Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: VIVIAN L. SMITH FOUNDATION

A Employer identification number: 76-0101380

Number and street (or P O box number if mail is not delivered to street address): 1900 WEST LOOP SOUTH — Room/suite: 1050

B Telephone number: (713)986-8030

City or town, state, and ZIP code: HOUSTON, TX 77027-3207

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: [X] 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) ▶$ 80,790,296.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		STATEMENT 1
	4 Dividends and interest from securities	2,310,667.	2,309,363.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,473,560.			
	b Gross sales price for all assets on line 6a 19,716,940.				
	7 Capital gain net income (from Part IV, line 2)		1,473,560.		
	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)				
	11 Other income	<9,565.>	<9,565.>		STATEMENT 3
	12 Total. Add lines 1 through 11	3,774,669.	3,773,365.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,597.	1,298.		1,299.
	c Other professional fees STMT 5	493,468.	443,468.		50,000.
	17 Interest				
	18 Taxes STMT 6	102,616.	19,483.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,222.	1,274.		1,948.
	24 Total operating and administrative expenses. Add lines 13 through 23	601,903.	465,523.		53,247.
	25 Contributions, gifts, grants paid	3,918,000.			3,918,000.
	26 Total expenses and disbursements. Add lines 24 and 25	4,519,903.	465,523.		3,971,247.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<745,234.>			
	b Net investment income (if negative, enter -0-)		3,307,842.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

11510816 785648 76-0101380 2012.03010 VIVIAN L. SMITH FOUNDATION 76-01011

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,377.	5,467.	5,467.
	2 Savings and temporary cash investments	5,448.	5,395.	5,395.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	120,652.	112,519.	112,519.
	10a Investments - U S and state government obligations STMT 9	3,944,624.	3,803,035.	3,805,005.
	b Investments - corporate stock STMT 10	50,595,473.	49,102,017.	58,426,112.
	c Investments - corporate bonds STMT 11	17,061,498.	17,994,058.	18,413,526.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	55,471.	22,272.	22,272.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	71,788,543.	71,044,763.	80,790,296.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	71,788,543.	71,044,763.	
	30 Total net assets or fund balances	71,788,543.	71,044,763.	
	31 Total liabilities and net assets/fund balances	71,788,543.	71,044,763.	

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	71,788,543.
2	Enter amount from Part I, line 27a	2	<745,234.>
3	Other increases not included in line 2 (itemize) ▶ WASH SALE VALLEY FORGE	3	2,278.
4	Add lines 1, 2, and 3	4	71,045,587.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	824.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,044,763.

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				
b	SEE ATTACHED STATEMENTS			
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	19,716,940.		18,243,380.	1,473,560.

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))
a				
b				
c				
d				
e				1,473,560.

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 — 1,473,560.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	3,734,678.	81,291,432.	.045942
2010	3,369,172.	76,093,496.	.044277
2009	4,165,552.	69,415,189.	.060009
2008	4,202,869.	82,746,444.	.050792
2007	4,072,504.	89,882,403.	.045309

2 Total of line 1, column (d)	2	.246329
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	.049266
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	80,113,173.
5 Multiply line 4 by line 3	5	3,946,856.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,078.
7 Add lines 5 and 6	7	3,979,934.
8 Enter qualifying distributions from Part XII, line 4	8	3,971,247.

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	66,157.
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	66,157.
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	66,157.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	112,519.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	122,519.
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	56,362.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 56,362. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ R. E. SMITH INTERESTS, INC. Telephone no ▶ 713-986-8030
Located at ▶ 1900 WEST LOOP SOUTH,# 1050, HOUSTON, TX ZIP+4 ▶ 77027-3207

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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? STMT 15 ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? STMT 15 ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STMT 15 ☒ 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)? STATEMENT 15	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			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)? ☐ 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 | | X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	81,322,446.
b	Average of monthly cash balances	1b	10,725.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	81,333,171.
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	81,333,171.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,219,998.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	80,113,173.
6	**Minimum investment return.** Enter 5% of line 5	6	4,005,659.

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	4,005,659.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 66,157.		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	66,157.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,939,502.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,939,502.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,939,502.

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	3,971,247.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,971,247.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,971,247.

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				3,939,502.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,903,627.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,971,247.				
a Applied to 2011, but not more than line 2a			3,903,627.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				67,620.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,871,882.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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))

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 ▶ ☐ 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

SEE STATEMENT 14

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
a *Paid during the year*				
SEE STATEMENT 24-1				3,918,000.
Total			▶ 3a	3,918,000.
b *Approved for future payment*				
SEE STATEMENT 24-2				1,655,000.
Total			▶ 3b	1,655,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	
4 Dividends and interest from securities			14	2,310,667.	
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			16		
7 Other investment income			14	<9,565.>	
8 Gain or (loss) from sales of assets other than inventory			18	1,473,560.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,774,669.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,774,669.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☒ No

▶ Suzanne L Benson | 10/29/13 | ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DOUGLAS D. ROBB		10/22/13		P00780826

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 1111 BAGBY STREET, SUITE 4500
HOUSTON, TX 77002 — Phone no 713-982-2000

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	FAYEZ (SMT 39)	P	VARIOUS	VARIOUS
b	EATON VANCE (STMT 30)	P	VARIOUS	VARIOUS
c	EATON VANCE DIFFERENCE	P	VARIOUS	VARIOUS
d	DANA (STMT 52)	P	VARIOUS	VARIOUS
e	RANGER K-1	P	VARIOUS	VARIOUS
f	SILCHESTER K-1	P	VARIOUS	VARIOUS
g	VALLEY FORGE (STMT 46)	P	VARIOUS	VARIOUS
h	FX STRATEGY DISTRIBUTION	P	VARIOUS	VARIOUS
i	WCM (STMT 41)	P	VARIOUS	VARIOUS
j	SUNBEAM LITIGATION	P	VARIOUS	VARIOUS
k	QWEST LITIGATION	P	VARIOUS	VARIOUS
l	BOA LITIGATION	P	VARIOUS	VARIOUS
m	FX STRATEGY DISTRIBUTION	P	VARIOUS	VARIOUS
n	SEC LITIGATION	P	VARIOUS	VARIOUS
o	FORWARD TACTICAL DISTRIBUTION	P	VARIOUS	VARIOUS

	(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	41,052.		55,552.	<14,500.>
b	5,114,703.		5,059,956.	54,747.
c	32.			32.
d	1,117,754.		1,089,918.	27,836.
e	<46,832.>			<46,832.>
f	1,409.			1,409.
g	1,026,902.		978,635.	48,267.
h	9,046.			9,046.
i	80,877.		85,045.	<4,168.>
j	<109.>			<109.>
k	23.			23.
l	56.			56.
m	20,913.			20,913.
n	112.			112.
o	83,291.			83,291.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				<14,500.>
b				54,747.
c				32.
d				27,836.
e				<46,832.>
f				1,409.
g				48,267.
h				9,046.
i				<4,168.>
j				<109.>
k				23.
l				56.
m				20,913.
n				112.
o				83,291.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	SILCHESTER K-1	P	VARIOUS	VARIOUS
b	TEMPLETON GLOBAL	P	VARIOUS	VARIOUS
c	MANNING OVERSEAS (29,821 SHS)	P	08/10/06	06/14/12
d	DRIEHAUS ACTIVE	P	12/23/09	11/14/12
e	DRIEHAUS INTERNATIONAL	P	VARIOUS	11/14/12
f	DRIEHAUS INTERNATIONAL	P	09/01/03	05/16/12
g	FAYEZ EQUITY (STMT 40)	P	VARIOUS	VARIOUS
h	EATON VANCE (STMT 37)	P	VARIOUS	VARIOUS
i	EATON VANCE DIFFERENCE	P	VARIOUS	VARIOUS
j	WCM (STMT 44)	P	VARIOUS	VARIOUS
k	WCM DIFFERENCE	P	VARIOUS	VARIOUS
l	RANGER K-1	P	VARIOUS	VARIOUS
m	DANA (STMT 54)	P	VARIOUS	VARIOUS
n	DANA LTCG DISTRIBUTIONS	P	VARIOUS	VARIOUS
o	MITCHELL (STMT 50)	P	VARIOUS	VARIOUS

	(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	233,482.			233,482.
b	33,411.			33,411.
c	600,000.		719,583.	<119,583.>
d	200,000.		234,750.	<34,750.>
e	800,000.		1,271,223.	<471,223.>
f	250,000.		428,138.	<178,138.>
g	380,112.		267,895.	112,217.
h	4,347,955.		4,092,099.	255,856.
i	643.			643.
j	588,885.		413,814.	175,071.
k	<702.>			<702.>
l	226,972.			226,972.
m	1,079,695.		894,972.	184,723.
n	130.			130.
o	1,530,419.		1,104,879.	425,540.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				233,482.
b				33,411.
c				<119,583.>
d				<34,750.>
e				<471,223.>
f				<178,138.>
g				112,217.
h				255,856.
i				643.
j				175,071.
k				<702.>
l				226,972.
m				184,723.
n				130.
o				425,540.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	ROGERS PARTNERSHIP	P	VARIOUS	VARIOUS
b	PIMCO	P	VARIOUS	VARIOUS
c	VALLEY FORGE (STMT 49)	P	VARIOUS	VARIOUS
d	MITCHELL (STMT 51)	P	VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	6,216.			6,216.
b	85,231.			85,231.
c	1,882,258.		1,546,921.	335,337.
d	23,004.			23,004.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				6,216.
b				85,231.
c				335,337.
d				23,004.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	1,473,560.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FROST NATIONAL BANK	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DANA DIVIDENDS	112,623.	0.	112,623.
DANA DIVIDENDS	47.	0.	47.
DRIEHAUS ACTIVE INCOME	57,323.	0.	57,323.
DRIEHAUS INTERNATIONAL DIVIDENDS	0.	0.	0.
EATON VANCE DIVIDENDS	19.	0.	19.
EATON VANCE INTEREST	352,320.	0.	352,320.
EATON VANCE INTEREST	1,338.	0.	1,338.
FAYEZ DIVIDENDS	409,624.	0.	409,624.
FAYEZ DIVIDENDS	32.	0.	32.
FX STRATEGY	7,137.	0.	7,137.
INVESTORS TREASURY FUND DIVIDENDS	215.	0.	215.
IVY DIVIDENDS	88,458.	0.	88,458.
LEUTHOLD DIVIDENDS	52,636.	0.	52,636.
MANNING OVERSEAS DIVIDENDS	78,880.	0.	78,880.
MITCHELL DIVIDENDS	104,211.	0.	104,211.
PIMCO TOTAL RETURN DIVIDENDS	469,646.	0.	469,646.
RANGER INTEREST	1,722.	0.	1,722.
RANGER SMALL CAP DIVIDENDS	16,263.	0.	16,263.
SILCHESTER INTEREST	2.	0.	2.
SILCHESTER INTERNAT-DIVIDENDS	206,024.	0.	206,024.
TEMPLETON GLOBAL DIVIDENDS	156,591.	0.	156,591.
VALLEY FORGE DIVIDENDS	150,500.	0.	150,500.
WCM DIVIDENDS	44,799.	0.	44,799.
WCM DIVIDENDS	257.	0.	257.
TOTAL TO FM 990-PF, PART I, LN 4	2,310,667.	0.	2,310,667.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SILCHESTER (36-7045759)	<9,817.>	<9,817.>	
FEDERATED TENDER	570.	570.	
CREDIT SUISSE	750.	750.	
ROGERS RAW MATERIAL (36-4173003)	22,368.	22,368.	
RANGER SMALL CAP (11-3693802)	<23,436.>	<23,436.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<9,565.>	<9,565.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,597.	1,298.		1,299.
TO FORM 990-PF, PG 1, LN 16B	2,597.	1,298.		1,299.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	100,000.	50,000.		50,000.
ADVISORS-FAYEZ	74,223.	74,223.		0.
ADVISORS-EATON VANCE	56,484.	56,484.		0.
ADVISORS-LOWERY	50,660.	50,660.		0.
ADVISORS-SILCHESTER	56,367.	56,367.		0.
ADVISORS-VALLEY FORGE	28,282.	28,282.		0.
ADVISORS-DANA	31,106.	31,106.		0.
ADVISORS-WCM	30,312.	30,312.		0.
ADVISORS-MITCHELL	66,034.	66,034.		0.
TO FORM 990-PF, PG 1, LN 16C	493,468.	443,468.		50,000.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX-FAYEZ	15,598.	15,598.		0.
FOREIGN TAX-VALLEY FORGE	2,081.	2,081.		0.
EXCISE TAX	83,133.	0.		0.
FOREIGN TAX-DANA	307.	307.		0.
FOREIGN TAX-MITCHELL	1,434.	1,434.		0.
FOREIGN TAX-WCM	63.	63.		0.
TO FORM 990-PF, PG 1, LN 18	102,616.	19,483.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	695.	0.		695.
DELIVERY SERVICE	740.	0.		740.
OTHER INVESTMENT EXPENSE	646.	646.		0.
BANK FEES	116.	116.		0.
ENVELOPES	817.	408.		409.
CHECKS	208.	104.		104.
TO FORM 990-PF, PG 1, LN 23	3,222.	1,274.		1,948.

