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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning DEC 1, 2012, and ending NOV 30, 2013

Name of foundation **The Smith Family Foundation**

Number and street (or P.O. box number if mail is not delivered to street address) **120 Edisto Avenue**

City or town, state, and ZIP code **Columbia, SC 29205**

Room/suite

A Employer identification number **91-2056433**

B Telephone number **803-254-0542**

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 ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 987,871.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments	9.	9.		Statement 1
	Dividends and interest from securities	20,432.	20,432.		Statement 2
3a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	42,312.			
b	Gross sales price for all assets on line 6a	438,895.			
7	Capital gain net income (from Part IV, line 2)		42,312.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	55.	55.		Statement 3
12	Total. Add lines 1 through 11	62,808.	62,808.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 4	1,964.	0.		1,964.
c	Other professional fees Stmt 5	8,447.	8,447.		0.
17	Interest				
18	Taxes Stmt 6	1,024.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	11,435.	8,447.		1,964.
25	Contributions, gifts, grants paid	34,900.			34,900.
26	Total expenses and disbursements. Add lines 24 and 25	46,335.	8,447.		36,864.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	16,473.			
b	Net investment income (if negative, enter -0-)		54,361.		
c	Adjusted net income (if negative, enter -0-)			N/A	

**Part II****Balance Sheets**

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

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>			
1 Cash - non-interest-bearing	5,811.	1,832.	1,832.
2 Savings and temporary cash investments		52,461.	52,461.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ <u>Securities</u> )	804,258.	772,073.	933,578.
16 <b>Total assets</b> (to be completed by all filers)	810,069.	826,366.	987,871.
<b>Liabilities</b>			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>			
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 ▶ <input checked="" type="checkbox"/>			
and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	804,258.	772,073.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	5,811.	1,832.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	52,461.	
30 <b>Total net assets or fund balances</b>	810,069.	826,366.	
31 <b>Total liabilities and net assets/fund balances</b>	810,069.	826,366.	

**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	810,069.
2 Enter amount from Part I, line 27a	2	16,473.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	826,542.
5 Decreases not included in line 2 (itemize) ▶ <u>Cost Basis Adjustment</u>	5	176.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	826,366.

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**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.)
<b>1a Enron Class Action</b>	P	01/20/98	10/24/13
<b>b IPO Securities Class Action</b>	P	10/18/99	01/24/13
<b>c Sales Schedule Attached</b>	P	Various	11/30/13
<b>d Long-Term Capital Gains Distribution</b>	P	Various	11/30/13
<b>e Sales Schedule Attached</b>	P	Various	11/30/13

(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)
<b>a 45.</b>			<b>45.</b>
<b>b 10.</b>			<b>10.</b>
<b>c 310,264.</b>		<b>271,063.</b>	<b>39,201.</b>
<b>d 10,564.</b>			<b>10,564.</b>
<b>e 118,012.</b>		<b>125,520.</b>	<b>&lt;7,508.&gt;</b>

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))
<b>a</b>			<b>45.</b>
<b>b</b>			<b>10.</b>
<b>c</b>			<b>39,201.</b>
<b>d</b>			<b>10,564.</b>
<b>e</b>			<b>&lt;7,508.&gt;</b>

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>42,312.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

**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	47,608.	841,800.	.056555
2010	41,989.	927,003.	.045295
2009	32,233.	853,853.	.037750
2008	38,772.	740,903.	.052331
2007	58,016.	966,290.	.060040

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.251971</b>
<b>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</b>	<b>3</b>	<b>.050394</b>
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	<b>4</b>	<b>938,613.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>47,300.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>544.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>47,844.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.	<b>8</b>	<b>36,864.</b>

**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	1,087.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	1,087.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,087.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	528.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	528.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	559.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>None</u>		
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 <u>See Statement 7</u>		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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Joel Smith, III Telephone no. ▶ 803-254-0542  
 Located at ▶ 120 Edisto Avenue, Columbia, SC ZIP+4 ▶ 29205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐  
 and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ☐ Yes ☒ No  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<u>N/A</u>	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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?		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.)	<u>N/A</u>	
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)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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**Part VII B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

Total number of other employees paid over \$50,000

0

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

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

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A****Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B****Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	937,879.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	15,028.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	952,907.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	952,907.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	14,294.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	938,613.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	46,931.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	46,931.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,087.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,087.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	45,844.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	45,844.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	45,844.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	36,864.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	36,864.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	36,864.

