999

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	587,011
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	587,011
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,664
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	583,347

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				538,999
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				28,597
e From 2011				
f Total of lines 3a through e	28,597			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 587,011				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				538,999
e Remaining amount distributed out of corpus	48,012			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	76,609			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	76,609			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				28,597
d Excess from 2011				
e Excess from 2012				48,012

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

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

N/A

- c** Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				532,750
Total			▶ 3a	532,750
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	243,287	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	127,508	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	MISCELLANEOUS			14	60	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		370,855	0
13	Total. Add line 12, columns (b), (d), and (e)				13	370,855

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

[illegible]

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

- 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
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

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

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.

EQUITABLE TRUST COMPANY

BY:

~~Exons~~

SVP 270

2/4/13

SVP in TZ

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes

☒ Yes ☐ No

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

02/25/13

Firm's name ► **PURYEAR HAMILTON HAUSMAN & WOOD, PLC**

PTIN **P00012166**

Firm's address ▶ 1000 CORPORATE CENTRE DRIVE, SUITE 200
FRANKLIN, TN 37067

Firm's EIN ▶ 62-0788068

Phone no **615-771-3600**

Form **990-PF** (2012)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2012

For calendar year 2012, or tax year beginning

, and ending

Name

Employer Identification Number

HENRY LAIRD SMITH FOUNDATION

62-6271796

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story bnck 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.)
(1) SEE ATTACHED	P	VARIOUS	VARIOUS
(2) SEE ATTACHED	P	VARIOUS	VARIOUS
(3) 48 SHS AUTOZONE INC	P	10/02/12	10/09/12
(4) 55 SHS BAXTER INTL	P	10/02/12	11/26/12
(5) 205 SHS COMCAST CORP	P	10/02/12	11/21/12
(6) 395 SHS CVS/CAREMARK CORP	P	10/02/12	10/16/12
(7) 155 SHS LEAR CORP	P	10/02/12	12/04/12
(8) 230 SHS LEAR CORP	P	10/02/12	12/19/12
(9) 100 SHS LEXMARK INTL	P	10/02/12	10/26/12
(10) 655 SHS LEXMARK INTL	P	10/02/12	10/26/12
(11) 315 SHS QUEST DIAGNOSTICS INC	P	10/02/12	10/19/12
(12) 160 SHS QUEST DIAGNOSTICS INC	P	10/02/12	10/16/12
(13) LONG-TERM CAP. GAIN DIVIDEND			
(14)			
(15)			

(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)
(1) 3,386,674		3,462,058	-75,384
(2) 5,831,553		5,683,333	148,220
(3) 18,247		17,766	481
(4) 3,675		3,317	358
(5) 7,252		7,121	131
(6) 18,553		19,113	-560
(7) 6,716		6,040	676
(8) 10,667		8,962	1,705
(9) 2,155		2,173	-18
(10) 14,026		14,233	-207
(11) 18,718		19,955	-1,237
(12) 10,118		10,136	-18
(13) 53,361			53,361
(14)			
(15)			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			-75,384
(2)			148,220
(3)			481
(4)			358
(5)			131
(6)			-560
(7)			676
(8)			1,705
(9)			-18
(10)			-207
(11)			-1,237
(12)			-18
(13)			53,361
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 60	\$ 60	\$
TOTAL	\$ 60	\$ 60	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2011 TAX PREP FEE	\$ 1,750	\$	\$	\$ 1,750
TOTAL	\$ 1,750	\$ 0	\$ 0	\$ 1,750

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIDUCIARY FEES	\$ 52,511	\$	\$	\$ 52,511
INVESTMENT FEES	1,855	1,885		
TOTAL	\$ 54,366	\$ 1,885	\$ 0	\$ 52,511

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 2,381	\$ 2,381	\$	\$
2011 990-PF	8,590			
2012 990-PF ESTIMATES	14,640			
TOTAL	\$ 25,611	\$ 2,381	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ADR FEES	34	34		
TOTAL	<u>34</u>	<u>34</u>	<u>0</u>	<u>0</u>

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 9,651,190	\$ 8,846,745	COST	\$ 9,812,232
TOTAL	\$ 9,651,190	\$ 8,846,745		\$ 9,812,232

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
ALZHEIMER COMMUNITY CARE INC. WEST PALM BEACH FL 33407			800 NORTHPOINT PKWY		NONE	PUB. CHARITY DONATION	250
BABY HEALTH SERVICE LEXINGTON KY 40504			1590 HARRODSBURG RD.		NONE	PUB. CHARITY DONATION	5,000
BOY SCOUTS OF AMERICA NASHVILLE TN 37215			3414 HILLSBORO PIKE		NONE	PUB. CHARITY DONATION	1,500
BOYS & GIRLS CLUB OF MOUNT VERNON MT. VERNON NY 10550			350 S 6TH AVE		NONE	PUB. CHARITY DONATION	500
CAMP HORSIN' AROUND LEXINGTON KY 40522			P.O. BOX 22276		NONE	PUB. CHARITY DONATION	5,000
CAPITOL HILL COMMUNITY SERVICES ENGLEWOOD CO 80113			4000 EAST QUINCY AVE		NONE	PUB. CHARITY DONATION	1,000
CASHIER'S COMMUNITY FUND CASHIERS NC 28717			P.O. BOX 101		NONE	PUB. CHARITY DONATION	1,000
CASHIERS HISTORICAL SOCIE CASHIERS NC 28717			1940 HIGHWAY 107 SOUTH		NONE	PUB. CHARITY DONATION	5,000
CHEEKWOOD NASHVILLE TN 37205			1200 FORREST PARK DRIVE		NONE	PUB. CHARITY DONATION	7,500
CHERRY HILLS LAND PRESERVE ENGLEWOOD CO 80151			P.O. BOX 522		NONE	PUB. CHARITY DONATION	500
CHRIST CHURCH CATHEDRAL NASHVILLE TN 37203			900 BROADWAY		NONE	PUB. CHARITY DONATION	15,000
CHURCH OF THE GOOD SHEPHE BRENTWOOD TN 37027			1420 WILSON PIKE		NONE	PUB. CHARITY DONATION	6,500
COLORADO SYMPHONY ASSOC. DENVER CO 80202			1000 14TH STREET, #15		NONE	PUB. CHARITY DONATION	500
COLORADO COLLEGE COLORADO SPRINGS CO 80903			14 E CACHE LA POUFRE ST.		NONE	PUB. CHARITY DONATION	500
COLORADO UNIVERSITY BOULDER CO 80309			1540 30TH STREET		NONE	PUB. CHARITY DONATION	500
COLUMBIA UNIVERSITY NEW YORK NY 10027			2960 BROADWAY		NONE	PUB. CHARITY DONATION	1,250
CUMBERLAND HEIGHTS NASHVILLE TN 37209			P.O. BOX 90727		NONE	PUB. CHARITY DONATION	1,000
DENVER CENTER FOR PERFORMING ARTS DENVER CO 80204			1101 13TH ST.		NONE	PUB. CHARITY DONATION	1,000
ENSWORTH SCHOOL NASHVILLE TN 37205			211 ENSWORTH PLACE		NONE	PUB. CHARITY DONATION	500

