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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION, INC.		A Employer identification number 20-2224138
Number and street (or P.O. box number if mail is not delivered to street address) 400 CALDWELL TRACE		B Telephone number (205) 202-4076
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35242		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,907,167.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	561,406.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	627.	627.	627.	STATEMENT 1
4 Dividends and interest from securities	825,565.	825,565.	825,565.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	858,863.			
b Gross sales price for all assets on line 6a	6,433,656.			
7 Capital gain net income (from Part IV, line 2)		858,863.		
8 Net short-term capital gain			21,599.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	2,246,461.	1,685,055.	847,791.	
13 Compensation of officers, directors, trustees, etc.	255,000.	0.	76,500.	178,500.
14 Other employee salaries and wages	178,169.	0.	0.	178,169.
15 Pension plans, employee benefits	91,375.	0.	12,604.	78,771.
16a Legal fees	25,000.	0.	25,000.	0.
b Accounting fees	2,207.	0.	0.	2,207.
c Other professional fees				
17 Interest				
18 Taxes	32,434.	5,682.	9,167.	23,266.
19 Depreciation and depletion	19,668.	0.	3,144.	
20 Occupancy				
21 Travel, conferences, and meetings	8,165.	0.	0.	8,165.
22 Printing and publications	3,272.	0.	0.	3,272.
23 Other expenses	389,014.	223,658.	223,658.	174,477.
24 Total operating and administrative expenses. Add lines 13 through 23	1,004,304.	229,340.	350,073.	646,827.
25 Contributions, gifts, grants paid	622,616.			622,616.
26 Total expenses and disbursements. Add lines 24 and 25	1,626,920.	229,340.	350,073.	1,269,443.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	619,541.			
b Net investment income (if negative, enter -0-)		1,455,715.		
c Adjusted net income (if negative, enter -0-)			497,718.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	82,256.	31,924.	31,924.
	2 Savings and temporary cash investments	5,201,116.	2,876,473.	2,876,473.
	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 STMT 10	2,850,410.	3,304,456.	3,307,897.
	b Investments - corporate stock STMT 11	14,984,590.	14,979,495.	17,787,110.
	c Investments - corporate bonds STMT 12	4,903,422.	7,718,897.	7,743,547.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	1,286,051.	307,002.	299,130.
	14 Land, buildings, and equipment basis ▶ 916,472.			
	Less: accumulated depreciation STMT 14 ▶ 55,386.	578,972.	861,086.	861,086.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	29,886,817.	30,079,333.	32,907,167.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	386,287.		
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	386,287.	0.	
	Foundations that follow SFAS 117, check here 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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	29,500,530.	30,079,333.	
	30 Total net assets or fund balances	29,500,530.	30,079,333.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	29,886,817.	30,079,333.	

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	29,500,530.
2 Enter amount from Part I, line 27a	2	619,541.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,204.
4 Add lines 1, 2, and 3	4	30,123,275.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	43,942.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,079,333.

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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.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 6,433,656.		5,574,793.	858,863.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			858,863.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	858,863.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	21,599.

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.)

N/A

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))
2012			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☒ and enter "N/A" on line 1. Date of ruling or determination letter: <u>08/08/06</u> (attach copy of letter if necessary-see instructions)		1	N/A
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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-)			
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	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
1b 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. ☐ \$ <u>0.</u> (2) On foundation managers. ☐ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ <u>0.</u>		
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>AL, DE</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	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 2013 or the taxable year beginning in 2013 (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? Website address ► WWW.SMITHSCHOLARSHIPS.COM	13	X	
14	The books are in care of ► AHRIAN TYLER DUDLEY Telephone no. ► (205) 202-4076 Located at ► 400 CALDWELL TRACE, BIRMINGHAM, AL ZIP+4 ► 35242			
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

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

5b

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?

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?

N/A

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.

(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
		255,000.	42,012.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
URIST MCCAULEY SEE STATEMENT 25 - 400 CALDWELL TRACE, BIRMINGHAM, AL	MENTOR, DIRECTOR 50.00	TECHNICAL SRVCS 74,314.	16,932.	0.

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 17	511,756.
2 SEE STATEMENT 18	136,226.
3 SEE STATEMENT 19	214,739.
4 SEE STATEMENT 20	374,287.

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.)

