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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SMITH-PETTIT FOUNDATION ATTN: GARY BERGERA		A Employer identification number 87-0641442
Number and street (or P O box number if mail is not delivered to street address) 514 WEST 400 NORTH	Room/suite	B Telephone number 415-773-2804
City or town, state, and ZIP code SALT LAKE CITY, UT 84116		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,111,456.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	1,670,047.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,596.	3,596.	3,596.	STATEMENT 1
	4 Dividends and interest from securities	290,000.	290,000.	290,000.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<31,009.>			
	b Gross sales price for all assets on line 6a	3,547,898.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,932,634.	293,596.	293,596.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	95,000.	4,750.	4,750.	90,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	32,302.	1,615.	1,615.	30,687.
	16a Legal fees				
	b Accounting fees STMT 3	14,975.	7,488.	7,488.	7,487.
	c Other professional fees STMT 4	214,776.	165,531.	165,531.	49,245.
	17 Interest				
	18 Taxes STMT 5	22,076.	7,625.	7,625.	13,451.
	19 Depreciation and depletion	6,590.	0.	6,590.	
	20 Occupancy				
	21 Travel, conferences and meetings	1,898.	0.	0.	1,898.
	22 Printing and publications	27,452.	0.	0.	27,452.
	23 Other expenses STMT 6	544,305.	2,466.	2,466.	20,858.
	24 Total operating and administrative expenses. Add lines 13 through 23	959,374.	189,475.	196,065.	241,328.
	25 Contributions, gifts, grants paid	7,300.			7,300.
26 Total expenses and disbursements. Add lines 24 and 25	966,674.	189,475.	196,065.	248,628.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	965,960.				
b Net investment income (if negative, enter -0-)		104,121.			
c Adjusted net income (if negative, enter -0-)			97,531.		

918 1A

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		597.	248,526.	248,526.
	2	Savings and temporary cash investments		2,661,928.	2,100,469.	2,100,469.
	3	Accounts receivable ▶ 3,671.				
		Less: allowance for doubtful accounts ▶		15.	3,671.	3,671.
	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		16,796.	22,586.	22,586.
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		5,042,812.	4,993,037.	5,752,045.
	c	Investments - corporate bonds STMT 9		2,404,510.	2,566,129.	2,675,978.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		921,934.	1,751,479.	1,734,395.	
14	Land, buildings, and equipment: basis ▶ 325,894.					
	Less: accumulated depreciation STMT 11 ▶ 117,661.		214,823.	208,233.	208,233.	
15	Other assets (describe ▶ STATEMENT 12)		15,553.	365,553.	365,553.	
16	Total assets (to be completed by all filers)		11,278,968.	12,259,683.	13,111,456.	
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		11,278,968.	12,259,683.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		11,278,968.	12,259,683.		
31	Total liabilities and net assets/fund balances		11,278,968.	12,259,683.		

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	11,278,968.
2	Enter amount from Part I, line 27a	2	965,960.
3	Other increases not included in line 2 (itemize) ▶ AMORTIZATION/ACCRETION ON BONDS	3	19,279.
4	Add lines 1, 2, and 3	4	12,264,207.
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	5	4,524.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,259,683.

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 3,547,898.	<9,211.>	3,569,696.	<31,009.>

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			<31,009.>

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	<31,009.>
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	<24,065.>

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	595,274.	11,043,576.	.053902
2010	538,391.	10,072,431.	.053452
2009	537,025.	9,306,144.	.057707
2008	486,544.	10,489,743.	.046383
2007	471,850.	10,855,879.	.043465

2 Total of line 1, column (d)	2	.254909
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	.050982
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,211,312.
5 Multiply line 4 by line 3	5	571,575.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,041.
7 Add lines 5 and 6	7	572,616.
8 Enter qualifying distributions from Part XII, line 4	8	769,609.

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.

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ATTN: GARY BERGERA

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,041.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,041.
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	1,041.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,416.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,416.	
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	2,375.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 2,375. Refunded ☒ 0.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ UT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SMITH PETTIT FOUNDATION Telephone no. ► 801 521 3553 Located at ► 514 WEST 400 NORTH, SALT LAKE CITY, UT ZIP+4 ► 84116			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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.)	3b	X
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

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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

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?

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

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		95,000.	32,302.	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 AMOUNTS PAID TO CONTRACTORS FOR MORMON STUDIES RESEARCH AND PROGRESS-WRITING; 1 - 5 YEAR PROJECTS TO BE PUBLISHED UPON COMPLETION.	49,245.
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	
2	
All other program-related investments. See instructions.	
3 SEE FOOTNOTE RE: SIGNATURE BOOKS PUBLISHING, LLC	520,981.
Total. Add lines 1 through 3	520,981.

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	8,355,596.
b	Average of monthly cash balances	1b	2,937,977.
c	Fair market value of all other assets	1c	88,470.
d	Total (add lines 1a, b, and c)	1d	11,382,043.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,382,043.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	170,731.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,211,312.
6	Minimum investment return. Enter 5% of line 5	6	560,566.

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

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	248,628.
b	Program-related investments - total from Part IX-B	1b	520,981.
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	769,609.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,041.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	768,568.

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)

N/A

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

SMITH-PETTIT FOUNDATION

Form 990-PF (2012)

ATTN: GARY BERGERA

87-0641442

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

- 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

05/05/00

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
97,531.	126,259.	218,045.	465,307.	907,142.
82,901.	107,320.	185,338.	395,511.	771,071.
769,609.	599,519.	543,130.	539,036.	2,451,294.
0.	0.	0.	0.	0.
769,609.	599,519.	543,130.	539,036.	2,451,294.
				0.
				0.
373,711.	368,119.	335,748.	310,205.	1,387,783.
				0.
				0.
				0.
				0.

- 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).)

GEORGE D. SMITH, JR.

- 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.

GEORGE D. SMITH, JR.

- 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:

- 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:

SMITH-PETTIT FOUNDATION

Form 990-PF (2012)

ATTN: GARY BERGERA

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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				
ASSOCIATION FOR MORMON STUDIES 94-2762231	NONE	PUBLIC FOUNDATION	UNRESTRICTED	600.
JOHN WHITMER HISTORICAL ASSOCIATION 42-1149665	NONE	PUBLIC FOUNDATION	UNRESTRICTED	1,000.
MORMON HISTORY ASSOCIATION 23-7408475	NONE	PUBLIC FOUNDATION	UNRESTRICTED	1,200.
SALT LAKE CITY PUBLIC LIBRARY 87-6000279	NONE	PUBLIC FOUNDATION	UNRESTRICTED	1,000.
SUNSTONE EDUCATIONAL FOUNDATION 87-0683974	NONE	PUBLIC FOUNDATION	UNRESTRICTED	2,500.
Total	SEE CONTINUATION SHEET(S)			7,300.
b Approved for future payment				
NONE				
Total				0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

SMITH-PETTIT FOUNDATION

ATTN: GARY BERGERA

Employer identification number

87-0641442

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☒ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

SMITH-PETTIT FOUNDATION
ATTN: GARY BERGERA

Employer identification number

87-0641442**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>GEORGE D. SMITH</u> <u>3701 SACRAMENTO STREET, #255</u> <u>SAN FRANCISCO, CA 94118</u>	\$ <u>1,630,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>GEORGE D. SMITH</u> <u>3701 SACRAMENTO STREET, #255</u> <u>SAN FRANCISCO, CA 94118</u>	\$ <u>36,386.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

SMITH-PETTIT FOUNDATION
ATTN: GARY BERGERA

Employer identification number

87-0641442

Part II**Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

SMITH-PETTIT FOUNDATION**ATTN: GARY BERGERA****87-0641442**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT A	P		
b	SEE STATEMENT A	P		
c	SEE STATEMENT B	P		
d	SEE STATEMENT B	P		
e	SEE STATEMENT C	P		
f	SEE STATEMENT C	P		
g	SEE STATEMENT D	P		
h	SEE STATEMENT D	P		
i	SEE STATEMENT E	P		
j	SEE STATEMENT E	P		
k	SEE STATEMENT F	P		
l	SEE STATEMENT F	P		
m	SEE STATEMENT G	P		
n	SEE STATEMENT G	P		
o	SEE STATEMENT H	P		

(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	50,000.		50,563.	<563.>
b	35,050.		33,816.	1,234.
c	32,460.		29,647.	2,813.
d	12,411.		13,102.	<691.>
e	53,680.		63,709.	<10,029.>
f	101,623.		115,721.	<14,098.>
g	387.		290.	97.
h	33,332.		33,205.	127.
i	61,082.		60,294.	788.
j	282,980.		275,150.	7,830.
k	17,290.	235.	17,440.	85.
l	10,313.	193.	10,472.	34.
m	17,880.		14,396.	3,484.
n	22,745.		13,375.	9,370.
o	190,882.		165,746.	25,136.

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			** <563.>
b			1,234.
c			** 2,813.
d			<691.>
e			** <10,029.>
f			<14,098.>
g			** 97.
h			127.
i			** 788.
j			7,830.
k			** 85.
l			34.
m			** 3,484.
n			9,370.
o			** 25,136.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT H	P		
b	SEE STATEMENT I	P		
c	SEE STATEMENT I	P		
d	SEE STATEMENT J	P		
e	SEE STATEMENT J	P		
f	SEE STATEMENT K	P		
g	SEE STATEMENT K	P		
h	CAPITAL GAINS DIVIDENDS			
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	87,680.	81,107.	6,573.
b	482,911.	2,025.	9,543.
c	827,610.	<15,485.>	21,251.
d	553,195.	615,331.	<62,136.>
e	199,565.	237,276.	<37,711.>
f	330,049.	1,788.	6,717.
g	144,640.	2,033.	<996.>
h	133.		133.
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			6,573.
b			** 9,543.
c			21,251.
d			** <62,136.>
e			<37,711.>
f			** 6,717.
g			<996.>
h			133.
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	<31,009.>
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	<24,065.>

SMITH-PETTIT FOUNDATION
ATTN: GARY BERGERA

87-0641442

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
UTAH STATE HISTORICAL SOCIETY 87-6000545	NONE	PUBLIC FOUNDATION	UNRESTRICTED	1,000.
Total from continuation sheets				1,000.

