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INTERNAL REVENUE SERVICE

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

OMB No. 1545-0052

2012

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 **2012**, and ending **20**

| | | |
|---|---|---|
| Name of foundation MARY ILO SMITH CHARITABLE FOUNDATION | | A Employer identification number 74-2652604 |
| Number and street (or P O box number if mail is not delivered to street address) Room/suite BANK OF AMERICA, N.A. P.O. BOX 831041 | | B Telephone number (see instructions) 800- 357-7094 |
| City or town, state, and ZIP code DALLAS, TX 75283-1041 | | |
| G Check all that apply: | | C If exemption application is pending, check here <input type="checkbox"/> |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | D 1 Foreign organizations, check here <input type="checkbox"/> |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,122,497. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i> | |

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 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)) | | | | |
| Revenue | | | | |
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 71,807. | 71,798. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 2,718. | | | |
| b Gross sales price for all assets on line 6a 51,068. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 2,718. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | 599. | | | STMT 4 |
| 12 Total. Add lines 1 through 11 | 75,124. | 74,516. | | |
| Operating and Administrative Expenses | | | | |
| 13 Compensation of officers, directors, trustees, etc. | 22,685. | 13,611. | | 9,074. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT 5 | 1,350. | NONE | NONE | 1,350. |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) STMT 6 | 74. | 74. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) STMT 7 | 45. | 45. | | |
| 24 Total operating and administrative expenses | | | | |
| Add lines 13 through 23 | 24,154. | 13,730. | NONE | 10,424. |
| 25 Contributions, gifts, grants paid | 98,448. | | | 98,448. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 122,602. | 13,730. | NONE | 108,872. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -47,478. | | | |
| b Net investment income (if negative, enter -0-) | | 60,786. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

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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 | 75,880. | 37,592. | 37,592. |
| | 3 | Accounts receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) | 1,056,084. | 1,352,494. | 1,916,114. |
| | c | Investments - corporate bonds (attach schedule) | 160,000. | 160,000. | 168,791. |
| | 11 | Investments - land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) | 305,499. | | | |
| 14 | Land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 1,597,463. | 1,550,086. | 2,122,497. | |
| 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) | | NONE | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 1,597,463. | 1,550,086. | |
| | 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) | 1,597,463. | 1,550,086. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 1,597,463. | 1,550,086. | | |

| 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) | 1,597,463. |
| 2 | Enter amount from Part I, line 27a | -47,478. |
| 3 | Other increases not included in line 2 (itemize) SEE STATEMENT 8 | 667. |
| 4 | Add lines 1, 2, and 3 | 1,550,652. |
| 5 | Decreases not included in line 2 (itemize) MUTUAL FUND ADJUSTMENT - 2012 | 566. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 1,550,086. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.) | | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|--|--|--------------------------------------|----------------------------------|
| 1a PUBLICLY TRADED SECURITIES | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | | |
| a 51,068. | | 48,350. | 2,718. | | | |
| b | | | | | | |
| 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 | | | 2,718. | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 2 Capital gain net income or (net capital loss) | | | | 2 | 2,718. | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | | 3 | | |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | | | | |

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 | 111,635. | 2,047,032. | 0.054535 |
| 2010 | 98,685. | 1,989,305. | 0.049608 |
| 2009 | 115,183. | 1,855,387. | 0.062080 |
| 2008 | 132,183. | 2,226,524. | 0.059367 |
| 2007 | 120,051. | 2,542,296. | 0.047221 |
| 2 Total of line 1, column (d) | | | 0.272811 |
| 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 | | | 0.054562 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | 2,132,322. | |
| 5 Multiply line 4 by line 3 | | | 116,344. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 608. |
| 7 Add lines 5 and 6 | | | 116,952. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 108,872. |

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,216.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and reporting. Includes 'TX' for state reporting.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (214) 209-6477
Located at 901 MAIN ST, FL 19, DALLAS, TX ZIP+4 75202-3714
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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) 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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) STMT. 9

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| BANK OF AMERICA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241 | CO-TRUSTEE 1 | 22,685. | - 0 - | - 0 - |
| MARY CAROL GREGORY - C/O BOA P.O. BOX 830241, DALLAS, TX 78283-0241 | CO-TRUSTEE 1 | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 Yes No **NONE**