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 26,911,657.
b	Average of monthly cash balances	1b 4,094,972.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 31,006,629.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 31,006,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 465,099.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 30,541,530.
6	Minimum investment return. Enter 5% of line 5	6 1,527,077.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1
2a	Tax on investment income for 2013 from Part VI, line 5	2a
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c
3	Distributable amount before adjustments. Subtract line 2c from line 1	3
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 1,269,443.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1,269,443.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,269,443.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

08/08/06

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
497,718.	267,679.	68,233.	363,263.	1,196,893.
423,060.	227,527.	57,998.	308,774.	1,017,359.
1,269,443.	986,945.	880,611.	624,795.	3,761,794.
0.	0.	0.	0.	0.
1,269,443.	986,945.	880,611.	624,795.	3,761,794.
				0.
				0.
1,018,051.	601,292.	233,368.	253,376.	2,106,087.
				0.
				0.
				0.
				0.

- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

- Subtract line 2d from line 2c
- 3** Complete 3a, b, or c for the alternative test relied upon:

- a** "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c** "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

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 address of the person to whom applications should be addressed **SEE STATEMENT 22**

SEE STATEMENT 21

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
SCHOLARSHIP AWARDS AND RELATED EXPENSES - SCHEDULE ATTACHED SEE SCHEDULE ATTACHED SEE SCHEDULE ATTACHED, AL	NONE	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	550,111.
SMITH HOUSE - SCHEDULE ATTACHED SEE SCHEDULE ATTACHED SEE SCHEDULE ATTACHED, AL	NONE	SEE SCHEDULE ATTACHED	SEE SCHEDULE ATTACHED	72,505.
Total			3a	622,616.
b Approved for future payment				
RENEWAL OF SCHOLARSHIPS AND GRADUATE SCHOLARSHIPS VARIOUS VARIOUS, AL	NONE	NONE	PROJECTED SCHOLAR EXPENSES PLUS EXPENSES ANTICIPATED FOR GRADUATE STUDIES	772,000.
Total			3b	772,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	627.	
4	Dividends and interest from securities			14	825,565.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	858,863.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		1,685,055.	0.
13	Total. Add line 12, columns (b), (d), and (e)					1,685,055.

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

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

[illegible]

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

- | | | Yes | No |
|----------|--|-------|----|
| 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 | 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
N/A		

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.

Sign Here   

Signature of officer or trustee Date 11/13/14 Title **EXECUTIVE DIRECTOR**

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	STEWART R. DUDLEY		1/12/14		P01085591
	Firm's name ▶ DUDLEY HOPTON-JONES SIMS & FREEMAN PLLP			Firm's EIN ▶ 63-0355812	
	Firm's address ▶ 2101 MAGNOLIA AVE., SOUTH BIRMINGHAM, AL 35205			Phone no. (205) 326-0402	

Form **990-PF** (2013)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

J. CRAIG AND PAGE T. SMITH SCHOLARSHIP
FOUNDATION, INC.

Employer identification number

20-2224138

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

J. CRAIG AND PAGE T. SMITH SCHOLARSHIP
FOUNDATION, INC.

Employer identification number

20-2224138

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MIGNON C. SMITH CHARITABLE REMAINDER ANNUITY TRUST - SEE STATEMENT 24 400 CALDWELL TRACE BIRMINGHAM, AL 35242	\$ 559,663.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

J. CRAIG AND PAGE T. SMITH SCHOLARSHIP
FOUNDATION, INC.

Employer identification number

20-2224138

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

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

Name of organization

**J. CRAIG AND PAGE T. SMITH SCHOLARSHIP
FOUNDATION, INC.**

Employer identification number

20-2224138

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

Use duplicate copies of Part III if additional space is needed

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	REGIONS BANK, TRUST DEPARTMENT - SCHEDULE ATTACHE	P	VARIOUS	VARIOUS
b	REGIONS BANK, TRUST DEPARTMENT - SCHEDULE ATTACHE	P	VARIOUS	VARIOUS
c	REGIONS BANK, TRUST DEPARTMENT - SCHEDULE ATTACHE	P	VARIOUS	VARIOUS
d	PHILP MORRIS INTERNATIONAL 4.875% SR LIEN	P	08/23/10	05/16/13
e	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
h	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
i	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
j	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
k	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
l	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
m	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
n	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
o	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS