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228111
05-01-12

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES

Account 578-00428-1-7-155
SMITH-PETTIT FOUNDATION
From 01-01-12 Through 12-01-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-07-2010	01-06-2012	10,000	Nii Hldgs Inc Nt Conv 3.125% Due 06-15-12	9,487.50	10,050.00 ✓		562.50
04-28-2011	01-23-2012	10,377	Cit Group Inc Secured 7.000% Due 05-01-16	10,493.84	10,377.10	-116.74	
02-04-2011	02-16-2012	25,000	Sunpower Convertible Contra Cusip 1.250% Due 02-15-27	24,328.13 ✓	25,000.00 ✓		671.87
04-28-2011	02-21-2012	13,028	Cit Group Inc Secured 7.000% Due 05-01-16	13,174.92	13,028.35 ✓	-146.57	
04-28-2011	03-09-2012	26,595	Cit Group Inc Secured 7.000% Due 05-01-16	26,893.74	26,594.54 ✓	-299.20	
TOTAL GAINS						0.00	1,234.37
TOTAL LOSSES						-562.51	0.00
TOTAL REALIZED GAIN/LOSS						-562.51	1,234.37
NO CAPITAL GAINS DISTRIBUTIONS							
			671.86	84,378.13	85,049.99		

STATEMENT A
EIN 87-0641442
Page 1 of 1

This report has been produced as a courtesy to Barclays clients and does not take the place of your customer account statement(s), which officially report your positions as shown on the books and records of the firm. This report contains additional portfolio information (including, but not limited to accrued interest, amortization, accretion and FASB 115 considerations) that is provided as a supplement to your monthly statement. This report contains information (including, but not limited to, prices, quotes and statistics) obtained from various outside sources, we do not represent that this information is accurate or complete and it should not be relied upon as such. To the extent there is a conflict between your customer account statement or your trade confirmation and this report, the customer account statement or trade confirmation will control. Barclays is not responsible for assets that you custody with a third-party custodian. This report is not intended for tax purposes, please consult your tax advisor. Please consult with your accounting advisor for the accounting treatment and financial statement presentation of Auction Rate Securities under Generally Accepted Accounting Principles.

"Barclays" refers to any company in the Barclays PLC group of companies. Barclays offers wealth management products and services to its clients through Barclays Bank PLC ("BBPLC") that functions in the United States through Barclays Capital Inc. ("BCI"), an affiliate of BBPLC. BCI is a registered broker-dealer and investment adviser, regulated by the U.S. Securities and Exchange Commission, with offices at 200 Park Avenue, New York, New York 10166. Member FINRA and SIPC. Barclays Bank PLC, registered in England and Wales (no. 1026167), has a registered office at 1

Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES

Account 834-60424-1-2-155
SMITH-PETTIT FOUNDATION
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-30-2010	01-05-2012	85	***Vodafone Group Plc Sponsored Adr New	1,990.70		2,335.52		344.82
10-15-2010	01-20-2012	232	***Gazprom O A O Sponsored Adr	2,487.40		2,725.69		238.29
06-23-2011	01-20-2012	67	***Gazprom O A O Sponsored Adr	927.95		787.16	-140.79	
01-04-2011	01-27-2012	141	***Home Retail Group Plc Sponsored Adr	1,743.73		895.35		-848.38
03-31-2011	01-27-2012	134	***Home Retail Group Plc Sponsored Adr	1,675.96		850.89	-825.07	
06-24-2011	01-27-2012	22	***Home Retail Group Plc Sponsored Adr	225.50		139.70	-85.80	
07-30-2010	02-08-2012	258	***Societe Generale Sponsored Adr	2,979.90		1,648.00		-1,331.90
06-23-2011	02-08-2012	353	***Societe Generale Sponsored Adr	3,851.23		2,254.81	-1,596.42	
08-17-2011	02-08-2012	760	***Societe Generale Sponsored Adr	5,418.80		4,854.56	-564.24	
09-09-2010	02-16-2012	30	***Toyota Motor Corporation Ads	2,097.49		2,467.17		369.68
07-12-2011	02-17-2012	464	***Tnt Express Nv Sponsored American Depos	4,635.99		5,840.47	1,204.48	
07-13-2011	02-17-2012	224	***Tnt Express Nv Sponsored American Depos	2,256.46		2,816.50	560.04	
08-17-2011	02-17-2012	242	***Tnt Express Nv Sponsored American Depos	2,422.57		3,049.11	626.53	
08-17-2011	02-23-2012	44	***Tnt Express Nv Sponsored American Depos	444.55		568.82	124.26	
09-07-2011	02-23-2012	4	***Tnt Express Nv Sponsored American Depos	33.75		57.52	23.77	
09-12-2011	02-23-2012	363	***Tnt Express Nv Sponsored American Depos	2,993.92		4,640.07	1,646.15	
09-12-2011	02-27-2012	368	***Tnt Express Nv Sponsored American Depos	3,035.15		4,559.65	1,524.50	
07-30-2010	03-08-2012	62	***Sanofi Sponsored Adr	1,802.34		2,339.17		536.83
12-07-2011	04-03-2012	38	***Transocean Ltd Us Listed	1,725.30		2,040.68	315.38	
TOTAL GAINS							6,025.12	1,489.62
TOTAL LOSSES							-3,212.32	-2,180.28
TOTAL REALIZED GAIN/LOSS							2,812.80	-690.66
NO CAPITAL GAINS DISTRIBUTIONS								

This report has been produced as a courtesy to Barclays clients and does not take the place of your customer account statement(s), which officially report your positions as shown on the books and records of the firm. This report contains additional portfolio information (including, but not limited to, accrued interest, amortization, accretion and FASB 115 considerations) that is provided as a supplement to your monthly statement. This report contains information (including, but not limited to, prices, quotes and statistics) obtained from various outside sources; we do not represent that this information is accurate or complete and it should not be relied upon as such. To the extent there is a conflict between your customer account statement or your trade confirmation and this report, the customer account statement or trade confirmation will control. Barclays is not responsible for assets that you custody with a third-party custodian. This report is not intended for tax purposes; please consult your tax advisor. Please consult with your accounting advisor for the accounting treatment and financial statement presentation of Auction Rate Securities under Generally Accepted Accounting Principles.

"Barclays" refers to any company in the Barclays PLC group of companies. Barclays offers wealth management products and services to its clients through Barclays Bank PLC ("BBK PLC") that functions in the United States through Barclays Capital Inc. ("BCI"), an affiliate of BBK PLC. BCI is a registered broker dealer and investment adviser, regulated by the U.S. Securities and Exchange Commission, with offices at 200 Park Avenue, New York, New York 10166. Member FINRA and SIPC. Barclays Bank PLC, registered in England and Wales (no. 1026167), has a registered office at 1

Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-60430-1-4-155
SMITH-PETTIT FOUNDATION HARDING LOEVNER MGMT LP
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-28-2010	02-08-2012	370	***Min Group Ltd Spons Adr	5,857.10		6,486.64		629.54
06-23-2011	02-08-2012	161	***Min Group Ltd Spons Adr	3,210.34		2,822.57	-387.77	
07-28-2010	02-13-2012	144	***Dassault Systems S A Sponsored Adr	9,691.20		11,911.00		2,219.80
07-28-2010	03-30-2012	441	***China Resources Enterprise Ltd-Sponsore	3,497.13		3,027.04		-470.09
06-23-2011	03-30-2012	440	***China Resources Enterprise Ltd-Sponsore	3,423.20		3,020.18	-403.02	
08-17-2011	03-30-2012	436	***China Resources Enterprise Ltd-Sponsore	3,727.80		2,992.72	-735.08	
07-28-2010	04-24-2012	242	***Wal-Mart De Mexico S A B De C V Spons A	5,757.18		6,827.70		1,070.52
06-23-2011	04-24-2012	131	***Wal-Mart De Mexico S A B De C V Spons A	3,770.18		3,695.99	-74.19	
09-08-2010	05-08-2012	92	Carnival Corp Common Paired Stock	3,165.24		2,906.56		-258.68
06-23-2011	05-08-2012	93	Carnival Corp Common Paired Stock	3,504.24		2,938.15	-566.09	
08-17-2011	05-08-2012	95	Carnival Corp Common Paired Stock	2,980.15		3,001.33	21.18	
06-23-2011	05-09-2012	119	***Wal-Mart De Mexico S A B De C V Spons A	3,424.82		3,023.65	-401.17	
08-17-2011	05-09-2012	242	***Wal-Mart De Mexico S A B De C V Spons A	6,025.80		6,148.93	123.13	
07-28-2010	05-16-2012	56	***Jupiter Telecommunications Co Limited U	3,801.84		3,831.39		29.55
07-28-2010	05-17-2012	5	***Jupiter Telecommunications Co Limited U	339.45		343.15		3.70
06-23-2011	05-17-2012	60	***Jupiter Telecommunications Co Limited U	4,485.00		4,117.85	-367.15	
08-17-2011	05-17-2012	60	***Jupiter Telecommunications Co Limited U	4,655.40		4,117.86	-537.54	
07-28-2010	07-10-2012	1	***Air Liquide-Adr	12.35		12.89		0.54
07-28-2010	07-16-2012	432	***Erste Group Bank Ag Sponsored Adr	9,180.00		3,918.54		-5,261.46
06-23-2011	07-16-2012	430	***Erste Group Bank Ag Sponsored Adr	10,578.00		3,900.40		-6,677.60
08-17-2011	07-16-2012	415	***Erste Group Bank Ag Sponsored Adr	7,872.55		3,764.33	-4,108.22	
12-28-2011	07-16-2012	517	***Erste Group Bank Ag Sponsored Adr	4,594.42		4,689.55	95.13	
07-28-2010	07-31-2012	161	***Canon Inc Adr New Repstg 5 Shs	6,763.61		5,406.68		-1,356.93
06-23-2011	07-31-2012	160	***Canon Inc Adr New Repstg 5 Shs	7,409.60		5,373.09		-2,036.51
08-17-2011	07-31-2012	152	***Canon Inc Adr New Repstg 5 Shs	7,125.76		5,104.44	-2,021.32	
04-12-2011	09-21-2012	64	***Novartis Ag American Depositary Shares	3,521.16		3,894.58		373.42

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-60430-1-4-155
SMITH-PETTIT FOUNDATION HARDING LOEVNER MGMT LP
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-23-2011	09-21-2012	68	***Novartis Ag American Depositary Shares	4,049.40		4,137.99		88.59
08-17-2011	09-21-2012	65	***Novartis Ag American Depositary Shares	3,693.95		3,955.44		261.49
07-28-2010	10-03-2012	117	***Petroleo Brasileiro Sa (Petrobras)-Spon	3,725.28		2,598.69		-1,126.59
02-03-2011	10-03-2012	48	***Petroleo Brasileiro Sa (Petrobras)-Spon	1,648.56		1,066.13		-582.43
06-23-2011	10-03-2012	234	***Petroleo Brasileiro Sa (Petrobras)-Spon	6,734.52		5,197.37		-1,537.15
08-17-2011	10-03-2012	196	***Petroleo Brasileiro Sa (Petrobras)-Spon	5,174.40		4,353.35		-821.05
07-28-2010	11-28-2012	270	***Hoya Corp Sponsored Adr	6,358.50		5,206.29		-1,152.21
06-23-2011	11-28-2012	269	***Hoya Corp Sponsored Adr	5,904.55		5,187.01		-717.54
08-17-2011	11-28-2012	264	***Hoya Corp Sponsored Adr	5,876.64		5,090.60		-786.04
07-31-2012	11-28-2012	220	***Hoya Corp Sponsored Adr	4,909.39		4,242.16	-667.23	
07-28-2010	12-12-2012	190	***Arm Holdings Plc Sponsored Adr	2,981.10		6,990.59		4,009.49
TOTAL GAINS							239.44	8,686.64
TOTAL LOSSES							-10,268.78	-22,784.28
TOTAL REALIZED GAIN/LOSS							-10,029.34	-14,097.64
NO CAPITAL GAINS DISTRIBUTIONS								