**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.

Form 990-PF (2012)

**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				45,844.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			34,194.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 36,864.				
a Applied to 2011, but not more than line 2a			34,194.	
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				2,670.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				43,174.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

**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.)

**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

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.

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

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

Recipient	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				
Columbia Museum of Art PO Box 2068 Columbia, SC 29202		Public	Charitable	5,000.
Columbia Museum of Art PO Box 2068 Columbia, SC 29202		Public	Charitable	5,000.
Communities In Schools PO Box 8884 Columbia, SC 29202		Public	Charitable	2,000.
Midlands Mediation Center PO Box 5942 Columbia, SC 29250		Public	Charitable	2,000.
Midlands Mediation Center PO Box 5942 Columbia, SC 29250		Public	Charitable	3,900.
Total	See continuation sheet(s)			34,900.
b Approved for future payment				
None				
Total				0.



## 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?

**a** Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash  
(2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

2/20/14

Title

CHAIRMAN

May the IRS discuss this return with the preparer shown below (see instr. 3)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Robert D. Lyerly,  
JR.

Preparer's signature

Robert O. Grealy

Date

2. 12-14

Check ☐ if  
self-employed

PTIN
------

P00863014

Firm's name ► Nexsen Pruet

Firm's EIN ▶ 57-0386425

Firm's address ► 227 West Trade Street, Suite 1550  
Charlotte, NC 28202

Phone no. 704-388-5324

Form **990-PF** (2012)

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Palmetto Conservation Foundation 722 King Street Columbia, SC 29205		Public	Charitable	5,000.
Palmetto Health Foundation 1600 Marion Street, PO Box 247 Columbia, SC 29202		Public	Charitable	3,000.
Scarborough-Hamer Foundation, Kensington Mansion 4010 McCords Ferry Road, PO Box 237 Eastover, SC 29044		Public	Charitable	2,500.
South Carolina Campaign to Prevent Teen Pregnancy 1331 Elmwood Avenue, Suite 140 Columbia, SC 29201		Public	Charitable	1,500.
Southern Environmental Law Center 201 West Main Street, Suite 14 Charlottesville, VA 22902		Public	Charitable	5,000.
<b>Total from continuation sheets</b>				<b>17,000.</b>

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Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement	1
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Source	Amount
US Trust I/M	9.
Total to Form 990-PF, Part I, line 3, Column A	9.

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Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
US Trust I/M	20,432.	0.	20,432.
Total to Fm 990-PF, Part I, ln 4	20,432.	0.	20,432.

Form 990-PF	Other Income	Statement	3
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Return of capital	55.	55.	
Total to Form 990-PF, Part I, line 11	55.	55.	

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Nexsen Pruet	1,964.	0.		1,964.	
To Form 990-PF, Pg 1, ln 16b	1,964.	0.		1,964.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
US Trust Agency Fees	8,447.	8,447.			0.
To Form 990-PF, Pg 1, ln 16c	8,447.	8,447.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Excise Tax	934.	0.		0.	
Foreign Tax	90.	0.		0.	
To Form 990-PF, Pg 1, ln 18	1,024.	0.		0.	

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Form 990-PF	Explanation Concerning Part VII-A, Line 8b	Statement	7
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Explanation

The South Carolina Attorney General no longer requires the filing of Forms 990-PF with them.

