



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

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 **CLARA B & W AUBREY SMITH CHARITABLE FOUNDATION**

A Employer identification number
75-6314114

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

B Telephone number (see instructions)

BANK OF AMERICA, N.A. P.O. BOX 831041

800- 357-7094

City or town, state, and ZIP code

DALLAS, TX 75283-1041

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

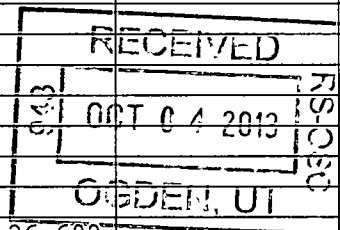
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 15,848,598.**

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

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	323,114.	320,089.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-77,006.			
b Gross sales price for all assets on line 6a	15,173,658.			
7 Capital gain net income (from Part IV, line 2)				
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)	27,263.	26,602.		STMT 2
12 Total. Add lines 1 through 11	273,371.	346,691.		
13 Compensation of officers, directors, trustees, etc.	110,509.	66,305.		44,204.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	3,000.	NONE	NONE	3,000.
c Other professional fees (attach schedule)	68,628.	3,520.		65,108.
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,702.	1,702.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	55.			55.
22 Printing and publications				
23 Other expenses (attach schedule)	3,013.	2,823.		190.
24 Total operating and administrative expenses. Add lines 13 through 23	186,907.	74,350.	NONE	112,557.
25 Contributions, gifts, grants paid	865,425.			865,425.
26 Total expenses and disbursements. Add lines 24 and 25	1,052,332.	74,350.	NONE	977,982.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-778,961.			
b Net investment income (if negative, enter -0-)		272,341.		
c Adjusted net income (if negative, enter -0-)				



ENVELOPE
POSTMARK DATE
OCT 01 2013

Operating and Administrative Expenses
9 1 2013

7
G14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		252,155.	346,938.	346,938.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7			14,364,750.	14,666,437.
	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) . STMT 8		15,850,664.	777,171.	708,389.
	14	Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶ 903008893 OIL GAS OR OTHER MIN)		1.	1.	126,834.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		16,102,820.	15,488,860.	15,848,598.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		16,102,820.	15,488,860.	
	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)		16,102,820.	15,488,860.	
31	Total liabilities and net assets/fund balances (see instructions)		16,102,820.	15,488,860.		

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	16,102,820.
2	Enter amount from Part I, line 27a	2	-778,961.
3	Other increases not included in line 2 (itemize) ▶ CTF TIMING ADJUSTMENT	3	168,032.
4	Add lines 1, 2, and 3	4	15,491,891.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	3,031.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,488,860.

Form 990-PF (2012)

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 OTHER GAINS AND LOSSES					
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 15,155,539.		15,250,664.	-95,125.		
b 18,119.			18,119.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			-95,125.		
b			18,119.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-77,006.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	746,151.	15,971,808.	0.046717
2010	845,938.	15,971,808.	0.052964
2009	811,226.	15,300,845.	0.053018
2008	999,796.	14,782,442.	0.067634
2007	908,508.	17,893,068.	0.050774
2 Total of line 1, column (d)			2 0.271107
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 0.054221
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 15,833,121.
5 Multiply line 4 by line 3			5 858,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,723.
7 Add lines 5 and 6			7 861,211.
8 Enter qualifying distributions from Part XII, line 4			8 977,982.

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 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,723.
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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,723.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,723.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	62,492.	
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	62,492.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	59,769.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,724. Refunded <input type="checkbox"/> 57,045.		11	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no ► <u>(214) 209-1965</u> Located at ► <u>901 MAIN ST, 19TH FL, DALLAS, TX</u> ZIP+4 ► <u>75202-3714</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	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (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))? ☐ Yes ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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
SEE STATEMENT 11		110,509.	-0-	-0-

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**

Form 990-PF (2012)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2 NONE	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2012)

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	15,735,835.
b	Average of monthly cash balances	1b	338,400.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	16,074,235.
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	16,074,235.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	241,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,833,121.
6	Minimum investment return. Enter 5% of line 5	6	791,656.

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	791,656.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,723.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,723.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	788,933.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	788,933.
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	788,933.

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	977,982.
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	977,982.
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	2,723.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	975,259.