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-60439-1-5-155
SMITH-PETTIT FOUNDATION RIVERBRIDGE PARTNERS LLC
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-28-2010	01-12-2012	150	Napco Security Technologies Inc	300.00		350.88		50.88
07-28-2010	01-30-2012	5	Cabot Microelectronics Corp	167.45		255.14		87.69
07-28-2010	01-30-2012	10	Cass Information Systems Inc	310.36		403.35		92.99
07-28-2010	01-30-2012	5	Cephed	81.73		212.94		131.21
06-13-2011	01-30-2012	10	Ebix Inc Formerly Ebix.com Inc New	202.89		248.59	45.70	
07-28-2010	01-30-2012	10	Forward Air Corporation	290.60		343.89		53.29
07-28-2010	01-30-2012	5	Quality Systems Inc	138.40		199.44		61.04
07-28-2010	01-30-2012	10	Rollins Inc	148.44		214.99		66.55
07-28-2010	01-30-2012	5	Ultimate Software Group Inc	173.44		340.94		167.50
07-28-2010	03-13-2012	55	Forrester Research Inc	1,829.85		1,783.90		-45.95
07-28-2010	03-15-2012	95	Enemco Inc	3,187.25		681.09		-2,506.16
07-28-2010	04-13-2012	85	Quality Systems Inc	2,352.80		3,398.63		1,045.83
04-06-2011	05-15-2012	5	Athenahealth Inc	230.33		376.69		146.36
07-28-2010	05-15-2012	5	Beacon Roofing Supply Inc	87.00		124.70		37.70
07-28-2010	05-15-2012	200	Echelon Corp	1,536.00		702.63		-833.37
01-14-2011	05-15-2012	58	Echelon Corp	596.95		203.76		-393.19
01-18-2011	05-15-2012	86	Echelon Corp	873.90		302.13		-571.77
07-28-2010	05-15-2012	5	National Instruments Corp	109.67		132.23		22.56
07-28-2010	05-15-2012	5	Portfolio Recovery Associates Inc	335.55		352.64		17.09
07-28-2010	05-15-2012	5	Power Integrations Inc	183.47		212.19		28.72
08-18-2011	05-15-2012	5	Sps Comm Inc	86.68		137.68	51.00	
07-28-2010	05-15-2012	5	Stratasys Ltd	116.48		247.02		130.54
07-28-2010	05-25-2012	255	Alscripts Healthcare Solutions Inc	4,217.70		2,801.47		-1,416.23
07-28-2010	06-14-2012	80	Medtox Scientific Inc New	920.80		2,139.40		1,218.60
07-28-2010	07-09-2012	25	Ultimate Software Group Inc	867.21		2,217.28		1,350.07
07-28-2010	07-17-2012	78	Angiodynamics Inc	1,202.61		899.72		-302.89
07-28-2010	07-18-2012	207	Angiodynamics Inc	3,191.55		2,368.69		-822.86
04-06-2011	08-14-2012	10	Athenahealth Inc	460.65		901.65		441.00
07-28-2010	08-14-2012	25	Capella Education Company	2,341.50		772.24		-1,569.26
10-25-2010	08-14-2012	24	Capella Education Company	1,593.34		741.36		-851.98
07-28-2010	08-14-2012	250	Resources Connection Inc	3,203.23		2,969.25		-233.98
07-28-2010	12-03-2012	91	Stratasys Ltd	2,120.00		6,643.91		4,523.91
07-28-2010	12-20-2012	1	Cass Information Systems Inc	37.78		38.70		0.92
TOTAL GAINS							96.70	9,674.45
TOTAL LOSSES							0.00	-9,547.64
TOTAL REALIZED GAIN/LOSS							96.70	126.81
NO CAPITAL GAINS DISTRIBUTIONS								

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-60445-1-7-155
SMITH-PETTIT FOUNDATION FIDUCIARY MANAGEMENT
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-28-2010	01-17-2012	270	***Diageo Plc-Sponsored Adr New Repstg 4 O	18,849.87		23,199.03		4,349.16
07-28-2010	04-26-2012	255	***Nestle Sa-Sponsored ADR Repstg Regd Ord	12,678.60		15,580.75		2,902.15
07-28-2010	04-30-2012	520	Time Warner Inc New	16,442.40		19,474.41		3,032.01
07-28-2010	05-24-2012	1,910	Staples Inc	38,505.60		25,795.38		-12,710.22
07-30-2010	05-24-2012	470	Staples Inc	9,558.59		6,347.55		-3,211.04
07-28-2010	05-31-2012	1,055	United Parcel Svc Inc Cl B	68,652.47		77,809.58		9,157.11
06-27-2011	05-31-2012	95	United Parcel Svc Inc Cl B	6,788.86		7,006.55	217.69	
07-28-2010	07-23-2012	465	***Diageo Plc-Sponsored Adr New Repstg 4 O	32,463.66		47,905.30		15,441.64
07-28-2010	08-10-2012	445	Wal-Mart Stores Inc	22,846.99		32,776.22		9,929.23
07-30-2010	08-15-2012	245	Staples Inc	4,982.67		2,770.33		-2,212.34
01-27-2011	08-15-2012	480	Staples Inc	10,917.90		5,427.59		-5,490.31
03-16-2011	08-15-2012	515	Staples Inc	10,042.38		5,823.35		-4,219.03
05-23-2011	08-15-2012	1,435	Staples Inc	24,007.42		16,226.23		-7,781.19
06-27-2011	08-15-2012	340	Staples Inc	5,201.26		3,844.54		-1,356.72
04-03-2012	10-12-2012	545	Kohls Corp	28,215.67		28,067.87	-147.80	
04-05-2012	10-12-2012	505	Kohls Corp	25,289.10		26,007.84	718.74	
TOTAL GAINS							936.43	44,811.30
TOTAL LOSSES							-147.80	-36,980.85
TOTAL REALIZED GAIN/LOSS								8,619.08
NO CAPITAL GAINS DISTRIBUTIONS								
				335,443.44		344,062.52	788,633.33	830.45

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**Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES**

**Account 834-60449-1-3-155
SMITH-PETTIT FOUNDATION
From 01-01-12 Through 12-31-12**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-16-2010	03-07-2012	5,000	Brinker International Inc 5.750% Due 06-01-14	5,297.00	-116.58	5,312.50		132.08
05-05-2011	03-14-2012	10,000	Washington Post Co 7.250% Due 02-01-19	11,626.50	-152.90	11,520.90	47.30	
08-10-2010	03-15-2012	5,000	Hertz Corp Sr Nt 8.875% Due 01-01-14	5,175.00	-76.72	5,000.00		-98.28
05-05-2011	04-05-2012	5,000	Washington Post Co 7.250% Due 02-01-19	5,813.25	-81.92	5,769.05	37.72	
TOTAL GAINS							85.03	132.08
TOTAL LOSSES							0.00	-98.28
TOTAL REALIZED GAIN/LOSS							85.03	33.80
NO CAPITAL GAINS DISTRIBUTIONS								

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
Account 834-95450-1-5-155
SMITH-PETTIT FOUNDATION EARNEST
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-17-2011	01-09-2012	130	Cabot Oil & Gas Corp	9,448.40		10,407.91	959.51	
08-17-2011	03-16-2012	70	Checkpoint Systems Inc	1,067.50		811.96	-255.54	
08-17-2011	05-16-2012	122	Delphi Financial Group Inc Cl A	2,881.64		5,352.75	2,471.11	
08-17-2011	09-13-2012	314	Arris Group Inc New Com	3,251.47		4,368.26		1,116.79
01-06-2012	09-13-2012	94	Arris Group Inc New Com	998.75		1,307.69	308.94	
08-17-2011	09-20-2012	38	Amerigroup Corp	1,788.66		3,461.55		1,672.89
08-17-2011	10-31-2012	88	Pvh Corp	5,510.56		9,395.29		3,884.73
08-17-2011	12-24-2012	60	Amerigroup Corp	2,824.20		5,520.00		2,695.80
TOTAL GAINS							3,739.56	9,370.21
TOTAL LOSSES							-255.54	0.00
TOTAL REALIZED GAIN/LOSS							3,484.02	9,370.21
NO CAPITAL GAINS DISTRIBUTIONS								

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**Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES**