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

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

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

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount | |
|--|--------|--|
| 1 NONE | | |
| 2 NONE | | |
| All other program-related investments See instructions | | |
| 3 NONE | | |
| Total. Add lines 1 through 3 | | |

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 | 2,092,128. |
| b | Average of monthly cash balances | 1b | 72,666. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 2,164,794. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 2,164,794. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 32,472. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,132,322. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 106,616. |

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 | 106,616. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 1,216. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,216. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 105,400. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 105,400. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 105,400. |

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 | 108,872. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 108,872. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 108,872. |

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 | | | | 105,400. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 98,445. | |
| b Total for prior years 20 <u>10</u> , 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | NONE | | | |
| b From 2008 | NONE | | | |
| c From 2009 | NONE | | | |
| d From 2010 | NONE | | | |
| e From 2011 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>108,872.</u> | | | | |
| a Applied to 2011, but not more than line 2a | | | 98,445. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 10,427. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 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 | | | | 94,973. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | NONE | | | |
| b Excess from 2009 | NONE | | | |
| c Excess from 2010 | NONE | | | |
| d Excess from 2011 | NONE | | | |
| e Excess from 2012 | NONE | | | |

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

NOT APPLICABLE

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

Table with 5 main columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here [X] 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:

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

c Any submission deadlines:

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

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 |
|---|--|--------------------------------------|-------------------------------------|-----------------------|
| <p>a Paid during the year</p> <p>SEE STATEMENT 13</p> | | | | <p>98,448.</p> |
| <p>Total ▶ 3a</p> | | | | <p>98,448.</p> |
| <p>b Approved for future payment</p> <p>NONE</p> | | | | |
| <p>Total ▶ 3b</p> | | | | |