(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 117,676.		108,347.	9,329.
b 191,294.		183,053.	8,241.
c 213,980.		180,899.	33,081.
d 100,000.		100,000.	0.
e 16,077.		17,777.	-1,700.
f 57,017.		41,393.	15,624.
g 113,877.		84,792.	29,085.
h 29,759.		26,118.	3,641.
i 24,542.		18,640.	5,902.
j 78,999.		47,375.	31,624.
k 185,592.		171,438.	14,154.
l 123,800.		103,757.	20,043.
m 18,492.		15,291.	3,201.
n 878,684.		800,000.	78,684.
o 23,369.		25,640.	-2,271.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 9,329.
b			8,241.
c			33,081.
d			0.
e			** -1,700.
f			15,624.
g			29,085.
h			** 3,641.
i			5,902.
j			31,624.
k			** 14,154.
l			20,043.
m			3,201.
n			78,684.
o			** -2,271.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	GOLDMAN SACHS - SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB MANAGED BY CRESCENT STERLING LTD.	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB MANAGED BY CRESCENT STERLING LTD.	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 63,274.		41,488.	21,786.
b 119,999.		81,634.	38,365.
c 128,364.		129,918.	-1,554.
d 3,937,213.		3,397,233.	539,980.
e 11,648.			11,648.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			21,786.
b			38,365.
c			** -1,554.
d			539,980.
e			11,648.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	858,863.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	21,599.

J. Craig and Page T. Smith Scholarship Foundation**FEI 20-2224138****Grants and Contributions Paid During the Year or Approved for Future Payment****Part XV, Item 3, Form 990-PF**

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
Scholarship Awards Various Students Various Locations in Alabama	None	N/A	Undergraduate Schol- ships to Attend Ala- bama Colleges and Universities	\$ 502,317
Clothing for Scholars	None	N/A	Provide Suits, Other Clothing for Interviews, Seminars, Other Educational Activities	5,429
Seminars and Orientations	N/A	N/A	Educate Scholars on Study Habits, Time Management, Grooming and Etiquette, Cultural Activities	16,038
Awards Day, Cultural Activities	N/A	N/A	Recognition and Aca- demic/Motivational Seminar	12,540
Mentor Expenses Various Locations in Alabama	None	N/A	Reimburse Mentors Mileage and Costs Incurred in Campus Meetings; Other Expenses in Mentoring Scholars Resolving Academic Administra- tive Issues, Scholarship Coordination with Institutions	13,787
				<u>\$ 550,111</u>

J. Craig and Page T. Smith Scholarship Foundation

FEI 20-2224138

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

Part XV, Item 3, Form 990-PF

<u>Recipient Name and Address (Home or Business)</u>	<u>If Recipient is an Individual, Show Any Relationship to Any Foundation Manager or Substantial Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Smith House Birmingham, Alabama	N/A	N/A	Household Furnish- ings for Use by Resi- dent Scholars of Smith House	\$ 29,878
Smith House Birmingham, Alabama	N/A	N/A	Janitorial, Lawn Care and Maintenance Activities	4,139
Smith House Birmingham, Alabama	N/A	N/A	Provide Funds for Registration as Limited Liability Company	559
Smith House Birmingham, Alabama	N/A	N/A	Provide Funds for Obtaining Liability and Casualty Insurance	3,104
Smith House Birmingham, Alabama	N/A	N/A	Provide Funds for Maintenance Costs	13,443
Smith House Birmingham, Alabama	N/A	N/A	Provide Funds for Property Manage- ment Costs	9,223
Smith House Birmingham, Alabama	N/A	N/A	Provide Funds for Utilities	2,005
Smith House Birmingham, Alabama	N/A	N/A	Provide Funds for Supplies Used in Smith House	5,958
Smith House Birmingham, Alabama	N/A	N/A	Travel in Connection with Smith House	1,500
Smith House Birmingham, Alabama	N/A	N/A	Miscellaneous Costs of Smith House	224
Smith House Birmingham, Alabama	N/A	N/A	Costs of Meals for Scholars	282
Smith House Birmingham, Alabama	N/A	N/A	Events Held at Smith and Related Planning	2,190
				<u>\$ 72,505</u>