**Account 834-95451-1-4-155
SMITH-PETTIT FOUNDATION
From 01-01-12 Through 12-31-12**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-18-2011	01-20-2012	25	Exxon Mobil Corp	1,770.50		2,182.62	412.12	
08-18-2011	01-24-2012	46	Exxon Mobil Corp	3,257.72		4,001.20	743.48	
08-18-2011	02-01-2012	60	Praxair Inc	5,587.43		6,429.98	842.55	
08-18-2011	02-16-2012	115	Visa Inc Cl A Common Stock	9,294.03		13,090.46	3,796.43	
08-18-2011	03-13-2012	181	Waste Management Inc Del	5,393.80		6,298.88	905.08	
08-18-2011	03-14-2012	136	Comcast Corporation New Spl Class A	2,747.23		3,989.63	1,242.40	
08-18-2011	03-14-2012	45	Exxon Mobil Corp	3,186.90		3,893.16	706.26	
08-18-2011	03-14-2012	133	Tjx Companies Inc New	3,510.53		5,062.54	1,552.00	
08-18-2011	03-14-2012	487	Waste Management Inc Del	14,512.60		16,896.28	2,383.68	
08-18-2011	03-30-2012	81	Davita Healthcare Partners Inc	5,726.32		7,289.98	1,563.66	
08-18-2011	04-11-2012	233	Corning Inc	3,390.15		3,147.20	-242.95	
08-18-2011	04-12-2012	55	Ameriprise Finl Inc	2,262.19		3,009.63	747.44	
08-18-2011	04-12-2012	201	Corning Inc	2,924.55		2,764.25	-160.30	
08-18-2011	04-12-2012	51	Prudential Financial Inc	2,428.75		3,116.98	688.23	
08-18-2011	04-19-2012	0	Northeast Utilities	1.29		31.16	29.87	
08-18-2011	05-16-2012	46	Mellife Inc	1,466.02		1,506.91	40.89	
08-18-2011	05-16-2012	37	Prudential Financial Inc	1,762.04		1,803.84	41.80	
08-18-2011	05-18-2012	161	Tjx Companies Inc New	4,249.59		6,470.34	2,220.74	
08-18-2011	05-21-2012	86	Franklin Resources Inc	9,390.34		9,331.64	-58.70	
08-18-2011	06-07-2012	47	Ameriprise Fml Inc	1,933.14		2,287.50	354.36	
08-18-2011	06-07-2012	54	Mellife Inc	1,720.98		1,606.49	-114.49	
08-18-2011	06-11-2012	21	Ameriprise Finl Inc	863.75		1,008.40	144.65	
08-18-2011	06-12-2012	23	Ameriprise Finl Inc	946.01		1,100.41	154.40	
08-18-2011	06-27-2012	64	Conocophillips	3,102.74		3,478.48	375.74	
08-18-2011	06-27-2012	89	Conocophillips	4,314.74		4,820.19	505.45	
11-08-2011	06-27-2012	39	Conocophillips	2,156.35		2,112.22	-44.13	
08-18-2011	07-13-2012	51	American Express Company	2,236.35		2,940.92	704.57	
08-18-2011	07-13-2012	20	Visa Inc Cl A Common Stock	1,616.35		2,475.03	858.68	
08-18-2011	07-26-2012	240	Corning Inc	3,492.00		2,668.79	-823.21	
08-18-2011	07-27-2012	40	Corning Inc	582.00		463.18	-118.82	
08-18-2011	07-30-2012	116	Corning Inc	1,687.80		1,322.33	-365.47	
08-18-2011	07-31-2012	135	Corning Inc	1,964.25		1,536.31	-427.94	
08-18-2011	08-01-2012	125	Corning Inc	1,818.75		1,417.08	-401.67	
08-18-2011	08-01-2012	23	Northeast Utilities	740.08		903.31	163.23	
08-18-2011	08-01-2012	56	Northeast Utilities	1,801.93		2,193.73	391.80	
08-18-2011	08-02-2012	24	Northeast Utilities	772.25		930.58	158.33	
08-18-2011	08-02-2012	44	Northeast Utilities	1,415.80		1,718.77	302.97	
08-18-2011	08-02-2012	50	Wisconsin Energy Corp	1,513.00		1,996.03	483.03	
08-18-2011	08-03-2012	93	***Ingersoll Rand Plc	2,604.00		3,975.57	1,371.57	
08-18-2011	08-03-2012	165	Comcast Corporation New Spl Class A	3,333.04		5,544.85	2,211.81	
08-18-2011	08-03-2012	36	Nyse Euronext	920.88		897.44	-23.44	
08-18-2011	08-03-2012	53	Ventas Inc	2,501.38		3,555.65	1,054.27	
08-18-2011	08-03-2012	95	Wisconsin Energy Corp	2,874.70		3,830.88	956.18	
08-18-2011	08-06-2012	32	Nyse Euronext	818.56		791.20	-27.36	
08-18-2011	08-09-2012	94	Nyse Euronext	2,404.52		2,348.16	-56.36	
08-18-2011	08-10-2012	72	Nyse Euronext	1,841.76		1,789.95	-51.81	
08-18-2011	08-13-2012	72	Nyse Euronext	1,841.76		1,801.61	-40.15	
08-18-2011	08-13-2012	469	Yahoo Inc	6,068.86		7,047.37	978.51	
08-18-2011	08-14-2012	78	Nyse Euronext	1,995.24		1,965.05	-30.19	
08-18-2011	08-15-2012	216	Nyse Euronext	5,525.28		5,436.64	-88.64	
08-18-2011	08-21-2012	639	Yahoo Inc	8,268.66		9,553.49		1,284.83
04-04-2012	08-21-2012	329	Yahoo Inc	5,018.45		4,918.78	-99.67	

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**Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES**

**Account 834-95451-1-4-155
SMITH-PETTIT FOUNDATION
From 01-01-12 Through 12-31-12**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-18-2011	09-11-2012	76	Phillips 66 Com	2,338.86		3,487.65		1,148.79
11-08-2011	09-11-2012	19	Phillips 66 Com	679.93		889.01	209.08	
08-18-2011	09-14-2012	33	Thermo Fisher Scientific Inc	1,679.70		2,001.90		322.20
08-18-2011	09-17-2012	22	Thermo Fisher Scientific Inc	1,119.80		1,329.58		209.78
08-18-2011	09-18-2012	18	Thermo Fisher Scientific Inc	916.20		1,079.01		162.81
08-18-2011	09-19-2012	23	Thermo Fisher Scientific Inc	1,170.70		1,378.15		207.45
08-18-2011	09-20-2012	19	Thermo Fisher Scientific Inc	967.10		1,134.97		167.87
08-18-2011	09-24-2012	41	Thermo Fisher Scientific Inc	2,086.90		2,441.17		354.27
08-18-2011	09-25-2012	33	Thermo Fisher Scientific Inc	1,679.70		1,969.63		289.93
08-18-2011	09-27-2012	29	Genuine Parts Co	1,429.41		1,769.68		340.27
08-18-2011	09-27-2012	30	Thermo Fisher Scientific Inc	1,527.00		1,777.74		250.74
08-18-2011	09-28-2012	17	Genuine Parts Co	837.93		1,034.79		196.86
08-18-2011	10-01-2012	1	Genuine Parts Co	49.29		61.02		11.73
08-18-2011	10-01-2012	160	Td Ameritrade Hldg Corp	2,299.20		2,489.46		190.26
08-18-2011	10-03-2012	6	Davita Healthcare Partners Inc	424.17		627.39		203.22
08-18-2011	11-16-2012	60	Dell Inc	820.20		532.63		-287.57
08-18-2011	11-27-2012	261	Dell Inc	3,567.87		2,557.64		-1,010.23
08-18-2011	11-28-2012	112	Dell Inc	1,531.04		1,076.71		-454.33
08-18-2011	11-29-2012	61	Dell Inc	833.87		591.54		-242.33
08-18-2011	11-30-2012	55	Dell Inc	751.85		529.96		-221.89
08-18-2011	12-03-2012	104	Dell Inc	1,421.68		1,056.63		-365.05
11-17-2011	12-04-2012	111	Darden Restaurants Inc	5,227.17		5,237.92		10.75
08-18-2011	12-04-2012	53	Dell Inc	724.51		542.95		-181.56
11-17-2011	12-05-2012	5	Darden Restaurants Inc	235.46		235.32		-0.14
03-14-2012	12-05-2012	45	Darden Restaurants Inc	2,382.22		2,117.89	-264.33	
08-18-2011	12-05-2012	179	Dell Inc	2,446.93		1,874.51		-572.42
03-14-2012	12-06-2012	72	Darden Restaurants Inc	3,811.55		3,384.60	-426.95	
03-30-2012	12-06-2012	70	Darden Restaurants Inc	3,583.63		3,290.59	-293.04	
08-18-2011	12-06-2012	117	Dell Inc	1,599.39		1,216.34		-383.05
08-18-2011	12-07-2012	117	Dell Inc	1,599.39		1,217.89		-381.50
08-18-2011	12-17-2012	41	Laboratory Corp Amer Hldgs New	3,278.36		3,579.49		301.13
08-18-2011	12-17-2012	158	Mettlife Inc	5,035.46		5,053.14		17.68
08-18-2011	12-17-2012	62	Prudential Financial Inc	2,952.60		3,215.48		262.88
08-18-2011	12-18-2012	32	Laboratory Corp Amer Hldgs New	2,558.72		2,813.20		254.48
08-18-2011	12-18-2012	114	Mettlife Inc	3,633.18		3,740.26		107.08
08-18-2011	12-18-2012	176	Prudential Financial Inc	8,381.58		9,267.20		885.62
08-18-2011	12-19-2012	114	Mettlife Inc	3,633.18		3,797.68		164.50
08-18-2011	12-20-2012	202	Comcast Corporation New Spl Class A	4,080.45		7,408.00		3,327.55
TOTAL GAINS							29,295.27	10,672.68
TOTAL LOSSES							-4,159.62	-4,100.07
TOTAL REALIZED GAIN/LOSS							25,135.65	6,572.61
NO CAPITAL GAINS DISTRIBUTIONS								

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
Account 834-90544-1-4-155
SMITH-PETTIT FOUNDATION
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-14-2010	04-20-2012	75,000	Agilent Technologies Inc Sr Nt 2.500% Due 07-15-13	75,342.00	-198.49	76,164.10		1,020.59
04-03-2007	04-20-2012	50,000	American Express Co 4.875% Due 07-15-13	49,231.00	597.81	52,251.35		2,422.54
08-25-2011	04-20-2012	50,000	American Tower Corporation 4.625% Due 04-01-15	53,887.50	-682.33	53,351.35	146.18	
03-02-2009	04-20-2012	50,000	Brookfield Asset Management Inc 7.125% Due 06-15-12	40,500.00	8,952.36	50,356.50		904.14
03-13-2012	04-20-2012	35,000	Cit Group Inc Sr Unsecured 5.250% Due 03-15-18	35,350.00	-5.21	36,072.85	728.06	
09-12-2011	04-20-2012	25,000	Comcast Corp New Nt 4.950% Due 06-15-16	27,968.75	-359.78	28,248.60	639.63	
10-20-2009	04-20-2012	50,000	Crown Castle Intl Corp Sr Nt 9.000% Due 01-15-15	53,563.62	-1,533.86	55,119.85		3,090.09
10-28-2010	04-20-2012	50,000	Equinix Inc Senior Notes 8.125% Due 03-01-18	53,250.00	-529.91	55,000.35		2,280.26
05-04-2011	04-20-2012	50,000	General Electric Capital Corp 2.950% Due 05-09-16	49,903.00	17.53	52,155.35	2,234.82	
01-05-2012	04-20-2012	25,000	Genesis Energy Lp/ Genesis Fin Sr Nt 7.875% Due 12-15-18	25,312.50	-10.06	25,808.21	505.77	
02-23-2012	04-20-2012	5,000	Genesis Energy Lp/ Genesis Fin Sr Nt 7.875% Due 12-15-18	5,225.00	-4.06	5,161.64	-59.30	
10-12-2011	04-20-2012	30,000	Iron Mountain Inc Sr Subordinated Notes 7.750% Due 10-01-19	30,450.00	-22.13	32,628.85	2,200.98	
08-04-2011	04-20-2012	25,000	Jpmorgan Chase & Co Nt 3.150% Due 07-05-16	25,243.25	-33.07	25,807.85	597.67	
04-30-2010	04-20-2012	50,000	Kansas City Southern Ry Co Sr Nt 8.000% Due 06-01-15	53,000.00	-1,048.23	52,269.85		318.08
01-05-2012	04-20-2012	25,000	Markwest Energy Partners Lp / Fin Corp Sr Nt 6.750% Due 11-01-20	26,750.00	-44.76	27,132.35	427.11	
01-21-2005	04-20-2012	100,000	Mueller Inds Inc Sub Deb 6.000% Due 11-01-14	98,750.00	851.89	99,694.85		92.96
12-30-2008	04-20-2012	36,000	Onebeacon U S Hldg Inc 5.875% Due 05-15-13	26,550.00	6,598.18	37,525.21		4,377.03
09-08-2011	04-20-2012	25,000	Range Res Corp Sr Sub Nt 7.500% Due 10-01-17	26,468.75	-125.18	26,338.60	-4.97	
12-08-2011	04-20-2012	15,000	Regal Cinemas Corp Gld Sr Nt 19 8.625% Due 07-15-19	16,050.00	-38.47	16,422.79	411.26	
02-14-2012	04-20-2012	20,000	Regal Cinemas Corp Gld Sr Nt 19 8.625% Due 07-15-19	21,700.00	-31.79	21,897.06	228.85	
11-02-2010	04-20-2012	25,000	Regency Energy Partners Lp / Regency Energy Fin Corp Sr Nt 6.875% Due 12-01-18	26,437.50	-212.58	26,414.85		189.93