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... 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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here: Signature of officer or trustee, Date, Title, and a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|--------------------------------|-----------------------|
| AT&T INC | 3,675. | 3,675. |
| ABBOTT LABORATORIES | 2,589. | 2,589. |
| ALTRIA GROUP INC | 209. | 209. |
| AMERICAN ELECTRIC POWER CO | 109. | 109. |
| AMERICAN EXPRESS CO | 62. | 62. |
| AMGEN INC COM | 1,509. | 1,509. |
| APPLE INC COM | 16. | 16. |
| AUTOMATIC DATA PROCESSING INC | 111. | 111. |
| BHP BILLITON LIMITED ADR | 72. | 72. |
| BLACKROCK INC CL A | 102. | 102. |
| BOEING CO | 73. | 73. |
| BRISTOL MYERS SQUIBB CO COM | 342. | 342. |
| CME GROUP INC COM | 198. | 198. |
| CMS ENERGY CORP COM | 53. | 53. |
| CHEVRONTXACO CORP COM | 365. | 365. |
| CHUBB CORPORATION | 89. | 89. |
| CISCO SYSTEMS INCORPORATED | 1,000. | 1,000. |
| DIAGEO SPONSORED ADR (UK-USD) SEDOL #213 | 155. | 155. |
| DIGITAL RLTY TR INC REITS | 115. | 106. |
| DOMINION RESOURCES INC | 51. | 51. |
| DOVER CORPORATION | 114. | 114. |
| DUPONT E I DE NEMOURS & CO COM | 146. | 146. |
| EMERSON ELEC CO | 77. | 77. |
| EXXON MOBIL CORPORATION | 3,757. | 3,757. |
| FPL GROUP CAP INC NT | 3,938. | 3,938. |
| GALLAGHER ARTHUR J & CO | 115. | 115. |
| GENERAL ELEC CO | 2,040. | 2,040. |
| GLAXO PLC | 209. | 209. |
| HEINZ H J CO | 213. | 213. |
| HOME DEPOT INC | 206. | 206. |
| HONEYWELL INTERNATIONAL INC | 124. | 124. |
| INTEL CORPORATION | 2,901. | 2,901. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| INTERNATIONAL BUSINESS MACHS | 178. | 178. |
| ISHARES BARCLAYS AGGREGATE BD FUND | 1,293. | 1,293. |
| ISHARES 1-3 YR CR BD ETF | 824. | 824. |
| J P MORGAN CHASE & CO COM | 182. | 182. |
| JOHNSON & JOHNSON | 4,029. | 4,029. |
| KIMBERLY CLARK CORP COM | 172. | 172. |
| KINDER MORGAN INC DEL COM | 149. | 149. |
| LIMITED BRANDS INC COM | 88. | 88. |
| MACYS INC COM | 16. | 16. |
| MCDONALDS CORP | 195. | 195. |
| MERCK & CO INC NEW COM | 1,964. | 1,964. |
| MEREDITH CORP | 80. | 80. |
| METLIFE INC | 31. | 31. |
| MICROSOFT CORPORATION | 1,914. | 1,914. |
| FEDERATED US TREASURY CASH RESERVES #125 | 1. | 1. |
| NEXTERA ENERGY INC COM | 86. | 86. |
| NORDSTROM INCORPORATED | 43. | 43. |
| NORFOLK SOUTHERN CORP | 58. | 58. |
| NUCOR CORP | 74. | 74. |
| OCCIDENTAL PETROLEUM CORPORATION | 125. | 125. |
| PG&E CORP COM | 17. | 17. |
| PIMCO TOTAL RETURN FUND INSTL | 10,616. | 10,616. |
| PNC BK CORP | 110. | 110. |
| PARKER HANNIFIN CORPORATION | 42. | 42. |
| PENN WEST PETE LTD NEW COM | 91. | 91. |
| PEPSICO INCORPORATED | 4,210. | 4,210. |
| PFIZER INC | 1,910. | 1,910. |
| PHILIP MORRIS INTL INC COM | 440. | 440. |
| PRICE T ROWE GROUP INC COM | 101. | 101. |
| PROCTER & GAMBLE CO COM | 4,575. | 4,575. |
| PUBLIC SERVICE ENTERPRISE GROUP INC | 65. | 65. |
| PUBLIC STORAGE INC | 70. | 70. |
| RPM INCORPORATED OHIO | 108. | 108. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| RAYTHEON CO COM NEW | 127. | 127. |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CL A | 405. | 405. |
| SCHLUMBERGER LIMITED | 1,075. | 1,075. |
| SEMPRA ENERGY | 137. | 137. |
| SHERWIN WILLIAMS COMPANY | 59. | 59. |
| TJX COMPANIES INCORPORATED NEW | 27. | 27. |
| TARGET CORP | 22. | 22. |
| TARGET CORP NT | 2,938. | 2,938. |
| TEXAS INSTRS INC | 58. | 58. |
| TIME WARNER INC NEW COM | 115. | 115. |
| US BANCORP DEL COM NEW | 125. | 125. |
| UNITED PARCEL SERVICE CL B | 912. | 912. |
| UNITED TECHNOLOGIES CORP | 97. | 97. |
| V F CORPORATION | 9. | 9. |
| VERIZON COMMUNICATIONS | 486. | 486. |
| WAL-MART STORES INCORPORATED | 4,000. | 4,000. |
| WASTE MANAGEMENT INC | 87. | 87. |
| WELLS FARGO COMPANY | 122. | 122. |
| WELLS FARGO & CO NEW SR NT | 2,188. | 2,188. |
| WESTAR ENERGY INC COM | 27. | 27. |
| WISCONSIN ENERGY CORPORATION | 41. | 41. |
| ACCENTURE PLC CL A COM | 117. | 117. |
| ACE LTD COM | 11. | 11. |
| TRANSOCEAN LTD COM | 30. | 30. |
| TOTAL | 71,807. | 71,798. |

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|----------------------|--|
| FEDERAL TAX REFUND | 599. |
| TOTALS | ----- 599. ===== |

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---------------------------|---|-----------------------------|---------------------------|------------------------|
| TAX PREPARATION FEE - BOA | 1,350. | | | 1,350. |
| TOTALS | 1,350. | NONE | NONE | 1,350. |

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| FOREIGN TAXES | 74. | 74. |
| TOTALS | 74. | 74. |
| | ===== | ===== |

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| OTHER INVESTMENT FEE | 45. | 45. |
| TOTALS | ----- 45. ===== | ----- 45. ===== |

