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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**  
Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013










Name of foundation George G & Alva Hudson Smith Foundation		<b>A Employer identification number</b>  74-2653426	
Number and street (or P O box number if mail is not delivered to street address) P O Box 1245		<b>B Telephone number</b> (see instructions)  (254) 582-2531	
City or town, state, and ZIP code Hillsboro, TX 766451245		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 2,183,898		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	50			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	3	3		
	<b>4</b> Dividends and interest from securities. . . . .	41,172	41,172		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	15,532			
	<b>b</b> Gross sales price for all assets on line 6a _____ 1,526,389				
	<b>7</b> Capital gain net income (from Part IV , line 2 ) . . . .		15,532		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	56,757	56,707		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .	3,000	0		1,500
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	1,500	750		0
	<b>c</b> Other professional fees (attach schedule) . . . . .	23,118	23,118		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	1,109	795		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .	526	0		
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	631	631		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	29,884	25,294		1,500
	<b>25</b> Contributions, gifts, grants paid . . . . .	101,919			101,919
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	131,803	25,294		103,419
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-75,046			
	<b>b Net investment income</b> (if negative, enter -0-)		31,413		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing . . . . .	12,764	6,828	6,828	
	2	Savings and temporary cash investments . . . . .	91,967	232,428	232,428	
	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 page 15 of the instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .		1,186	1,186	
	10a	Investments—U S and state government obligations (attach schedule)	743,769	 597,653	659,380	
	b	Investments—corporate stock (attach schedule) . . . . .	1,002,318	 936,965	1,280,292	
	c	Investments—corporate bonds (attach schedule). . . . .				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans . . . . .				
	13	Investments—other (attach schedule) . . . . .	4,196	 3,223	3,223	
	Liabilities	14	Land, buildings, and equipment basis ▶ _____ 2,873 Less accumulated depreciation (attach schedule) ▶ 2,479	0	 394	394
15		Other assets (describe ▶ _____)	 0	 167	 167	
16		<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,855,014	1,778,844	2,183,898	
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 ▶ _____)	 1,124	 0		
23		<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,124	0		
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
		24	Unrestricted . . . . .			
		25	Temporarily restricted . . . . .			
		26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
		27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	1,853,890	1,778,844		
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,853,890	1,778,844		
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,855,014	1,778,844		

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	1,853,890
2	Enter amount from Part I, line 27a . . . . .	2	-75,046
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	1,778,844
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,778,844

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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	15,532
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 page 18 of 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	96,274	2,113,528	0 045551
2010	89,226	1,980,150	0 045060
2009	90,460	1,832,123	0 049374
2008	93,720	1,884,894	0 049722
2007	99,994	2,072,374	0 048251

2 Total of line 1, column (d). . . . .	2	0 237958
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 047592
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	2,147,714
5 Multiply line 4 by line 3. . . . .	5	102,214
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	314
7 Add lines 5 and 6. . . . .	7	102,528
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	103,419

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	314
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	314
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	314
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,500	
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	1,500
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,186
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,186	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements 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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?. . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ANDREW L SMITH	Telephone no ▶(254) 582-2531		
Located at ▶P O BOX 1245 HILLSBORO TX		ZIP +4 ▶766451245		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)?. . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <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?. . . . .	1c		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 <b>any</b> 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" 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?	6b		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?	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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	2,008,301
b	Average of monthly cash balances. . . . .	1b	172,119
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	2,180,420
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	2,180,420
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	32,706
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,147,714
6	Minimum investment return. Enter 5% of line 5. . . . .	6	107,386

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	107,386
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	314
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	314
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	107,072
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	107,072
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	107,072

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	103,419
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	103,419
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	314
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	103,105
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				107,072
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			1,535	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 103,419				
a Applied to 2011, but not more than line 2a			1,535	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				101,884
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				5,188
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . . .				
b Excess from 2009. . . . .				
c Excess from 2010. . . . .				
d Excess from 2011. . . . .				
e Excess from 2012. . . . .				