FORM 990-PF — OTHER DECREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 8

DESCRIPTION	AMOUNT
WASH SALE EATON VANCE	583.
WASH SALE EATON VANCE	213.
WASH SALE WCM	28.
TOTAL TO FORM 990-PF, PART III, LINE 5	824.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - EATON VANCE	X		3,803,035.	3,805,005.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,803,035.	3,805,005.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,803,035.	3,805,005.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DANA	4,154,885.	4,736,714.
DRIEHAUS ACTIVE INCOME	2,394,843.	2,161,636.
FORWARD TACTICAL GROUP	2,596,311.	2,577,139.
INVESTMENT - DRIEHAUS	1,531,280.	1,118,632.
INVESTMENT - FAYEZ SAROFIM	6,488,421.	13,549,517.
INVESTMENT-INVESTORS TREASURY	610,017.	610,017.
IVY ASSET STRATEGY	2,633,259.	3,096,226.
LEUTHOLD CORE INVESTMENT	2,530,999.	2,644,576.
MANNING OVERSEAS	5,519,473.	4,989,395.
MITCHELL	6,950,087.	7,972,360.
RANGER	2,395,415.	2,472,846.
SILCHESTER INTERNATIONAL	5,722,079.	6,159,125.
VALLEY FORGE	3,636,125.	4,037,920.
WCM	1,938,823.	2,300,009.
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,102,017.	58,426,112.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FRANKLIN TEMPLETON BONDS	2,798,290.	2,708,556.
FX STRATEGY GLOBAL	2,037,095.	1,931,286.
INVESTMENT - EATON VANCE	4,922,076.	5,038,265.
PIMCO	8,236,597.	8,735,419.
TOTAL TO FORM 990-PF, PART II, LINE 10C	17,994,058.	18,413,526.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	FMV	13.	13.
RECEIVABLE ROGERS	FMV	22,368.	22,368.
ROGERS RECEIVABLE	COST	0.	0.
OTHER RECEIVABLE	FMV	<109.>	<109.>
TOTAL TO FORM 990-PF, PART II, LINE 13		22,272.	22,272.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD H. SKINNER 2001 KIRBY DRIVE, STE 910 HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
SUZANNE R. BENSON 1410 RUE MEADOW COURT SUGAR LAND, TX 77479	PRESIDENT/TRUSTEE 2.00	0.	0.	0.
SANDRA SMITH DOMPIER 2025 POST OAK HOUSTON, TX 77056	TRUSTEE 1.00	0.	0.	0.
H. DEVON GRAHAM, JR. 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	VICE PRESIDENT 8.00	0.	0.	0.
AMY M. MECKEL 1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	SEC/TREA 10.00	0.	0.	0.
CYNTHIA J. ADKINS 3239 HUNTINGDON PLACE HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
RANSOM C. LUMMIS 5959 CORPORATE DR STE 1400 HOUSTON, TX 77036	TRUSTEE 2.00	0.	0.	0.

KIRBY COHN MCCOOL 3953 DEL MONTE DRIVE HOUSTON, TX 77019	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AMY MECKEL, VIVIAN L. SMITH FOUNDATION
1900 WEST LOOP SOUTH SUITE 1050
HOUSTON, TX 770273207

TELEPHONE NUMBER

(713)986-8030

FORM AND CONTENT OF APPLICATIONS

NO SPECIFIC FORM REQUIRED. APPLICANTS MUST SPECIFY PURPOSE AND INCLUDE PROOF THAT THEY ARE QUALIFYING SEC 509(A)(1),(2) OR (3) ORGANIZATIONS.

ANY SUBMISSION DEADLINES

GRANTS MUST BE SUBMITTED BY FEB 15,MAY 15,AUG 15,AND OCT 25 PRECEDING THE QUARTERLY MEETINGS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. ALL RECEIPIENTS MUST BE QUALIFYING SEC 509(A)(1),(2), OR (3) ORGANIZATIONS. THERE ARE NO RESTRICTIONS TO GEOGRAPHICAL AREAS OR CHARITABLE FIELDS.

VIVIAN SMITH FOUNDATION
EIN: 76-0101380
HOUSTON, TEXAS 77027
2012

ATTACHMENT FOR FORM 990PF, PART VII-B, LINE 1(a)(2)(3)(4) AND LINE 1(b)

The Foundation's bookkeeping, cash and property management functions are performed by R.E. Smith Interests, Inc., a management company owned by the R.E. Smith Testamentary Trust Partnership, a disqualified person. In this capacity, the management company pays expenses on the Foundation's behalf which are later reimbursed from the Foundation's funds. In exchange for these services, the Foundation remitted to R.E. Smith Interests, Inc. a $100,000 management fee which represents a reasonable payment for such services.

The Foundation has answered "yes" to questions 1(a)(2), (3), and (4) since it pays for services provided either directly or indirectly by a disqualified person as described above. However, the payment for these services is an excepted act under Sec.4941(d)(2)(E) since the payments are for "personal services" which are necessary to carry out the exempt purposes of the foundation and are "reasonable" in amount as those terms are used in the regulations and other authoritative pronouncements.

STATEMENT 15

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN: 76-0101380

Amazing Place Houston, TX Purpose General Contribution	Public Charity	20,000 00
Archway Academy Houston, TX Purpose: General Contribution	Public Charity	10,000 00
Baylor College of Medicine Houston, TX Purpose General Contribution	Public Charity	90,000.00
Baylor College of Medicine Houston, TX Purpose General Contribution	Public Charity	35,000.00
Bo's Place Houston, TX Purpose: General Contribution	Public Charity	10,000 00
Boy Scouts of America Sam Houston Area Council Houston, TX Purpose Supporting Scouting Program	Public Charity	10,000.00
Boys and Girls Country Hockley, TX Purpose: General Contribution	Public Charity	10,000 00
Breakthrough Houston Houston, TX Purpose: General Contribution	Public Charity	25,000 00
Camp for All Foundation Houston, TX Purpose: General Contribution	Public Charity	50,000 00
Cancare of Houston Inc Houston, TX Purpose. General Contribution	Public Charity	10,000 00
Casa de Esperanza de los Ninos Houston, TX Purpose: General Contribution	Public Charity	10,000 00
Cathedral Health & Outreach Ministries Houston, TX Purpose General Contribution	Public Charity	5,000 00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN: 76-0101380

Center Foundation Houston, TX Purpose: General Contribution	Public Charity	50,000 00
Center for Hearing & Speech Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Child Advocates, Inc Houston, TX Purpose Court Services Program	Public Charity	20,000 00
Children's Defense Fund Bellaire, TX Purpose General Contribution	Public Charity	5,000.00
Children's Museum of Houston Houston, TX Purpose General Contribution	Public Charity	50,000.00
Chisholm Trail Heritage Museum Cuero, TX Purpose: General Contribution	Public Charity	5,000 00
Christ Church Cathedral Houston, TX Purpose: General Contribution	Public Charity	5,000 00
Christus Stehlin Foundation Houston, TX Purpose General Contribution	Public Charity	100,000.00
Communities in Schools Houston, Inc. Houston, TX Purpose General Contribution	Public Charity	100,000.00
Cornerstone Recovery Houston, TX Purpose General Contribution	Public Charity	25,000 00
Council on Alcohol and Drugs Houston Houston, TX Purpose General Contribution	Public Charity	100,000 00
Covenant House Texas Houston, TX Purpose: General Contribution	Public Charity	10,000.00
Crime Stoppers of Houston Houston, TX Purpose: General Contribution	Public Charity	25,000 00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN. 76-0101380

Cystic Fibrosis Foundation Houston, TX Purpose General Contribution	Public Charity	50,000 00
De Pelchin Children's Center Houston, TX Purpose General Contribution	Public Charity	15,000 00
Depression & Bipolar Support Alliance of Greater Houston Houston, TX Purpose. General Contribution	Public Charity	5,000.00
Dress for Success Houston Houston, TX Purpose General Contribution	Public Charity	100,000.00
Dress for Success Houston Houston, TX Purpose General Contribution	Public Charity	100,000 00
Duchesne Academy of the Sacred Heart Houston, TX Purpose. General Contribution	Public Charity	100,000 00
Easter Seals of Greater Houston Bellaire, TX Purpose General Contribution	Public Charity	20,000 00
Epilepsy Foundation of Southeast Texas Houston, TX Purpose General Contribution	Public Charity	15,000 00
Escape Family Resource Center Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Gateway Academy Houston, TX Purpose General Contribution	Public Charity	10,000 00
Girl Scouts of San Jacinto Council Houston, TX Purpose: General Contribution	Public Charity	25,000 00
Good Samaritan Foundation of Texas, Inc Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Goodwill Industries of Houston Houston, TX Purpose General Contribution	Public Charity	50,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN: 76-0101380

Healthcare for the Homeless Houston Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Heritage Society at Sam Houston Park Houston, TX Purpose: General Contribution	Public Charity	10,000 00
Hermann Park Conservancy Houston, TX Purpose: General Contribution	Public Charity	50,000 00
Houston Achievement Place Houston, TX Purpose General Contribution	Public Charity	15,000.00
Houston Aphasia Recovery Center Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Houston Arboretum & Nature Center Houston, TX Purpose: General Contribution	Public Charity	10,000 00
Houston Ballet Houston, TX Purpose. General Contribution	Public Charity	10,000.00
Houston Center for Literacy Houston,TX Purpose: General Contribution	Public Charity	10,000 00
Houston Food Bank Houston, TX Purpose: General Contribution	Public Charity	30,000.00
Houston Hospice Houston, TX Purpose: General Contribution	Public Charity	50,000.00
Houston Junior Forum Houston, TX Purpose: General Contribution	Public Charity	15,000 00
Houston Museum of Natural Science Houston, TX Purpose: General Contribution	Public Charity	25,000 00
Houston Museum of Fine Arts HOuston, TX Purpose: General Contribution	Public Charity	25,000 00