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

=====

| DESCRIPTION ----- | AMOUNT ----- |
|---|-----------------|
| MUTUAL FUND ADJUSTMENT - 2011 | 643. |
| FOREIGN DIV ROC ADJUSTMENT | 18. |
| DIGITAL REALTY ADJUSTMENT - MUTUAL FUND | 2. |
| ROUNDING | 4. |
| | ----- |
| TOTAL | 667. |
| | ===== |

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
=====

NAME:

JUMET CHARITABLE FOUNDATION

ADDRESS:

3479 DARLINGTON ROAD
DARLINGTON, PA 16115

GRANT DATE: 11/16/2012

GRANT AMOUNT 9,845.

GRANT PURPOSE:

SEE ATTACHED REPORT

RECIPIENT NAME:
TEXAS A&M UNIVERSITY
FOUNDATION
ADDRESS:
401 GEORGE BUSH DR
COLLEGE STATION, TX 77840-2811
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
VET. MEDICINE SCHOLARSHIPS - NEEDY STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 9,845.

RECIPIENT NAME:
SUNSHINE ACRES CHILDREN'S
HOME, INC.
ADDRESS:
3405 N HIGLEY RD
MESA, AZ 85215-9703
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FACILITY MAINTENANCE 50% & SCHOLARSHIPS 50%
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 9,845.

RECIPIENT NAME:
CHRISTUS CONTINUING CARE
ADDRESS:
4241 WOODCOCK DR, STE A100
SAN ANTONIO, TX 78228
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT OPERATIONS FOR CANCER PATIENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,922.

=====

RECIPIENT NAME:

BAYLOR COLLEGE OF
MEDICINE

ADDRESS:

ONE BAYLOR PLAZA, MS: BCM 160
HOUSTON, TX 77030-3411

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,922.

RECIPIENT NAME:

SALVATION ARMY

ADDRESS:

2707 E VAN BUREN ST
PHOENIX, AZ 85008

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SENIORS MULTIPURPOSE CTR & WELFARE SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,922.

RECIPIENT NAME:

ASSISTANCE LEAGUE OF
SAN ANTONIO

ADDRESS:

P.O. BOX 13130
SAN ANTONIO, TX 78213

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR SCHOOL BELL PROJECT OR SIMILAR PROJECTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 9,845.

=====

RECIPIENT NAME:

ROY MAAS YOUTH
ALTERNATIVES, INC.

ADDRESS:

3103 W AVE
SAN ANTONIO, TX 78213

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 9,845.

RECIPIENT NAME:

FAMILY VIOLENCE PREVENTION
SERVICES, INC.

ADDRESS:

7911 BROADWAY
SAN ANTONIO, TX 78209

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR THE BATTERED WOMEN & CHILDREN'S SHELTER

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 9,845.

RECIPIENT NAME:

THE PEOPLE TO PEOPLE
HEALTH FOUNDATION

ADDRESS:

255 CARTER HALL LN
MILLWOOD, VA 22646

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT PROJECT HOPE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 9,845.

RECIPIENT NAME:
HOSPICE OF THE VALLEY
ADDRESS:
1510 E FLOWER ST
PHOENIX, AZ 85014
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT OPERATIONS FOR CANCER PATIENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,922.

RECIPIENT NAME:
GUIDE DOGS OF TEXAS
ADDRESS:
1503 ALLENA DR
SAN ANTONIO, TX 78213
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT BLIND & ELDERLY SERVICES - TX & AZ
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 9,845.

RECIPIENT NAME:
JUMET CHARITABLE FOUNDATION
ADDRESS:
P. O. BOX 144
DARLINGTON, PA 16115
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCHOLARSHIP ASSISTANCE TO NEEDY STUDENTS
FOUNDATION STATUS OF RECIPIENT:
FOUNDATION
AMOUNT OF GRANT PAID 9,845.