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**Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES**

**Account 834-90544-1-4-155
SMITH-PETTIT FOUNDATION
From 01-01-12 Through 12-31-12**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-12-2011	04-20-2012	25,000	Slm Corp Medium Term Nts 6.250% Due 01-25-16	26,406.25	-256.37	25,633.60	-516.28	
02-04-2011	04-20-2012	25,000	***Teekay Corp Sr Nt 8.500% Due 01-15-20	26,750.00	-175.14	25,815.00		-759.86
03-09-2012	04-20-2012	10,000	***Teekay Corp Sr Nt 8.500% Due 01-15-20	10,450.00	-4.84	10,326.00	-119.16	
04-21-2011	04-20-2012	50,000	Vornado Realty Trust 4.250% Due 04-01-15	51,462.00	-351.85	52,239.85	1,129.70	
03-18-2010	04-20-2012	50,000	Windstream Corp 8.125% Due 08-01-13	52,687.50	-1,599.50	53,294.85		2,206.85
09-30-2009	04-23-2012	50,000	Iconix Brand Group Inc Sr Sub Nt Conv 1.875% Due 12-31-12	44,000.00	4,629.27	49,744.85		1,115.58
08-03-2010	04-23-2012	50,000	Kkr Financial Holdings Llc Conv St Nts 7.000% Due 07-15-12	51,000.00	-877.50	49,994.85		-127.65
04-07-2010	04-23-2012	40,000	Nii Hldgs Inc Nt Conv 3.125% Due 06-15-12	37,950.00	1,906.32	39,994.85		138.53
01-21-2011	04-25-2012	750	***Seaspan Corporation Cumulative Red Perp	18,750.00		20,581.88		1,831.88
05-20-2011	04-25-2012	800	***Seaspan Corporation Cumulative Red Perp	21,720.00		21,954.01	234.01	
03-08-2012	08-24-2012	20,000	Cms Energy Corp Sr Nt 5.050% Due 02-15-18	21,046.20	-72.82	21,731.65	758.27	
05-04-2011	08-24-2012	25,000	Covanta Hldg Corp Sr Nt 7.250% Due 12-01-20	26,862.50	-194.82	27,619.85		952.17
02-08-2011	08-24-2012	25,000	Ford Mtr Cr Co Sr Nts 7.000% Due 04-15-15	27,625.00	-914.71	27,889.35		1,179.06
08-31-2011	10-18-2012	25,000	Nielsen Fin Llc / Co Sr Nt 11.500% Due 05-01-16	28,625.00	-765.78	27,877.35		18.13
TOTAL GAINS							10,242.32	22,137.82
TOTAL LOSSES							-699.71	-887.51
TOTAL REALIZED GAIN/LOSS							9,542.61	21,250.31
NO CAPITAL GAINS DISTRIBUTIONS								

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-61141-1-2-155
SMITH-PETTIT FOUNDATION DREMAN
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-30-2010	04-19-2012	119	***Axis Capital Holdings Ltd	3,728.27		4,046.96		318.69
06-23-2011	04-19-2012	97	***Axis Capital Holdings Ltd	2,978.87		3,298.78	319.91	
02-08-2012	04-19-2012	222	***Axis Capital Holdings Ltd	7,241.00		7,549.80	308.80	
12-07-2011	04-19-2012	62	***Transocean Ltd Us Listed	2,814.96		3,103.65	288.69	
12-08-2011	04-19-2012	109	***Transocean Ltd Us Listed	4,778.19		5,456.41	678.22	
04-10-2012	04-19-2012	2,294	***Ageas Sponsored Adr	4,587.54		4,174.98	-412.56	
08-18-2011	04-19-2012	2,187	***Alstom Un-sponsored Adr	9,620.18		7,523.10	-2,097.08	
10-03-2011	04-19-2012	684	***Alstom Un-sponsored Adr	2,176.56		2,352.91	176.35	
07-30-2010	04-19-2012	351	***Alumina Ltd Sponsored Adr	1,965.60		1,754.76		-210.84
06-23-2011	04-19-2012	412	***Alumina Ltd Sponsored Adr	3,584.40		2,059.72	-1,524.68	
08-17-2011	04-19-2012	447	***Alumina Ltd Sponsored Adr	3,584.94		2,234.69	-1,350.25	
10-03-2011	04-19-2012	380	***Alumina Ltd Sponsored Adr	2,099.46		1,899.74	-199.72	
07-30-2010	04-19-2012	187	***Anglogold Ashanti Ltd (New) Sponsored A	7,515.53		6,302.92		-1,212.61
06-23-2011	04-19-2012	222	***Anglogold Ashanti Ltd (New) Sponsored A	8,984.34		7,482.61	-1,501.73	
08-17-2011	04-19-2012	121	***Anglogold Ashanti Ltd (New) Sponsored A	5,566.00		4,078.36	-1,487.64	
07-30-2010	04-19-2012	118	***Astrazeneca Plc Sponsored Adr	6,000.30		5,361.79		-638.51
02-08-2011	04-19-2012	11	***Astrazeneca Plc Sponsored Adr	532.38		499.83		-32.55
07-30-2010	04-19-2012	125	***Barrick Gold Corp	5,129.58		5,162.38		32.80
01-21-2011	04-19-2012	50	***Barrick Gold Corp	2,363.50		2,064.95		-298.55
06-23-2011	04-19-2012	101	***Barrick Gold Corp	4,378.01		4,171.21	-206.80	
07-30-2010	04-19-2012	219	***Cameco Corp	5,541.33		4,674.12		-867.21
03-15-2011	04-19-2012	66	***Cameco Corp	2,102.26		1,408.64		-693.62
06-23-2011	04-19-2012	400	***Cameco Corp	9,780.00		8,537.21	-1,242.79	
08-08-2011	04-19-2012	117	***Cameco Corp	2,644.42		2,497.14	-147.28	
08-17-2011	04-19-2012	471	***Cameco Corp	10,771.77		10,052.57	-719.20	
12-20-2011	04-19-2012	149	***Cameco Corp	2,644.21		3,180.11	535.90	
07-30-2010	04-19-2012	643	***Carrefour Sa Sponsored Adr	5,896.31		2,623.38		-3,272.93
12-03-2010	04-19-2012	181	***Carrefour Sa Sponsored Adr	1,604.80		738.46		-866.34
06-23-2011	04-19-2012	1,158	***Carrefour Sa Sponsored Adr	8,754.48		4,724.53	-4,029.95	
08-17-2011	04-19-2012	950	***Carrefour Sa Sponsored Adr	6,355.50		3,875.91	-2,479.59	
10-03-2011	04-19-2012	1,220	***Carrefour Sa Sponsored Adr	5,492.68		4,977.49	-515.19	
04-10-2012	04-19-2012	1,011	***Carrefour Sa Sponsored Adr	4,350.23		4,124.79	-225.44	
07-30-2010	04-19-2012	342	***Centrais Electricas Brasileiras S A Ele	4,487.04		2,958.10		-1,528.94
06-23-2011	04-19-2012	438	***Centrais Electricas Brasileiras S A Ele	5,593.26		3,788.45	-1,804.81	
08-17-2011	04-19-2012	587	***Centrais Electricas Brasileiras S A Ele	6,257.42		5,077.22	-1,180.20	

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-61141-1-2-155
SMITH-PETTIT FOUNDATION DREMAN
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-30-2010	04-19-2012	743	***Dai Nippon Printing Limited Japan Spons	9,042.31		6,649.70		-2,392.61
06-23-2011	04-19-2012	1,111	***Dai Nippon Printing Limited Japan Spons	12,021.02		9,943.22	-2,077.80	
08-17-2011	04-19-2012	912	***Dai Nippon Printing Limited Japan Spons	9,676.32		8,162.22	-1,514.10	
04-13-2011	04-19-2012	93	***Daiichi Sankyo Co Ltd Sponsored Adr	1,739.44		1,578.17		-161.27
04-25-2011	04-19-2012	83	***Daiichi Sankyo Co Ltd Sponsored Adr	1,582.16		1,408.48	-173.68	
06-24-2011	04-19-2012	171	***Daiichi Sankyo Co Ltd Sponsored Adr	3,300.30		2,901.81	-398.49	
08-17-2011	04-19-2012	151	***Daiichi Sankyo Co Ltd Sponsored Adr	2,988.29		2,562.41	-425.88	
02-23-2011	04-19-2012	157	***East Japan Railway Co Un-sponsored Adr	1,809.50		1,588.80		-220.70
03-02-2011	04-19-2012	146	***East Japan Railway Co Un-sponsored Adr	1,702.35		1,477.49		-224.86
06-23-2011	04-19-2012	408	***East Japan Railway Co Un-sponsored Adr	3,847.44		4,128.87	281.43	
08-17-2011	04-19-2012	286	***East Japan Railway Co Un-sponsored Adr	2,813.42		2,894.25	80.83	
07-30-2010	04-19-2012	352	***Electricite De France Sa Un-sponsored Ad	3,016.64		1,400.93		-1,615.71
11-09-2010	04-19-2012	223	***Electricite De France Sa Un-sponsored Ad	1,949.91		887.52		-1,062.39
04-07-2011	04-19-2012	72	***Electricite De France Sa Un-sponsored Ad	566.50		286.55		-279.95
06-23-2011	04-19-2012	739	***Electricite De France Sa Un-sponsored Ad	5,357.75		2,941.15	-2,416.60	
08-17-2011	04-19-2012	980	***Electricite De France Sa Un-sponsored Ad	6,085.80		3,900.31	-2,185.49	
12-19-2011	04-19-2012	386	***Electricite De France Sa Un-sponsored Ad	1,801.23		1,536.25	-264.98	
02-08-2012	04-19-2012	485	***Ericsson Adr Cl B Sek 10 New	4,665.12		4,690.09	24.97	
02-09-2012	04-19-2012	506	***Ericsson Adr Cl B Sek 10 New	4,800.47		4,893.16	92.69	
07-30-2010	04-19-2012	545	***Finmeccanica Spa Roma Un-sponsored Adrs	3,024.75		1,155.37		-1,869.38
09-27-2010	04-19-2012	565	***Finmeccanica Spa Roma Un-sponsored Adrs	3,219.43		1,197.77		-2,021.66
06-23-2011	04-19-2012	1,273	***Finmeccanica Spa Roma Un-sponsored Adrs	7,166.99		2,698.70	-4,468.29	
08-03-2011	04-19-2012	1,537	***Finmeccanica Spa Roma Un-sponsored Adrs	5,502.61		3,258.37	-2,244.24	
08-17-2011	04-19-2012	1,580	***Finmeccanica Spa Roma Un-sponsored Adrs	5,656.40		3,349.52	-2,306.88	
08-03-2010	04-19-2012	192	***Fujifilm Holdings Corporation Adr	6,249.60		4,135.59		-2,114.01
06-23-2011	04-19-2012	260	***Fujifilm Holdings Corporation Adr	7,659.60		5,600.27	-2,059.33	
08-17-2011	04-19-2012	276	***Fujifilm Holdings Corporation Adr	7,407.84		5,944.90	-1,462.94	