STATEMENT 19

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN· 76-0101380

Houston's School for Performing & Visual Arts Houston, TX Purpose· General Contribution	Public Charity	10,000.00
Houston Symphony Houston, TX Purpose. General Contribution	Public Charity	10,000.00
John H. Reagan High School Development & Scholarship Foundation Houston, TX Purpose General Contribution	Public Charity	25,000.00
Joy School Houston, TX Purpose. General Contribution	Public Charity	100,000.00
Julie Rogers Gift of Life Program Beaumont, TX Purpose General Contribution	Public Charity	10,000 00
Karl Young Baseball Houston, TX Purpose· General Contribution	Public Charity	15,000 00
Kelsey Research Foundation Houston, TX Purpose General Contribution	Public Charity	80,000.00
Kids Meals Inc Houston, TX Purpose· General Contribution	Public Charity	20,000.00
Kincaid School Houston, TX Purpose: General Contribution	Public Charity	20,000.00
Legacy Community Health Services Houston, TX Purpose· General Contribution	Public Charity	25,000 00
Marbridge Foundation Manchaca, TX Purpose. General Contribution	Public Charity	4,000 00
Memorial Herman Foundation Houston, TX Purpose General Contribution	Public Charity	100,000.00
Memorial Park Conservancy Houston, TX Purpose: General Contribution	Public Charity	10,000.00

Vivian L Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN. 76-0101380

Menil Foundation Houston, TX Purpose: General Contribution	Public Charity	38,000.00
Mental Health America of Greater Houston Houston, TX Purpose General Contribution	Public Charity	10,000.00
Methodist Hospital Foundation Houston, TX Purpose General Contribution	Public Charity	100,000.00
Monarch Institute for Neurological Differences Houston, TX Purpose. General Contribution	Public Charity	50,000 00
Neighborhood Centers Inc Houston, TX Purpose: General Contribution	Public Charity	50,000 00
New Hope Housing Houston, TX Purpose General Contribution	Public Charity	25,000.00
Open Door Mission Foundation Houston, TX Purpose: General Contribution	Public Charity	5,000.00
Palmer Drug Abuse Program Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Project Grad Houston Bellaire, TX Purpose: General Contribution	Public Charity	50,000.00
Rice University Houston, TX Purpose Jesse H. Hones Graduate School of Business	Public Charity	5,000.00
Rice University Houston, TX Purpose: Jesse H. Hones Graduate School of Business	Public Charity	5,000 00
Robert M Beren Academy Houston, TX Purpose: General Contribution	Public Charity	1,000.00
Ronald McDonald House or Houston, Inc Houston, TX Purpose General Contribution	Public Charity	25,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN 76-0101380

Small Steps Nurturing Center Houston, TX Purpose General Contribution	Public Charity	30,000.00
Spay Neuter Assistance Program Houston, Texas Purpose General Contribution	Public Charity	15,000.00
Special Olympics Texas Houston, TX Purpose: General Contribution	Public Charity	25,000 00
St Edwards University Austin, TX Purpose: Graphic Design Program	Public Charity	20,000 00
St Francis Episcopal Day School Houston, TX Purpose: General Contribution	Public Charity	50,000 00
St John's United Methodist Church Richmond, TX Purpose: General Contribution	Public Charity	25,000 00
St John's School Houston, Texas Purpose General Contribution	Public Charity	20,000 00
St Lukes Episcopal Hospital Houston, Texas Purpose: General Contribution	Public Charity	100,000 00
ST Pius High School Houston, TX Purpose· General Contribution	Public Charity	50,000 00
Teach for America Houston, TX Purpose: General Contribution	Public Charity	50,000 00
Texas Children's Hospital Houston, TX Purpose: General Contribution	Public Charity	100,000.00
Texas Exes Houston, TX Purpose: General Contribution	Public Charity	2,000.00
Texas Heart Institute at St Lukes Episcopal Hospital Houston, TX Purpose· General Contribution	Public Charity	100,000.00

Vivian L. Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN: 76-0101380

TIRR Foundation Houston, TX Purpose General Contribution	Public Charity	100,000 00
The Beacon Cathedral Health & Outreach Ministries Houston, TX Purpose. General Contribution	Public Charity	5,000.00
Unity Theatre Brenham, TX Purpose· General Contribution	Public Charity	5,000.00
University of Houston Houston, TX Purpose· Sugarland System contribution	Public Charity	50,000 00
University of Texas Austin, TX Purpose· General contribution	Public Charity	100,000.00
University of Texas MD Anderson Cancer Center Houston, TX Purpose General contribution	Public Charity	200,000.00
University of Texas Austin, TX Purpose General contribution	Public Charity	2,000 00
University of Texas Austin, TX Purpose General contribution	Public Charity	5,000 00
University of Texas Health Science Center Houston, TX Purpose. General Contribution	Public Charity	50,000 00
University of Texas Health Science Center Houston, TX Purpose General Contribution	Public Charity	75,000 00
University of Texas Health Science Center Houston, TX Purpose General Contribution	Public Charity	10,000.00
University of Texas Health Science Center Houston, TX Purpose: General Contribution	Public Charity	70,000 00

Vivian L Smith Foundation
Charitable Contributions
Taxable Year Ended 12-31-2012
EIN 76-0101380

University of Texas Medical Branch Galveston, TX Purpose: General Contribution	Public Charity	10,000 00
University of Texas MD Anderson Cancer Center Houston, TX Purpose: General Contribution	Public Charity	10,000 00
University of Texas MD Anderson Cancer Center Houston, TX Purpose: General Contribution	Public Charity	10,000 00
University of Texas School of Nursing Houston, TX Purpose: General Contribution	Public Charity	25,000.00
Way Station Palmer Memorial Episcopal Church Houston, TX Purpose: General Contribution	Public Charity	15,000.00
Yellowstone Academy Houston, TX Purpose. General Contribution	Public Charity	1,000.00
Yellowstone Academy Houston, TX Purpose. General Contribution	Public Charity	10,000 00
YES Prep Public Schools, Inc. Houston, TX Purpose. General Contribution	Public Charity	100,000.00
YMCA of Greater Houston Area Houston, TX Purpose General Contribution	Public Charity	50,000 00
Total Contributions , Part XV		3,918,000.00

Vivian L. Smith Foundation
Grants Approved for Future Payment
Part XVb
Taxable Year Ended 12-31-2012
EIN. 76-0101380

Baylor College of Medicine Houston, TX Purpose: Medical scholarships	Public Charity	90,000 00
Goodwill Industries of Houston Houston, TX Purpose: Acquire administrative headquarters	Public Charity	100,000 00
Hermann Park Conservancy Houston, TX Purpose Renovation of Garden Center	Public Charity	100,000 00
John H Reagan High School Development & Scholarship Foundation Houston, TX Purpose: College scholarships	Public Charity	25,000.00
Monarch Institute for Neurological Differences Houston, TX Purpose Capital campaign	Public Charity	200,000.00
St Francis Episcopal Day School Houston, TX Purpose Capital Campaign	Public Charity	100,000 00
Texas Children's Hospital Houston, TX Purpose: Heart Center Tissue Bank	Public Charity	200,000.00
Texas Heart Institute at St Lukes Episcopal Hospital Houston, TX Purpose: Plan for Renewqal, Innovation & Excellence	Public Charity	400,000 00
TIRR Foundation Houston, TX Purpose Mission Connect	Public Charity	100,000 00
University of Texas Health Science Center Houston, TX Purpose: Medical scholarships	Public Charity	150,000 00
University of Texas Health Science Center Houston, TX Purpose: PHD scholar	Public Charity	140,000 00
YMCA of Greater Houston Area Houston, TX Purpose: Cabin at Camp Cullen	Public Charity	50,000 00
Total Contributions Approved for Future Payment , Part XVb		1,655,000 00

VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
30000. AGILENT TECHNOLOGIES INC	01/11/2012	12/19/2012	36,273.00	35,421.30	851.70
6000. AMERICAN EXPRESS CO SR NT					
8.125% DTD 05/18/2009 DUE	08/14/2012	11/21/2012	8,265.96	8,112.60	153.36
15000. BANK AMER FDG CORP 5.65%					
DTD 05/02/2008 DUE 05/01/2	08/15/2012	09/13/2012	17,012.85	16,606.95	405.90
15000. BARCLAYS BK PLC SR NT					
5.00% DTD 09/22/2009 DUE 0	01/27/2012	05/23/2012	16,133.70	16,164.90	-31.20
2.5 BEAR STEARNS CMBS SER					
2004 TOP14 CL A 4 5.20% DT	09/25/2012	12/12/2012	2.50	2.50	NONE
25000. BOSTON PPTYS LTD					
PARTNERSHIP SR NT 3.70% DT	11/10/2011	08/06/2012	26,522.50	25,165.50	1,357.00
17000. CARNIVAL CORP SR NT 1.875%					
DTD 12/06/2012 DUE 12/15/2	11/29/2012	11/29/2012	17,070.72	16,964.30	106.42
20000. CITIGROUP INC SR NT 4.50%					
DTD 11/01/2011 DUE 01/14/2	08/15/2012	09/17/2012	21,803.40	20,717.60	1,085.80
234.28 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	01/18/2012	234.28	234.28	NONE
291.49 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	02/17/2012	291.49	291.49	NONE
64.14 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	03/16/2012	64.14	64.14	NONE
99.82 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	04/17/2012	99.82	99.82	NONE
406.83 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	05/17/2012	406.83	406.83	NONE
489.26 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	06/15/2012	489.26	489.26	NONE
1606.23 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	07/17/2012	1,606.23	1,606.23	NONE
347.48 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	08/17/2012	347.48	347.48	NONE
147.3 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	09/17/2012	147.30	147.30	NONE
2212.21 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	10/17/2012	2,212.21	2,212.21	NONE
Totals					

VIVIAN SMITH FDN-EATON VANCE .
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1055.6 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	11/19/2012	1,055.60	1,055.60	NONE
25000. CREDIT SUISSE AG MEDIUM					
TERM SUB NTS TRANCHE # TR	02/17/2012	03/23/2012	24,644.25	24,976.25	-332.00
50000. DOW CHEM CO NT 4.125% DTD					
11/14/2011 DUE 11/15/2021	11/04/2011	02/21/2012	52,447.50	49,801.50	2,646.00
55000. ENSCO PLC SR NT 3.25% DTD					
03/17/2011 DUE 03/15/2016	05/03/2011	02/07/2012	57,399.65	55,479.60	1,920.05
10000. ENTERPRISE PRODS OPER LLC					
GTD SR NT 6.50% DTD 04/03/	06/19/2012	09/19/2012	12,316.30	12,087.40	228.90
10000. ENTERPRISE PRODS OPER LLC					
GTD SR NT 6.50% DTD 04/03/	06/19/2012	12/19/2012	12,506.60	12,087.40	419.20
19000. FEDERATED RETAIL HLDGS INC					
GTD SR NT 5.90% DTD 11/29/	VAR	11/29/2012	22,142.79	21,668.30	474.49
14000. FEDERATED RETAIL HLDGS INC					
GTD SR NT 5.90% DTD 11/29/	VAR	12/04/2012	16,598.68	15,940.58	658.10
40000. FIFTH THIRD BANCORP SR NT					
3.625% DTD 01/25/2011 DUE	11/04/2011	10/18/2012	43,064.80	41,259.20	1,805.60
63.07 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	01/10/2012	63.07	63.07	NONE
3041.74 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	02/10/2012	3,041.74	3,041.74	NONE
670.3 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	03/10/2012	670.30	670.30	NONE
2133.48 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	04/10/2012	2,133.48	2,133.48	NONE
3664.98 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	05/10/2012	3,664.98	3,664.98	NONE
1849.91 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	06/10/2012	1,849.91	1,849.91	NONE
2397.02 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	07/10/2012	2,397.02	2,427.83	-30.81
4082.48 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	08/10/2012	4,082.48	4,082.48	NONE
Totals					

