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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation SMITH FAMILY FOUNDATION
TRUST COMPANY OF THE SOUTH

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

Room/suite

P.O. BOX 1898

City or town, state, and ZIP code

336-538-1000

BURLINGTON, NC 272161898

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,714,533. **J Accounting method:** Cash Accrual
 Other (specify) _____

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	107,994.	107,994.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	158,510.			
b Gross sales price for all assets on line 6a	462,267.			
7 Capital gain net income (from Part IV, line 2)		158,510.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,019,023.			STMT 2
12 Total. Add lines 1 through 11	1,285,527.	266,504.		
13 Compensation of officers, directors, trustees, etc.	47,418.	38,883.		8,535.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest	987.	987.		
18 Taxes (attach schedule) (see instructions)	STMT 3.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,400.	1,148.		252.
24 Total operating and administrative expenses.				
Add lines 13 through 23	49,805.	41,018.		8,787.
25 Contributions, gifts, grants paid	206,654.			206,654.
26 Total expenses and disbursements Add lines 24 and 25	256,459.	41,018.		215,441.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,029,068.			
b Net investment income (if negative, enter -0-)		225,486.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see Instructions.

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Form 990-PF (2012)

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SCANNED SEP 16 2013

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		107,846.	115,628.	115,628.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ► *				
	Less: allowance for doubtful accounts ►		50,000.	50,000.	50,000.
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)		2,431,153.	3,834,608.	4,548,905.
	c Investments - corporate bonds (attach schedule)		379,781.		
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)		3.		
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,968,783.	4,000,236.	4,714,533.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				NONE
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		2,968,783.	4,000,236.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		2,968,783.	4,000,236.	
	31 Total liabilities and net assets/fund balances (see instructions)		2,968,783.	4,000,236.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,968,783.
2 Enter amount from Part I, line 27a	2	1,029,068.
3 Other increases not included in line 2 (itemize) ► BOOK VALUE ADJUSTMENT	3	2,385.
4 Add lines 1, 2, and 3	4	4,000,236.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,000,236.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 462,267.		303,757.	158,510.		
b					
c					
d					
e					
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			158,510.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	158,510.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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	197,014.	4,007,890.	0.049157
2010	136,877.	3,847,595.	0.035575
2009	138,869.	3,653,051.	0.038015
2008	152,493.	3,174,602.	0.048035
2007	230,507.	4,005,638.	0.057546

- 2 Total of line 1, column (d)** 2 0.228328
- 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years** 3 0.045666
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5** 4 4,551,889.
- 5 Multiply line 4 by line 3** 5 207,867.
- 6 Enter 1% of net investment income (1% of Part I, line 27b)** 6 2,255.
- 7 Add lines 5 and 6** 7 210,122.
- 8 Enter qualifying distributions from Part XII, line 4** 8 215,441.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	(attach copy of letter if necessary - see instructions)	1	2,255.	
Date of ruling or determination letter: _____				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2 3 4 5	2,255. NONE 2,255.		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)				
3 Add lines 1 and 2				
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)				
5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-				
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	602.	7 8 9 10	602. 3. 1,656. NONERefunded
b Exempt foreign organizations - tax withheld at source	6b	NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	602.		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	3.		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,656.		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11		

Part VII-A Statements Regarding Activities

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

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>TRUST COMPANY OF THE SOUTH</u> Telephone no. ► <u>(336) 538-1000</u> Located at ► <u>3041 SOUTH CHURCH STREET, BURLINGTON, NC</u> ZIP+4 ► <u>27215</u>		
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.	<input type="checkbox"/> 15	<input type="checkbox"/>
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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<input type="checkbox"/> 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?	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<input type="checkbox"/> 2b	<input checked="" type="checkbox"/> X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> 3b	<input checked="" type="checkbox"/> X
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	<input type="checkbox"/> 4a	<input checked="" type="checkbox"/> X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4b	<input checked="" type="checkbox"/> 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?		

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?			
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	7b			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE TRUST COMPANY OF THE SOUTH 3041 SOUTH CHURCH STREET, BURLINGTON, NC 27215	CO-TRUSTEE 1	22,418.	-0-	-0-
J. HAROLD SMITH	CO-TRUSTEE 0			
JAMES H. SMITH, JR. 223 SHADY DRIVE, BURLINGTON, NC 27215-4854	EXECUTIVE DIRECT 8	25,000.		
2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE
Total number of other employees paid over \$50,000 ►				NONE

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

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

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

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

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

organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	NONE
2	
3	
4	

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

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

1	<u>N/A</u>	
2		
<p>All other program-related investments See instructions.</p>		
3	<u>NONE</u>	
<p>Total. Add lines 1 through 3 ►</p>		

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	NONE
b Average of monthly cash balances	1b	NONE
c Fair market value of all other assets (see instructions)	1c	4,621,207.
d Total (add lines 1a, b, and c)	1d	4,621,207.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	4,621,207.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,318.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,551,889.
6 Minimum investment return. Enter 5% of line 5	6	227,594.