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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	
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 organization 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) )

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

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

BETTY R DOHONEY  
P O BOX 1245  
HILLSBORO, TX 76645  
(254) 582-2531

b

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

TYPED APPLICATION INCLUDING DESCRIPTION OF ORGANIZATION, PROGRAM OR PROJECT FOR WHICH FUNDS ARE NEEDED, WHO WILL BENEFIT, AND IMPLEMENTATION STRATEGY

c

Any submission deadlines

SEPTEMBER 1 EACH YEAR

d

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

STATE OF TEXAS, IRC SECTION 501(C)(3) ORGANIZATIONS

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	101,919
b Approved for future payment				
Total . . . . .			3b	0

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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	3	
<b>4</b>	Dividends and interest from securities. . . .			14	41,172	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	15,532	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		0		56,707	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>	<b>56,707</b>	

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

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

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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-11-11	*****
Signature of officer or trustee	Date	Title

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

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

**Paid  
Preparer  
Use  
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00135448
	K Kraig Fields	K Kraig Fields	2013-11-11		
	Firm's name <input type="checkbox"/>	JAYNES REITMEIER BOYD & THERRELL PC		Firm's EIN <input type="checkbox"/> 74-2533381	
		5400 BOSQUE BLVD STE 500			
	Firm's address <input type="checkbox"/>	WACO, TX 767104459		Phone no (254) 776-4190	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
955 LEGG MASON	P	2010-01-01	2012-07-05
595 PHILLIPS 66	P	2010-01-01	2012-08-01
610 ALLSTATE CORP	P	2010-01-01	2012-08-10
355 CONOCOPHILLIPS	P	2010-01-01	2012-08-16
470 OMNICOM GROUP	P	2010-01-01	2012-09-18
US TREASURY BILL 9/12	P	2010-01-01	2012-09-20
US TREASURY BILL 12/11	P	2010-01-01	2012-10-19
US TREASURY BILL 11/12	P	2010-01-01	2012-11-13
US TREASURY BILL 12/12	P	2010-01-01	2012-11-13
US TREASURY BILL 12/12	P	2010-01-01	2012-12-13
680 MASCO CORP	P	2010-01-01	2012-12-13
785 APOLLO GROUP	P	2010-01-01	2012-12-13
680 TOTAL SA SPONSORED	P	2010-01-01	2012-12-17
725 ITT EDL SVCS INC	P	2010-01-01	2013-01-04
3975 DELL INC	P	2010-01-01	2013-01-08
310 SYSCO CORP	P	2010-01-01	2013-01-22
US TREASURY BILL 1/13	P	2010-01-01	2013-01-23
US TREASURY BILL 3/13	P	2010-01-01	2013-01-23
750 ABBVIV INC	P	2010-01-01	2013-02-04
US TREASURY BILL 6/13	P	2010-01-01	2013-02-08
US TREASURY BILL 1/13	P	2010-01-01	2013-02-26
US TREASURY BILL 3/13	P	2010-01-01	2013-03-07
US TREASURY BILL 3/13	P	2010-01-01	2013-03-15
735 ITT EDL	P	2010-01-01	2013-04-09
680 MASCO CORP	P	2010-01-01	2013-04-09
690 COMCAST	P	2010-01-01	2013-04-18
335 APOLLO GROUP	P	2010-01-01	2013-04-25
305 MEDTRONIC INC	P	2010-01-01	2013-04-25
500 MICROSOFT CORP	P	2010-01-01	2013-04-25
380 PHILIP MORRIS INTL	P	2010-01-01	2013-04-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
360 CITIGROUP	P	2010-01-01	2013-05-07
175 INTEL CORP	P	2010-01-01	2013-05-07
25 PEPSICO INC	P	2010-01-01	2013-05-07
120 WAL MART STORES	P	2010-01-01	2013-05-07
460 MCCORMICK	P	2010-01-01	2013-05-08
US TREASURY BILL 6/13	P	2010-01-01	2013-06-13