TOTAL GRANTS PAID: 98,448.
=====

FEDERAL FOOTNOTES

=====

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

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

Balance Sheet

12/31/2012

Bank of America



| Cusip | Asset | Units | Basis | Market Value |
|-----------|-------------------------------|-----------|-----------|--------------|
| | Cash/Cash Equivalent | 37591 660 | 37,591.66 | 37,591.66 |
| 00206R102 | AT&T INC | 2066.000 | 22,038.02 | 69,644 86 |
| 002824100 | ABBOTT LABS | 1288 000 | 10,482 56 | 84,364.00 |
| 02209S103 | ALTRIA GROUP INC | 125.000 | 2,049 87 | 3,930 00 |
| 025537101 | AMERICAN ELEC PWR INC | 58 000 | 1,795 45 | 2,475 44 |
| 025816109 | AMERICAN EXPRESS CO | 79 000 | 3,050 89 | 4,540 92 |
| 031162100 | AMGEN INC | 1059 000 | 35,432 61 | 91,285 80 |
| 037833100 | APPLE INC | 6.000 | 3,765 31 | 3,193 04 |
| 053015103 | AUTOMATIC DATA PROCESSING INC | 70 000 | 2,527 62 | 3,985.10 |
| 088606108 | BHP BILLITON LTD | 32.000 | 2,215.04 | 2,509 44 |
| 09247X101 | BLACKROCK INC | 17.000 | 2,666 79 | 3,514 07 |
| 097023105 | BOEING CO | 63.000 | 4,330 60 | 4,747.68 |
| 110122108 | BRISTOL MYERS SQUIBB CO | 249 000 | 7,565 15 | 8,114 91 |
| 12572Q105 | CME GROUP INC | 55 000 | 2,741.67 | 2,786.85 |
| 125896100 | CMS ENERGY CORP | 74 000 | 1,594 32 | 1,804 12 |
| 166764100 | CHEVRON CORP | 104.000 | 8,687 90 | 11,246 56 |
| 171232101 | CHUBB CORP | 55 000 | 3,705 29 | 4,142 60 |
| 17275R102 | CISCO SYS INC | 2000 000 | 46,728 00 | 39,298 80 |
| 25243Q205 | DIAGEO PLC | 56.000 | 3,327 52 | 6,528.48 |
| 253868103 | DIGITAL RLTY TR INC | 41 000 | 2,657.37 | 2,783 49 |
| 25746U109 | DOMINION RES INC VA NEW | 32 000 | 1,622 22 | 1,657 60 |
| 260003108 | DOVER CORP | 86 000 | 3,533 07 | 5,651 06 |
| 263534109 | DU PONT E I DE NEMOURS & CO | 93 000 | 4,423 43 | 4,183 00 |
| 291011104 | EMERSON ELEC CO | 48.000 | 2,338 88 | 2,542.08 |
| 30231G102 | EXXON MOBIL CORP | 1726 000 | 72,022.55 | 149,385 30 |
| 302570BC9 | FPL GROUP CAP INC | 50000 000 | 58,239 50 | 59,659 00 |
| 369604103 | GENERAL ELEC CO | 3000 000 | 2,681 75 | 62,970 00 |
| 37733W105 | GLAXOSMITHKLINE PLC | 143.000 | 6,266 36 | 6,216.21 |
| 423074103 | HEINZ H J CO | 85 000 | 3,871 59 | 4,902 80 |
| 437076102 | HOME DEPOT INC | 178 000 | 3,763 12 | 11,009 30 |
| 438516106 | HONEYWELL INTL INC | 81 000 | 3,746 22 | 5,141 07 |
| 458140100 | INTEL CORP | 3335 000 | 99,735.35 | 68,767 70 |
| 459200101 | INTERNATIONAL BUSINESS MACHS | 54 000 | 4,712 50 | 10,343 70 |
| 464287226 | ISHARES | 400 000 | 40,808.00 | 44,432 00 |