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	227,594.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2,255.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,255.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	225,339.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	225,339.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	225,339.

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	215,441.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	215,441.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,255.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	213,186.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				225,339.
2 Undistributed income, if any, as of the end of 2012:			192,231.	
a Enter amount for 2011 only		11,282.		
b Total for prior years: 20 10, 20 20				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 215,441.			192,231.	
a Applied to 2011, but not more than line 2a			192,231.	
b Applied to undistributed income of prior years (Election required - see instructions)		11,282.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				11,928.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				213,411.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►																																																																																								
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)																																																																																				
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td>Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>d Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Complete 3a, b, or c for the alternative test relied upon:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(ii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c "Support" alternative test - enter:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					b 85% of line 2a					c Qualifying distributions from Part XII, line 4 for each year listed					d Amounts included in line 2c not used directly for active conduct of exempt activities					e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					3 Complete 3a, b, or c for the alternative test relied upon:					a "Assets" alternative test - enter:					(1) Value of all assets					(2) Value of assets qualifying under section 4942(j)(3)(B)(ii)					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				
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Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 20				206,654.
Total			► 3a	206,654.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments	.....				
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities	.....			14	107,994.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property	.....				
b Not debt-financed property	.....				
6 Net rental income or (loss) from personal property	.....				
7 Other investment income	.....			18	158,510.	
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events	....				
10 Gross profit or (loss) from sales of inventory	..					
11 Other revenue: a						
b NORTHWESTERN LIFE		0		14	280,526.	
c MASS MUTUAL LIFE				14	738,497.	
d						
e						
12 Subtotal. Add columns (b), (d), and (e)	.....				1,285,527.	
13 Total. Add line 12, columns (b), (d), and (e)	.....			13		1,285,527.

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

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

NOT APPLICABLE

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

08/12/2013

Dat

◀ THEQUE

Title

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

Paid Preparer Use Only	Print/Type preparer's name GORDON POWERS	Preparer's signature 	Date 08/12/2013	Check <input type="checkbox"/> if self-employed	PTIN P00260194
	Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)	Firm's EIN ► 75-1297386			
	Firm's address ► 22 THOMSON PLACE, MS 36T1 BOSTON, MA 02210	Phone no. 617-856-2811			

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	107,994.	107,994.
TOTAL	107,994.	107,994.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION

LIFE INSURANCE PROCEEDS NORTHWESTERN MUT
LIFE INSURANCE PROCEEDS MASS MUTUAL

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

280,526.
738,497.

1,019,023.

STATEMENT 2

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES FOREIGN TAXES ON NONQUALIFIED	840. 147. ----- TOTALS	840. 147. ----- 987. =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NCCF/NC NETWORK OF GRANTMAKERS	550. 850.	451. 697.	99. 153.
TOTALS	1,400.	1,148.	252.

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
ALAMANCE COMMUNITY COLLEGE
ATTN: CAROLYN WADE

ADDRESS:
P.O. BOX 8000
GRAHAM, NC 27253-8000

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EDUCATIONAL FOUNDATION, INC

ADDRESS:
PO BOX 2446
CHAPEL HILL, NC 27515

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WAKE FOREST UNIVERSITY

ADDRESS:
PO BOX 7227
WINSTON-SALEM, NC 27109

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WOODBERRY FOREST SCHOOL
NAT JOBE SCHOLARSHIP

ADDRESS:

402 WOODBERRY STATION
WOODBERRY FOREST, VA 22989

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

GREENSBORO COLLEGE

ADDRESS:

815 W. MARKET ST.
GREENSBORO, NC 27401-1875

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

PET ADOPTION & WELFARE SOCIETY

ADDRESS:

P.O. BOX 2440
BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 5,000.

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
POSITIVE ATTITUDE YOUTH CENTER
ADDRESS:
229 N. GRAHAM HOPEDALE RD.
BURLINGTON, NC 27217
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
RALPH SCOTT LIVESERVICES, INC.
ADDRESS:
408 W TRADE STREET
BURLINGTON, NC 27217-2400
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
P.O. BOX 1238
BURLINGTON, NC 27216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,500.