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STATEMENT 26

VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
3800.72 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	09/10/2012	3,800.72	3,800.72	NONE
3236.82 GMAC COML MTGE SECS SER					
2002 C3 CL A 2 4.93% DTD 1	11/10/2011	10/10/2012	3,236.82	3,785.65	-548.83
45000. HSBC HLDGS PLC SR NT 4.00%					
DTD 03/30/2012 DUE 03/30/2	03/27/2012	05/23/2012	45,406.80	44,706.60	700.20
45000. KOHLS CORP NT 4.00% DTD	02/28/2012	11/01/2012	49,090.95	47,564.10	1,526.85
30000. LABORATORY CORP AMER HLDGS					
SR NT 3.125% DTD 11/19/201	11/09/2011	08/08/2012	31,245.60	31,283.70	-38.10
40000. LORILLARD TOB CO SR NT					
2.30% DTD 08/21/2012 DUE 0	08/16/2012	12/07/2012	40,638.80	39,940.00	698.80
45000. LOWES COS INC NT 1.625%					
DTD 04/23/2012 DUE 04/15/2	VAR	07/19/2012	45,724.05	45,014.04	710.01
70.01 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	01/15/2012	70.01	70.01	NONE
5000. MORGAN STANLEY SR NT 3.45%					
DTD 11/02/2010 DUE 11/02/2	10/26/2011	05/23/2012	4,711.05	4,711.05	NONE
15000. MORGAN STANLEY SR NT 3.45%					
DTD 11/02/2010 DUE 11/02/2	10/26/2011	06/15/2012	14,208.02	14,133.15	74.87
40000. NABORS INDS INC SR NT					
5.00% DTD 09/14/2010 DUE 0	VAR	07/27/2012	43,530.00	43,347.86	182.14
10000. NEWELL RUBBERMAID INC SR					
NT 2.00% DTD 06/14/2012 DU	06/11/2012	06/12/2012	9,993.00	9,968.20	24.80
55000. NOBLE HOLD INT LTD SR NT	02/07/2012	09/10/2012	56,397.00	54,967.55	1,429.45
45000. NORDSTROM INC SR NT 4.00%					
DTD 10/11/2011 DUE 10/15/2	VAR	02/28/2012	49,356.90	45,250.60	4,106.30
35000. O REILLY AUTOMOTIVE INC					
NEW SR NT 4.875% DTD 01/14	01/11/2011	01/11/2012	37,025.45	34,753.95	2,271.50
40000. ORACLE CORP SR NT 2.50%					
DTD 10/25/2012 DUE 10/15/2	10/18/2012	12/19/2012	40,190.40	39,951.20	239.20
25000. SAFEWAY INC NT 5.00% DTD	05/03/2011	04/18/2012	26,406.00	26,179.50	226.50
8000. TUCSON ELEC PWR CO NT					
3.85% DTD 09/14/2012 DUE 0	09/11/2012	09/12/2012	8,102.80	7,974.00	128.80
20000. TYSON FOODS INC GTD SRNT	02/14/2012	06/13/2012	23,325.00	23,380.00	-55.00
Totals					

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STATEMENT 27

VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
35000. TYSON FOODS INC SR NT					
4.50% DTD 06/13/2012 DUE 0	VAR	08/01/2012	35,260.40	35,057.74	202.66
35000. US TREASURY BOND 5.375%					
DTD 02/15/01 DUE 02/15/203	05/20/2011	02/10/2012	48,719.73	41,473.63	7,246.10
10000. US TREASURY BOND 5.375%					
DTD 02/15/01 DUE 02/15/203	05/20/2011	03/20/2012	13,262.50	11,849.61	1,412.89
30000. US TREASURY BOND 5.375%					
DTD 02/15/01 DUE 02/15/203	05/20/2011	04/17/2012	41,493.75	35,548.83	5,944.92
15000. US TREASURY NOTE 4.500%					
DTD 08/15/08 DUE 05/15/203	11/14/2011	10/09/2012	19,833.98	19,163.67	670.31
5000. US TREASURY NOTE 4.500%					
DTD 08/15/08 DUE 05/15/203	01/27/2012	12/24/2012	6,596.10	6,377.15	218.95
15000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	02/10/2012	17,289.78	13,892.58	3,397.20
40000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	05/09/2012	47,008.02	37,046.88	9,961.14
240000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	VAR	06/15/2012	253,396.88	261,217.76	-7,820.88
30000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	01/27/2012	06/19/2012	31,659.38	32,159.77	-500.39
690000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	VAR	08/01/2012	725,847.66	738,996.86	-13,149.20
70000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	01/27/2012	83,338.28	77,883.20	5,455.08
40000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	01/27/2012	47,640.63	44,504.69	3,135.94
30000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	01/30/2012	35,765.63	33,378.51	2,387.12
25000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	04/08/2011	03/30/2012	29,270.51	27,706.05	1,564.46
20000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	06/17/2011	02/14/2012	22,796.09	22,289.06	507.03
10000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	06/17/2011	03/20/2012	11,161.72	11,144.53	17.19
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
15000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	05/17/2012	09/05/2012	17,226.56	17,181.45	45.11
505000. US TREASURY NOTE 1.375%					
DTD 11/15/2009 DUE 11/15/2	08/18/2011	01/27/2012	510,010.54	512,555.28	-2,544.74
125000. US TREASURY NOTE 1.375%					
DTD 11/15/2009 DUE 11/15/2	06/15/2012	08/01/2012	125,444.34	125,620.12	-175.78
50000. US TREASURY NOTE 1.375%					
DTD 11/15/2009 DUE 11/15/2	VAR	09/25/2012	50,082.03	50,239.84	-157.81
20000. US TREASURY NOTE 1.375%					
DTD 11/15/2009 DUE 11/15/2	08/07/2012	10/19/2012	20,014.06	20,066.41	-52.35
190000. US TREASURY NOTE 1.375%					
DTD 11/15/2009 DUE 11/15/2	08/07/2012	10/31/2012	190,089.06	190,630.86	-541.80
100000. US TREASURY NOTE 3.375%					
DTD 11/15/2009 DUE 11/15/2	VAR	01/27/2012	113,957.03	109,797.46	4,159.57
35000. US TREASURY NOTE 3.375%					
DTD 11/15/2009 DUE 11/15/2	10/31/2012	12/05/2012	40,620.51	40,312.89	307.62
15000. US TREASURY NOTE 3.375%					
DTD 11/15/2009 DUE 11/15/2	10/31/2012	12/11/2012	17,350.20	17,276.95	73.25
500000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	08/01/2012	555,058.59	550,273.43	4,785.16
100000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	08/07/2012	110,039.06	110,054.69	-15.63
80000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	08/15/2012	87,037.50	88,043.75	-1,006.25
10000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	08/16/2012	10,859.77	11,005.47	-145.70
75000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	09/18/2012	81,817.38	82,541.02	-723.64
45000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	10/09/2012	49,491.21	49,524.61	-33.40
390000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	10/31/2012	428,070.70	429,213.28	-1,142.58
15000. US TREASURY NOTE 2.625%					
DTD 11/15/2010 DUE 11/15/2	06/20/2012	11/27/2012	16,562.11	16,508.20	53.91
Totals					

VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
45000. US TREASURY NOTE 2.125%					
DTD 08/15/2011 DUE 08/15/2	11/18/2011	01/27/2012	45,961.52	45,523.83	437.69
20000. US TREASURY NOTE 2.125%					
DTD 08/15/2011 DUE 08/15/2	05/23/2012	06/06/2012	20,992.19	20,850.00	142.19
10000. US TREASURY NOTE 2.125%					
DTD 08/15/2011 DUE 08/15/2	05/23/2012	12/10/2012	10,611.33	10,425.00	186.33
20000. US TREASURY NOTE 2.125%					
DTD 08/15/2011 DUE 08/15/2	05/23/2012	12/24/2012	20,968.75	20,850.00	118.75
45000. UNITEDHEALTH GROUP INC NT					
3.375% DTD 11/10/2011 DUE	VAR	03/26/2012	45,875.25	44,857.59	1,017.66
35000. WALGREEN CO 5.25% DTD					
01/13/2009 DUE 01/15/2019	07/19/2012	11/26/2012	41,179.60	41,044.85	134.75
45000. WEATHERFORD INTERNATIONAL					
LTD SR NT 4.50% DTD 04/04/	VAR	12/19/2012	47,920.05	45,243.41	2,676.64
5000. WELLS FARGO & CO NEW					
MEDIUM TERM SR NTS TRANCHE	10/21/2011	05/23/2012	5,450.15	5,312.40	137.75
35000. WELLS FARGO & CO NEW					
MEDIUM TERM SR NTS TRANCHE	10/21/2011	07/18/2012	40,150.60	37,186.80	2,963.80
Totals			5114703.00	5059956.00	54,747.00