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
24,674		22,639	2,035
21,416		19,566	1,850
23,244		11,544	11,700
20,283		18,691	1,592
25,370		17,560	7,810
49,968		49,968	0
14,996		14,996	0
19,989		19,989	0
14,996		14,996	0
399,742		399,742	0
10,792		18,542	-7,750
15,730		40,640	-24,910
19,226		17,929	1,297
12,219		39,987	-27,768
44,096		44,167	-71
9,642		9,203	439
19,991		19,992	-1
19,989		19,989	0
27,733		19,248	8,485
39,985		39,990	-5
64,976		64,976	0
39,978		39,978	0
99,953		99,960	-7
9,321		35,696	-26,375
13,246		10,273	2,973
27,288		9,906	17,382
5,725		12,357	-6,632
14,023		13,127	896
15,480		12,222	3,258
36,830		16,234	20,596

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,625		8,679	7,946
4,198		3,125	1,073
2,069		1,607	462
9,413		5,822	3,591
33,302		17,636	15,666
299,881		299,881	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,035
			1,850
			11,700
			1,592
			7,810
			0
			0
			0
			0
			0
			-7,750
			-24,910
			1,297
			-27,768
			-71
			439
			-1
			0
			8,485
			-5
			0
			0
			-7
			-26,375
			2,973
			17,382
			-6,632
			896
			3,258
			20,596


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,946
			1,073
			462
			3,591
			15,666
			0

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
BETTY RAY DOHONEY	PRESIDENT 2 00	0	0	0
PO BOX 1074 HILLSBORO,TX 76645				
D'ETTE COWAN	VICE-PRESIDENT 1 00	0	0	0
230 CATFISH TRAIL WHITNEY,TX 76692				
ANDREW L SMITH	TREASURER 4 00	0	0	0
P O BOX 1245 HILLSBORO,TX 76645				
PAUL BAKER	SECRETARY 1 00	0	0	0
216 CARR SHTREET HILLSBORO,TX 76645				
JOHN B TUGGLE	DIRECTOR 1 00	0	0	0
302 CARR STREET HILLSBORO,TX 76645				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ABBOTT ISD 219 S FIRST ABBOTT,TX 76621	NONE	N/A	TO REPLACE THE SCHOOL'S CURRENT SIGNAGE WITH A DOUBLE-SIDED DIGITAL SIGN WITH WIRELESS CONNECTION FOR CONTINUOUS EDITING	6,953
ADVOCACY CENTER 2323 COLUMBUS AVE WACO,TX 76701	NONE	N/A	TO PROVIDE SUPPORT	10,000
CASA OF MCLENNAN & HILL COUNTIES 2323 COLUMBUS AVE WACO,TX 76701	NONE	N/A	TO PROVIDE FUNDING TO RECRUIT & TRAIN 30 VOLUNTEERS TO ADVOCATE FOR HILL COUNTY CHILDREN WHO ARE INVOLVED IN THE LEGAL CHILD WELFARE SYSTEM	9,600
CENTRAL TEXAS SENIOR MINISTRY 401 N 15TH ST WACO,TX 76701	NONE	N/A	TO PROVIDE FUNDING TO ASSIST IN PROVIDING MEALS FOR HOMEBOUND,OLDER ADULTS LIVING IN HILL COUNTY	10,000
FAIRVIEW CEMETERY LOT OWNERS ASSOCIATION INC P O BOX 427 HUBBARD,TX 76648	NONE	N/A	RESTORE RED BRICK ENTRANCE TO CEMETERY	4,575
TEXAS SOCIETY DAUGHTERS OF THE AMERICAN REVOLUTIONFORT GRAHAM CENTER 1776 D STREETNW WASHINGTON DC,DC 20006	NONE	N/A	FUNDING FOR TECHNICAL ASPECTS OF WEBSITE DEVELOPMENT,DESIGN,ETC	6,000
HILL COUNTY PAWS PALS P O BOX 1533 HILLSBORO,TX 76645	NONE	N/A	START CONSTRUCTION OF PHASE 1 OF COVERED CONCRETE PATIO AND SIDEWALK	2,050
ISAIAH'S PLACE INC 231 HCR 1207 WHITNEY,TX 76692	NONE	N/A	TO INSTALL A WATER CONSERVATION SYSTEM	7,741
LAKE WHITNEY ARTS ASSOCIATION P O BOX 1463 WHITNEY,TX 76692	NONE	N/A	TO PURCHASE AND INSTALL A SIGN AT THE FRONT OF THE THEATRE	17,000
LAKE WHITNEY CHAMBER OF COMMERCE 102 RAILROAD AVE WHITNEY,TX 76692	NONE	N/A	FUNDING TO ASSIST IN PURCHASING WHITNEY GATEWAY MONUMENT	5,000
SPRING HILL CEMETERY ASSOCIATION GALLATIN PIKE S NASHVILLE,TN 37115	NONE	N/A	TO COMPLETE RESTORATION AND REPAIRS TO MONUMENTS & FUNDING	2,000
WACO FOUNDATION 1105 WOODED ACRES WACO,TX 76710	NONE	N/A	WEST DISASTER RELIEF	21,000
<b>Total . . . . .</b>  <b>3a</b>				101,919