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				788,933.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	33,064.			
b From 2008	271,194.			
c From 2009	70,524.			
d From 2010	54,556.			
e From 2011	10,050.			
f Total of lines 3a through e	439,388.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>977,982.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				788,933.
e Remaining amount distributed out of corpus	189,049.			
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	628,437.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
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)	33,064.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	595,373.			
10 Analysis of line 9				
a Excess from 2008	271,194.			
b Excess from 2009	70,524.			
c Excess from 2010	54,556.			
d Excess from 2011	10,050.			
e Excess from 2012	189,049.			

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 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHED LIST	N/A	PC	UNRESTRICTED GENERAL SUPPORT	865,425.
Total			3a	865,425.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

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

JSA

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 |
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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) is based on all information of which preparer has any knowledge.

Karen J. Kiser
Signature of officer or trustee

Date _____

Title

► TRUSTEE

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

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BOFA GOVERNMENT RESERVES TRUST CLASS	41.	41.
COLUMBIA ACORN FUND CLASS Z SHARES	2,294.	2,294.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	4,135.	4,135.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	688.	688.
AGGREGATE BOND CTF	5,696.	5,696.
EATON VANCE LARGE-CAP VALUE FUND CL I	11,368.	11,368.
EMERGING MARKETS STOCK COMMON TRUST FUND	1,355.	1,355.
MID CAP VALUE CTF	628.	628.
SMALL CAP VALUE CTF	348.	348.
MID CAP GROWTH CTF	1.	1.
DIVIDEND INCOME COMMON TRUST FUND	1,519.	1,519.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	14,272.	14,272.
NUVEEN REAL ESTATE SECS FUND CL Y	10,366.	10,366.
PIMCO TOTAL RETURN FUND INSTL	168,622.	168,622.
PIMCO HIGH YIELD FUND	48,294.	48,294.
PIMCO COMMODITY REALRETURN STRATEGY FUND	7,511.	7,511.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,191.	1,191.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	4,846.	4,846.
TEMPLETON GLOBAL BD FUND ADVISOR CL	6,625.	6,625.
DON F MCMILLAN B FORT BEND CO TX MI 490	6.	6.
KATY CONS UNIT TR 2-16-1	1.	1.
VANGUARD FTSE EMERGING MKTS ETF	9,376.	9,376.
VANGUARD REIT ETF	23,887.	20,862.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	44.	44.
	-----	-----
TOTAL	323,114.	320,089.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS O&G ROYALTY INCOME	26,026.	26,026.
NET CTF INCOME	576.	576.
FEDERAL TAX REFUND	661.	
	-----	-----
TOTALS	27,263.	26,602.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	3,000.			3,000.
TOTALS	3,000.	NONE	NONE	3,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OIL & GAS MGMT FEES - BOA	3,520.	3,520.	
GRANTMAKING FEES - BOA	59,903.		59,903.
OTHER PROFESSIONAL FEES - CHAR	5,205.		5,205.
	-----	-----	-----
TOTALS	68,628.	3,520.	65,108.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	254.	254.
FOREIGN TAXES ON QUALIFIED FOR	966.	966.
FOREIGN TAXES ON NONQUALIFIED	482.	482.
	-----	-----
TOTALS	1,702.	1,702.
	=====	=====

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ASSOCIATION MEMBERSHIP DUES	190.		190.
ROYALTY EXPENSES:			
PRODUCTION TAX	1,197.	1,197.	
LEASE OPERATING	78.	78.	
AD VALOREM FEES	1,548.	1,548.	
TOTALS	----- 3,013. =====	----- 2,823. =====	----- 190. =====

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287614 ISHARES RUSSELL 1000	1,453,570.	1,617,447.
922908553 VANGUARD REIT ETF	784,088.	836,666.
693390841 PIMCO HIGH YIELD FD	882,900.	881,455.
880208400 TEMPLETON GLOBAL BD	181,000.	171,565.
202671913 AGGREGATE BOND CTF	5,417,201.	5,221,647.
207543877 SMALL CAP GROWTH LEA	425,447.	495,101.
29099J109 EMERGING MARKETS STO	1,036,143.	925,194.
302993993 MID CAP VALUE CTF	632,453.	687,767.
303995997 SMALL CAP VALUE CTF	445,227.	493,054.
323991307 MID CAP GROWTH CTF	613,735.	662,031.
45399C107 DIVIDEND INCOME COMM	1,475,139.	1,642,495.
99Z466197 INTERNATIONAL FOCUSE	1,017,847.	1,032,015.
	-----	-----
TOTALS	14,364,750.	14,666,437.
	=====	=====