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
FIFTY FORWARD		174 RAINS AVENUE	NONE		PUB. CHARITY DONATION		1,000
NASHVILLE TN 37203		2606 EUGENIA AVENUE	NONE		PUB. CHARITY DONATION		1,000
FRIENDS OF RADNOR LAKE		50 VAUGHN ROAD	NONE		PUB. CHARITY DONATION		27,000
NASHVILLE TN 37211		919 BROADWAY	NONE		PUB. CHARITY DONATION		2,000
FRIENDS OF WARNER PARKS		4522 GRANNY WHITE PIKE	NONE		PUB. CHARITY DONATION		500
NASHVILLE TN 37221		3801 HOBBS ROAD	NONE		PUB. CHARITY DONATION		65,000
FRIST CENTER FOR VISUAL A		303 WEST MADISON ST, #925	NONE		PUB. CHARITY DONATION		500
NASHVILLE TN 37203		4000 EAST QUINCY AVENUE	NONE		PUB. CHARITY DONATION		2,500
GIRLS SCOUTS		800 ROSE STREET, #MN150	NONE		PUB. CHARITY DONATION		1,000
NASHVILLE TN 37204		600 COOPER DRIVE	NONE		PUB. CHARITY DONATION		1,000
HARPETH HALL SCHOOL		1930 RANDALL AVENUE	NONE		PUB. CHARITY DONATION		3,000
NASHVILLE TN 37215		1221 SOUTH BROADWAY	NONE		PUB. CHARITY DONATION		2,000
IADC FOUNDATION		400 MERIDIAN STREET	NONE		PUB. CHARITY DONATION		1,000
CHICAGO IL 60606		1321 TRENT BLVD.	NONE		PUB. CHARITY DONATION		1,000
KENT DENVER SCHOOL		4001 HARDING ROAD	NONE		PUB. CHARITY DONATION		1,000
ENGLEWOOD CO 80113		615 CHURCH STREET	NONE		PUB. CHARITY DONATION		5,000
KENTUCKY CHILDREN'S HOSPI		161 RAINS AVENUE	NONE		PUB. CHARITY DONATION		2,000
LEXINGTON KY 40536		1 SYMPHONY PLACE	NONE		PUB. CHARITY DONATION		5,000
KENTUCKY EDUCATIONAL TELE							
LEXINGTON KY 40502							
KIPS BAY BOYS AND GIRLS C							
BRONX NY 10473							
LEXINGTON CLINIC							
LEXINGTON KY 40504							
MCNEILLY CENTER FOR CHILD							
NASHVILLE TN 37207							
MISSION LEXINGTON							
LEXINGTON KY 40517							
MONTGOMERY BELL ACADEMY							
NASHVILLE TN 37205							
NASHVILLE PUBLIC LIBRARY							
NASHVILLE TN 37219							
NASHVILLE PUBLIC TELEVISI							
NASHVILLE TN 37203							
NASHVILLE SYMPHONY							
NASHVILLE TN 37201							

Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
NATURE CONSERVANCY OF TN				2021 21ST AVENUE SOUTH			
NASHVILLE TN 37212				PUB. CHARITY DONATION			1,000
NEW YORK BOTANICAL GARDEN				BRONX RIVER PKWY AT FORDH			
BRONX NY 10458				PUB. CHARITY DONATION			1,500
NEW YORK UNIV STERN SCHOO				25 W 4TH STREET			
NEW YORK NY 10012				PUB. CHARITY DONATION			1,250
NEW YORK UNIVERSITY SCHOO				40 WASHINGTON SQUARE S.			
NEW YORK NY 10012				PUB. CHARITY DONATION			1,250
PRINCETON UNIVERSITY				330 ALEXANDER STREET			
PRINCETON NJ 08540				PUB. CHARITY DONATION			250
ROBIN HOOD FOUNDATION				826 BROADWAY			
NEW YORK NY 10003				PUB. CHARITY DONATION			500
RONALD MCDONALD HOUSE CH				2144 FAIRFAX AVENUE			
NASHVILLE TN 37212				PUB. CHARITY DONATION			5,000
SAINT JOHN'S EPISCOPAL CA				413 CUMBERLAND AVENUE			
KNOXVILLE TN 37902				PUB. CHARITY DONATION			7,500
SCARSDALE PUBLIC LIBRARY				54 OLMSTEAD ROAD			
SCARSDALE NY 10583				PUB. CHARITY DONATION			1,000
SECOND HARVEST				331 GREAT CIRCLE ROAD			
NASHVILLE TN 37228				PUB. CHARITY DONATION			15,000
ST. JAMES THE LESS SCARSD				10 CHURCH LANE SOUTH			
SCARSDALE NY 10583				PUB. CHARITY DONATION			5,500
ST. JOSEPH HOSPITAL FOUND				1835 FRANKLIN STREET			
DENVER CO 80218				PUB. CHARITY DONATION			1,000
ST. LUKE'S COMMUNITY HOUS				5601 NEW YORK AVENUE			
NASHVILLE TN 37209				PUB. CHARITY DONATION			10,000
THE HERMITAGE				4580 RACHELS LANE			
NASHVILLE TN 37076				PUB. CHARITY DONATION			1,000
THE LAND TRUST FOR TENNES				P.O. BOX 23473			
NASHVILLE TN 37202				PUB. CHARITY DONATION			50,500
THE LEXINGTON SCHOOL				1050 LANE ALLEN ROAD			
LEXINGTON KY 40504				PUB. CHARITY DONATION			7,000
THE SALVATION ARMY				140 N 1ST STREET			
NASHVILLE TN 37213				PUB. CHARITY DONATION			2,500
TRAVELERS REST				636 FARRELL PKWY			
NASHVILLE TN 37220				PUB. CHARITY DONATION			10,000