Form **4562**

Department of the Treasury  
Internal Revenue Service (99)

Depreciation and Amortization  
(Including Information on Listed Property)

▶ See separate instructions.    ▶ Attach to your tax return.

OMB No 1545-0172

**2012**

Attachment  
Sequence No **179**

Name(s) shown on return George G & Alva Hudson Smith Foundation	Business or activity to which this form relates Form 990-PF Page 1	<b>Identifying number</b>  74-2653426
--	---	---

**Part I**

Election To Expense Certain Property Under Section 179

*Note: If you have any listed property, complete Part V before you complete Part I.*

<b>1</b> Maximum amount (see instructions)	<b>1</b>	500,000
<b>2</b> Total cost of section 179 property placed in service (see instructions)	<b>2</b>	
<b>3</b> Threshold cost of section 179 property before reduction in limitation (see instructions)	<b>3</b>	2,000,000
<b>4</b> Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	<b>4</b>	
<b>5</b> Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	<b>5</b>	

<b>6</b>	<b>(a)</b> Description of property	<b>(b)</b> Cost (business use only)	<b>(c)</b> Elected cost	
<b>6</b>				
<b>7</b>	Listed property Enter the amount from line 29	<b>7</b>		
<b>8</b>	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	<b>8</b>		
<b>9</b>	Tentative deduction Enter the smaller of line 5 or line 8	<b>9</b>		
<b>10</b>	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	<b>10</b>		
<b>11</b>	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	<b>11</b>		
<b>12</b>	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	<b>12</b>		
<b>13</b>	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	<b>13</b>		

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II**

Special Depreciation Allowance and Other Depreciation (Do not include listed property ) (See instructions )

<b>14</b> Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	<b>14</b>	460
<b>15</b> Property subject to section 168(f)(1) election	<b>15</b>	
<b>16</b> Other depreciation (including ACRS)	<b>16</b>	

**Part III**

MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
<b>17</b> MACRS deductions for assets placed in service in tax years beginning before 2012	<b>17</b>	
<b>18</b> If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

<b>(a)</b> Classification of property	<b>(b)</b> Month and year placed in service	<b>(c)</b> Basis for depreciation (business/investment use only—see instructions)	<b>(d)</b> Recovery period	<b>(e)</b> Convention	<b>(f)</b> Method	<b>(g)</b> Depreciation deduction
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property		460	7 0	HY	200 DB	66
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs		S/L	
<b>h</b> Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
<b>i</b> Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

<b>20a</b> Class life					S/L	
<b>b</b> 12-year			12 yrs		S/L	
<b>c</b> 40-year			40 yrs	MM	S/L	

**Part IV**

Summary (see instructions)

<b>21</b> Listed property Enter amount from line 28	<b>21</b>	
<b>22 Total.</b> Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	<b>22</b>	526
<b>23</b> For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	<b>23</b>	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)  
**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person  
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions )		
<b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	



## TY 2012 Accounting Fees Schedule

**Name:** George G & Alva Hudson Smith Foundation

**EIN:** 74-2653426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,500	750		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: George G & Alva Hudson Smith Foundation