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	-----
COLUMBIA ACORN FUND	C	493,412.		
COLUMBIA ACORN INTERNATIONAL	C	267,159.		
COLUMBIA MARSICO INTERNATIONAL	C	328,942.		
COLUMBIA SMALL CAP GROWTH I	C	328,942.		
COLUMBIA SELECT LARGE CAP	C	3,289,415.		
EATON VANCE LARGE-CAP VALUE	C	2,220,355.		
HARBOR INTERNATIONAL FUND	C	246,706.		
NUVEEN REAL ESTATE SECS FUND	C	359,000.		
PIMCO TOTAL RETURN FUND	C	5,473,794.		
PIMCO HIGH YIELD FUND	C	600,000.		
PIMCO COMMODITY REALRETURN	C	657,883.		
PIMCO EMERGING MKT CURRENCY	C	164,471.		
RIDGEWORTH MID CAP VALUE EQ	C	330,000.		
ROWE T PRICE INTL FDS INC	C	411,177.		
VANGUARD MSCI EMERGING MKTS	C	679,408.		
73935S105 POWERSHARES DB COMMO	C		777,171.	708,389.
TOTALS		15,850,664.	777,171.	708,389.
		=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
NET ROUNDING	5.
ROC ADJUSTMENT - 2011	3,026.

TOTAL	3,031.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS 6,203.00
-----TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 6,203.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS 11,916.00
-----TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 11,916.00
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 98,509.

OFFICER NAME:

WAYNE E. DELANEY

ADDRESS:

1201 S LANG AVE

DENISON, TX 75020-5338

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,000.

OFFICER NAME:

JACK B. LILLEY

ADDRESS:

P.O. BOX 254

DENISON, TX 75021-0254

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,000.

OFFICER NAME:

JERRY CULPEPPER

ADDRESS:

P.O. BOX 653

SHERMAN, TX 75091-0653

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,000.

CLARA B & W AUBREY SMITH CHARITABLE

75-6314114

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

RONNIE COLE

ADDRESS:

306 W MAIN ST

DENISON, TX 75020-3125

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,000.

TOTAL COMPENSATION: 110,509.

=====

STATEMENT 12

RECIPIENT NAME:

KELLY DONOHUE - BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

RECIPIENT'S PHONE NUMBER: 214-209-2396

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RELIGIOUS, CHARITABLE, EDUCATIONAL, SCIENTIFIC & LITERARY PURPOSES IN
GRAYSON COUNTY, TEXAS AND SURROUNDING AREAS FOCUSING ON INCREASING
KNOWLEDGE OF PHYSICIANS/SURGEONS IN GRAYSON COUNTY THROUGH LECTURES &

RESTRICTIONS OR LIMITATIONS ON AWARDS:

EDUCATION. FUNDS ARE TO BE USED FOR MEDICAL RESEARCH, SCHOLARSHIPS TO
MEDICAL SCHOOLS, TRAINING OF NURSES OR PARAMEDICS, AND ACQUISITION OR
IMPROVEMENT TO HOSPITALS. FOR ANY INDIVIDUAL SCHOLARSHIP AWARDS,

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE WILL BE GIVEN TO STUDENTS THAT COMMIT TO WORKING AT LEAST
TWO YEARS FOR TEXOMA MEDICAL CENTER IN DENISON, TEXAS UPON COMPLETION
OF THEIR ACADEMIC TRAINING.

FEDERAL FOOTNOTES

=====

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

Clara Blackford and W. Aubrey Smith Charitable Foundation

Grant Recipients for Fiscal Year Ending June 2013

Payee Organization	Amount	Request Project Title
Alpha & Omega Baptist Church 401 E. Sears St. Denison, TX 75020	\$500	Holiday Fund
Big Brothers Big Sisters Grayson County 808 East Pecan Grove Road Sherman, TX 75090	\$15,000	Big Brothers Big Sisters Teen Big Initiative Program with Denison ISD High School and Elementary campuses.
Boys & Girls Clubs of Denison PO Box 23 Denison, TX 75021-0023	\$5,700	Licensed School Age Child Care at DISD Elementary Schools
Child & Family Guidance Center of Texoma 804 E. Pecan Grove Road Sherman, TX 75090	\$1,000	Holiday Fund
Child & Family Guidance Center of Texoma 804 E. Pecan Grove Road Sherman, TX 75090	\$15,000	General operations of the organization
City of Denison 500 W. Chestnut Denison, TX 75020	\$15,000	Read To Win
City of Denison 500 W. Chestnut Denison, TX 75020	\$10,000	Denison Fireworks Show
Community Youth Center of Denison P.O. Box 932 Denison, TX 75021-1584	\$500	Holiday Fund
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$70,000	Building repair to Denison Chamber of Commerce; Clay Shoot (profits to be used for education, business development, and tourism programs); Cruisin Texoma for Special Needs Kids
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$157,925	Board of Advisor Community Grants for Fiscal Year ending June 30, 2013
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$2,000	Scholarship for Christian Lopez. Board directed distribution from Jack Lilley
Denison Helping Hands 418 W Chestnut St Denison, TX 75020	\$10,000	Purchase food for the poor and needy