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VIVIAN SMITH FDN-EATON VANCE
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
35000. AMERICAN EXPRESS CO SR NT					
8.125% DTD 05/18/2009 DUE	VAR	11/21/2012	48,218.10	41,340.85	6,877.25
55000. AMVESCAP PLC SR NT 5.375%					
DTD 02/27/2003 DUE 02/27/2	05/15/2007	12/10/2012	55,592.35	54,546.00	1,046.35
20000. BANK OF AMER CORP SUB NT	07/16/2007	05/17/2012	19,417.06	18,734.13	682.93
45000. BEAR STEARNS COS INC 7.25%					
DTD 02/01/2008 DUE 02/01/2	VAR	09/13/2012	56,442.60	47,842.08	8,600.52
40000. BEAR STEARNS COS INC 7.25%					
DTD 02/01/2008 DUE 02/01/2	06/29/2009	09/26/2012	49,766.80	42,480.80	7,286.00
30000. BIO RAD LABS INC SR SUB NT					
8.00% DTD 09/15/2009 DUE 0	08/04/2010	12/03/2012	32,700.00	32,175.00	525.00
60000. CITIGROUP INC GLOBAL NT					
5.85% DTD 08/02/2006 DUE 0	04/09/2009	05/18/2012	60,806.19	50,395.20	10,410.99
3637.72 CREDIT SUISSE FIRST					
BOSTON MTG SECS CORP 2003-	12/09/2011	12/17/2012	3,637.72	3,637.72	NONE
55000. DR PEPPER SNAPPLE GROUP					
INC SR NT 2.90% DTD 01/11/	VAR	09/10/2012	57,997.50	54,962.95	3,034.55
40000. ENERGY TRANSFER PARTNERS L					
P SR NT 5.95% DTD 01/18/20	09/09/2010	05/01/2012	43,810.40	43,881.60	-71.20
91.96 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	01/10/2012	91.96	91.96	NONE
92.42 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	02/10/2012	92.42	92.42	NONE
106.98 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	03/10/2012	106.98	106.98	NONE
93.4 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	04/10/2012	93.40	93.40	NONE
100.89 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	05/10/2012	100.89	100.89	NONE
94.37 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	06/10/2012	94.37	94.37	NONE
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
100.49 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	07/10/2012	100.49	100.49	NONE
96.43 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	08/10/2012	96.43	96.43	NONE
95.82 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	09/10/2012	95.82	95.82	NONE
103.24 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	10/10/2012	103.24	103.24	NONE
96.8 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	11/10/2012	96.80	96.80	NONE
104.2 GE CAP CMBS SER 2004 C1					
CL A 3 4.596% DTD 01/01/20	04/19/2010	12/10/2012	104.20	104.20	NONE
60000. HASBRO INC NT 6.35% DTD	12/08/2010	10/26/2012	74,550.60	60,008.40	14,542.20
20000. HOME DEPOT INC 5.875% DTD					
12/19/2006 DUE 12/16/2036	10/22/2010	01/19/2012	24,410.40	20,850.00	3,560.40
40000. HOME DEPOT INC 5.875% DTD					
12/19/2006 DUE 12/16/2036	10/22/2010	09/05/2012	53,016.80	41,700.00	11,316.80
1396.17 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	01/12/2012	1,396.17	1,396.17	NONE
359.25 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	02/12/2012	359.25	359.25	NONE
337.12 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	03/12/2012	337.12	337.12	NONE
296.08 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	04/12/2012	296.08	296.08	NONE
2215.38 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	05/12/2012	2,215.38	2,215.38	NONE
296.59 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	06/12/2012	296.59	296.59	NONE
4001.48 J P MORGAN CHASE COML					
MTG SECS CORP 2004 CIBC10	04/07/2010	07/12/2012	4,001.48	4,692.89	-691.41
50000. KRAFT FOODS INC NT 5.375%					
DTD 02/08/2010 DUE 02/10/2	12/09/2010	01/11/2012	57,506.00	54,373.00	3,133.00
3703.87 LB UBS COML MTG TR 2002					
C4 MTG PASSTHRU CTF CL A 3	03/13/2007	01/18/2012	3,071.30	3,716.44	-645.14
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
35000. MERCK & CO INC MEDIUM TERM					
NTS TRANCHE # TR 00011 5.7	03/11/2003	01/30/2012	45,881.85	39,662.00	6,219.85
90000. MERRILL LYNCH & CO INC SUB					
NT 5.70% DTD 05/02/2007 DU	VAR	05/16/2012	90,670.58	88,698.30	1,972.28
244.35 MORGAN STANLEY CAP I INC					
2004-IQ8 COML MTG PASSTHRU	10/21/2009	07/15/2012	244.35	244.35	NONE
104.85 MORGAN STANLEY CAP I INC					
2004-IQ8 COML MTG PASSTHRU	10/21/2009	08/15/2012	104.85	104.85	NONE
99.42 MORGAN STANLEY CAP I INC					
2004-IQ8 COML MTG PASSTHRU	10/21/2009	09/15/2012	99.42	99.42	NONE
108.57 MORGAN STANLEY CAP I INC					
2004-IQ8 COML MTG PASSTHRU	10/21/2009	10/15/2012	108.57	108.57	NONE
181.91 MORGAN STANLEY CAP I INC					
2004-IQ8 COML MTG PASSTHRU	10/21/2009	11/15/2012	181.91	181.91	NONE
123.95 MORGAN STANLEY CAP I INC					
2004-IQ8 COML MTG PASSTHRU	10/21/2009	12/15/2012	123.95	123.95	NONE
70.35 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	02/15/2012	70.35	70.35	NONE
74.45 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	03/15/2012	74.45	74.45	NONE
71.86 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	04/15/2012	71.86	71.86	NONE
74.08 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	05/15/2012	74.08	74.08	NONE
75.52 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	06/15/2012	75.52	75.52	NONE
74.77 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	07/15/2012	74.77	74.77	NONE
393.78 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	08/15/2012	393.78	393.78	NONE
704.67 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	09/15/2012	704.67	704.67	NONE
71.05 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	10/15/2012	71.05	71.05	NONE
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
673.59 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	11/15/2012	673.59	673.59	NONE
2693.51 MORGAN STANLEY CAP SER					
2003 IQ5 CL A 4 5.01% DTD	02/10/2011	12/15/2012	2,693.51	2,693.51	NONE
1600000. MULTIPLE INT RATE PUTABLE					
UNDE TR CTF 144A VAR RATE	09/02/2010	06/20/2012	1758329.62	1678955.55	79,374.07
624.52 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	01/09/2012	624.52	624.52	NONE
678.2 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	02/06/2012	678.20	678.20	NONE
647.46 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	03/08/2012	647.46	647.46	NONE
630.06 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	04/05/2012	630.06	630.06	NONE
612.59 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	05/05/2012	612.59	612.59	NONE
618.94 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	06/07/2012	618.94	618.94	NONE
518.21 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	07/06/2012	518.21	518.21	NONE
420.33 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	08/06/2012	420.33	420.33	NONE
520.07 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	09/07/2012	520.07	520.07	NONE
611.66 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	10/05/2012	611.66	611.66	NONE
499.83 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	11/06/2012	499.83	499.83	NONE
660.88 NCUA GTD NTS TR 2010 R1					
GTD NT SER II A 1.84% DTD	10/18/2010	12/06/2012	660.88	660.88	NONE
613.92 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	01/09/2012	613.92	613.92	NONE
569.13 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	02/06/2012	569.13	569.13	NONE
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
483.89 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	03/08/2012	483.89	483.89	NONE
532.42 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	04/05/2012	532.42	532.42	NONE
399.3 NCUA GTD NTS TR 2010 R 03					
SR III A NT 2.40% DTD 12/0	12/03/2010	05/06/2012	399.30	399.30	NONE
409.9 NCUA GTD NTS TR 2010 R 03					
SR III A NT 2.40% DTD 12/0	12/03/2010	06/07/2012	409.90	409.90	NONE
428.9 NCUA GTD NTS TR 2010 R 03					
SR III A NT 2.40% DTD 12/0	12/03/2010	07/06/2012	428.90	428.90	NONE
381.61 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	08/06/2012	381.61	381.61	NONE
407.94 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	09/07/2012	407.94	407.94	NONE
408.43 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	11/06/2012	408.43	408.43	NONE
472.24 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	12/06/2012	472.24	472.24	NONE
407.89 NCUA GTD NTS TR 2010 R					
03 SR III A NT 2.40% DTD 1	12/03/2010	12/12/2012	407.89	406.25	1.64
667.52 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	01/30/2012	667.52	667.52	NONE
475.23 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	03/01/2012	475.23	475.23	NONE
468.22 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	03/28/2012	468.22	468.22	NONE
720.75 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	04/27/2012	720.75	720.75	NONE
547.57 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	05/30/2012	547.57	547.57	NONE
609.9 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	06/27/2012	609.90	609.90	NONE
771.32 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	07/27/2012	771.32	771.32	NONE
Totals					

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VIVIAN SMITH FDN-EATON VANCE _.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
475.49 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	08/29/2012	475.49	475.49	NONE
496.42 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	09/27/2012	496.42	496.42	NONE
431.7 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	10/29/2012	431.70	431.70	NONE
1569.54 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	11/29/2012	1,569.54	1,569.54	NONE
433.92 NCUA GTD NTS TR 2010 C1					
GTD NT CL A 1 1.60% DTD 11	11/03/2010	12/28/2012	433.92	433.92	NONE
40000. PNC FUNDING CORP SR NT					
144A 5.125% DTD 02/08/2010	11/17/2011	11/29/2012	47,827.60	44,556.80	3,270.80
15000. PRUDENTIAL FINL INC MEDIUM					
TERM NTS TRANCHE # TR 0002	03/05/2008	04/11/2012	17,501.85	15,137.17	2,364.68
50000. QWEST CORP NT 7.625% DTD	09/20/2010	04/18/2012	56,962.50	57,240.00	-277.50
35000. SAFEWAY INC NT 5.00% DTD	05/03/2011	06/07/2012	36,395.80	36,651.30	-255.50
50000. SOUTHWEST AIRLS CO 5.125%					
DTD 02/14/2005 DUE 03/01/2	11/30/2010	03/26/2012	54,526.00	52,079.00	2,447.00
50000. TJX COS INC NEW NT 6.95%					
DTD 04/07/2009 DUE 04/15/2	VAR	01/05/2012	62,225.00	56,776.00	5,449.00
45000. TARGET CORP 7.00% DTD					
01/17/2008 DUE 01/15/2038	06/17/2009	01/05/2012	62,869.50	48,730.50	14,139.00
60000. US TREASURY BOND 5.375%					
DTD 02/15/01 DUE 02/15/203	05/20/2011	06/15/2012	88,500.00	71,097.65	17,402.35
5000. US TREASURY NOTE 4.500%					
DTD 08/15/08 DUE 05/15/203	11/14/2011	12/24/2012	6,596.10	6,387.89	208.21
95000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	06/15/2012	117,928.34	87,986.33	29,942.01
10000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	08/16/2012	11,900.24	9,261.72	2,638.52
25000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	10/09/2012	29,977.58	23,154.30	6,823.28
10000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	10/25/2012	11,876.64	9,261.72	2,614.92
Totals					

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VIVIAN SMITH FDN-EATON VANCE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
85000. US TREASURY BOND 3.875%					
DTD 08/15/2010 DUE 08/15/2	05/20/2011	12/24/2012	101,656.63	78,724.60	22,932.03
20000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	09/29/2010	02/14/2012	21,372.66	22,240.34	-867.68
360000. US TREASURY NOTE 4.25% DTD					
11/15/03 DUE 11/15/2013	VAR	06/15/2012	380,095.33	393,899.87	-13,804.54
435000. US TREASURY NOTE 4.000%					
DTD 02/15/05 DUE 02/15/201	VAR	06/15/2012	476,732.81	478,860.35	-2,127.54
15000. US TREASURY NOTE 4.000%					
DTD 02/15/05 DUE 02/15/201	05/20/2011	09/20/2012	16,317.19	16,516.99	-199.80
10000. US TREASURY NOTE 4.000%					
DTD 02/15/05 DUE 02/15/201	05/20/2011	12/14/2012	10,804.30	11,011.33	-207.03
15000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	03/29/2011	03/30/2012	17,562.30	16,689.26	873.04
20000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	04/08/2011	04/16/2012	23,574.22	22,164.85	1,409.37
20000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	04/08/2011	04/17/2012	23,558.59	22,164.84	1,393.75
30000. US TREASURY NOTE 4.625%					
DTD 02/15/07 DUE 02/15/201	05/25/2011	06/22/2012	35,303.91	34,196.49	1,107.42
5000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	06/17/2011	08/14/2012	5,703.32	5,572.27	131.05
5000. US TREASURY NOTE 3.500%					
DTD 02/15/08 DUE 02/15/201	06/17/2011	09/05/2012	5,742.19	5,572.26	169.93
45000. WEATHERFORD INTL INC NEW					
GTD SR NT 6.35% DTD 12/15/	10/28/2010	02/29/2012	52,472.70	51,369.75	1,102.95
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			4347955.00	4092099.00	255,856.00
Totals			4347955.00	4092099.00	255,856.00

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VIVIAN SMITH FDN-EATON VANCE

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
40000. US TREASURY NOTE 2 DTD 11/15/2010 DUE 11/15/20	06/20/2012	08/16/2012	44,021.87	43,439.06	-582.81
TOTAL SHORT-TERM WASH SALES					-583.00
20000. US TREASURY NOTE 4 DTD 02/15/05 DUE 02/15/2015	05/20/2011	08/22/2012	22,022.66	21,810.16	-212.50
TOTAL LONG-TERM WASH SALES					-213.00

VIVIAN SMITH FDN-FAYEZ EQUITY
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
800. GREEN MOUNTAIN COFFEE INC					
COMMON STOCK	11/04/2011	03/16/2012	41,052.62	55,552.24	-14,499.62
Totals			41,053.00	55,552.00	-14,500.00

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VIVIAN SMITH FDN-FAYEZ EQUITY

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
800. BECTON DICKINSON & CO	06/16/2009	12/03/2012	61,084.15	53,839.20	7,244.95
1600. GENERAL DYNAMICS CORP COM	VAR	03/20/2012	115,743.99	146,362.20	-30,618.21
1500. MEDTRONIC INC COM	12/06/2010	12/03/2012	63,150.08	50,878.95	12,271.13
4100. WALGREEN CO COM	11/04/1991	12/03/2012	140,134.44	16,814.92	123,319.52
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			380,113.00	267,895.00	112,217.0
Totals			380,113.00	267,895.00	112,217.00