The Smith Family Fund  
91-2056433

Form 990 PF, Part XV – Name, address and phone number for applications

Joel A. Smith, III  
120 Edisto Avenue  
Columbia, SC 29205  
803-254-0542

[illegible]

# CLASSIFIED LIST OF TRANSACTIONS

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IM THE SMITH FAMILY FOUNDATION

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
VANGUARD REIT					
ETF					
CUSIP NO: 922908553	BARCLAYS CAPITAL LE				
05/15/13	05/10 PURC 100.00 SHR @ 75.8800000		-7,590.50	7,590.50	
	MISC .00 COMM 2.50				
WISDOMTREE JAPAN HEDGED EQUITY					
FUND					
CUSIP NO: 97717W851	WEEDEN AND CO				
04/09/13	04/04 PURC 80.00 SHR @ 43.7714000		-3,504.11	3,504.11	
	MISC .00 COMM 2.40				
05/15/13	J.P. MORGAN SECURITIES INC.				
	05/10 PURC 510.00 SHR @ 49.4050000		-25,211.85	25,211.85	
	MISC .00 COMM 15.30				
	TOTAL FOR ASSET		<u>-28,715.96</u>	<u>28,715.96</u>	
	TOTAL PURCHASE OF ASSETS		<u>-364,572.82</u>	<u>364,572.82</u>	
PROCEEDS FROM SALES					
SHIP FIN INTL LTD					
BERMUDA					
CUSIP NO: G81075106	CS FIRST BOSTON				
09/04/13	08/29 SALE 46.00 SHR @ 15.8073000		725.97	-721.50	4.47
	MISC .01 COMM 1.15				
09/04/13	WEEDEN AND CO				
	08/29 SALE 259.00 SHR @ 15.7349000		4,067.50	-4,062.39	5.11
	MISC .07 COMM 7.77				
	TOTAL FOR ASSET		<u>4,793.47</u>	<u>-4,783.89</u>	<u>9.58</u>

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
APACHE CORP CUSIP NO: 037411105 02/15/13	GOLDMAN, SACHS & CO. 02/12 SALE 125.00 SHR @ 84.2628000 MISC .23 COMM 3.12		10,529.48	-12,599.01	-2,069.53 L
APPLE INC CUSIP NO: 037833100 02/15/13	GOLDMAN, SACHS & CO. 02/12 SALE 20.00 SHR @ 471.876000 MISC .21 COMM .50		9,436.81	-7,888.85	1,547.96
CHICAGO BRDG & IRON CO N V N Y REGISTRY SH COM NETHERLANDS CUSIP NO: 167250109 09/12/13	J.P. MORGAN SECURITIES INC. 09/09 SALE 100.00 SHR @ 60.5500000 MISC .11 COMM 2.50		6,052.39	-4,567.49	1,484.90 S
COCA COLA CO CUSIP NO: 191216100 02/15/13	J.P. MORGAN SECURITIES INC. 02/12 SALE 75.00 SHR @ 37.5900000 MISC .07 COMM 1.88		2,817.30	-1,522.10	1,295.20 L
COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES CUSIP NO: 19765H362 10/17/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 762.165 UNITS @ 9.9700		7,598.79	-7,621.65	-22.86 S
COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES CUSIP NO: 19765L694 02/13/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 6,174.057 UNITS @ 6.3199		39,020.04	-37,731.35	1,288.69 L

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SETTLEMENT DATE

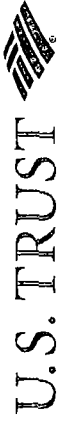
## 12/01/12 THROUGH 11/30/13

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	AVAGO TECHNOLOGIES LTD SINGAPORE CUSIP NO: Y0486S104				
02/15/13	BARCLAYS CAPITAL LE 02/12 SALE 350.00 SHR @ 35.1967000 MISC .28 COMM 8.75		12,309.82	-11,679.82	630.00
03/20/13	LAZARD FRERES & CO. 03/15 SALE 70.00 SHR @ 36.0918000 MISC .06 COMM 2.10		2,524.27	-2,170.35	353.92
09/03/13	GOLDMAN, SACHS & CO. 08/28 SALE 65.00 SHR @ 38.4546000 MISC .04 COMM 1.95		2,497.56	-1,875.55	622.01
	TOTAL FOR ASSET		<u>17,331.65</u>	<u>-15,725.72</u>	<u>1,605.93</u>
	AQR MANAGED FUTURES STRATEGY FUND CL I CUSIP NO: 00203H859				
10/17/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 485.365 UNITS @ 10.0600		4,882.77	-4,625.53	257.24
	ABBOTT LABS CUSIP NO: 002824100				
02/15/13	J.P. MORGAN SECURITIES INC. 02/12 SALE 160.00 SHR @ 34.3730000 MISC .13 COMM 4.00		5,495.55	-3,712.51	1,783.04
	ABBYIE INC CUSIP NO: 00287Y109				
02/15/13	GOLDMAN, SACHS & CO. 02/12 SALE 165.00 SHR @ 35.6400000 MISC .14 COMM 4.13		5,876.33	-4,151.70	1,724.63