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS	521.	521.	521.
REGIONS BANK CERTIFICATE OF DEPOSIT	103.	103.	103.
REGIONS TRUST	3.	3.	3.
TOTAL TO PART I, LINE 3	627.	627.	627.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST PAID - CHARLES SCHWAB	-28,551.	0.	-28,551.	-28,551.	-28,551.
ACCRUED INTEREST PAID - GOLDMAN SACHS	-779.	0.	-779.	-779.	-779.
CHARLES SCHWAB DIVIDENDS	424,694.	51.	424,643.	424,643.	424,643.
CHARLES SCHWAB INTEREST	251,467.	0.	251,467.	251,467.	251,467.
GOLDMAN SACHS DIVIDENDS	60,429.	5,018.	55,411.	55,411.	55,411.
GOLDMAN SACHS INTEREST	92,238.	0.	92,238.	92,238.	92,238.
REGIONS TRUST DIVIDENDS	37,715.	6,579.	31,136.	31,136.	31,136.
TO PART I, LINE 4	837,213.	11,648.	825,565.	825,565.	825,565.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUDLEY, HOPTON-JONES, SIMS & FREEMAN PLLP	25,000.	0.	25,000.	0.
TO FORM 990-PF, PG 1, LN 16B	25,000.	0.	25,000.	0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
401(K) PLAN ADMINISTRATIVE FEES	2,207.	0.	0.	2,207.
TO FORM 990-PF, PG 1, LN 16C	2,207.	0.	0.	2,207.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - GOLDMAN SACHS	1,423.	1,423.	1,423.	0.
GOLDMAN SACHS - OTHER TAXES	664.	664.	664.	0.
GOLDMAN SACHS - ADR FEES	469.	469.	469.	0.
FOREIGN TAXES - REGIONS TRUST	266.	266.	266.	0.
FOREIGN TAXES - CHARLES SCHWAB	3,384.	3,384.	3,384.	0.
REFUND	-524.	-524.	-524.	0.
PAYROLL TAXES	26,752.	0.	3,485.	23,266.
TO FORM 990-PF, PG 1, LN 18	32,434.	5,682.	9,167.	23,266.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLDMAN SACHS MANAGEMENT AND INVESTMENT FEES	43,054.	43,054.	43,054.	0.
AGENCY FEES - REGIONS TRUST	15,051.	15,051.	15,051.	0.
OTHER SECURITIES EXPENSES - GOLDMAN SACHS	48,953.	48,953.	48,953.	0.
CHARLES SCHWAB MANAGEMENT FEES	116,600.	116,600.	116,600.	0.
PROPERTY MANAGEMENT	1,050.	0.	0.	1,050.
MENTORS EXPENSES	13,823.	0.	0.	13,823.
EVENT COSTS	440.	0.	0.	440.
POSTAGE	3,698.	0.	0.	3,698.
IT SUPPORT	502.	0.	0.	502.
ADMINISTRATION	49,809.	0.	0.	49,809.
REGISTRATIONS	136.	0.	0.	136.
FIRE AND EMERGENCY DUES	464.	0.	0.	464.
OFFICE OCCUPANCY	14,776.	0.	0.	14,776.
USER ONLINE SOFTWARE	4,987.	0.	0.	4,987.
SCHOLAR APPLICATIONS PROMOTION	4,893.	0.	0.	4,893.
BANK FEES	877.	0.	0.	877.
DUES AND SUBSCRIPTIONS	1,012.	0.	0.	10,102.
SCHOLAR, OFFICE AND OTHER SUPPLIES	5,462.	0.	0.	5,462.
TELEPHONE AND TELECOMMUNICATIONS	5,035.	0.	0.	5,035.
ELECTONIC EQUIPMENT	12,375.	0.	0.	12,375.
INSURANCE	23,663.	0.	0.	23,663.
MEMBER DUES	700.	0.	0.	700.
OTHER	19,175.	0.	0.	19,206.
PAYROLL SERVICES FEES	2,279.	0.	0.	2,279.
GAS	200.	0.	0.	200.
TO FORM 990-PF, PG 1, LN 23	389,014.	223,658.	223,658.	174,477.