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Account 834-61141-1-2-155
SMITH-PETTIT FOUNDATION DREMAN
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-23-2011	04-19-2012	166	***Gazprom O A O Sponsored Adr	2,299.10		1,910.61	-388.49	
07-30-2010	04-19-2012	87	***Glaxosmithkline Plc Sponsored Adr(Frm G	3,046.74		4,074.99		1,028.25
02-07-2011	04-19-2012	53	***Glaxosmithkline Plc Sponsored Adr(Frm G	2,063.30		2,482.46		419.16
06-23-2011	04-19-2012	214	***Glaxosmithkline Plc Sponsored Adr(Frm G	8,724.78		10,023.54	1,298.76	
08-17-2011	04-19-2012	170	***Glaxosmithkline Plc Sponsored Adr(Frm G	7,180.80		7,962.62	781.82	
07-30-2010	04-19-2012	449	***Gold Fields Ltd New Sponsored Adr	6,030.07		5,727.17		-302.90
06-23-2011	04-19-2012	514	***Gold Fields Ltd New Sponsored Adr	7,057.22		6,556.28	-500.94	
08-17-2011	04-19-2012	199	***Gold Fields Ltd New Sponsored Adr	3,341.21		2,538.32	-802.89	
07-30-2010	04-19-2012	53	***Hachijuni Bank Ltd-Adr	3,052.80		2,902.74		-150.06
06-24-2011	04-19-2012	344	***Home Retail Group Plc Sponsored Adr	3,526.00		2,194.67	-1,331.33	
09-06-2011	04-19-2012	561	***Home Retail Group Plc Sponsored Adr	4,242.34		3,579.10	-663.24	
01-12-2012	04-19-2012	542	***Home Retail Group Plc Sponsored Adr	2,796.56		3,457.88	661.32	
03-08-2012	04-19-2012	219	***Impala Platinum Hldgs Ltd Sponsored Adr	4,549.20		4,073.30	-475.90	
07-30-2010	04-19-2012	260	***Kinross Gold Corp New	4,256.20		2,436.15		-1,820.05
01-21-2011	04-19-2012	96	***Kinross Gold Corp New	1,647.88		899.50		-748.38
02-25-2011	04-19-2012	49	***Kinross Gold Corp New	781.34		459.12		-322.22
06-23-2011	04-19-2012	71	***Kinross Gold Corp New	1,078.49		665.25	-413.24	
07-30-2010	04-19-2012	321	***Korea Electric Power Corp Sponsored Adr	4,503.63		3,108.00		-1,395.63
11-24-2010	04-19-2012	84	***Korea Electric Power Corp Sponsored Adr	1,064.25		813.31		-250.94
08-04-2010	04-19-2012	401	***Ms&ad Insurance Group Hlds Inc Unponso	4,561.21		3,749.26		-811.95
08-13-2010	04-19-2012	138	***Ms&ad Insurance Group Hlds Inc Unponso	1,594.07		1,290.27		-303.80
04-25-2011	04-19-2012	115	***Ms&ad Insurance Group Hlds Inc Unponso	1,289.29		1,075.23	-214.06	
04-26-2011	04-19-2012	119	***Ms&ad Insurance Group Hlds Inc Unponso	1,335.87		1,112.62	-223.25	
06-23-2011	04-19-2012	698	***Ms&ad Insurance Group Hlds Inc Unponso	7,957.20		6,526.15	-1,431.05	
08-17-2011	04-19-2012	587	***Ms&ad Insurance Group Hlds Inc Unponso	6,955.95		5,488.33	-1,467.62	
08-22-2011	04-19-2012	445	***Marine Harvest Asa Unponsored Adr	4,777.61		4,240.75	-536.86	
09-13-2011	04-19-2012	424	***Marine Harvest Asa Unponsored Adr	4,394.84		4,040.63	-354.21	
07-30-2010	04-19-2012	174	***Newcrest Mining Ltd Sponsored Adr	5,159.10		5,056.32		-102.78
06-23-2011	04-19-2012	176	***Newcrest Mining Ltd Sponsored Adr	6,721.44		5,114.44	-1,607.00	

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SMITH-PETTIT FOUNDATION DREMAN
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-17-2011	04-19-2012	123	***Newcrest Mining Ltd Sponsored Adr	5,087.70		3,574.30	-1,513.40	
12-19-2011	04-19-2012	206	***Newcrest Mining Ltd Sponsored Adr	6,393.02		5,986.23	-406.79	
07-30-2010	04-19-2012	262	***Nexen Inc	5,433.88		5,059.10		-374.78
06-23-2011	04-19-2012	283	***Nexen Inc	5,685.47		5,464.61	-220.86	
07-30-2010	04-19-2012	129	***Nintendo Co Ltd-Adr New	4,482.75		2,221.33		-2,261.42
10-04-2010	04-19-2012	22	***Nintendo Co Ltd-Adr New	697.92		378.83		-319.09
05-24-2011	04-19-2012	25	***Nintendo Co Ltd-Adr New	700.70		430.49	-270.21	
06-23-2011	04-19-2012	264	***Nintendo Co Ltd-Adr New	5,961.12		4,545.97	-1,415.15	
08-01-2011	04-19-2012	72	***Nintendo Co Ltd-Adr New	1,426.42		1,239.81	-186.61	
08-17-2011	04-19-2012	240	***Nintendo Co Ltd-Adr New	4,672.80		4,132.71	-540.09	
07-30-2010	04-19-2012	357	***Nippon Telegraph And Telephone Corporat	7,436.31		8,035.25		598.94
06-23-2011	04-19-2012	207	***Nippon Telegraph And Telephone Corporat	4,852.08		4,659.10	-192.98	
07-30-2010	04-19-2012	649	***Nokia Corporation Sponsored Adr Repstg	5,977.29		2,539.09		-3,438.20
02-11-2011	04-19-2012	87	***Nokia Corporation Sponsored Adr Repstg	819.22		340.37		-478.85
03-16-2011	04-19-2012	72	***Nokia Corporation Sponsored Adr Repstg	580.66		281.69		-298.97
05-31-2011	04-19-2012	178	***Nokia Corporation Sponsored Adr Repstg	1,251.68		696.39	-555.29	
06-23-2011	04-19-2012	1,261	***Nokia Corporation Sponsored Adr Repstg	7,439.90		4,933.42	-2,506.48	
08-17-2011	04-19-2012	1,024	***Nokia Corporation Sponsored Adr Repstg	6,123.52		4,006.21	-2,117.31	
07-30-2010	04-19-2012	228	***Panasonic Corporation Adr	3,005.04		1,796.27		-1,208.77
09-27-2010	04-19-2012	125	***Panasonic Corporation Adr	1,721.21		984.79		-736.42
03-17-2011	04-19-2012	72	***Panasonic Corporation Adr	852.63		567.24		-285.39
06-23-2011	04-19-2012	440	***Panasonic Corporation Adr	5,061.40		3,466.48	-1,594.92	
08-17-2011	04-19-2012	511	***Panasonic Corporation Adr	5,426.82		4,025.84	-1,400.98	
02-17-2011	04-19-2012	52	***P T Telekomunikasi Indonesia Sponsored	1,738.60		1,769.21		30.61
02-25-2011	04-19-2012	53	***P T Telekomunikasi Indonesia Sponsored	1,805.45		1,803.23		-2.22
06-23-2011	04-19-2012	94	***P T Telekomunikasi Indonesia Sponsored	3,130.20		3,198.18	67.98	
08-17-2011	04-19-2012	87	***P T Telekomunikasi Indonesia Sponsored	2,974.53		2,960.02	-14.51	
05-31-2011	04-19-2012	257	***Polyus Gold International Limited Spons	1,020.04		768.29	-251.75	
06-09-2011	04-19-2012	146	***Polyus Gold International Limited Spons	591.94		435.60	-156.34	
06-23-2011	04-19-2012	471	***Polyus Gold International Limited Spons	1,786.40		1,409.31	-377.09	
08-11-2011	04-19-2012	591	***Polyus Gold International Limited Spons	1,961.77		1,767.05	-194.72	

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SMITH-PETTIT FOUNDATION DREMAN
 From 01-01-12 Through 12-31-12

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							Short Term	Long Term
08-12-2011	04-19-2012	378	***Polyus Gold International Limited Spons	1,247.40		1,130.19	-117.21	
09-21-2011	04-19-2012	823	***Polyus Gold International Limited Spons	2,888.73		2,460.72	-428.01	
07-30-2010	04-19-2012	96	***Rohm Co Ltd Un-sponsored Adr	3,026.88		2,170.51		-856.37
11-01-2010	04-19-2012	15	***Rohm Co Ltd Un-sponsored Adr	468.70		339.14		-129.56
11-02-2010	04-19-2012	47	***Rohm Co Ltd Un-sponsored Adr	1,464.73		1,062.65		-402.08
06-23-2011	04-19-2012	197	***Rohm Co Ltd Un-sponsored Adr	5,543.58		4,454.07	-1,089.51	
08-17-2011	04-19-2012	198	***Rohm Co Ltd Un-sponsored Adr	5,280.66		4,476.67	-803.99	
07-30-2010	04-19-2012	322	***Sk Telecom Co Ltd Sponsored Adr	5,190.64		4,314.70		-875.94
07-30-2010	04-19-2012	134	***Sanofi Sponsored Adr	3,895.38		4,959.30		1,063.92
07-30-2010	04-19-2012	506	***Sekisui House Ltd Sponsored Adr	4,523.64		4,589.32		65.68
08-03-2011	04-19-2012	530	***Sekisui House Ltd Sponsored Adr	4,912.62		4,806.99	-105.63	
08-17-2011	04-19-2012	651	***Sekisui House Ltd Sponsored Adr	5,702.76		5,904.43	201.67	
07-30-2010	04-19-2012	55	***Seven & I Holdings Co Ltd Un-sponsored A	2,629.00		3,240.53		611.53
06-23-2011	04-19-2012	127	***Seven & I Holdings Co Ltd Un-sponsored A	6,692.90		7,482.67	789.77	
08-17-2011	04-19-2012	129	***Seven & I Holdings Co Ltd Un-sponsored A	6,869.25		7,600.50	731.25	
07-30-2010	04-19-2012	258	***Shiseido Co Ltd Sponsored Adr	5,786.94		4,455.56		-1,331.38
05-25-2011	04-19-2012	129	***Shiseido Co Ltd Sponsored Adr	2,144.16		2,227.78	83.62	
08-17-2011	04-19-2012	674	***Shiseido Co Ltd Sponsored Adr	12,320.72		11,639.71	-681.01	
04-01-2011	04-19-2012	153	***Sumitomo Mitsui Tr Holdings Inc Sponsor	537.14		458.86		-78.28
04-01-2011	04-19-2012	1,000	***Sumitomo Mitsui Tr Holdings Inc Sponsor	3,498.35		2,988.53		-509.82
06-23-2011	04-19-2012	1,395	***Sumitomo Mitsui Tr Holdings Inc Sponsor	4,603.50		4,170.96	-432.54	
08-17-2011	04-19-2012	1,020	***Sumitomo Mitsui Tr Holdings Inc Sponsor	3,529.20		3,049.73	-479.47	
07-30-2010	04-19-2012	160	***Swisscom Sponsored Adr (Ord Shs Equals	6,014.40		5,873.47		-140.93
06-23-2011	04-19-2012	136	***Swisscom Sponsored Adr (Ord Shs Equals	6,114.56		4,992.44	-1,122.12	
08-17-2011	04-19-2012	144	***Swisscom Sponsored Adr (Ord Shs Equals	6,458.40		5,286.12	-1,172.28	
10-20-2011	04-19-2012	685	***Talisman Energy Inc	9,250.65		8,966.44	-284.21	
01-20-2012	04-19-2012	284	***Talisman Energy Inc	3,377.30		3,717.48	340.18	
07-30-2010	04-19-2012	630	***Telecom Italia S P A New Sponsored Adr	6,576.42		5,477.91		-1,098.51