STATEMENT 7

RECIPIENT NAME:

MARVIN B. SMITH, JR.
MEMORIAL SCHLARSHIP

ADDRESS:

3041 S. CHURCH ST.
BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

J. HAROLD SMITH CAROLINA SCHOLARSHI
SCHOLARS FUND

ADDRESS:

3041 S. CHURCH ST.
BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 21,077.

RECIPIENT NAME:

UNCG-ALYSE S. COOPER MUSIC
SCHLORSHIP FUND

ADDRESS:

PO BOX 26170
GREENSBORO, NC 27402-6170

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
EDUCATIONAL FOUNDATION
ADDRESS:
P.O. BOX 2446
CHAPEL HILL, NC 27515
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ALAMANCE COUNTY ENDOWMENT
FOR THE ARTS
ADDRESS:
213 SOUTH MAIN STREET
GRAHAM, NC 27253
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ALAMANCE REGIONAL MEDICAL CENTER
CENTER FOUNDATION, INC
ADDRESS:
1240 HUFFMAN MILL ROAD
BURLINGTON, NC 27215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

ALAMANCE ELDERCARE

ADDRESS:

P.O. BOX 202

BURLINGTON, NC 27216-0202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

OLD NORTH STATE COUNCIL

ADDRESS:

P.O. BOX 29046

GREENSBORO, NC 27429

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

DUKE UNIVERSITY

ALYSE S. COOPER MUSIC SCHOLARSHIP

ADDRESS:

PO BOX 90974

DURHAM, NC 27708-0974

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:
ELON UNIVERSITY
J. HAROLD SMITH SCHOLARSHIP

ADDRESS:
2600 CAMPUS BOX
ELON, NC 27244

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FIRST BAPTIST CHURCH

ADDRESS:
PO BOX 207
MT. GILEAD, NC 27306

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
FRONT STREET
UNITED METHODIST CHURCH

ADDRESS:
PO BOX 2597
BURLINGTON, NC 27216

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 5,000.

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
EDUCATIONAL FOUNDATION
ADDRESS:
PO BOX 2446
CHAPEL HILL, NC 27515
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
HOSPICE OF ALAMANCE-CASWELL
ATTN: CAROLINE DURHAM
ADDRESS:
914 CHAPEL HILL ROAD
BURLINGTON, NC 27215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ALAMANCE COUNTY ECONOMIC
DEVELOPMENT FOUNDATION
ADDRESS:
P.O. BOX 450
BURLINGTON, NC 27216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

STATEMENT 12

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
BURLINGTON DOWNTOWN CORP.
ADDRESS:
P.O. BOX 761
BURLINGTON, NC 27216-0761
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RESURRECTION UNITED
METHODIST CHURCH
ADDRESS:
4705 OLD CHAPEL HILL RD
DURHAM, NC 27707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EDUCATIONAL FOUNDATION, INC.
ADDRESS:
PO BOX 2446
CHAPEL HILL, NC 27515
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ALAMANCE COUNTY YMCA
ATTN: WALTER BRITT

ADDRESS:

1346 S. MAIN ST.
BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ELON UNIVERSITY
ALYSE S. COOPER SCHOLARSHIP

ADDRESS:

2600 CAMPUS BOX
ELON, NC 27244

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

INTERNATIONAL FOUNDATION, INC.

ADDRESS:

PO BOX 23813
WASHINGTON, DC 20026-3813

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:

FLANNEL

ADDRESS:

4555 WILSON AVENUE SW, SUITE 1
GRANDVILLE, MI 49418

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

THE TAFT SCHOOL

ADDRESS:

110 WOODBURY ROAD
WATERTOWN, CT 06795-2100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

University of North Carolina
Office of Scholarships & Student Ai

ADDRESS:

UNC-CHAPEL HILL
Chapel Hill, NC 27514-1080

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 16,000.

STATEMENT 15

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
EAST CAROLINA UNIVERSITY
OFFICE OF DEVELOPMENT

ADDRESS:
GEENVILLE CENTRE, SUITE 1100
GREENVILLE, NC 27585-4353

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
EDUCATION

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNIVERSITY OF ARIZONA FOUNDATION

ADDRESS:
PO BOX 210109
TUCSON, AZ 85721-0109

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
EDUCATION

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ELON ACADEMY
ALAMANCE BUILDING 216

ADDRESS:
2108 CAMPUS BOX
ELON, NC 27244

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GIFT

FOUNDATION STATUS OF RECIPIENT:
CHARITY

AMOUNT OF GRANT PAID 5,000.