Federal Statements

**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
UNITED WAY OF WESTCHESTER		336 CENTRAL PARK AVE		NONE	PUB. CHARITY DONATION		3,500
WHITE PLAINS NY 10606		625 SOUTH STATE STREET		NONE	PUB. CHARITY DONATION		3,000
UNIVERSITY OF MICHIGAN LA		301 KIRKLAND HALL		NONE	PUB. CHARITY DONATION		2,000
ANN ARBOR MI 48109		1301 MEDICAL CENTER DRIVE		NONE	PUB. CHARITY DONATION		10,000
VANDERBILT COLLEGE OF ART		691 PRESTON BUILDING		NONE	PUB. CHARITY DONATION		5,000
NASHVILLE TN 37240		131 21ST AVENUE SOUTH		NONE	PUB. CHARITY DONATION		2,000
VANDERBILT DEPT OF NEUROL		2201 WEST END AVENUE		NONE	PUB. CHARITY DONATION		200,000
NASHVILLE TN 37232		2100 WEST END AVE STE 820		NONE	PUB. CHARITY DONATION		5,000
VANDERBILT INGRAM CANCER		1000 CHURCH STREET		NONE	PUB. CHARITY DONATION		5,000
NASHVILLE TN 37232							
VANDERBILT LAW SCHOOL							
NASHVILLE TN 37203							
VANDERBILT UNIVERSITY							
NASHVILLE TN 37240							
VUMC CANBY ROBINSON SOCIETY							
NASHVILLE TN 37203							
YWCA OF MIDDLE TENNESSEE							
NASHVILLE TN 37203							
TOTAL							532,750

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART II, LINE 10(b)
12/31/12

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Money Market Funds</u>								
105,380.75	Northern Trust Inst Muni Portfolio	100.000	105,380.75	105,380.75	0.00	10.39%	10.54	0.01%
* * Sub Total * *			105,380.75	105,380.75	0.00	10.39%	10.54	0.01%
<u>Common Stock</u>								
1,575	American Eagle Outfitters Inc	20.510	33,098.47	32,303.25	-795.22	3.18%	693.00	2.15%
435	Baxter Intl	66.660	26,236.72	28,997.10	2,760.38	2.86%	783.00	2.70%
1,065	Big Lots Inc	28.460	31,648.91	30,309.90	-1,339.01	2.99%	0.00	0.00%
1,950	CareFusion Corporation	28.580	55,547.12	55,731.00	183.88	5.49%	0.00	0.00%
4,595	Cisco Systems Inc	19.649	86,457.68	90,288.99	3,831.31	8.90%	2,573.20	2.85%
1,105	Comcast Corp New Cl A Spl	35.920	38,384.71	39,691.60	1,306.89	3.91%	718.25	1.81%
540	ConocoPhillips	57.990	30,929.53	31,314.60	385.07	3.09%	1,425.60	4.55%
1,020	Corrections Corp America	35.470	34,124.71	36,179.40	2,054.69	3.57%	816.00	2.26%
640	CVS/Caremark Corp	48.350	30,968.07	30,944.00	-24.07	3.05%	576.00	1.86%
380	General Motors Co	28.830	10,445.06	10,955.40	510.34	1.08%	0.00	0.00%
445	Gilead Sciences Inc	73.450	30,746.16	32,685.25	1,939.09	3.22%	0.00	0.00%
2,900	Janus Capital Group Inc	8.520	26,774.25	24,708.00	-2,066.25	2.44%	696.00	2.82%
225	Lear Corp	46.840	8,767.49	10,539.00	1,771.51	1.04%	126.00	1.20%
440	McKesson Corp	96.960	40,316.96	42,662.40	2,345.44	4.21%	352.00	0.83%
1,385	Microsoft Corp	26.710	39,157.06	36,992.93	-2,164.13	3.65%	1,274.20	3.44%
640	Molson Coors Brewing Co - B	42.790	27,720.32	27,385.60	-334.72	2.70%	819.20	2.99%
1,085	Newell Rubbermaid Inc	22.270	20,467.87	24,162.95	3,695.08	2.38%	651.00	2.69%
3,975	Pfizer Inc	25.079	99,475.17	99,690.22	215.05	9.83%	3,816.00	3.83%
870	Silver Wheaton Corp	36.080	33,639.94	31,389.60	-2,250.34	3.09%	243.60	0.78%
Silver Wheaton Corporation								