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VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
4565. HECKMANN CORP COM	VAR	09/05/2012	17,661.12	30,170.19	-12,509.07
11. QUAKER CHEMICAL CORP COM	08/08/2012	08/13/2012	491.33	489.99	1.34
39. QUAKER CHEMICAL CORP COM	08/08/2012	08/15/2012	1,741.54	1,737.23	4.31
24. QUAKER CHEMICAL CORP COM	VAR	08/16/2012	1,071.61	1,091.39	-19.78
630. SCOTTS CO CL A	VAR	08/27/2012	26,035.36	30,470.88	-4,435.52
890. UNITED RENTALS INC	VAR	01/26/2012	33,876.75	21,085.56	12,791.19
Totals			80,878.00	85,045.00	-4,168.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
535. ADVANCED ENERGY INDS INC	01/10/2008	08/16/2012	7,054.08	5,686.94	1,367.14
300. ADVANCED ENERGY INDS INC	01/10/2008	08/17/2012	4,036.40	3,188.94	847.46
310. ADVANCED ENERGY INDS INC	01/10/2008	08/20/2012	4,134.40	3,295.24	839.16
245. ADVANCED ENERGY INDS INC	01/10/2008	08/21/2012	3,271.67	2,604.30	667.37
285. ADVANCED ENERGY INDS INC	01/10/2008	08/22/2012	3,760.11	3,029.50	730.61
45. ADVANCED ENERGY INDS INC	01/10/2008	08/23/2012	587.57	478.34	109.2
150. AMERISAFE INC	VAR	02/28/2012	3,422.18	2,642.77	779.41
100. CABELAS INC COM	06/18/2009	02/28/2012	3,613.31	1,102.11	2,511.20
655. CABELAS INC COM	VAR	09/05/2012	32,508.42	7,288.30	25,220.12
124. CERADYNE INC COM	VAR	10/11/2012	4,344.86	2,570.89	1,773.97
252. CERADYNE INC COM	VAR	10/12/2012	8,820.73	5,308.91	3,511.82
361. CERADYNE INC COM	VAR	10/15/2012	12,634.30	7,787.16	4,847.14
38. CERADYNE INC COM	02/16/2010	10/16/2012	1,328.99	834.94	494.05
594. COMMONWEALTH REIT COM SH					
BEN INT	VAR	11/13/2012	8,620.17	14,021.49	-5,401.32
456. COMMONWEALTH REIT COM SH					
BEN INT	VAR	11/14/2012	6,595.25	10,900.87	-4,305.62
1180. FIRST INDL RLTY TR INC COM	05/04/2010	08/08/2012	14,815.27	9,585.85	5,229.42
700. FIRST INDL RLTY TR INC COM	VAR	08/09/2012	8,828.48	5,689.35	3,139.13
920. FIRST INDL RLTY TR INC COM	05/05/2010	08/10/2012	11,496.52	7,508.40	3,988.12
595. FIRST INDL RLTY TR INC COM	VAR	08/13/2012	7,385.08	4,776.79	2,608.29
215. FIRST INDL RLTY TR INC COM	VAR	08/14/2012	2,669.35	1,614.36	1,054.9
125. FOOT LOCKER INC COM	03/02/2010	02/28/2012	3,621.53	1,675.36	1,946.1
510. FOOT LOCKER INC COM	03/02/2010	08/08/2012	17,691.96	6,835.48	10,856.48
660. FOOT LOCKER INC COM	03/02/2010	08/09/2012	22,664.75	8,845.91	13,818.84
325. CGI GROUP INC CL A	01/10/2008	08/27/2012	8,369.43	3,481.30	4,888.13
165. CGI GROUP INC CL A	01/10/2008	08/28/2012	4,260.29	1,767.43	2,492.86
140. CGI GROUP INC CL A	01/10/2008	08/29/2012	3,627.49	1,499.64	2,127.85
115. CGI GROUP INC CL A	01/10/2008	08/30/2012	2,972.73	1,231.85	1,740.88
160. CGI GROUP INC CL A	01/10/2008	08/31/2012	4,159.80	1,713.87	2,445.93
250. CGI GROUP INC CL A	01/10/2008	09/04/2012	6,613.05	2,677.93	3,935.12
155. CGI GROUP INC CL A	01/10/2008	09/05/2012	4,090.76	1,660.32	2,430.44
Totals					

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VIVIAN SMITH FDN-WCM INVESTMENT
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
190. CGI GROUP INC CL A	01/10/2008	09/06/2012	5,122.03	2,035.22	3,086.81
100. JABIL CIRCUIT INC COM	08/11/2009	02/28/2012	2,614.05	940.68	1,673.37
470. MKS INSTRS INC COMMON	01/10/2008	10/31/2012	11,090.34	7,896.14	3,194.20
445. MKS INSTRS INC COMMON	01/10/2008	11/01/2012	10,764.70	7,476.14	3,288.56
290. MKS INSTRS INC COMMON	01/10/2008	11/02/2012	6,882.50	4,872.09	2,010.41
230. MKS INSTRS INC COMMON	01/10/2008	11/05/2012	5,461.98	3,864.06	1,597.92
55. MKS INSTRS INC COMMON	01/10/2008	11/06/2012	1,318.84	924.02	394.82
1. MEDCATH CORPORATION COM	02/20/2009	09/21/2012	8,292.30	1,842.75	6,449.55
100. MEDICIS PHARMACEUTICAL CORP CL A NEW	04/06/2009	02/28/2012	3,574.43	1,240.60	2,333.83
1430. MEDICIS PHARMACEUTICAL CORP CL A NEW	VAR	09/04/2012	62,271.96	17,804.29	44,467.66
25. NOVATEL WIRELESS INC COM	02/19/2009	11/13/2012	34.38	157.60	-123.22
65. NOVATEL WIRELESS INC COM	02/19/2009	11/13/2012	88.89	409.76	-320.87
105. NOVATEL WIRELESS INC COM	02/19/2009	11/14/2012	140.97	661.92	-520.95
175. NOVATEL WIRELESS INC COM	02/19/2009	11/15/2012	227.43	1,103.20	-875.77
155. NOVATEL WIRELESS INC COM	VAR	11/16/2012	197.59	992.77	-795.18
545. NOVATEL WIRELESS INC COM	VAR	11/19/2012	682.10	3,570.49	-2,888.39
325. NOVATEL WIRELESS INC COM	VAR	11/20/2012	413.35	2,128.79	-1,715.44
545. NOVATEL WIRELESS INC COM	VAR	11/21/2012	674.15	3,581.60	-2,907.45
875. OCWEN FINL CORP COM NEW	12/11/2008	10/31/2012	33,530.02	5,163.70	28,366.32
745. RTI INTL METALS INC COM	07/28/2009	01/10/2012	19,426.24	11,801.69	7,624.55
335. RTI INTL METALS INC COM	VAR	01/11/2012	8,563.77	5,336.90	3,226.87
520. RTI INTL METALS INC COM	VAR	01/12/2012	13,335.19	8,275.96	5,059.23
1310. REGIS CORP MINN COM	VAR	10/31/2012	21,408.58	23,304.81	-1,896.23
885. STEC INC COM	12/07/2010	11/13/2012	3,689.03	15,567.77	-11,878.74
860. STEC INC COM	02/22/2011	11/14/2012	3,558.25	18,711.36	-15,153.11
865. STEC INC COM	12/07/2010	11/14/2012	3,578.94	15,215.96	-11,637.02
1735. TEKELEC COMMON STOCK	VAR	02/28/2012	19,085.00	26,956.42	-7,871.42
990. TESORO PETE CORP COM	VAR	08/27/2012	39,092.66	21,414.52	17,678.14
705. USEC INC COM	05/04/2010	10/31/2012	459.78	4,123.05	-3,663.27
540. USEC INC COM	05/04/2010	11/01/2012	360.17	3,158.08	-2,797.91
555. USEC INC COM	05/04/2010	11/02/2012	369.00	3,245.81	-2,876.81
850. USEC INC COM	05/04/2010	11/05/2012	564.30	4,971.06	-4,406.76
875. USEC INC COM	VAR	11/06/2012	575.03	4,863.36	-4,288.33
Totals					

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VIVIAN SMITH FDN-WCM INVESTMENT _._

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1390. USEC INC COM	05/05/2010	11/07/2012	871.65	7,423.30	-6,551.65
415. UMPQUA HOLDINGS CORP COM	VAR	08/16/2012	5,078.11	4,137.46	940.65
230. UMPQUA HOLDINGS CORP COM	VAR	08/17/2012	2,837.74	2,303.90	533.84
745. UMPQUA HOLDINGS CORP COM	VAR	08/20/2012	9,300.96	7,616.01	1,684.95
680. UMPQUA HOLDINGS CORP COM	VAR	08/21/2012	8,563.79	6,967.17	1,596.62
85. UMPQUA HOLDINGS CORP COM	09/14/2009	08/22/2012	1,062.67	871.06	191.61
830. WESTERN REFNG INC COM	03/22/2010	10/11/2012	20,245.23	4,280.23	15,965.00
735. WESTERN REFNG INC COM	VAR	12/18/2012	22,682.10	3,787.38	18,894.72
1240. ZALICUS INC COM	VAR	10/31/2012	678.88	2,581.84	-1,902.9
490. ZALICUS INC COM	03/24/2011	11/01/2012	267.97	1,045.32	-777.35
1305. ZALICUS INC COM	VAR	11/02/2012	694.76	2,885.85	-2,191.09
445. ZALICUS INC COM	03/25/2011	11/05/2012	234.90	1,005.30	-770.40
1080. ZALICUS INC COM	03/25/2011	11/06/2012	568.17	2,439.84	-1,871.67
680. ZALICUS INC COM	VAR	11/07/2012	351.89	1,552.52	-1,200.63
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			588,886.00	413,814.00	175,071.00
Totals			588,886.00	413,814.00	175,071.00

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VIVIAN SMITH FDN-VALLEY FORGE _._