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

Balance Sheet

12/31/2012

Bank of America



| Cusip | Asset | Units | Basis | Market Value |
|-----------|--------------------------|-----------|------------|--------------|
| 464288646 | ISHARES | 500 000 | 52,251 50 | 52,740.00 |
| 46625H100 | J P MORGAN CHASE & CO | 158 000 | 6,829.68 | 6,947 12 |
| 478160104 | JOHNSON & JOHNSON | 1676.000 | 76,268.16 | 117,487.60 |
| 494368103 | KIMBERLY CLARK CORP | 59.000 | 4,193 51 | 4,981 37 |
| 49456B101 | KINDER MORGAN INC DEL | 111.000 | 3,091.71 | 3,921 63 |
| 55616P104 | MACYS INC | 41 000 | 1,649 88 | 1,599 82 |
| 571748102 | MARSH & MCLENNAN COS INC | 100 000 | 3,437 59 | 3,447.00 |
| 580135101 | MCDONALDS CORP | 68 000 | 4,709 99 | 5,998 28 |
| 58933Y105 | MERCK & CO INC | 1169 000 | 78,773 88 | 47,858 86 |
| 589433101 | MEREDITH CORP | 52 000 | 1,446.69 | 1,791 40 |
| 59156R108 | METLIFE INC | 42 000 | 2,104 22 | 1,383.48 |
| 594918104 | MICROSOFT CORP | 2306.000 | 93,276 96 | 61,592 57 |
| 65339F101 | NEXTERA ENERGY INC | 36 000 | 1,886 88 | 2,490.84 |
| 655664100 | NORDSTROM INC | 40.000 | 861 82 | 2,140 00 |
| 674599105 | OCCIDENTAL PETE CORP DEL | 49.000 | 2,187 57 | 3,753 89 |
| 693390700 | PIMCO TOTAL RETURN FUND | 16030.127 | 176,652 00 | 180,178 63 |
| 693475105 | PNC FINL SVCS GROUP INC | 71 000 | 4,681 05 | 4,140 01 |
| 701094104 | PARKER HANNIFIN CORP | 26.000 | 1,097 65 | 2,211 56 |
| 713448108 | PEPSICO INC | 2000 000 | 75,550 00 | 136,860 00 |
| 717081103 | PFIZER INC | 2171 000 | 83,569 74 | 54,447.16 |
| 718172109 | PHILIP MORRIS INTL INC | 137 000 | 6,058 88 | 11,458 68 |
| 74144T108 | PRICE T ROWE GROUP INC | 43 000 | 1,185 04 | 2,800 04 |
| 742718109 | PROCTER & GAMBLE CO | 2069.000 | 12,942.72 | 140,464 41 |
| 74460D109 | PUBLIC STORAGE INC | 16 000 | 2,080 38 | 2,319.36 |
| 749685103 | RPM INTL INC | 99 000 | 2,204 84 | 2,906.64 |
| 755111507 | RAYTHEON CO | 74.000 | 3,358.69 | 4,259.44 |
| 780259206 | ROYAL DUTCH SHELL PLC | 120.000 | 8,054 01 | 8,274 00 |
| 78463V107 | SPDR GOLD TR | 125 000 | 12,050 00 | 20,252 55 |
| 806857108 | SCHLUMBERGER LTD | 1000.000 | 28,100.49 | 69,298 60 |
| 816851109 | SEMPRA ENERGY | 60 000 | 3,360.65 | 4,256 40 |
| 824348106 | SHERWIN WILLIAMS CO | 39 000 | 3,371 68 | 5,998 98 |
| 828806109 | SIMON PPTY GROUP INC NEW | 11.000 | 1,718.66 | 1,738 99 |
| 872540109 | TJX COS INC NEW | 62 000 | 1,851.36 | 2,631.90 |
| 87612EAN6 | TARGET CORP | 50000 000 | 52,425.50 | 58,984 00 |