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART II, LINE 10(b)
12/31/12

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
1,125	Sysco Corp	31 660	35,580 94	35,617 50	36 56	3.51%	1,260.00	3.54%
2,365	US Silica Holdings Inc	16 730	35,716 47	39,566 45	3,849.98	3.90%	0 00	0.00%
1,180	Viacom Inc Class B	52.740	63,099.87	62,233 20	-866.67	6.14%	1,298.00	2.09%
800	Wal-Mart Stores Inc	68 230	58,921.52	54,584.00	-4,337.52	5.38%	1,272 00	2.33%
* * Sub Total * *			898,225.00	908,932 34	10,707.34	89.61%	19,393.05	2.13%
* * Grand Total * *			1,003,605.75	1,014,313 09	10,707 34		19,403 59	1.91%
Principal Cash : -4,149 72								
		Income Cash	4,149.72		Invested Income	0.00		

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Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Money Market Funds</u>								
996,917.62	Northern Trust Inst Muni Portfolio	100.000	996,917.62	996,917.62	0.00	10.07%	99.69	0.01%
* * Sub Total * *								
			996,917.62	996,917.62	0.00	10.07%	99.69	0.01%
<u>High Yield Funds</u>								
30,262.346	Hartford Floating Rate Instll	8.950	270,961.11	270,848.00	-113.11	2.74%	13,498.64	4.98%
* * Sub Total * *								
			270,961.11	270,848.00	-113.11	2.74%	13,498.64	4.98%
<u>Common Stock</u>								
2,200	Abbott Laboratories	65.500	131,842.32	144,100.00	12,257.68	1.46%	1,232.00	0.85%
2,400	American Express Co	57.480	133,784.40	137,952.00	4,167.60	1.39%	1,920.00	1.39%
5,500	Annaly Capital Mgmt Inc	14.040	98,267.40	77,220.00	-21,047.40	0.78%	9,900.00	12.82%
2,550	Bank of Nova Scotia	57.880	135,891.54	147,594.00	11,702.46	1.49%	5,864.58	3.97%
3,200	BCE Inc	42.940	127,903.52	137,408.00	9,504.48	1.39%	7,265.45	5.29%
1,550	Biogen Idec	146.370	167,018.47	226,873.50	59,855.03	2.29%	0.00	0.00%
3,250	BMC Software	39.620	139,005.75	128,765.00	-10,240.75	1.30%	0.00	0.00%
1,100	CF Industries Holdings	203.160	214,423.81	223,476.00	9,052.19	2.26%	1,760.00	0.79%
1,350	Chevron Corp	108.140	144,695.73	145,989.00	1,293.27	1.47%	4,860.00	3.33%
2,500	China Mobile Ltd ADR	58.720	131,950.75	146,800.00	14,849.25	1.48%	4,901.73	3.34%
2,450	ConocoPhillips	57.990	135,664.88	142,075.50	6,410.62	1.44%	6,468.00	4.55%
1,850	Diageo ADR PLC New	116.580	177,109.24	215,673.00	38,563.76	2.18%	5,131.52	2.38%
5,050	EMC Corp	25.300	141,903.05	127,765.00	-14,138.05	1.29%	0.00	0.00%
3,550	Enbridge Inc	43.320	141,558.82	153,786.00	12,227.18	1.55%	4,511.92	2.93%
1,550	Exxon Mobil Corp	86.550	131,485.26	134,152.50	2,667.24	1.36%	3,534.00	2.63%
700	Grainger W W Inc	202.370	102,693.34	141,659.00	38,965.66	1.43%	2,240.00	1.58%
1,000	Intercontinental Exchange Inc	123.810	140,229.35	123,810.00	-16,419.35	1.25%	0.00	0.00%

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Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
2,600	Kimberly Clark Corp	84.430	199,486.50	219,518.00	20,031.50	2.22%	7,696.00	3.51%
1,550	Lockheed Martin Corp	92.290	124,511.95	143,049.50	18,537.55	1.44%	7,130.00	4.98%
3,850	Mattel Inc	36.620	111,393.38	140,987.00	29,593.62	1.42%	4,774.00	3.39%
3,150	Merck & Co Inc	40.940	120,928.18	128,961.00	8,032.82	1.30%	5,418.00	4.20%
1,500	O'Reilly Automotive Inc	89.420	113,445.17	134,130.00	20,684.83	1.35%	0.00	0.00%
4,250	Oracle Corporation	33.320	112,105.65	141,610.00	29,504.35	1.43%	1,020.00	0.72%
1,950	Pepsico Inc	68.430	129,314.44	133,438.50	4,124.06	1.35%	4,192.50	3.14%
3,200	Petsmart Inc	68.340	185,183.06	218,688.00	33,504.94	2.21%	2,112.00	0.97%
1,500	Philip Morris International	83.640	102,141.15	125,460.00	23,318.85	1.27%	5,100.00	4.07%
2,150	Qualcomm Corp	61.860	125,737.42	132,998.14	7,260.72	1.34%	2,150.00	1.62%
2,400	Raytheon Company	57.560	109,270.91	138,144.00	28,873.09	1.40%	4,800.00	3.47%
2,150	Ross Stores Inc	54.090	57,795.77	116,293.50	58,497.73	1.17%	1,204.00	1.04%
2,000	Southern Co	42.810	77,116.31	85,620.00	8,503.69	0.86%	3,920.00	4.58%
1,850	Teradata Corp	61.890	133,098.43	114,496.50	-18,601.93	1.16%	0.00	0.00%
1,100	Union Pacific Corp	125.720	126,200.25	138,292.00	12,091.75	1.40%	3,036.00	2.20%
2,200	Ventas Inc	64.720	120,427.60	142,384.00	21,956.40	1.44%	5,456.00	3.83%
1,500	Visa Inc Cl A	151.580	171,660.05	227,370.00	55,709.95	2.30%	1,980.00	0.87%
* * Sub Total * *			4,515,243.85	5,036,538.64	521,294.79	50.87%	119,577.70	2.37%
Mid Cap Funds								
8,841.251	Westport Instl	26.170	228,900.00	231,375.54	2,475.54	2.34%	426.15	0.18%
* * Sub Total * *			228,900.00	231,375.54	2,475.54	2.34%	426.15	0.18%
Small Cap Funds								
3,945.051	Brown Capital Management Small Instl	50.590	169,182.39	199,580.13	30,397.74	2.02%	0.00	0.00%
7,746.382	Longleaf Partners Small Cap	28.880	224,800.00	223,715.51	-1,084.49	2.26%	77.46	0.03%