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
800. ARCHER DANIELS MIDLAND CO	09/24/2012	12/13/2012	21,769.03	21,919.44	-150.41
1000. ARCHER DANIELS MIDLAND CO	09/24/2012	12/17/2012	27,361.48	27,399.30	-37.82
2600. BANK OF AMERICA CORP COM	09/06/2012	09/26/2012	22,950.98	21,678.54	1,272.44
5000. BANK OF AMERICA CORP COM	09/06/2012	10/01/2012	45,416.98	41,689.50	3,727.48
1700. BROADCOM CORP CL A	08/16/2012	10/05/2012	59,022.67	60,923.58	-1,900.91
200. CHEVRON TEXACO CORP COM	05/24/2012	10/05/2012	23,543.75	19,908.16	3,635.59
1000. CHINA MOBILE HK LTD-SP ADR	VAR	05/25/2012	50,936.85	48,633.69	2,303.17
2000. CISCO SYS INC COM	09/12/2011	08/17/2012	38,139.54	31,530.80	6,608.74
400. DEERE & CO COM	VAR	02/15/2012	34,448.70	30,317.26	4,131.43
400. DEERE & CO COM	VAR	04/10/2012	31,010.67	27,093.75	3,916.92
700. DISNEY WALT CO COM	09/19/2011	04/04/2012	29,860.70	22,638.63	7,222.07
400. DISNEY WALT CO COM	09/19/2011	04/27/2012	17,407.60	12,936.36	4,471.24
300. DISNEY WALT CO COM	09/19/2011	06/22/2012	14,125.72	9,702.27	4,423.45
300. DISNEY WALT CO COM	11/29/2011	10/05/2012	15,851.64	10,279.92	5,571.72
500. DU PONT E I DE NEMOURS & CO COM	08/10/2011	03/07/2012	25,082.54	22,663.00	2,419.54
1000. E M C CORP MASS COM	05/21/2012	10/05/2012	27,351.38	25,629.50	1,721.88
400. EMERSON ELEC CO COM	01/13/2012	08/22/2012	20,557.77	19,530.40	1,027.37
5500. FORD MTR CO DEL COM PAR	05/09/2012	07/02/2012	51,435.94	59,070.00	-7,634.06
400. GLAXO WELLCOME PLC SPONSORED ADR	05/03/2012	10/05/2012	19,047.65	18,696.72	350.93
1000. J P MORGAN CHASE & CO COM	05/15/2012	10/05/2012	42,189.25	36,476.70	5,712.55
300. J P MORGAN CHASE & CO COM	05/15/2012	11/19/2012	12,124.59	10,943.01	1,181.58
600. KINDER MORGAN INC DEL COM	06/04/2012	10/05/2012	21,839.51	19,617.90	2,221.61
800. LILLY ELI & CO	08/31/2011	08/07/2012	34,140.52	29,923.84	4,216.68
700. MICROSOFT CORP COM	11/15/2011	10/05/2012	20,992.52	18,834.06	2,158.46
2500. PENNEY J C INC COM	VAR	06/07/2012	61,728.12	79,899.79	-18,171.67
1500. PEOPLES UTD FINL INC COM	03/23/2012	10/05/2012	18,674.58	19,887.90	-1,213.32
1400. THOMSON CORP COM	03/21/2012	10/05/2012	40,767.08	42,008.82	-1,241.74
100. TRAVELERS COS INC COM	06/23/2011	04/27/2012	6,396.85	5,700.02	696.83
400. TRAVELERS COS INC COM	06/23/2011	05/04/2012	25,620.22	22,800.08	2,820.14
600. WALGREEN CO COM	03/12/2012	09/06/2012	21,089.17	20,181.24	907.93
1300. WELLS FARGO CO COM	08/06/2012	10/05/2012	46,824.95	44,457.14	2,367.81
1400. YAMANA GOLD INC COM	10/21/2011	03/01/2012	24,522.09	20,260.66	4,261.43
1000. YAMANA GOLD INC COM	10/21/2011	10/05/2012	19,459.56	14,471.90	4,987.66
Totals					

VIVIAN SMITH FDN-VALLEY FORGE
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1200. CHECKPOINT SOFTWARE	08/08/2012	08/30/2012	55,211.00	60,930.84	-5,719.84
Totals			1026902.00	978,635.00	48,267.00

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VIVIAN SMITH FDN-VALLEY FORGE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1100. AT&T INC	VAR	05/30/2012	37,415.22	26,437.42	10,977.80
1100. AT&T INC	VAR	08/03/2012	41,282.18	28,677.50	12,604.68
100. ABBOTT LABS COM	08/13/2009	04/27/2012	6,211.86	4,438.02	1,773.84
800. ABBOTT LABS COM	VAR	05/23/2012	48,987.13	36,769.24	12,217.89
500. ABBOTT LABS COM	07/08/2010	08/07/2012	33,035.75	23,956.05	9,079.70
400. ABBOTT LABS COM	11/18/2010	10/03/2012	27,905.37	19,017.44	8,887.9[illegible]
600. ABBOTT LABS COM	VAR	10/05/2012	42,976.01	28,558.60	14,417.41
100. ABBOTT LABS COM	12/23/2010	12/26/2012	6,512.43	4,786.80	1,725.63
100. ABBOTT LABS COM	10/24/2011	12/26/2012	6,512.43	5,361.90	1,150.53
1000. ARCHER DANIELS MIDLAND CO	08/11/2008	04/09/2012	30,675.61	26,304.30	4,371.31
1000. ARCHER DANIELS MIDLAND CO	08/11/2008	08/16/2012	26,278.91	26,304.30	-25.39
1800. ARCHER DANIELS MIDLAND CO	VAR	10/05/2012	50,741.04	50,465.56	275.48
200. ARCHER DANIELS MIDLAND CO	09/09/2009	12/13/2012	5,442.26	5,728.90	-286.64
200. AUTOMATIC DATA PROCESSING	02/04/2011	10/05/2012	11,949.85	9,804.64	2,145.21
1200. BARRICK GOLD CORP COM	VAR	10/05/2012	50,758.87	36,526.90	14,231.96
1000. BRISTOL MYERS SQUIBB CO	VAR	10/05/2012	33,678.24	24,804.39	8,873.85
400. CHINA MOBILE HK LTD-SP ADR	VAR	05/15/2012	22,227.18	21,570.96	656.22
1500. CISCO SYS INC COM	09/12/2011	10/05/2012	28,574.35	23,648.10	4,926.25
300. COCA COLA CO COM	06/28/2005	01/12/2012	20,259.21	12,838.50	7,420.71
200. COLGATE PALMOLIVE CO COM	05/26/2010	05/18/2012	19,995.53	15,789.86	4,205.67
400. DISNEY WALT CO COM	09/19/2011	10/05/2012	21,135.53	12,936.36	8,199.17
1200. EXELON CORPORATION COM	03/10/2011	04/09/2012	45,902.09	51,608.52	-5,706.43
300. EXELON CORPORATION COM	03/10/2011	04/27/2012	11,642.73	12,902.13	-1,259.4[illegible]
1000. EXELON CORPORATION COM	VAR	05/15/2012	38,533.44	40,985.42	-2,451.98
100. EXXON MOBIL CORP	12/02/2010	04/27/2012	8,610.80	7,135.46	1,475.34
200. EXXON MOBIL CORP	12/02/2010	05/31/2012	15,878.14	14,270.92	1,607.22
100. EXXON MOBIL CORP	12/02/2010	10/05/2012	9,281.79	7,135.46	2,146.33
100. EXXON MOBIL CORP	06/15/2011	10/05/2012	9,281.79	7,952.10	1,329.69
500. GENERAL ELEC CO COM	07/21/2008	04/27/2012	9,909.77	13,902.50	-3,992.73
1500. GENERAL ELEC CO COM	VAR	06/20/2012	29,939.32	35,092.50	-5,153.18
2000. GENERAL ELEC CO COM	06/14/2011	10/05/2012	46,178.96	37,323.60	8,855.36
700. GOLDCORP INC COM	VAR	10/05/2012	32,689.26	11,137.76	21,551.50
Totals					

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VIVIAN SMITH FDN-VALLEY FORGE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
700. INTEL CORP COM	05/25/2010	08/23/2012	17,548.68	14,272.93	3,275.75
800. INTEL CORP COM	05/25/2010	10/05/2012	18,199.75	16,311.92	1,887.83
1200. INTEL CORP COM	VAR	10/05/2012	27,299.63	25,481.12	1,818.51
500. JOHNSON & JOHNSON	VAR	10/05/2012	34,829.26	31,350.25	3,479.01
600. JOHNSON & JOHNSON	07/21/2008	11/05/2012	42,387.01	40,489.50	1,897.51
300. KIMBERLY CLARK CORP COM	VAR	05/30/2012	23,801.32	18,279.18	5,522.14
900. KRAFT FOODS INC CL A	03/11/2011	05/03/2012	35,507.35	28,587.87	6,919.48
400. KRAFT FOODS INC CL A	03/11/2011	08/03/2012	16,269.96	12,705.72	3,564.24
1400. KRAFT FOODS INC CL A	VAR	09/24/2012	58,272.84	43,850.17	14,422.6[illegible]
800. LILLY ELI & CO	08/31/2011	10/01/2012	38,219.46	29,923.84	8,295.62
900. MERCK & CO INC NEW COM	VAR	07/17/2012	39,774.42	28,668.63	11,105.79
500. MERCK & CO INC NEW COM	VAR	10/05/2012	23,160.53	16,339.98	6,820.55
600. MERCK & CO INC NEW COM	VAR	11/07/2012	26,567.10	21,182.36	5,384.74
1500. MICROSOFT CORP COM	VAR	02/13/2012	45,848.27	36,419.87	9,428.40
200. MICROSOFT CORP COM	03/17/2011	08/23/2012	6,043.88	5,002.90	1,040.98
300. MICROSOFT CORP COM	06/28/2010	08/23/2012	9,065.83	7,365.87	1,699.96
1000. MICROSOFT CORP COM	VAR	09/18/2012	31,154.40	25,011.54	6,142.86
300. MICROSOFT CORP COM	08/26/2011	10/05/2012	8,996.80	7,499.91	1,496.89
600. NEWMONT MNG CORP COM	VAR	10/05/2012	33,893.24	22,863.00	11,030.24
500. PAYCHEX INC COM	08/10/2011	10/05/2012	16,854.67	13,166.85	3,687.82
600. PEPSICO INC COM	12/09/2009	05/03/2012	40,066.92	36,659.34	3,407.58
500. PEPSICO INC COM	VAR	06/01/2012	33,608.09	30,582.84	3,025.25
400. PEPSICO INC COM	VAR	06/20/2012	27,432.06	25,075.18	2,356.88
1000. PFIZER INC COM	02/24/2003	10/05/2012	25,409.73	28,929.00	-3,519.27
600. PROCTER & GAMBLE CO COM	06/24/2009	01/18/2012	39,575.24	30,383.70	9,191.54
100. PROCTER & GAMBLE CO COM	06/24/2009	04/27/2012	6,415.85	5,063.95	1,351.90
200. PROCTER & GAMBLE CO COM	VAR	07/12/2012	12,820.38	10,464.84	2,355.54
100. 3M CO COM	08/08/2011	11/15/2012	8,727.86	8,033.13	694.73
200. 3M CO COM	10/28/2010	11/15/2012	17,455.73	16,887.26	568.47
800. TRANSCANADA CORP COM	12/20/2010	04/10/2012	33,726.76	29,932.08	3,794.68
800. VERIZON COMMUNICATIONS COM	VAR	06/01/2012	32,858.77	24,503.74	8,355.04
800. VERIZON COMMUNICATIONS COM	VAR	07/23/2012	35,156.73	23,736.55	11,420.18
1300. VODAFONE GROUP PLC NEW					
SPONSORED ADR NEW	VAR	10/05/2012	38,154.27	31,046.78	7,107.49
500. WAL MART STORES INC COM	VAR	05/18/2012	31,195.35	23,009.82	8,185.53
Totals					

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VIVIAN SMITH FDN-VALLEY FORGE

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
400. WAL MART STORES INC COM	VAR	08/17/2012	28,877.47	19,185.00	9,692.47
200. WAL MART STORES INC COM	09/13/2006	10/05/2012	15,007.66	9,587.00	5,420.66
300. WAL MART STORES INC COM	VAR	11/15/2012	20,471.87	14,862.82	5,609.05
1600. WASTE MANAGEMENT INC COM	VAR	10/05/2012	51,198.85	50,032.00	1,166.85
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1882257.00	1546921.00	335,337.00
Totals			1882257.00	1546921.00	335,337.00