EIN: 74-2653426

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER AND ACCESSORIES	1997-04-29	1,723	1,723	200DB	5 000000000000	0	0		
TABLE	1997-05-05	41	41	200DB	7 000000000000	0	0		
4 DRAWER FILING CABINET	2004-11-15	189	94	200DB	7 000000000000	0	0		
FILING CABINET	2013-01-08	920		200DB	7 000000000000	526	0		

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** George G & Alva Hudson Smith Foundation  
**EIN:** 74-2653426

Name of Stock	End of Year Book Value	End of Year Fair Market Value
610 SH ALLSTATE CORP	0	0
910 SH JOHNSON & JOHNSON	47,350	78,133
1010 WALMART STORES	46,951	75,980
1575 COMCAST	20,307	62,480
3305 INTEL	52,232	80,080
1790 MICROSOFT	39,078	61,836
310 SYSCO	0	0
680 MASCO CORP	0	0
1505 LEGG MASON	35,354	46,670
895 MCGRAW HILL	19,065	47,605
390 PHILIP MORRIS INTL	0	0
920 PROCTOR & GAMBLE	55,053	70,831
810 NESTLE	35,604	53,036
500 BECTON DICKINSON & CO	34,896	49,415
2400 APOLLO GROUP	66,433	42,528
1050 ITT EDL SVCS	0	0
750 ABBOTT LABS	17,750	26,160
1345 MEDTRONIC INC	45,825	69,227
460 MCCORMICK & CO	0	0
580 MERCK & CO	19,091	26,941
885 PEPSICO	56,874	72,384
1730 CITIGROUP	41,172	82,988
74 GOOGLE	39,535	65,147
270 CONOCOPHILLIPS	0	0
380 SA SPONSORED ADR ONE	0	0
470 OMNICOM GROUP	0	0
305 SCHLUMBERGER	21,040	21,856
135 PHILLIPS 66	0	0
1490 DELL INC	0	0
395 AFLAC INC	19,760	22,957

Name of Stock	End of Year Book Value	End of Year Fair Market Value
945 CISCO SYSTEMS INC.	19,871	22,997
585 EXPEDITORS INTL WASH	20,799	22,253
210 IBM	40,525	40,133
760 LEUCADIA NATL CORP	20,813	19,927
315 NATIONAL OILWELL VARCO	20,968	21,704
1150 ORACLE CORP	39,461	35,317
990 BP PLC SPONSORED ADR ONE	41,435	41,323
520 TEVA PHARMACEUTICAL INDS	19,723	20,384

# **TY 2012 Investments Government Obligations Schedule**

**Name:** George G & Alva Hudson Smith Foundation

**EIN:** 74-2653426

**US Government Securities - End of  
Year Book Value:**

597,653

**US Government Securities - End of  
Year Fair Market Value:**

659,380

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2012 Investments - Other Schedule**

**Name:** George G & Alva Hudson Smith Foundation

**EIN:** 74-2653426

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INTEREST RECEIVABLE	AT COST	3,223	3,223

**TY 2012 Land, Etc. Schedule****Name:** George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER AND ACCESSORIES	1,723	1,723	0	
TABLE	41	41	0	
4 DRAWER FILING CABINET	189	189	0	
FILING CABINET	920	526	394	

TY 2012 Other Assets Schedule

**Name:** George G & Alva Hudson Smith Foundation

**EIN:** 74-2653426

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FIT RECEIVABLE	0	167	167



**TY 2012 Other Expenses Schedule****Name:** George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	109	109		0
OFFICE SUPPLIES	461	461		0
BANK FEES	61	61		0

**TY 2012 Other Liabilities Schedule****Name:** George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	257	0
FIT PAYABLE	167	0
ACCRUED FIT PAYABLE	700	0

## TY 2012 Other Professional Fees Schedule

**Name:** George G & Alva Hudson Smith Foundation

**EIN:** 74-2653426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	23,118	23,118		0

**TY 2012 Taxes Schedule****Name:** George G & Alva Hudson Smith Foundation**EIN:** 74-2653426

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	229	229		0
EXCISE TAX	314	0		0
FOREIGN TAX	566	566		0