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Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
	* * Sub Total * *		393,982.39	423,295.64	29,313.25	4.28%	77.46	0.02%
	<u>International Funds</u>							
12,676.673	IVA International Instl	15.580	202,700.00	197,502.57	-5,197.43	1.99%	6,030.29	3.05%
20,673.281	Lazard Emerging Markets Equity Instl	19.540	392,520.14	403,955.91	11,435.77	4.08%	7,365.89	1.82%
	* * Sub Total * *		595,220.14	601,458.48	6,238.34	6.07%	13,396.18	2.23%
	<u>Multi Strategy Funds</u>							
36,963.998	Gabelli ABC Advisor	9.890	366,684.66	365,573.94	-1,110.72	3.69%	0.00	0.00%
22,901.927	IVA Worldwide Instl	15.900	355,583.52	364,140.64	8,557.12	3.68%	7,873.68	2.16%
7,556.41	Permanent Portfolio	48.640	315,699.26	367,543.78	51,844.52	3.71%	2,040.23	0.56%
30,000	Pimco All Asset Instl	12.580	380,100.00	377,400.00	-2,700.00	3.81%	19,305.54	5.12%
	* * Sub Total * *		1,418,067.44	1,474,658.36	56,590.92	14.89%	29,219.45	1.98%
	<u>Gold Bullion Funds</u>							
3,566	SPDR Gold Shares	162.020	288,025.74	577,764.75	289,739.01	5.84%	0.00	0.00%
	* * Sub Total * *		288,025.74	577,764.75	289,739.01	5.84%	0.00	0.00%
	<u>Real Estate Funds</u>							
6,828.897	Cohen & Steers Realty Instl	42.080	238,119.07	287,359.99	49,240.92	2.90%	6,282.59	2.19%
	* * Sub Total * *		238,119.07	287,359.99	49,240.92	2.90%	6,282.59	2.19%
	* * Grand Total * *		8,945,437.36	9,900,217.02	954,779.66		182,577.86	1.84%
	Principal Cash							
		Income Cash	58,218.98		Invested Income	0.00		

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		* * Schedule D * *						
Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
450	Abbott Laboratories	11/14/2012	P	12/04/2012	Short	29,053.15	28,959.62	93.53
608	Activision Blizzard Inc	10/25/2011	P	01/26/2012	Short	7,258.47	8,208.00	-949.53
4,792	Activision Blizzard Inc	10/26/2011	P	01/26/2012	Short	57,208.19	64,261.68	-7,053.49
250	American Express Co	06/07/2012	P	09/20/2012	Short	14,537.20	13,935.88	601.32
1,550	Astrazeneca PLC ADR	08/26/2011	P	02/21/2012	Short	69,719.60	71,618.99	-1,899.39
2,450	AT&T Inc	08/25/2011	P	07/24/2012	Short	83,917.48	71,484.88	12,432.60
650	AT&T Inc	11/30/2011	P	07/24/2012	Short	22,263.82	18,765.50	3,498.32
1,700	AT&T Inc	04/26/2012	P	07/24/2012	Short	58,228.45	54,994.83	3,233.62
500	Bank of Nova Scotia	08/16/2012	P	09/20/2012	Short	27,264.43	26,645.40	619.03
450	BCE Inc	06/07/2012	P	09/20/2012	Short	19,799.61	18,395.33	1,404.28
991.736	BlackRock International Opportunities Instl	06/06/2012	P	10/31/2012	Short	32,786.79	28,800.00	3,986.79
550	BMC Software	08/17/2012	P	09/20/2012	Short	23,550.53	23,524.05	26.48
2,550	Bristol Myers Squibb	08/18/2011	P	02/14/2012	Short	80,846.96	71,236.29	9,610.67
300	Bristol Myers Squibb	11/15/2011	P	02/14/2012	Short	9,511.41	9,440.73	70.68
550	CA Inc	06/14/2012	P	09/20/2012	Short	14,635.23	14,169.32	465.91
5,200	CA Inc	06/14/2012	P	11/08/2012	Short	115,585.60	133,964.48	-18,378.88
200	CF Industries Holdings	05/03/2012	P	09/20/2012	Short	43,679.04	39,976.76	3,702.28
300	Chevron Corp	07/17/2012	P	09/20/2012	Short	35,203.70	32,216.94	2,986.76
50	China Mobile Ltd ADR	03/01/2012	P	11/09/2012	Short	2,777.95	2,639.02	138.93
300	China Mobile Ltd ADR	03/01/2012	P	09/20/2012	Short	16,337.66	15,834.09	503.57
100	Chipotle Mexican Grill Cl A	02/02/2012	P	09/20/2012	Short	33,728.26	36,169.06	-2,440.80
300	Chipotle Mexican Grill Cl A	02/02/2012	P	10/19/2012	Short	73,802.06	108,507.18	-34,705.12
100	Chipotle Mexican Grill Cl A	09/10/2012	P	10/19/2012	Short	24,600.69	33,454.61	-8,853.92
1,800	CIGNA Corp	04/29/2011	P	01/26/2012	Short	80,119.89	84,167.28	-4,047.39
250	CIGNA Corp	11/15/2011	P	01/26/2012	Short	11,127.76	10,951.98	175.78
1,550	Companhia De Bebidas Prf ADR	01/26/2012	P	07/24/2012	Short	56,664.25	57,675.04	-1,010.79
500	ConocoPhillips	07/05/2012	P	09/20/2012	Short	28,695.21	27,687.15	1,008.06
1,300	EMC Corp	05/01/2012	P	09/20/2012	Short	35,489.33	37,432.98	-1,943.65