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							Short Term	Long Term
06-23-2011	04-19-2012	884	***Telecom Italia S P A New Sponsored Adr	9,749.11		7,686.47	-2,062.64	
08-17-2011	04-19-2012	671	***Telecom Italia S P A New Sponsored Adr	7,494.77		5,834.42	-1,660.35	
09-09-2010	04-19-2012	3	***Toyota Motor Corporation Ads	209.75		248.03		38.28
09-13-2010	04-19-2012	11	***Toyota Motor Corporation Ads	779.12		909.46		130.34
10-21-2010	04-19-2012	25	***Toyota Motor Corporation Ads	1,789.50		2,066.95		277.45
06-23-2011	04-19-2012	55	***Toyota Motor Corporation Ads	4,411.55		4,547.30	135.75	
08-17-2011	04-19-2012	71	***Toyota Motor Corporation Ads	5,312.93		5,870.15	557.22	
03-09-2012	04-19-2012	247	***Vivendi Sa Un-sponsored Adr	4,579.68		4,050.70	-528.98	
07-30-2010	04-19-2012	210	***Vodafone Group Plc Sponsored Adr New	4,918.20		5,842.07		923.87
06-23-2011	04-19-2012	8	***Vodafone Group Plc Sponsored Adr New	210.43		222.55	12.12	
07-30-2010	04-19-2012	92	***Wacoal Holdings Corporation Adr	6,012.00		5,074.08		-937.92
06-23-2011	04-19-2012	75	***Wacoal Holdings Corporation Adr	4,469.25		4,136.48	-332.77	
08-17-2011	04-19-2012	64	***Wacoal Holdings Corporation Adr	4,072.96		3,529.80	-543.16	
07-30-2010	04-19-2012	296	***Wolters Kluwer Nv Sponsored Adr	5,994.00		4,889.81		-1,104.19
06-23-2011	04-19-2012	350	***Wolters Kluwer Nv Sponsored Adr	7,220.50		5,781.87	-1,438.63	
08-08-2011	04-19-2012	62	***Wolters Kluwer Nv Sponsored Adr	1,122.53		1,024.22	-98.31	
08-17-2011	04-19-2012	332	***Wolters Kluwer Nv Sponsored Adr	6,218.36		5,484.51	-733.85	
04-19-2012	05-23-2012	18	***Smith & Nephew P L C Sponsored Adr New	880.33		838.71	-41.62	
04-19-2012	05-30-2012	326	***Covidien Plc	17,606.04		16,941.32	-664.72	
04-19-2012	06-14-2012	793	***Prudential Plc Spons Adr	19,208.00		17,442.82	-1,765.18	
04-19-2012	06-22-2012	38	***Agrium Inc	3,268.26		3,211.69	-56.57	
02-08-2011	06-22-2012	26	***Astrazeneca Plc Sponsored Adr	1,258.36		1,123.76		-134.60
04-19-2012	06-22-2012	25	***Bayer Aktiengesellschaft Adr	1,725.25		1,662.46	-62.79	
04-19-2012	06-22-2012	39	***Carnival Plc American Depositary Shares	1,257.62		1,327.97	70.35	
07-30-2010	06-22-2012	51	***Sanofi Sponsored Adr	1,482.57		1,853.06		370.49
04-19-2012	06-22-2012	385	***Sumitomo Mitsui Finl Group Inc Sponsore	2,541.79		2,434.14	-107.65	
06-23-2011	07-23-2012	114	***Nexen Inc	2,290.26		2,946.28		656.02
08-17-2011	07-23-2012	273	***Nexen Inc	5,689.32		7,055.55	1,366.23	
09-27-2011	07-23-2012	243	***Nexen Inc	4,209.78		6,280.22	2,070.44	
12-12-2011	07-23-2012	207	***Nexen Inc	3,027.77		5,349.82	2,322.05	
06-22-2012	07-23-2012	148	***Nexen Inc	2,343.41		3,824.99	1,481.58	

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
Account 834-61141-1-2-155
SMITH-PETTIT FOUNDATION DREMAN
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
04-19-2012	07-26-2012	485	***Unilever Plc Sponsored Adr New	16,165.19		17,173.27	1,008.08	
07-25-2012	07-26-2012	25	***Unilever Plc Sponsored Adr New	834.36		885.22	50.86	
07-30-2010	08-17-2012	10	***Sanofi Sponsored Adr	290.70		409.55		118.85
06-23-2011	08-17-2012	190	***Sanofi Sponsored Adr	7,062.30		7,781.44		719.14
08-17-2011	08-17-2012	230	***Sanofi Sponsored Adr	8,286.90		9,419.64	1,132.74	
07-25-2012	08-17-2012	14	***Sanofi Sponsored Adr	527.94		573.37	45.43	
04-19-2012	10-18-2012	48	***Deutsche Bank Ag Us Listed	2,131.58		2,224.38	92.80	
04-19-2012	10-18-2012	13	***Agrum Inc	1,118.09		1,366.64	248.55	
04-19-2012	10-18-2012	21	***BASF Se Adr	1,794.45		1,809.94	15.49	
04-19-2012	10-18-2012	343	***Banco Bilbao Vizcaya Argentaria S A Spo	2,236.37		2,944.61	708.24	
04-19-2012	10-18-2012	39	***Bayer Aktiengesellschaft Adr	2,691.39		3,535.91	844.52	
04-19-2012	10-18-2012	28	***Hsbc Holdings Plc Sponsored Adr New	1,250.04		1,386.77	136.73	
04-19-2012	10-18-2012	278	***Ing Groep Nv-Sponsored Adr	1,972.08		2,550.93	578.85	
07-30-2010	10-18-2012	158	***Sk Telecom Co Ltd Sponsored Adr	2,546.96		2,439.07		-107.89
03-02-2011	10-18-2012	47	***Sk Telecom Co Ltd Sponsored Adr	825.79		725.54		-100.25
04-19-2012	10-18-2012	180	***Yamana Gold Inc	2,599.68		3,464.26	864.58	
07-30-2010	12-12-2012	219	***Ubs Ag New	3,746.61		3,599.99		-146.62
06-23-2011	12-12-2012	117	***Ubs Ag New	2,035.80		1,923.29		-112.51
07-30-2010	12-12-2012	79	***Allianz Se Sponsored Adr Repstg 1/10 Sh	922.72		1,072.00		149.28
04-19-2012	12-12-2012	22	***Bayer Aktiengesellschaft Adr	1,518.22		2,081.37	563.15	
04-19-2012	12-12-2012	8	***China Mobile Limited Sponsored Adr Rpst	445.07		460.21	15.14	
04-19-2012	12-12-2012	68	***Tesco Plc-Sponsored Adr	1,057.40		1,117.89	60.49	
TOTAL GAINS							22,125.55	7,553.30
TOTAL LOSSES							-84,262.37	-45,264.32
TOTAL REALIZED GAIN/LOSS							-62,136.82	-37,711.02
NO CAPITAL GAINS DISTRIBUTIONS								

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
Account 834-61142-1-1-155
SMITH-PETTIT FOUNDATION DOLAN MCENIRY CM
From 01-01-12 Through 12-31-12.

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-15-2012	09-04-2012	36,000	Alina Group Inc Contra Cusip 9.700% Due 11-10-18	49,785.84	-590.70	51,689.88	2,494.74 ✓	
08-12-2010	09-04-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,000.00	0.00	4,475.00		-525.00
08-12-2010	09-06-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,000.00	0.00	4,493.75		-506.25
08-12-2010	09-06-2012	10,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	10,000.00	0.00	9,000.00		-1,000.00
08-17-2012	09-17-2012	235.44	Fedl Home Loan Mtg Corp#d99351 3.500% Due 08-01-32	248.32	0.00	235.44	-12.88	
08-09-2012	09-17-2012	322.73	Fedl Home Loan Mtg Corp#e91467 3.500% Due 07-01-32	343.81	0.00	322.73	-21.08	
07-26-2011	09-21-2012	30,000	Coventry Health Care Inc Sr Note 6.125% Due 01-15-15	33,099.30	-997.95	32,998.80		897.45
05-09-2012	09-21-2012	20,000	Coventry Health Care Inc Sr Note 6.125% Due 01-15-15	21,978.40	-265.07	21,999.20	285.87 ✓	
08-02-2012	09-25-2012	1,056.14	Fnma Ctd Pass Thru Pool#ma0776 4.500% Due 06-01-31	1,154.82	0.00	1,056.14	-98.68	
08-17-2012	10-15-2012	238.53	Fedl Home Loan Mtg Corp#d99351 3.500% Due 08-01-32	251.57	0.00	238.53	-13.04	
08-09-2012	10-15-2012	443.78	Fedl Home Loan Mtg Corp#e91467 3.500% Due 07-01-32	472.76	0.00	443.78	-28.98	
09-23-2010	10-15-2012	2,000	L-3 Communications Corp Sr Sb Nt 6.375% Due 10-15-15	2,065.00	-24.30	2,021.26		-19.44
09-15-2011	10-15-2012	5,000	L-3 Communications Corp Sr Sb Nt 6.375% Due 10-15-15	5,112.50	-27.39	5,053.15		-31.96
08-12-2010	10-23-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,000.00	0.00	4,672.50		-327.50
08-02-2012	10-25-2012	1,092.50	Fnma Ctd Pass Thru Pool#ma0776 4.500% Due 06-01-31	1,194.58	0.00	1,092.50	-102.08	
02-03-2012	10-25-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,212.50	-32.20	4,725.00	-455.30	
04-27-2012	10-25-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,262.50	-28.91	4,737.50	-496.09	
10-18-2012	10-26-2012	5,000	Bmc Software Inc 7.250% Due 06-01-18	5,991.95	-3.52	5,804.00	-184.43	
04-27-2012	11-02-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,262.50	-30.20	4,787.50	-444.80	
05-03-2012	11-06-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,262.50	-30.02	4,825.00	-407.48	
08-17-2012	11-15-2012	3,225.14	Fedl Home Loan Mtg Corp#d99351 3.500% Due 08-01-32	3,401.51	0.00	3,225.14	-176.37	