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

RECIPIENT NAME:

ALAMANCE FOUNDATION
J. HAROLD & PEGGY H. SMITH

ADDRESS:

330 S. GREEN STREET, SUITE 100
GREENSBORO, NC 27401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

GUILFORD COLLEGE
ELVIRA LOWE SMITH SCHOLARSHIP

ADDRESS:

5800 WEST FRIENDLY AVENUE
GREENSBORO, NC 27410

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MERCURY ONE

ADDRESS:

P.O. BOX 701869
DALLAS, TX 75370-1869

RELATIONSHIP:

NONOE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

CHARITY

AMOUNT OF GRANT PAID 2,500.

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
SOCIONOMICS FOUNDATION
ADDRESS:
200 MAIN STREET, SUITE 300
GAINESVILLE, GA 30501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
VIRGINIA EPISCOPAL SCHOOL
ADDRESS:
400 VES ROAD
LYNCHBURG, VA 24503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
EDUCATIONAL FOUNDATION
ADDRESS:
P.O. BOX 2446
CHAPEL HILL, NC 27515
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 10,000.

STATEMENT 18

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
EVERY NATION CAMPUS MINISTRIES
ADDRESS:
UNC- CHAPEL HILL
CHAPEL HILL, NC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 577.

RECIPIENT NAME:
JOEL OSTEN MINISTRIES
ADDRESS:
PO BOX 4600
HOUSTON, TX 77210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
NC MUSEUM OF ART
ADDRESS:
2110 BLUE RIDGE RD
RALEIGH, NC 27607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

STATEMENT 19

SMITH FAMILY FOUNDATION
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

56-6040787

=====

RECIPIENT NAME:
NC MUSEUM OF HISTORY
ADDRESS:
5 E EDENTON ST
RALEIGH, NC 27601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NORTH CAROLINA SYMPHONY
ADDRESS:
2 EAST SOUTH STREET
RALEIGH, NC 27601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 206,654.

=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust

SMITH FAMILY FOUNDATION

Employer identification number

56-6040787

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-25.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-25.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					24,867.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	133,668.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	158,535.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-25.
14	Net long-term gain or (loss):			
a	Total for year	14a		158,535.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		158,510.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a	The loss on line 15, column (3) or b \$3,000			

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . .	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19 . . .	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0- . . .	22		
23	Subtract line 22 from line 17. If zero or less, enter -0- . . .	23		
24	Enter the smaller of the amount on line 17 or \$2,400 . . .	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/>	Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
<input type="checkbox"/>	No. Enter the amount from line 23 . . .	26		
26	Subtract line 25 from line 24 . . .	27		
27	Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/>	Yes. Skip lines 27 thru 30, go to line 31	28		
<input type="checkbox"/>	No. Enter the smaller of line 17 or line 22	29		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . .	28		
29	Subtract line 28 from line 27 . . .	29		
30	Multiply line 29 by 15% (.15) . . .	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . .	31		
32	Add lines 30 and 31 . . .	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . .	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . .	34		

Department of the Treasury
Internal Revenue Service

- Attach to Schedule D to list additional transactions for lines 1a and 6a.
- Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

SMITH FAMILY FOUNDATION

Employer identification number
56-6040787

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)

**(b) Date
acquired
(mo., day, yr.)**

(c) Date sold
(mo., day, yr.)

(d) Sales price

(f) Gain or (loss)
Subtract (e) from (d)

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b - 25.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA

2F1221 2 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

56-6040787

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 133,668.00

Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

DFA EMERGING MKTS VALUE	3,031.00
DFA INTL SMALL COMPANY PORTFOLIO	926.00
DFA US SMALL CAP VALUE PORTFOLIO	17,637.00
PIMCO TOTAL RETURN FD INST SHS	1,758.00
TEMPLETON GLOBAL BOND FD ADV CL	674.00
VANGUARD TOTAL BD MKT INDEX INSTL	200.00
VANGUARD SHORT TERM INV GRADE ADM SHS	398.00
VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	244.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	24,867.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	24,867.00
=====	

STATEMENT 1

Holding List

Business Date: 7/12/2013 Time Printed: 7/12/2013 1

Account(s): All
As Of Date: 6/30/13
Location: All
Registration: All
Trade Date Basis: No
Include Transactions: None