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350 Enbridge Inc	04/20/2012 P 09/20/2012 Short	13,688.23	13,959.12	-270.89
1,150 Entergy Corp	08/26/2011 P 08/16/2012 Short	80,067.30	71,999.78	8,067.52
2,000 Exelon Corp	12/01/2011 P 02/08/2012 Short	79,827.46	88,667.80	-8,840.34
200 Exxon Mobil Corp	07/02/2012 P 09/20/2012 Short	18,211.61	16,965.84	1,245.77
50 Exxon Mobil Corp	08/15/2012 P 09/20/2012 Short	4,552.90	4,403.50	149.40
1,250 F5 Networks Inc	06/13/2012 P 10/25/2012 Short	103,516.31	126,590.75	-23,074.44
200 F5 Networks Inc	06/13/2012 P 09/20/2012 Short	21,776.65	20,254.52	1,522.13
150 F5 Networks Inc	08/16/2012 P 09/20/2012 Short	16,332.49	15,380.64	951.85
22,785.200 First Eagle High Yield Instl	07/06/2012 P 11/14/2012 Short	226,712.74	221,700.00	5,012.74
16,025.896 Gabelli ABC Advisor	02/17/2012 P 09/20/2012 Short	160,517.80	158,976.89	1,540.91
923.694 Gabelli ABC Advisor	02/17/2012 P 10/25/2012 Short	9,209.23	9,163.04	46.19
1,721.311 Gabelli ABC Advisor	02/17/2012 P 06/06/2012 Short	16,886.06	17,075.41	-189.35
291.616 GAMCO Westwood Mighty Mites Instl	06/06/2012 P 10/23/2012 Short	5,094.53	4,800.00	294.53
1,000 Humana Inc	06/21/2011 P 05/01/2012 Short	83,184.14	81,964.30	1,219.84
3,000 Intel Corp	10/21/2011 P 09/18/2012 Short	69,931.73	72,650.70	-2,718.97
550 Intel Corp	11/16/2011 P 09/18/2012 Short	12,820.82	13,992.00	-1,171.18
2,000 Intel Corp	01/26/2012 P 09/18/2012 Short	46,621.15	53,460.00	-6,838.85
100 Intel Corp	06/28/2012 P 09/18/2012 Short	2,331.06	2,565.93	-234.87
200 Intercontinental Exchange Inc	03/09/2012 P 09/20/2012 Short	27,295.40	28,370.16	-1,074.76
673.171 Invesco Small Cap Discovery Y	06/06/2012 P 07/26/2012 Short	6,994.25	6,900.00	94.25
2,019 IShares Russell Midcap Index	02/17/2012 P 07/26/2012 Short	210,807.94	221,031.44	-10,223.50
300 Lockheed Martin Corp	06/07/2012 P 09/20/2012 Short	27,340.58	25,090.68	2,249.90
700 Lorillard Inc	08/09/2011 P 01/30/2012 Short	75,867.97	69,532.96	6,335.01
100 Lorillard Inc	11/17/2011 P 01/30/2012 Short	10,838.28	10,999.75	-161.47
750 Mattel Inc	06/06/2012 P 09/20/2012 Short	27,059.47	23,732.48	3,326.99
800 Merck & Co Inc	02/24/2012 P 09/20/2012 Short	35,807.28	30,711.92	5,095.36
1,350 Oracle Corporation	05/31/2012 P 09/20/2012 Short	43,752.66	35,610.03	8,142.63
300 Pepsico Inc	02/02/2012 P 09/20/2012 Short	21,365.55	19,894.53	1,471.02
850 Perrigo Co	07/14/2011 P 02/08/2012 Short	78,343.76	79,129.56	-785.80
150 Perrigo Co	11/15/2011 P 02/08/2012 Short	13,825.37	13,911.44	-86.07
550 Phillips 66	09/14/2011 S 06/21/2012 Short	18,377.40	16,421.36	1,956.04