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
Account 834-61142-1-1-155
SMITH-PETTIT FOUNDATION DOLAN MCENIRY CM
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-05-2011	04-26-2012	5,000	Washington Post Co 7.250% Due 02-01-19	5,817.80	-87.69	5,813.75	83.64	
05-05-2011	04-30-2012	10,000	Washington Post Co 7.250% Due 02-01-19	11,635.60	-177.39	11,321.90	-136.31	
05-05-2011	05-01-2012	5,000	Washington Post Co 7.250% Due 02-01-19	5,817.80	-88.95	5,660.45	-68.40	
05-13-2011	05-01-2012	5,000	Washington Post Co 7.250% Due 02-01-19	5,835.60	-89.30	5,668.10	-78.20	
05-13-2011	05-01-2012	5,000	Washington Post Co 7.250% Due 02-01-19	5,835.60	-89.30	5,671.80	-74.50	
08-29-2011	05-23-2012	5,000	Michaels Stores Inc Sr Nt 7.75%18	4,687.50	23.71	5,212.50	501.29	
09-12-2011	05-23-2012	10,000	Michaels Stores Inc Sr Nt 7.75%18	9,375.00	45.18	10,425.00	1,004.82	
09-14-2011	05-23-2012	10,000	Michaels Stores Inc Sr Nt 7.75%18	9,475.00	37.94	10,425.00	912.06	
09-28-2011	05-23-2012	25,000	Michaels Stores Inc Sr Nt 7.75%18	23,687.50	90.07	26,062.50	2,284.93	
10-26-2011	05-23-2012	5,000	Michaels Stores Inc Sr Nt 7.75%18	4,937.50	3.93	5,212.50	271.07	
08-26-2011	05-23-2012	5,000	West Corp Sr Nt 11%16 11.000% Due 10-15-16	5,112.50	-12.85	5,263.50	163.85	
09-12-2011	05-23-2012	35,000	West Corp Sr Nt 11%16 11.000% Due 10-15-16	36,268.75	-138.15	36,844.50	713.90	
02-03-2012	05-23-2012	10,000	West Corp Sr Nt 11%16 11.000% Due 10-15-16	10,650.00	-33.89	10,527.00	-89.11	
09-23-2011	05-23-2012	10,000	Jarden Corp Sr Sub Nts 7.500% Due 05-01-17	10,275.00	-27.44	11,012.50	764.94 ✓	
11-17-2011	05-23-2012	40,000	Jarden Corp Sr Sub Nts 7.500% Due 05-01-17	42,700.00	-219.07	44,050.00	1,569.07	
05-13-2011	06-05-2012	5,000	Washington Post Co 7.250% Due 02-01-19	5,835.60	-98.35	5,765.25		28.00
09-23-2010	07-26-2012	8,000	L-3 Communications Corp P/c 07/26/12 @ 102.125000 6.375% Due 10-15-15	8,260.00	-86.21	8,170.00		-3.79
08-05-2010	08-14-2012	15,000	Willis North Amer Inc Gtd Sr Nt 6.200% Due 03-28-17	15,702.15	-188.60	16,947.75		1,434.20
07-07-2011	08-22-2012	20,000	Coventry Health Care Inc 5.950% Due 03-15-17	22,106.60	-381.95	23,207.60		1,482.95 ✓
08-11-2010	08-24-2012	10,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	10,000.00	0.00	8,850.00		-1,150.00
08-11-2010	08-27-2012	5,000	Qwest Corp Nt 7.500% Due 10-01-14	5,487.50	-228.71	5,597.50		338.71
08-11-2010	08-27-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,000.00	0.00	4,450.00		-550.00
08-11-2010	08-27-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,000.00	0.00	4,462.50		-537.50
08-12-2010	08-29-2012	5,000	Supervalu Inc Sr Nts 8.000% Due 05-01-16	5,000.00	0.00	4,475.00		-525.00

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Barclays Wealth and Investment Management
REALIZED GAINS AND LOSSES
 Account 834-61142-1-1-155
SMITH-PETTIT FOUNDATION DOLAN MCENIRY CM
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-09-2012	11-15-2012	427.31	Fedl Home Loan Mtg Corp#e91467	455.22	0.00	427.31	-27.91	
08-02-2012	11-26-2012	1,067.70	3.500% Due 07-01-32 Fnmra Gtd Pass Thru Pool#ma0776	1,167.46	0.00	1,067.70	-99.76	
10-12-2012	11-26-2012	3,811.06	4.500% Due 06-01-31 Washington Mutual Mortgage Securities Comtgp/series 2003-S6 I-A-Fixed	3,853.75	0.00	3,811.06	-42.69	
05-03-2012	11-27-2012	5,000	4.500% Due 07-25-18 Supervalu Inc Sr Nts	5,262.50	-33.46	4,650.00	-579.04	
05-22-2012	11-27-2012	5,000	8.000% Due 05-01-16 Supervalu Inc Sr Nts	5,093.75	-10.82	4,650.00	-432.93	
08-17-2012	12-17-2012	259.16	8.000% Due 05-01-16 Fedl Home Loan Mtg Corp#d99351	273.33	0.00	259.16	-14.17	
08-09-2012	12-17-2012	604.02	3.500% Due 08-01-32 Fedl Home Loan Mtg Corp#e91467	643.47	0.00	604.02	-39.45	
08-02-2012	12-26-2012	1,156.92	3.500% Due 07-01-32 Fnmra Gtd Pass Thru Pool#ma0776	1,265.02	0.00	1,156.92	-108.10	
10-12-2012	12-26-2012	9,069.15	4.500% Due 06-01-31 Washington Mutual Mortgage Securities Comtgp/series 2003-S6 I-A-Fixed	9,170.74	0.00	9,069.15	-101.59	
TOTAL GAINS							11,050.18	4,181.32
TOTAL LOSSES							-4,333.39	-5,176.44
TOTAL REALIZED GAIN/LOSS							6,716.79	-995.12
NO CAPITAL GAINS DISTRIBUTIONS								

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

SOURCE	AMOUNT
JPMORGAN CHASE BANK - MONEY MARKET	3,596.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,596.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS CAPITAL, INC.	148,883.	0.	148,883.
BARCLAYS CAPITAL, INC.	141,250.	133.	141,117.
TOTAL TO FM 990-PF, PART I, LN 4	290,133.	133.	290,000.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	14,975.	7,488.	7,488.	7,487.
TO FORM 990-PF, PG 1, LN 16B	14,975.	7,488.	7,488.	7,487.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT: RESEARCH & WRITING	49,245.	0.	0.	49,245.
INVESTMENT ADVISORY AND MANAGEMENT	165,531.	165,531.	165,531.	0.
TO FORM 990-PF, PG 1, LN 16C	214,776.	165,531.	165,531.	49,245.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	1,000.	0.	0.	0.	
PAYROLL	7,267.	363.	363.	6,904.	
PROPERTY	6,547.	0.	0.	6,547.	
FOREIGN TAXES W/H ON DIVIDENDS	7,262.	7,262.	7,262.	0.	
TO FORM 990-PF, PG 1, LN 18	22,076.	7,625.	7,625.	13,451.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FROM K1: SIGNATURE BOOKS PUBLISHING LLC	520,981.	0.	0.	0.	
INSURANCE	1,475.	0.	0.	1,475.	
PROPERTY MANAGEMENT	2,132.	0.	0.	2,132.	
SUPPLIES	3,423.	0.	0.	3,423.	
TELEPHONE	2,455.	0.	0.	2,455.	
UTILITIES	4,996.	0.	0.	4,996.	
COPY EXPENSE	447.	0.	0.	447.	
FEES	2,466.	2,466.	2,466.	0.	
MAINTENANCE EXPENSE	2,072.	0.	0.	2,072.	
DUES & SUBSCRIPITONS	1,306.	0.	0.	1,306.	
OTHER EXPENSE	2,552.	0.	0.	2,552.	
TO FORM 990-PF, PG 1, LN 23	544,305.	2,466.	2,466.	20,858.	

FOOTNOTES

STATEMENT

7

PROGRAM RELATED INVESTMENT: SIGNATURE BOOKS PUBLISHING LLC

DURING 2000 THE SMITH PETTIT FOUNDATION WAS THE CHARITABLE RECIPIENT OF A 67% OWNERSHIP INTEREST IN SIGNATURE BOOKS PUBLISHING LLC, A PUBLISHING COMPANY LOCATED IN SALT LAKE CITY, UT. THIS COMPANY IS PRIMARILY IN THE BUSINESS OF PUBLISHING SCHOLARLY AND EDUCATIONAL WORKS RELATED TO MORMON STUDIES AND MORMON CULTURE.

EXEMPT PURPOSE OF SMITH PETTIT FOUNDATION

THE FOUNDATION IS DEVOTED TO SCHOLARSHIP AND EDUCATION CONCERNING MORMON STUDIES. IN MOST CASES, THE RELATED PUBLISHING ACTIVITIES OF THE FOUNDATION WILL BE UNDERTAKEN BY SIGNATURE BOOKS PUBLISHING LLC.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	4,993,037.	5,752,045.
PREFERRED STOCK	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,993,037.	5,752,045.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & INT'L BONDS	2,566,129.	2,675,978.
CONVERTIBLE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,566,129.	2,675,978.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
67% INTEREST IN SIGNATURE BOOKS PUBLISHING, LLC (SEE FOOTNOTE)	FMV	1,251,479.	1,251,479.
LIMITED PARTNERSHIPS	FMV	500,000.	482,916.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,751,479.	1,734,395.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAPTOP COMPUTER	1,815.	1,815.	0.
OFFICE EQUIPMENT	2,159.	2,159.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,974.	3,974.	0.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION COSTS	38,836.	38,836.	38,836.
LESS ACCUMULATED AMORTIZATION	<38,836.>	<38,836.>	<38,836.>
PAINTINGS	15,153.	15,153.	15,153.
DEPOSITS	400.	400.	400.
MINNESOTA LIFE INSURANCE	0.	350,000.	350,000.
TO FORM 990-PF, PART II, LINE 15	15,553.	365,553.	365,553.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE D. SMITH, JR. 3701 SACRAMENTO ST. #255 SAN FRANCISCO, CA 94118	PRESIDENT & TREASURER 2.00	0.	0.	0.
GARY J. BERGERA 514 WEST 400 NORTH SALT LAKE CITY, UT 84116	VICE PRES & SECRETARY 40.00	95,000.	32,302.	0.
DAVID P. WRIGHT 24 STONEGATE ROAD CHELMSFORD, MA 01824	DIRECTOR 2.00	0.	0.	0.
RONALD L. PRIDDIS 469 NORTH MAIN STREET SALT LAKE CITY, UT 84116	DIRECTOR 2.00	0.	0.	0.
CAMILLA SMITH 3701 SACRAMENTO ST. #255 SAN FRANCISCO, CA 94118	DIRECTOR 2.00	0.	0.	0.
SARAH SMITH 3701 SACRAMENTO ST. #255 SAN FRANCISCO, CA 94118	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		95,000.	32,302.	0.