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Bank of America Private Wealth Management

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IM THE SMITH FAMILY FOUNDATION

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
04/10/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 392.465 UNITS @ 6.3699		2,500.00	-2,354.12	145.88
04/12/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 4,366.699 UNITS @ 6.3800		27,859.54	-26,192.73	1,666.81
10/17/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,165.863 UNITS @ 6.1400		7,158.40	-6,993.18	165.22
TOTAL FOR ASSET					
			76,537.98	-73,271.38	3,266.60
COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES CUSIP NO: 19765N468					
02/08/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,487.779 UNITS @ 9.4099		14,000.00	-13,747.08	252.92
04/10/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 264.271 UNITS @ 9.4599		2,500.00	-2,441.86	58.14
05/13/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,480.667 UNITS @ 9.4400		13,977.50	-13,681.36	296.14
06/05/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 805.585 UNITS @ 9.3100		7,500.00	-7,443.61	56.39
10/17/13	MUTUAL FUND AGENT PROCEEDS REDEMPTION 150.053 UNITS @ 9.0599		1,359.48	-1,386.49	-27.01

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	TOTAL FOR ASSET		39,336.98	-38,700.40	636.58
	COLUMBIA US GOVT MTG FUND CL Z				
	CUSIP NO: 19766J607				
	05/13/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 5,357.143 UNITS @ 5.5999		30,000.00	-30,532.27	-532.27
	10/17/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 585.965 UNITS @ 5.4400		3,187.65	-3,304.84	-117.19
	11/27/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 3,587.481 UNITS @ 5.4500		19,551.77	-20,174.07	-622.30
	TOTAL FOR ASSET		52,739.42	-54,011.18	-1,271.76
	CULLEN HIGH DIVIDEND EQUITY FUND CL I				
	CUSIP NO: 230001406				
	11/27/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 2,387.300 UNITS @ 16.4400		39,247.21	-30,987.15	8,260.06
	F5 NETWORKS INC				
	CUSIP NO: 315616102				
	04/24/13 BARCLAYS CAPITAL LE 04/19 SALE 75.00 SHR @ 71.5634000 MISC .12 COMM 1.88		5,365.26	-9,451.75	-4,086.49
	GOLDMAN SACHS ABSOLUTE RETURN TRACKER FUND CL I				
	CUSIP NO: 38145N220				
	10/17/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 269.370 UNITS @ 9.6200		2,591.34	-2,375.84	215.50