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75 Phillips 66	12/01/2011 S 06/21/2012 Short	2,506.01	2,467.51	38.50
8,786.280 Principal High Yield Instl	02/17/2012 P 07/06/2012 Short	66,863.59	66,600.00	263.59
700 Qualcomm Corp	06/07/2012 P 09/20/2012 Short	44,715.06	40,984.93	3,730.13
550 Ralph Lauren Corp Cl A	09/07/2011 P 01/05/2012 Short	76,251.41	73,939.91	2,311.50
50 Ralph Lauren Corp Cl A	12/02/2011 P 01/05/2012 Short	6,931.95	7,370.27	-438.32
1,030 577 Royce 100 Investment	06/06/2012 P 06/28/2012 Short	8,873.27	9,100.00	-226.73
1,250 Shire Pharmaceuticals Plc ADR	02/14/2012 P 11/07/2012 Short	105,839.01	133,432.62	-27,593.61
150 Shire Pharmaceuticals Plc ADR	02/14/2012 P 09/20/2012 Short	13,286.70	16,011.92	-2,725.22
300 Shire Pharmaceuticals Plc ADR	06/06/2012 P 11/07/2012 Short	25,401.36	26,099.40	-698.04
250 Teradata Corp	07/02/2012 P 09/20/2012 Short	18,912.10	17,986.28	925.82
200 Union Pacific Corp	02/02/2012 P 09/20/2012 Short	24,097.56	22,945.50	1,152.06
150 Visa Inc Cl A	09/21/2011 P 09/20/2012 Short	20,098.55	13,774.71	6,323.84
2,650 Vodafone Group Plc ADR	08/18/2011 P 03/09/2012 Short	70,424.87	71,758.56	-1,333.69
600 Vodafone Group Plc ADR	11/30/2011 P 03/09/2012 Short	15,945.25	16,362.00	-416.75
15,882.773 William Blair Small Value Instl	02/01/2011 P 01/30/2012 Short	209,176.12	222,200.00	-13,023.88
700 Abbott Laboratories	08/25/2011 P 09/20/2012 Long	48,718.97	35,103.88	13,615.09
700 Abbott Laboratories	08/25/2011 P 12/04/2012 Long	45,193.78	35,103.88	10,089.90
4,000 Annaly Capital Mgmt Inc	08/18/2011 P 12/27/2012 Long	56,354.33	73,652.40	-17,298.07
1,500 Annaly Capital Mgmt Inc	12/02/2011 P 12/27/2012 Long	21,132.88	24,615.00	-3,482.12
350 Biogen Idec	09/01/2010 P 09/20/2012 Long	54,217.32	19,343.07	34,874.25
4,267.844 BlackRock International Opportunities Instl	03/30/2010 P 10/31/2012 Long	141,094.92	135,930.83	5,164.09
529.511 BlackRock International Opportunities Instl	06/17/2010 P 10/31/2012 Long	17,505.63	15,700.00	1,805.63
715.821 BlackRock International Opportunities Instl	02/01/2011 P 02/17/2012 Long	23,371.56	25,862.61	-2,491.05
5,362.230 BlackRock International Opportunities Instl	02/01/2011 P 10/31/2012 Long	177,275.32	193,737.39	-16,462.07
550.493 BlackRock US Opportunities Instl	11/05/2008 P 01/30/2012 Long	19,415.89	13,861.41	5,554.48
2,763.605 BlackRock US Opportunities Instl	12/08/2008 P 01/30/2012 Long	97,472.35	65,000.00	32,472.35
7,034.464 BlackRock US Opportunities Instl	04/15/2010 P 01/30/2012 Long	248,105.54	263,300.00	-15,194.46
298.211 BlackRock US Opportunities Instl	06/17/2010 P 01/30/2012 Long	10,517.90	10,500.00	17.90
1,963.353 Brown Capital Management Small Instl	04/15/2010 P 02/17/2012 Long	95,261.89	73,880.97	21,380.92

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3,438.780 Brown Capital Management Small Instl	02/01/2011 P 02/17/2012 Long	166,849.60	151,100.00	15,749.60
13,178.368 Cohen & Steers Instl Global Realty	02/01/2011 P 06/06/2012 Long	261,854.17	277,800.00	-15,945.83
41.734 Cohen & Steers Realty Instl	03/30/2010 P 10/31/2012 Long	1,817.10	1,411.44	405.66
862.598 Cohen & Steers Realty Instl	03/30/2010 P 09/20/2012 Long	38,644.39	29,173.06	9,471.33
2,100 Companhia De Bebidas Prf ADR	09/10/2010 P 07/24/2012 Long	76,770.92	48,233.85	28,537.07
350 Companhia De Bebidas Prf ADR	01/10/2011 P 07/24/2012 Long	12,795.15	10,542.00	2,253.15
1,100 ConocoPhillips	09/14/2011 P 09/20/2012 Long	63,129.45	55,263.22	7,866.23
400 Diageo ADR PLC New	08/26/2011 P 09/20/2012 Long	44,347.00	30,707.28	13,639.72
6,398.640 GAMCO Westwood Mighty Mites Instl	02/01/2011 P 02/17/2012 Long	113,191.94	112,488.09	703.85
6,240.723 GAMCO Westwood Mighty Mites Instl	02/01/2011 P 10/23/2012 Long	109,025.43	109,711.91	-686.48
1,400 General Mills Inc	03/12/2010 P 02/08/2012 Long	55,085.58	50,750.21	4,335.37
50 General Mills Inc	09/15/2010 P 02/08/2012 Long	1,967.34	1,835.37	131.97
750 General Mills Inc	01/19/2011 P 02/08/2012 Long	29,510.13	26,902.65	2,607.48
100 Grainger W W Inc	01/11/2011 P 09/20/2012 Long	20,282.55	13,369.24	6,913.31
36,553.792 Guggenheim Mid Cap Value Inst	04/15/2010 P 01/30/2012 Long	389,297.88	429,141.52	-39,843.64
1,093.210 Hartford Floating Rate Instl	02/01/2011 P 06/06/2012 Long	9,510.93	9,838.89	-327.96
6,297.035 Invesco Small Cap Discovery Y	06/04/2009 P 02/17/2012 Long	70,023.03	49,557.67	20,465.36
9,856.698 Invesco Small Cap Discovery Y	06/04/2009 P 07/26/2012 Long	102,411.09	77,572.21	24,838.88
12,710.120 Invesco Small Cap Discovery Y	02/01/2011 P 02/17/2012 Long	141,336.53	148,200.00	-6,863.47
23,670.116 IVA International Instl	02/01/2011 P 06/06/2012 Long	346,293.80	388,900.00	-42,606.20
322.981 IVA Worldwide Instl	09/24/2010 P 10/26/2012 Long	5,203.22	5,161.24	41.98
303.832 IVA Worldwide Instl	09/24/2010 P 09/20/2012 Long	4,961.58	4,855.24	106.34
10,980.036 IVA Worldwide Instl	10/22/2010 P 09/20/2012 Long	179,303.99	181,500.00	-2,196.01
5,844.553 IVA Worldwide Instl	02/01/2011 P 02/17/2012 Long	95,675.33	99,532.74	-3,857.41
796.668 IVA Worldwide Instl	02/01/2011 P 09/20/2012 Long	13,009.59	13,567.26	-557.67
350 Kimberly Clark Corp	08/26/2011 P 09/20/2012 Long	29,683.85	23,659.02	6,024.83
4,191.865 Lazard Emerging Markets Equity Instl	03/30/2010 P 06/06/2012 Long	72,561.18	79,771.19	-7,210.01
10,563.737 Lazard Emerging Markets Equity Instl	03/30/2010 P 09/20/2012 Long	206,626.70	201,027.91	5,598.79
5,546.875 Lazard Emerging Markets Equity Instl	09/24/2010 P 06/06/2012 Long	96,016.41	113,600.00	-17,583.59