CUSIP	Ticker	Security Description	PI	Shares	Price	Local Mkt Value	% Port	EA Inc	Accruals	Cost Basis	United
Account Number: A017992 [USD]											

Security Type:

Principal Cash:	0.00	USD	n/a
Income Cash:	0.00	USD	n/a
Net Cash:	0.00	USD	n/a
Total Value:	0.00	USD	n/a

Account Name: SMITH FA#

Account Name: SMITH FAMILY FO#

Account Name: A027992 [USD]

Security Type: CASH EQUIVALENT- TAXABLE

09248U718	TSTXX	BLACKROCK T-FUND INST	I	100,772.1000	1.0000	100,772.10	USD	2.49	10.08	0.81	100,772.10
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Security Type: MUTUAL FUNDS - RETT

233203348	DFTIX	DFA INTL REAL ESTATE SEC PORT	P	5,937.4300	5.0700	30,102.77	USD	0.74	3,936.52	0.00	28,820.54
233203835	DFREX	DFA REAL ESTATE SECURITIES	P	1,464.9170	27.6000	40,431.71	USD	1.00	1,397.53	0.00	26,417.63
		Security Type Total:	7,402.3470		70,534.48	USD	1.74	5,334.05	0.00	55,238.17	15.29%

Security Type: MUTUAL FUNDS-EQUITY

233203819	DFSVX	DFA US SMALL CAP VALUE	P	9,752.0630	30.8100	300,461.06	USD	7.42	3,588.76	0.00	248,479.40
233203827	DFLYX	DFA US LARGE CAP VALUE	P	40,579.0970	26.8300	1,088,737.17	USD	26.89	18,341.75	0.00	823,458.54
922908819	VSGIX	VANGUARD SM CAP GR INDEX FD INST SHS	P	2,781.1240	29.0100	80,680.41	USD	1.99	739.78	0.00	55,663.60
922908868	VIGIX	VANGUARD GROWTH INDEX FD INST	P	20,978.4800	40.2700	844,803.39	USD	20.87	12,587.09	0.00	622,875.93
		Security Type Total:	74,090.7640		2,314,682.03	USD	57.17	35,257.38	0.00	1,750,477.47	564,20%

Security Type: MUTUAL FUNDS-FIXED INCOME

233203223	DFSHX	DFA SEL HEDGED GLOBAL FIXED INC PT	P	13,135.4080	9.8900	129,909.19	USD	3.21	2,013.66	0.00	133,148.95
693339070	PTRRX	PIMCO TOTAL RETURN FD INST SHS	P	15,830.4060	10.7600	170,335.17	USD	4.21	3,754.97	288.52	171,506.77
880208400	TGBAX	TEMPLETON GLOBAL BOND FD ADV CL	P	3,890.6360	12.9100	50,228.11	USD	1.24	1,104.94	0.00	50,767.69
921937504	VBTIX	VANGUARD TOTAL BD MKT INDEX INSTL	P	3,779.9110	10.6700	40,331.65	USD	1.00	982.02	161.41	40,968.38
922031877	VFSIX	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	P	12,364.8490	10.6600	131,809.29	USD	3.26	2,375.29	388.90	132,939.46
		Security Type Total:	49,001.2100		522,613.41	USD	12.91	10,230.88	838.83	529,331.25	-1,13%

Security Type: MUTUAL FUNDS-INTERNATIONAL

233203587	DFEVX	DFA EMERGING MKTS VALUE	P	3,661.8470	26.2900	96,269.96	USD	2.38	2,189.78	0.00	96,216.22
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Holding List

Account(s): All
As Of Date: 6/30/13
Location: All
Registration: All
Trade Date Basis: No
Include Transactions: None

SIGNATURE TYPE: PROMISSORY NOTE

PROMISSORY NOTE - 03/15/10 - COMPANY SHOPS MK P 6580010955

Account Subtotal: 336,579.2900 4,048,789.32 USD 100.00 83,010.11 3,422.97 3,436,870.19 611.91

Principal Cash:	-402,676.61	USD	-9.95
Income Cash:	402,676.61	USD	9.95
Net Cash:	0.00	USD	0.00
Total Value:	4,048,780.32	USD	100.00

Account Number 103300

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Security Type: CASH EQUIVALENT- TAXABLE
09248U718 T57XX BLACKROCK T-FUND INST
09248U718 T57XX BLACKROCK T-FUND INST

Security Type Total: **14,855.7000** **14,855.70** **USD** **2.23** **1.48** **0.10** **14,855.70** **C**