FOOTNOTES

STATEMENT 7

ATTACHMENT TO STATEMENT 16 - LIST OF OFFICERS, DIRECTORS ETC

AHRIAN DUDLEY SERVES IN ADMINISTRATIVE POSITIONS AS CHAIRMAN OF THE BOARD OF DIRECTORS, OVERSEEING ALL BOARD MEETINGS AND ASSISTING THE BOARD OF TRUSTEES. AS GENERAL COUNSEL, SHE WORKS WITH AUDITORS, TAX PREPARERS, AND COMPLIANCE REQUIREMENTS WITH GOVERNMENTAL AND TAX AGENCIES. AS EXECUTIVE DIRECTOR, AHRIAN DUDLEY DEVOTES THE MAJORITY OF HER TIME TO PROVIDING SERVICES TO THE SCHOLARS IN SERVING AS PROGRAM AND SEMINAR COORDINATOR, AS WELL AS ORGANIZING CULTURAL EVENTS AND PARTICIPATING AS AN INSTRUCTOR AT ORIENTATION WORKSHOPS AND PROFESSIONAL WORKSHOPS. SHE ALSO SERVES AS MENTOR FOR FEMALE SCHOLARS AND IS ON CALL 24/7 FOR STUDENT EMERGENCIES. SHE ALSO WORKS WITH HEAD MENTOR URIST MCCAULEY IN CAMPUS VISITS AND IS RESPONSIBLE FOR PURCHASING STUDENT SUPPLIES, DORM KITS AND PROFESSIONAL ATTIRE.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
OTHER BASIS ADJUSTMENTS OF INVESTMENT SECURITIES - CHARLES SCHWAB	1,087.
OTHER BASIS ADJUSTMENTS OF INVESTMENT SECURITIES - REGIONS TRUST	2,117.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,204.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTIONAMOUNT

OTHER BASIS ADJUSTMENTS OF INVESTMENT SECURITIES - GOLDMAN
SACHS

36,657.

NON-DIVIDEND DISTRIBUTIONS

7,285.

TOTAL TO FORM 990-PF, PART III, LINE 5

43,942.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS U.S. TREASURY SECURITIES	X		408,466.	420,945.
GOLDMAN SACHS U.S. GOVERNMENT AGENCY SECURITIES	X		461,404.	471,171.
CHARLES SCHWAB U.S. TREASURY SECURITIES	X		1,236,528.	1,259,899.
CHARLES SCHWAB U.S. AGENCY SECURITIES	X		709,598.	677,233.
REGIONS TRUST GOVERNMENT AGENCIES	X		488,460.	478,649.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,304,456.	3,307,897.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,304,456.	3,307,897.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS COMMON STOCKS AND EQUITIES	1,931,217.	2,829,456.
REGIONS TRUST COMMON STOCKS AND EQUITIES	519,258.	652,531.
CHARLES SCHWAB COMMON STOCKS AND EQUITIES	12,521,721.	14,297,190.
GOLDMAN SACHS PREFERRED STOCKS	7,299.	7,933.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,979,495.	17,787,110.

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS CORPORATE BONDS AND NOTES	1,430,130.	1,475,995.
CHARLES SCHWAB CORPORATE BONDS	6,288,767.	6,267,552.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,718,897.	7,743,547.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS MUTUAL FUNDS - DEBT FUNDS	FMV	176,439.	175,692.
REGIONS TRUST MUTUAL FUNDS - DEBT SECURITIES	FMV	0.	0.
GOLDMAN SACHS MUTUAL FUNDS - EQUITY FUNDS	FMV	73,056.	65,824.
CHARLES SCHWAB MUTUAL FUNDS - DEBT SECURITIES	FMV	0.	0.
REGIONS TRUST MUTUAL FUNDS - EQUITIES	COST	7,137.	7,225.
GOLDMAN SACHS PROVINCE OF ONTARIO BOND	COST	50,370.	50,389.
TOTAL TO FORM 990-PF, PART II, LINE 13		307,002.	299,130.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER - DISABLED STUDENTS	1,285.	1,285.	0.
2 LAPTOPS - OFFICE, INTERNS	1,822.	1,822.	0.
PORTABLE DISPLAY WALL	2,274.	1,970.	304.
LAPTOP - FOUNDATION	1,549.	1,549.	0.
OFFICE CHAIRS	1,060.	918.	142.
MICROWAVE AND TOASTER - OFFICE	96.	83.	13.
OFFICE DESK	272.	235.	37.
COMPUTERS AND PERIPHERALS	4,466.	4,466.	0.
CHAIRS - NEW OFFICE SPACE	130.	95.	35.
FURNITURE FOR NEW OFFICE SPACE	420.	295.	125.
REFRIGERATOR	300.	208.	92.
FURNITURE FOR NEW OFFICE SPACE	513.	353.	160.
CHAIRS AND TELEVISION	1,654.	1,102.	552.
CHAIRS AND DESKS	2,822.	1,881.	941.
TELEVISION	807.	537.	270.
OFFICE EQUIPMENT	326.	303.	23.
CHAIRS	809.	541.	268.
EASELS	217.	142.	75.
PHONE EQUIPMENT	141.	92.	49.
SHREDDER	68.	64.	4.
COPIER AND SCANNER	4,840.	4,033.	807.
DESK	268.	178.	90.
TOSHIBA LAPTOP AND EXTERNAL DRIVE	400.	260.	140.
TOSHIBA LAPTOP AND EXTERNAL DRIVE	430.	280.	150.
2 TOSHIBA LAPTOPS AND EXTERNAL DRIVES	858.	545.	313.
OFFICE PHONES	90.	39.	51.
BUILDING	485,072.	28,296.	456,776.
ARTWORK, FURNISHINGS FOR OFFICE	195.	56.	139.
FURNITURE FOR OFFICE	733.	201.	532.
OFFICE FURNITURE	1,422.	389.	1,033.
UNIMPROVED LAND FOR FOUNDATION ACTIVITIES	99,226.	0.	99,226.
TABLES FOR OFFICE	125.	24.	101.
SMITH HOUSE	301,782.	3,144.	298,638.
TOTAL TO FM 990-PF, PART II, LN 14	916,472.	55,386.	861,086.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 15