Payee Organization	Amount	Request Project Title
Denison Housing Authority P.O. Box 475 Denison, TX 75021	\$5,000	Provide low-cost housing for low-income Denison families. Board directed distribution from Linda Flemming.
Denison Housing Authority P.O. Box 475 Denison, TX 75021	\$2,000	Holiday Fund
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,000	Holiday Fund - Terrell Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Assist special needs child served by DISD Special Education Homebound Program. Board directed distribution from Linda Flemming and Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Denison High School Angel Tree Project. Board directed distribution from Wayne Delaney.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$700	Support GREAT Program. Board directed distribution from Jerry Culpepper and Jack Lilley.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$10,000	Master's Degree Incentive for teachers to pursue higher education degrees
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$10,000	Music Scholarship for Timothy Hoover to attend LIPA Board directed distribution from Ronnie Cole and Jack Lilley
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,500	Purchase iPads for Special Education Autism Class at Larmar Elementary. Board directed distribution from Jack Lilley
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$40,000	Emergency funds for school children in crisis to be used at the discretion of the Principal and Teachers at each school
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$30,000	Goddard Youth Science and Environment Camp - scholarships for economically disadvantaged fifth grade students.

Payee Organization	Amount	Request Project Title
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Music Scholarship for Timothy Hoover to attend LIPA Board directed distribution from Linda Flemming.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$3,000	Holiday Fund - B. McDaniel Middle School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,500	Holiday Fund - Lamar Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$2,000	Holiday Fund - Denison High School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Holiday Fund - Pathways High School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$1,000	Holiday Fund - Houston Elementary School
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$7,100	Denison High School's Prime Time Tutoring
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	2012 STEM Scholarships
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$5,000	Music scholarship for Timothy Hoover to attend LIPA
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Smith Foundation - 2013 STEM Scholarships
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2011 Seniors
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math and Science Scholarships - 2010 DHS Seniors
Denison ISD Education Foundation Inc 1201 S Rusk Ave Denison, TX 75020	\$3,000	2013 Scholars Among Us

Payee Organization	Amount	Request Project Title
Denison ISD Education Foundation Inc 1201 S Rusk Ave Denison, TX 75020	\$10,000	Provide funding for classroom grants for Denison ISD students
Denison Kiwanis Club Charity, Inc. P.O. Box 643 Denison, TX 75021	\$3,000	Holiday Fund
Denison Lions Club Charities, Inc. P.O. Box 633 Denison, TX 75021-0633	\$10,000	Support Goodfellow Christmas Program. Board directed from Linda Flemming.
Denison Public Library Endowment Fund P.O. Box 211 Denison, TX 75020	\$15,000	Read to Win Program
Faith Fellowship Baptist Church 505 W. Main Street Denison, TX 75020	\$1,000	Holiday Fund
First Baptist Church 601 W. Woodard Denison, TX 75020	\$1,000	Holiday Fund
First Baptist Church 601 W. Woodard Denison, TX 75020	\$4,000	Love Out Loud Program. Board directed distribution from Wayne Delaney
First Christian Church 800 W Woodard Street Denison, TX 75020	\$1,000	Holiday Fund
First Christian Church 800 W Woodard Street Denison, TX 75020	\$30,000	First Christian Church Weekend Meals Project
Four Rivers Outreach, Inc. 210 South Rusk Street Sherman, TX 75090	\$10,000	Replace roof on facility
Grayson County College Foundation, Inc. 6101 Grayson Drive Denison, TX 75020-8238	\$15,000	The Clara Blackford and W. Aubrey Smith Foundation-Grayson College Career and Education Scholarship Fund
Grayson County College Foundation, Inc. 6101 Grayson Drive Denison, TX 75020-8238	\$15,000	The Clara Blackford and W. Aubrey Smith Foundation-Grayson College Career and Education Scholarship Fund
Grayson County Juvenile Alternatives, Inc. Po Box 1625 Sherman, TX 75091-1625	\$25,000	Renovation and Expansion Campaign