Security Type: MUTUAL FUNDS - REIT						
<u>233303348</u>	DFTX	DFA INTL REAL ESTATE SEC PORT	P	929.3510	5.0700	4,711.81
<u>233303835</u>	DFREX	DFA REAL ESTATE SECURITIES	P	235.4760	27.6000	6,499.14
						0.98
						224.64
					0.00	0.00
					4,039.99	3,455
					4,449.90	261

Security Type: MUTUAL FUNDS-EQUITY

<u>233203819</u>	<u>DRSX</u>	<u>DFA US SMALL CAP VALUE</u>	P	1,684.5830	30.8100	51,902.00	USD	7.80	619.93	0.00	<u>37,222.94</u>	<u>14.1%</u>
<u>233303822</u>	<u>DFLUX</u>	<u>DFA US LARGE CAP VALUE</u>	P	7,072.7760	26.8300	189,761.24	USD	28.50	3,196.87	0.00	<u>145,529.01</u>	<u>44.23%</u>
<u>922908819</u>	<u>VSGTX</u>	<u>VANGUARD SM CAP GR INDEX FD INST SHS</u>	P	477.3680	29.0100	13,848.45	USD	2.08	126.98	0.00	<u>7,500.88</u>	<u>6.34%</u>

9229088868 VIGIX VANGUARD GROWTH INDEX FB INST 3,564.8750 40,2700 143,5572 USD 21.56 2,138.93 0.00 98,241.76 45,311 Security Type Total: 12,799.5520 399,069.21 USD 59.94 6,082.71 0.00 288,994.19 110,075

Holding List

Business Date: 7/12/2013 Time Printed: 7/12/2013 1

Account(s): All
As Of Date: 6/30/13
Location: All
Registration: All
Trade Date Basis: No
Include Transactions: None

CUSIP	Ticker	Security Description	P/A	Shares	Price	Local Mkt Value	% P/Port	E/Inc	Accruals	Cost Basis	Unbd
233203223	DFSHX	DFA SEL HEDGED GLOBAL FIXED INC PT	P	2,081.8220	9.8900	20,589.22	USD 3.09	319.14	0.00	21,036.33	-44;
693390700	PTTRX	PIMCO TOTAL RETURN FD INST SHS	P	2,492.1450	10.7600	26,815.48	USD 4.03	591.14	45.58	26,302.30	51:
880208490	TGBAX	TEMPLETON GLOBAL BOND FD ADV CL	P	609.4340	12.9100	7,867.79	USD 1.18	173.08	0.00	7,986.33	-114
921937504	VBTIX	VANGUARD TOTAL BD MKT INDEX INSTL	P	597.6020	10.6700	6,376.41	USD 0.96	155.26	25.60	6,394.57	-14
9220031877	VFSIX	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTL	P	1,970.9270	10.6600	21,010.08	USD 3.16	378.62	61.96	21,153.64	-14;
Security Type Total:				7,751.9300		82,658.98	USD 12.42	1,617.24	133.14	82,873.17	-214
Security Type: MUTUAL FUNDS-INTERNATIONAL											
233203582	DFEVX	DFA EMERGING MKTS VALUE	P	542.6310	26.2900	14,265.77	USD 2.14	324.49	0.00	16,675.60	-2,40;
233203611	DEMSX	DFA EMERGING MKTS SML CAP PORT	P	301.6860	19.7800	5,967.35	USD 0.90	112.53	0.00	6,561.67	-59;
233203629	DFISX	DFA INTL SMALL COMPANY	P	1,366.8080	16.3200	22,306.31	USD 3.35	552.19	0.00	22,866.44	-564
233203868	DFALX	DFA LARGE CAP INTL PORTFOLIO	P	1,965.1150	19.4000	38,123.23	USD 5.73	1,161.38	0.00	41,842.17	-3,714
25434D203	DFTVX	DFA INTERNATIONAL VALUE	P	4,670.3760	16.5500	77,294.72	USD 11.61	2,676.13	0.00	81,207.01	-3,911
Security Type Total:				8,846.6160		157,957.38	USD 23.73	4,826.72	0.00	169,152.89	-11,19;
Account Subtotal:				45,418.6250		665,752.22	USD 100.00	13,368.95	133.24	563,365.84	102,384

Principal Cash:	0.00	USD	0.00
Income Cash:	0.00	USD	0.00
Net Cash:	0.00	USD	0.00
Total Value:	665,752.22	USD	100.00

Grand Totals: 381,997,9150 4,714,532.54 USD 96,379,06 3,556.21