NAME OF CONTRIBUTOR

ADDRESS

MIGNON C. SMITH CHARITABLE
REMAINDER ANNUITY TRUST400 CALDWELL TRACE
BIRMINGHAM, AL 35242

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
AHRIAN TYLER DUDLEY, B.S., J.D. 400 CALDWELL TRACE BIRMINGHAM, AL 35242	SEE STATEMENT 7 60.00	255,000.	42,012.	0.
STEWART R. DUDLEY CPA, J.D., LLM SUITE 300, 2101 MAGNOLIA AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 30.00	0.	0.	0.
C.R. DUDLEY, JR. CPA, J.D., LLM SUITE 300, 2101 MAGNOLIA AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 10.00	0.	0.	0.
HELEN CROW MILLS, B.A. 2012 6TH AVENUE NORTH BIRMINGHAM, AL 35203	DIRECTOR (EMERITUS) 0.00	0.	0.	0.
LEWIS G. BURKS, JR., B.A. USMC RETIRE 1112 BARKLEY LANE HOOVER, AL 35242	DIRECTOR 10.00	0.	0.	0.
THE HONORABLE SHARON L. BLACKBURN 1729 5TH AVENUE NORTH BIRMINGHAM, AL 35203	TRUSTEE 6.00	0.	0.	0.
MICHAEL K.K. CHOY, J.D. 3400 WACHOVIA TOWER, 420 20TH STREET NORTH BIRMINGHAM, AL 35203	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
KENNETH O. SMITH, ESQ. 505 NORTH 20TH STREET - SUITE 1800 BIRMINGHAM, AL 35203	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
RICHARD H. GILL, J.D. 444 SOUTH PERRY STREET MONTGOMERY, AL 36101	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
THE HONORABLE ROBERT M. MARTIN 500 2ND AVENUE NORTH CLANTON, AL 35045	TRUSTEE 4.00	0.	0.	0.