MARY ILO SMITH CHARITABLE FOUNDATION

74-2652604

Balance Sheet

12/31/2012

Bank of America



| Cusip | Asset | Units | Basis | Market Value |
|-----------|----------------------------|-----------|--------------|--------------|
| 882508104 | TEXAS INSTRS INC | 81.000 | 2,559.82 | 2,502.09 |
| 887317303 | TIME WARNER INC | 111.000 | 3,780.86 | 5,309.13 |
| 902973304 | US BANCORP DEL | 176.000 | 4,876.80 | 5,621.44 |
| 911312106 | UNITED PARCEL SVC INC | 400.000 | 30,767.00 | 29,492.00 |
| 913017109 | UNITED TECHNOLOGIES CORP | 22.000 | 1,110.87 | 1,804.22 |
| 918204108 | V F CORP | 10.000 | 1,690.37 | 1,509.70 |
| 92343V104 | VERIZON COMMUNICATIONS INC | 241.000 | 8,122.94 | 10,428.07 |
| 931142103 | WAL-MART STORES INC | 2046.000 | 104,646.21 | 139,598.58 |
| 94106L109 | WASTE MGMT INC DEL | 61.000 | 1,883.80 | 2,058.14 |
| 949746101 | WELLS FARGO & CO | 144.000 | 4,452.42 | 4,921.92 |
| 949746NY3 | WELLS FARGO & CO | 50000.000 | 49,335.00 | 50,148.50 |
| 95709T100 | WESTAR ENERGY INC | 81.000 | 2,369.83 | 2,318.22 |
| 976657106 | WISCONSIN ENERGY CORP | 46.000 | 1,572.34 | 1,695.10 |
| G1151C101 | ACCENTURE PLC | 79.000 | 4,122.74 | 5,253.50 |
| H0023R105 | ACE LTD | 36.000 | 2,793.03 | 2,872.80 |
| | | Totals | 1,550,085.59 | 2,122,497.25 |

EXPENDITURE REPORT

Jumet Charitable Foundation
PO Box 144
Darlington, PA 16115-0144

NAME OF TRUST: Mary Ilo Smith Foundation
ACCOUNT #: 3005500-0010561

To Bank of America, N.A., in its capacity as Co-Trustee:

The following constitutes the expenditure report for the Jumet Charitable Foundation for the period January 1, 2012 through December 31, 2012 for a grant award totaling \$9,844.50 ("grant funds") received by the Jumet Charitable Foundation. We certify that the grant funds and the income earned on the grant funds (if any) have been used exclusively for the charitable purposes set forth in the grant agreement letter.

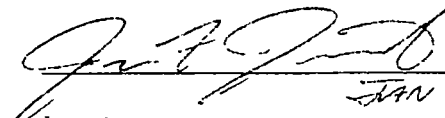
Attached is a report showing income earned on the grant funds, if any, and expenditures of the grant funds and income earned on the grant funds during the fiscal year by amount and purpose.

No part of the grant funds or interest earned on the grant funds were used for any of the following purposes

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Internal Revenue Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Internal Revenue Code.

I further certify that the [xxx organization] has not diverted any portion of the grant funds (or the income on the grant funds) from the specified purpose of the grant and that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the Grantee. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By:


Jan F. Jumet
its Chairman of the Board

Telephone Number: 724-944-0159

Date: 10-31-12

EXPENDITURE RESPONSIBILITY REPORT

(Note that the final report must cover expenditures over the life of the grant.)

Date of report: 10-31-12

Name and address of organization;
Sumet Charitable Foundation
PO Box 144
Easton, PA 16115

Amounts and dates of grants received during the period from 1-1-12 through 12-31-12:

| <u>Date</u> | <u>Amount</u> |
|---------------|--------------------|
| <u>Nov 12</u> | <u>\$ 9,944.50</u> |

Describe the uses of grant funds and the progress made towards the goal of the grant(attach additional pages, if needed):

The grant funds are used to provide
scholarships (accredited college level) to talented
and needy students. We currently provide
over \$30,000 in scholarships annually
towards our goal.

Itemize all income earned on the grant funds: \$ 0

Itemize all amounts spent from the grant funds and income earned on the grant funds, including salaries, travel and supplies (attach additional pages, if needed):

| <u>Date</u> | <u>Amount</u> | <u>Purpose</u> |
|----------------------|---------------|----------------|
| <u>See Attached.</u> | | |

Amount of grant funds and income earned on the grant funds unspent as of the end of
Grantee's most recent fiscal year: \$ 0

By: John F. Tackett John F. Tackett
is Chairman of the Board

Date: 10-31-12

**Jumet Charitable Foundation - Expedniture Responsibility Grant Funds Spent
January 1, 2012 through December 31, 2012**

| | | |
|--------------------------------|---------------------|----------|
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
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| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 01/07/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
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| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| Scholarship to College Student | \$ 1,000.00 | 07/31/12 |
| Scholarship to College Student | \$ 750.00 | 07/31/12 |
| | <u>\$ 19,750.00</u> | |