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4,789.523 Lazard Emerging Markets Equity Instl	10/22/2010 P 06/06/2012 Long	82,906.64	102,400.00	-19,493.36
8,155 386 Lazard Emerging Markets Equity Instl	02/01/2011 P 06/06/2012 Long	141,169.73	171,100.00	-29,930.27
100 Mattel Inc	10/14/2011 P 11/08/2012 Long	3,593.42	2,738.48	854.94
726.909 Permanent Portfolio	09/24/2010 P 09/20/2012 Long	36,221.88	31,009.94	5,211.94
51.355 Permanent Portfolio	09/24/2010 P 10/25/2012 Long	2,510.23	2,190.80	319.43
3,020.088 Permanent Portfolio	10/22/2010 P 09/20/2012 Long	150,490.98	131,826.83	18,664.15
1,229.626 Permanent Portfolio	10/22/2010 P 02/17/2012 Long	60,350.04	53,673.17	6,676.87
2,195.282 Permanent Portfolio	02/01/2011 P 02/17/2012 Long	107,744.44	100,500.00	7,244.44
400 Petsmart Inc	06/21/2011 P 09/20/2012 Long	27,455.43	17,956.64	9,498.79
450 Philip Morris International	03/29/2010 P 09/20/2012 Long	41,255.12	23,701.50	17,553.62
23,364.879 Pimco Commodity Real Return Instl	02/01/2011 P 09/20/2012 Long	164,021.45	222,200.00	-58,178.55
4,906.475 Principal High Yield Instl	06/04/2009 P 07/06/2012 Long	37,338.27	34,100.00	3,238.27
4,519.369 Principal High Yield Instl	07/06/2009 P 07/06/2012 Long	34,392.40	31,500.00	2,892.40
17,080.808 Principal High Yield Instl	08/06/2009 P 07/06/2012 Long	129,984.95	125,714.75	4,270.20
97.128 Principal High Yield Instl	09/11/2009 P 07/06/2012 Long	739.14	717.78	21.36
221.948 Principal High Yield Instl	10/22/2010 P 06/06/2012 Long	1,649.07	1,800.00	-150.93
549.364 Principal High Yield Instl	02/01/2011 P 06/06/2012 Long	4,081.78	4,427.87	-346.09
195.053 Principal High Yield Instl	02/01/2011 P 07/06/2012 Long	1,484.35	1,572.13	-87.78
600 Raytheon Company	09/14/2011 P 09/20/2012 Long	34,709.28	24,629.10	10,080.18
50 Ross Stores Inc	01/07/2011 P 09/20/2012 Long	3,327.43	1,597.47	1,729.96
100 Ross Stores Inc	01/10/2011 P 09/20/2012 Long	6,654.86	3,202.00	3,452.86
7,260.782 Royce 100 Investment	04/15/2010 P 02/17/2012 Long	71,446.09	64,911.39	6,534.70
10,373.542 Royce 100 Investment	04/15/2010 P 06/28/2012 Long	89,316.20	92,739.46	-3,423.26
814.371 Royce 100 Investment	06/17/2010 P 06/28/2012 Long	7,011.73	6,800.00	211.73
3,663.075 Royce 100 Investment	02/01/2011 P 02/17/2012 Long	36,044.66	37,400.00	-1,355.34
1,350 Southern Co	08/25/2010 P 12/27/2012 Long	57,304.33	48,973.41	8,330.92
50 Southern Co	09/16/2010 P 12/27/2012 Long	2,122.38	1,856.90	265.48
600 Southern Co	11/30/2011 P 12/27/2012 Long	25,468.59	26,286.00	-817.41
695 SPDR Gold Shares	08/25/2008 P 10/23/2012 Long	115,138.56	56,246.35	58,892.21
58 SPDR Gold Shares	08/25/2008 P 02/17/2012 Long	9,714.30	4,693.94	5,020.36

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149 SPDR Gold Shares	09/26/2008 P 02/17/2012 Long	24,955.71	13,003.23	11,952.48
138 SPDR Gold Shares	02/02/2011 P 02/17/2012 Long	23,113.34	17,986.49	5,126.85
13,081.967 TFS Market Neutral	08/27/2010 P 06/06/2012 Long	197,537.70	199,500.00	-1,962.30
10,268.542 TFS Market Neutral	09/24/2010 P 06/06/2012 Long	155,054.98	160,600.00	-5,545.02
6,399.421 TFS Market Neutral	10/22/2010 P 06/06/2012 Long	96,631.26	101,110.85	-4,479.59
912.621 TFS Market Neutral	06/01/2011 P 06/06/2012 Long	13,780.58	14,100.00	-319.42
350 Ventas Inc	09/14/2011 P 09/20/2012 Long	22,007.54	17,801.95	4,205.59
		9,218,226.63		72,836.34

9,145,390.29

SHORT TERM 3,386,673.65 3,462,057.21 (75,383.56)
LONG TERM 5,831,552.98 5,683,333.08 148,219.90