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VIVIAN SMITH FDN-MITCHELL GRP
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
2100. CABOT OIL & GAS CORP CL A	VAR	06/27/2012	87,234.37	39,807.89	47,426.48
600. CABOT OIL & GAS CORP CL A	10/30/2007	11/19/2012	29,437.55	11,396.25	18,041.30
1400. CABOT OIL & GAS CORP CL A	10/30/2007	11/27/2012	66,774.44	26,591.25	40,183.19
800. CHEVRON TEXACO CORP COM	VAR	01/18/2012	85,151.00	48,831.20	36,319.80
500. EOG RESOURCES INC COM	12/23/2010	12/13/2012	59,878.25	45,608.15	14,270.1[illegible]
17132. EL PASO CORPORATION COM	VAR	05/25/2012	480,267.39	231,282.89	248,984.5[illegible]
1200. EXXON MOBIL CORP	11/18/2004	11/26/2012	105,963.26	60,212.40	45,750.86
4000. GLOBAL GEOPHYSICAL SVCS					
INC COM	04/21/2010	10/05/2012	21,252.32	48,000.00	-26,747.68
3342. GLOBAL GEOPHYSICAL SVCS					
INC COM	04/21/2010	12/13/2012	12,655.20	40,104.00	-27,448.80
4344. GLOBAL GEOPHYSICAL SVCS					
INC COM	VAR	12/14/2012	16,377.81	52,133.10	-35,755.29
1803. GLOBAL GEOPHYSICAL SVCS					
INC COM	VAR	12/17/2012	6,963.39	21,729.74	-14,766.35
.549 KINDER MORGAN INC DEL	10/22/2010	06/29/2012	17.57	17.52	0.05
.48 KINDER MORGAN INC DEL WT					
EXP 05/25/2017	10/22/2010	06/29/2012	1.00	NONE	1.00
6400. M D U RES GRP INC	VAR	10/23/2012	137,303.15	150,172.92	-12,869.77
700. NOBLE ENERGY INC COM	VAR	02/17/2012	72,802.74	17,180.29	55,622.45
3100. PLAINS EXPL & PRODTN CO	12/31/2010	10/03/2012	112,846.14	101,463.93	11,382.21
4300. PLAINS EXPL & PRODTN CO	01/05/2011	10/04/2012	157,521.80	141,170.29	16,351.5[illegible]
800. PLAINS EXPL & PRODTN CO	12/31/2010	10/04/2012	29,306.38	26,184.24	3,122.14
.333 WPX ENERGY INC COM	07/19/2006	01/17/2012	5.51	4.28	1.23
3427. WPX ENERGY INC COM	VAR	06/15/2012	48,659.57	42,988.40	5,671.17
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1530419.00	1104879.00	425,540.00
Totals			1530419.00	1104879.00	425,540.00

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VIVIAN SMITH FDN-MITCHELL GRP

SUPPLEMENTAL SCHEDULE INDICATING SALES WITH NO BASIS OR DATE ACQUIRED

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	GAIN OR LOSS TO BE REPORTED SHORT-TERM	LONG-TERM
10964. KINDER MORGAN INC DEL WT EXP 05/25/2017	VAR	06/29/2012	NONE	23,003.69		

VIVIAN SMITH FDN-DANA

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1174. AMERICAN ELEC PWR INC COM	10/27/2011	03/02/2012	44,306.31	46,613.67	-2,307.36
964. AMERISOURCEBERGEN CORP COM	10/27/2011	04/27/2012	35,316.12	40,058.92	-4,742.80
277. AMGEN INC COM	04/27/2012	12/12/2012	25,044.55	19,856.58	5,187.97
3028. BB&T CORP COM	03/02/2012	12/12/2012	87,679.52	88,815.48	-1,135.96
655. BCE INC COM NEW	10/27/2011	06/26/2012	26,679.12	25,954.31	724.81
82. CF INDS HLDGS INC COM	12/23/2011	06/26/2012	15,548.77	11,881.70	3,667.07
1022. CIGNA CORP COM	10/27/2011	06/26/2012	46,408.39	47,905.74	-1,497.35
1620. COCA COLA ENTERPRISES INC					
NEW COM	10/27/2011	06/26/2012	42,988.81	42,516.90	471.91
1678. DIRECTV COM CL A	12/23/2011	06/26/2012	77,843.86	72,406.20	5,437.66
1136. DU PONT E I DE NEMOURS &					
CO COM	12/23/2011	12/12/2012	50,593.91	52,286.22	-1,692.31
2940. INTEL CORP COM	12/23/2011	12/12/2012	60,902.20	71,514.03	-10,611.83
281. KIMBERLY CLARK CORP COM	09/28/2011	06/26/2012	22,976.48	19,755.42	3,221.06
3805. METROPCS COMMUNICATIONS					
INC COM	10/27/2011	03/02/2012	40,503.49	36,960.63	3,542.86
2854. NASDAQ OMX GROUP INC	VAR	04/27/2012	71,827.01	71,205.39	621.62
150. NOBLE ENERGY INC COM	03/23/2011	03/02/2012	14,320.57	14,493.59	-173.02
1163. NORTHEAST UTILS COM	10/27/2011	04/27/2012	42,693.70	40,652.67	2,041.03
1261. OIL STATES INTERNATIONAL					
INC COM	06/26/2012	12/12/2012	86,590.17	78,050.73	8,539.44
651. PNC BANK CORPORATION	10/27/2011	06/26/2012	38,400.00	36,700.06	1,699.94
1013. PVH CORP COM	VAR	06/26/2012	79,083.02	69,659.63	9,423.39
212.5 PHILLIPS 66 COM	10/27/2011	06/26/2012	6,917.54	7,135.56	-218.02
691. PLAINS EXPL & PRODTN CO	12/23/2011	12/12/2012	31,172.11	24,851.68	6,320.43
1171. UNUMPROVIDENT CORP COM	10/27/2011	03/02/2012	27,182.51	28,882.72	-1,700.21
611. VALERO ENERGY COM	06/26/2012	09/26/2012	18,925.36	14,326.48	4,598.88
1636. VIACOM INC NEW CL B	VAR	04/27/2012	77,635.95	77,576.12	59.83
397. WISCONSIN ENERGY CORP COM	03/02/2012	06/26/2012	15,513.89	13,597.81	1,916.08
986. TE CONNECTIVITY LTD REG	10/27/2011	06/26/2012	30,701.87	36,260.05	-5,558.18
Totals			1117755.00	1089918.00	27,837.00

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VIVIAN SMITH FDN-DANA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
.5 THE ADT CORPORATION COM	11/24/2009	10/24/2012	19.12	11.79	7.33
338.5 THE ADT CORPORATION COM	10/27/2011	12/12/2012	15,306.02	10,147.38	5,158.64
439.5 THE ADT CORPORATION COM	VAR	12/12/2012	19,872.95	10,292.35	9,580.60
271. ABBOTT LABS COM	08/05/2008	06/26/2012	16,916.55	15,700.06	1,216.49
933. ABBOTT LABS COM	VAR	12/12/2012	62,041.05	50,117.55	11,923.5[illegible]
439. ABBOTT LABS COM	VAR	12/12/2012	29,191.87	24,181.27	5,010.6[illegible]
900. AMERICAN ELEC PWR INC COM	11/24/2009	03/02/2012	33,965.66	28,909.35	5,056.31
1180. AMERISOURCEBERGEN CORP COM	09/21/2009	04/27/2012	43,229.27	26,036.46	17,192.81
815. APACHE CORP	VAR	12/12/2012	63,398.40	74,804.67	-11,406.27
62. APPLE COMPUTER INC COM	06/03/2011	06/26/2012	35,390.88	21,312.20	14,078.68
638. BCE INC COM NEW	09/21/2009	06/26/2012	25,986.69	15,592.72	10,393.97
1180. BED BATH & BEYOND INC COM	VAR	12/12/2012	68,585.84	71,824.96	-3,239.12
881. CIGNA CORP COM	05/27/2011	06/26/2012	40,005.66	43,477.80	-3,472.14
1546. COCA COLA ENTERPRISES INC					
NEW COM	04/13/2011	06/26/2012	41,025.13	43,071.25	-2,046.12
241. DTE ENERGY CO COM	05/20/2010	12/12/2012	14,880.95	10,935.74	3,945.21
231.666 KRAFT FOODS GROUP INC	VAR	12/12/2012	10,645.46	6,802.70	3,842.76
595.334 KRAFT FOODS GROUP INC	VAR	12/12/2012	27,356.64	20,928.72	6,427.92
948. LOCKHEED MARTIN CORP COM	VAR	12/12/2012	87,316.61	70,939.38	16,377.23
676. MERCK & CO INC NEW COM	07/06/2010	06/26/2012	27,065.75	23,286.85	3,778.90
1517. METROPCS COMMUNICATIONS					
INC COM	02/01/2011	03/02/2012	16,148.17	19,735.41	-3,587.2[illegible]
695. MONDELEZ INTL INC COM	VAR	12/12/2012	18,070.50	12,583.73	5,486.77
1786. MONDELEZ INTL INC COM	VAR	12/12/2012	46,437.27	38,714.27	7,723.00
285. NOBLE ENERGY INC COM	11/16/2010	03/02/2012	27,209.08	22,963.02	4,246.06
1200. NORTHEAST UTILS COM	03/03/2010	04/27/2012	44,051.97	31,533.96	12,518.01
640. PNC BANK CORPORATION	VAR	06/26/2012	37,751.16	37,214.12	537.04
293. PHILIP MORRIS INTL INC COM	VAR	06/26/2012	24,638.68	14,291.11	10,347.57
.5 PHILLIPS 66 COM	12/19/2002	05/21/2012	15.64	5.63	10.01
349.5 PHILLIPS 66 COM	VAR	06/26/2012	11,377.32	4,163.77	7,213.55
1237. PLAINS EXPL & PRODTN CO	05/27/2011	12/12/2012	55,803.03	45,066.76	10,736.27
1780. UNUMPROVIDENT CORP COM	VAR	03/02/2012	41,319.28	30,479.58	10,839.70
Totals					

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VIVIAN SMITH FDN-DANA

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
.59 PENTAIR LTD SHS	11/24/2009	10/30/2012	24.11	15.86	8.25
210.559 PENTAIR LTD SHS	VAR	12/12/2012	10,125.80	5,619.56	4,506.24
162.441 PENTAIR LTD SHS	10/27/2011	12/12/2012	7,811.81	5,549.69	2,262.12
1022. TE CONNECTIVITY LTD REG	VAR	06/26/2012	31,822.83	27,391.01	4,431.82
880. TYCO INTERNATIONAL LTD SHS	VAR	12/12/2012	25,370.27	15,755.75	9,614.52
677. TYCO INTERNATIONAL LTD SHS	10/27/2011	12/12/2012	19,517.81	15,516.02	4,001.79
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1079695.00	894,972.00	184,723.00
Totals			1079695.00	894,972.00	184,723.00

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VIVIAN SMITH FDN-DANA

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DIGITAL RLTY TR INC COM	11.79	
HCP INC COM	24.84	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		37.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)		37.00

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VIVIAN SMITH FDN-DANA LV.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

DIGITAL RLTY TR INC COM	13.10	
HCP INC COM	79.81	
TOTAL UNRECAPTURED SECTION 1250 GAIN		93.00
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		93.00

VIVIAN SMITH FDN-WCM INVESTMENT

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
31. QUAKER CHEMICAL CO	08/09/2012	08/15/2012	1,411.99	1,384.30	-27.69
TOTAL SHORT-TERM WASH SALES					-28.00

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	VIVIAN L. SMITH FOUNDATION	76-0101380
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1900 WEST LOOP SOUTH, NO. 1050	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77027-3207	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ R. E. SMITH INTERESTS, INC. 1900 WEST LOOP SOUTH,# 1050 - HOUSTON, TX 77027-3207
  Telephone No.▶ 713-986-8030 FAX No. ▶ 713-622-0815
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ____________, and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 122,519.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 112,519.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions VIVIAN L. SMITH FOUNDATION	Employer identification number (EIN) or 76-0101380
	Number, street, and room or suite no. If a P.O. box, see instructions. 1900 WEST LOOP SOUTH, NO. 1050	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77027-3207	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ R. E. SMITH INTERESTS, INC. 1900 WEST LOOP SOUTH,# 1050 - HOUSTON, TX 77027-3207

Telephone No. ▶ 713-986-8030 FAX No. ▶ 713-622-0815

• If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ________________ , and ending ________________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER REQUESTS AN ADDITIONAL EXTENSION OF TIME TO FILE IN ORDER TO GATHER ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 122,519.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 122,519.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Amy M. Meckel Title ▶ Secretary/Treasurer Date ▶ 7-31-13

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01-21-13