Payee Organization	Amount	Request Project Title
Grayson County Shelter 331 W Morton St Denison, TX 75020-2419	\$65,000	General operations of the organization
Grayson County Shelter 331 W Morton St Denison, TX 75020-2419	\$2,000	Holiday Fund
Grayson County Welfare Board Inc 902 Cottonwood Sherman, TX 75090	\$2,000	Holiday Fund
Jack & Jill Day Care Center, Inc. Po Box 807 Denison, TX 75021-0807	\$2,000	Holiday Fund
Lakeway United Methodist Church 518 FM 996 West Pottsboro, TX 75076	\$1,000	Holiday Fund
MasterKey Ministries of Grayson County, Inc. 209 South FM 1417 Sherman, TX 75092	\$5,000	Keys to Literacy Project
Meadows of Wesley Village 2603 Meadows Drive Denison, TX 75020-7280	\$1,000	Holiday Fund
MLK Blvd Church of Christ P.O. Box 1221 Denison, TX 75021	\$1,000	Holiday Fund
Mount Olive Baptist Church P.O. Box 588 Denison, TX 75021-0588	\$500	Holiday Fund
Mt. Zion Baptist Church 531 W. Walker Denison, TX 75020	\$500	Holiday Fund
New Beginning Fellowship Church 1201 W Shepherd St Denison, TX 75020	\$29,500	New Beginning Fellowship Care Ministry
Park Avenue Church of Christ 3000 S. Park Avenue Denison, TX 75020	\$1,000	Holiday Fund
Pottsboro Kids Club 3667 Georgetown Road Pottsboro, TX 75076	\$1,000	Holiday Fund

Payee Organization	Amount	Request Project Title
Project Transformation 547 E Jefferson Blvd Dallas, TX 75203	\$5,000	2013 Summer Day Camp Program for at-risk children at Trinity Methodist Church in Denison
Rehabilitation Center Therapeutic Solutions for Children and Adults 1216 Hillcrest Sherman, TX 75092	\$1,000	Holiday Fund
Rehabilitation Center Therapeutic Solutions for Children and Adults 1216 Hillcrest Sherman, TX 75092	\$27,000	Search For The Stars Telethon supporting Rehabilitative Services Program
Rehabilitation Center Therapeutic Solutions for Children and Adults 1216 Hillcrest Sherman, TX 75092	\$27,000	Search for the Stars Telethon / Sponsor Care Program
Sherman Community Players 500 N Elm St Sherman, TX 75090	\$5,000	Project Theatre
Substance Abuse Council 201 S Travis St Sherman, TX 75090-7110	\$500	Holiday Fund
Texas Womans University Po Box 425739 Denton, TX 76204-5739	\$1,000	Scholarship - Shaquala Caldwell. Board directed distribution from Jack Lilley.
The Salvation Army of Grayson County 5700 Texoma Parkway Sherman, TX 75090	\$2,000	Holiday Fund
Tri County Senior Nutrition Project Incorporated 4114 Airport Dr Denison, TX 75020	\$15,000	Urgent Needs Meal Funding
Trinity United Methodist Church 101 E. Highway 69 Denison, TX 75021	\$1,000	Holiday Fund
University of North Texas 1155 Union Circle #311370 Denton, TX 76206-2017	\$2,000	Scholarship for Silvia Erives. Board directed distribution from Jack Lilley.

Payee Organization	Amount	Request Project Title
University of Texas Health Science Center at Houston P.O. Box 20036 7000 Fannin, Ste 1200 Houston, TX 77225	\$10,000	Medical School Scholarship - Preston Spindle
University of Texas M.D. Anderson Cancer Center P.O. Box 301439 Houston, TX 77230-2121	\$60,000	The Clara B. Smith Training Center Program
Visions of Sugar Plums Charitable Foundation 21 Whispering Rd Pottsboro, TX 75076-4842	\$1,000	Holiday Fund
Waples Memorial United Methodist Church 830 W Main St Denison, TX 75020-3251	\$1,000	Holiday Fund
Women Rock 115 S Travis Street, Ste 309 Sherman, TX 75090-5990	\$1,000	Promote breast cancer awareness; help women obtain life-saving exams; honoring cancer survivor Barbara Yeley
Grand Totals	\$865,425	