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	HARBOR INTERNATIONAL FUND				
	INSTL CL				
	CUSIP NO: 411511306				
	03/28/13 MUTUAL FUND AGENT				
	PROCEEDS REDEMPTION 147.597 UNITS @ 63.0200		9,301.56	-10,674.21	-1,372.65
	INTERNATIONAL BUSINESS MACHS				
	CUSIP NO: 459200101				
	02/15/13 UBS SECURITIES LLC				
	02/12 SALE 35.00 SHR @ 200.610000		7,020.32	-5,711.20	1,309.12
	MISC .16 COMM .87				
	ISHARES MSCI SINGAPORE				
	ETF				
	CUSIP NO: 464286673				
	02/15/13 GOLDMAN, SACHS & CO.				
	02/12 SALE 325.00 SHR @ 13.86000000		4,496.26	-3,973.78	522.48
	MISC .11 COMM 8.13				
	ISHARES MSCI HONG KONG				
	ETF				
	CUSIP NO: 464286871				
	02/15/13 UBS SECURITIES LLC				
	02/12 SALE 225.00 SHR @ 20.24000000		4,548.26	-4,287.11	261.15
	MISC .11 COMM 5.63				
	ISHARES RUSSELL 2000 GROWTH ETF				
	CUSIP NO: 464287648				
	02/15/13 UBS SECURITIES LLC				
	02/12 SALE 210.00 SHR @ 103.290000		21,685.16	-12,049.80	9,635.36
	MISC .49 COMM 5.25				
	JANUS ENTERPRISE FUND				
	CL I				
	CUSIP NO: 47103C795				
	10/17/13 MUTUAL FUND AGENT				
	PROCEEDS REDEMPTION 168.694 UNITS @ 80.9698		13,659.12	-8,564.60	5,094.52

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	HIGHBRIDGE STATISTICAL MKT NEUTRAL SELECT CUSIP NO: 4812A2439 10/09/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 570.802 UNITS @ 14.5700		8,316.59	-8,465.00	-148.41
	MOSAIC CO NEW COM CUSIP NO: 61945C103 09/12/13 GOLDMAN, SACHS & CO. 09/09 SALE 80.00 SHR @ 43.7600000 MISC .07 COMM 2.00		3,498.73	-4,578.91	-1,080.18
	PIMCO EMERGING LOCAL BD FUND INSTL CL CUSIP NO: 72201F516 10/17/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,983.112 UNITS @ 9.8800		19,593.15	-21,853.89	-2,260.74
	QUALCOMM INC CUSIP NO: 747525103 02/15/13 UBS SECURITIES LLC 02/12 SALE 80.00 SHR @ 66.0900000 MISC .12 COMM 2.00		5,285.08	-4,495.77	789.31
	RS GLOBAL NATURAL RES FUND CL Y CUSIP NO: 74972H648 10/17/13 MUTUAL FUND AGENT PROCEEDS REDEMPTION 637.430 UNITS @ 38.2900		24,407.19	-25,000.00	-592.81
	REGENERON PHARMACEUTICALS CUSIP NO: 75886F107 12/04/12 BARCLAYS CAPITAL LE 11/29 SALE 50.00 SHR @ 179.580700 -MISC .20 COMM 1.25		8,977.58	-5,919.53	3,058.05



U.S. TRUST

Bank of America Private Wealth Management

CLASSIFIED LIST  
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THE SMITH FAMILY FOUNDATION

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	TEMPLETON GLOBAL BD FUND				
	ADVISOR CL				
	CUSIP NO: 880208400				
	10/17/13 MUTUAL FUND AGENT				
	PROCEEDS REDEMPTION 298.838 UNITS @ 13.1699		3,935.69	-4,013.39	-77.70
	YUM BRANDS INC				
	CUSIP NO: 988498101				
	02/15/13 GOLDMAN, SACHS & CO.		2,918.85	-999.90	1,918.95
	02/12 SALE 45.00 SHR @ 64.8900000				
	MISC .07 COMM 1.13				
	TOTAL PROCEEDS FROM SALES		428,276.27	-396,583.24	31,693.03
	ASSET RECEIPTS AND DISTRIBUTIONS				
	SECURITY RECEIPTS				
	ABBVIE INC				
	CUSIP NO: 00287Y109				
	01/02/13 ABBOTT LABS		118012	-125520	75081
	RECEIVED 300.000 SHARES DUE TO A NONTAXABLE SPINOFF		310264	-271063	39201
	01/10/13 INCREASE CARRYING VALUE AND COST BASIS DUE TO A NONTAXABLE SPINOFF			7,548.55	
	TOTAL FOR ASSET			7,548.55	
	KALMAR GROWTH-WITH-VALUE SMALL CAP FUND				
	CUSIP NO: 483438404				
	11/26/13 RECEIPT DUE TO MUTUAL FUND CONVERSION FROM CUSIP 483438206				
				19,096.56	

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