THE HONORABLE FRANK H. MCFADDEN 150 SOUTH PERRY STREET MONTGOMERY, AL 36101	TRUSTEE 6.00	0.	0.	0.
BARBARA J. BELISLE P.O. BOX 551 MONTEVALLO, AL 35115	TRUSTEE 10.00	0.	0.	0.
FRED PHILLIPS, ENGINEER (RETIRED) 1321 CALISTON WAY PELHAM, AL 35124	TRUSTEE 15.00	0.	0.	0.
THE HONORABLE U.W. CLEMON 2025 3RD AVENUE NORTH SUITE 500 BIRMINGHAM, AL 35203	TRUSTEE 6.00	0.	0.	0.
THE HONORABLE JAMES FUHRMEISTER SHELBY COUNTY COURTHOUSE - MAIN STREET COLUMBIANA, AL 35051	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
KEITH WALKER, MPA, ASQ-CQA 215 LANG PLACE RAGLAND, AL 35131	TRUSTEE 10.00	0.	0.	0.
JASON LEGER, B.A., PEACE CORPS C/O 400 CALDWELL TRACE BIRMINGHAM, AL 35242	TRUSTEE 5.00	0.	0.	0.
DR. STEPHEN POWELL 2825 HIGHLAND AVENUE SOUTH UNIT # 7 BIRMINGHAM, AL 35205	TRUSTEE 15.00	0.	0.	0.
DEVID DELGADO CPA, USMC RESERVES 5627 SUMMER PLACE PARKWAY BIRMINGHAM, AL 35244	TRUSTEE 10.00	0.	0.	0.
MARY JO BUFF, M.ED., MA UM STATION 6268 MONTEVALLO, AL 35115	TRUSTEE 10.00	0.	0.	0.
JUNE CUNIFF 4015 MONTCLAIR ROAD BIRMINGHAM, AL 35213	DIRECTOR 2.00	0.	0.	0.
CLARK COOPER, J.D. 1901 6TH AVENUE NORTH BIRMINGHAM, AL 35203	DIRECTOR 10.00	0.	0.	0.

LEWIS ANDERS, J.D., LL.M. 3400 WACHOVIA TOWER, 420 20TH STREET NORTH BIRMINGHAM, AL 35203	DIRECTOR (EMERITUS) 0.00	0.	0.	0.
JAMES GEWIN, J.D. 1819 5TH AVENUE NORTH BIRMINGHAM, AL 35203	DIRECTOR (EMERITUS) 0.00	0.	0.	0.
CAROLYN FEATHERINGILL JD EDUCATOR RET 3211 PINE RIDGE ROAD BIRMINGHAM, AL 35213	DIRECTOR (EMERITUS) 0.00	0.	0.	0.
STEPHEN M. CHAZEN 2 ROCKLEDGE ROAD BIRMINGHAM, AL 35213	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
THE HONORABLE PATRICIA Y.FUHRMEISTER 112 NORTH MAIN STREET COLUMBIANA, AL 35051	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
THE HONORABLE INGE P. JOHNSON 1729 5TH AVENUE NORTH BIRMINGHAM, AL 35203	TRUSTEE (EMERITUS) 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>255,000.</u>	<u>42,012.</u>	<u>0.</u>

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY ONE

COLLEGE SCHOLARSHIPS PROVIDED TO DESERVING ALABAMA HIGH SCHOOL SENIORS. EMPHASIS PLACED ON STUDENTS WHO HAVE OVERCOME PERSONAL, FINANCIAL, AND PHYSICAL OBSTACLES WHILE PROVIDING ASSISTANCE TO FAMILY OR EXTENSIVE COMMUNITY OR VOLUNTEER WORK. SCHOLARSHIP AMOUNTS INCLUDE TUITION, ROOM AND BOARD, STUDY AWAY OPPORTUNITIES (UNDERGRADUATE, GRADUATE), AND NECESSARY SUPPLIES FOR STUDENTS WITH LITTLE OR NO FAMILY SUPPORT

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

511,756.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY TWO

EDUCATIONAL PROGRAMS AND SEMINARS PROVIDED TO ASSIST RECIPIENTS SUCCESS IN COLLEGE AND AID STUDENTS IN EFFECTIVELY TRANSITIONING TO COLLEGE ACADEMIC REQUIREMENTS. TUTORING PROGRAM, STUDY SKILLS AND POSITIVE MATURITY DEVELOPMENT THROUGH ACCOUNTABILITY PROGRAMS. PROFESSIONAL SUCCESS PROGRAMS INCLUDE NETWORKING, INTERVIEW AND DINING ETIQUETTE, PROFESSIONAL ATTIRE, DEVELOPING RESUMES, AND INTERNSHIP AND COOPERATIVE OPPORTUNITIES. SUPPLIES, INCLUDING BUSINESS CARDS, AND SUITS AND OTHER PROFESSIONAL CLOTHES ARE ALSO PROVIDED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

136,226.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 19

ACTIVITY THREE

THE FOUNDATION PROVIDES RECIPIENTS WITH MENTORS AND
PROFESSIONAL LIAISONS TO ASSIST WITH ACADEMIC, FINANCIAL,
MEDICAL INSURANCE, NECESSARY MEDICAL TREATMENT, PROFESSIONAL
DEVELOPMENT, INTERNSHIPS AND JOB PLACEMENT.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

214,739.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 20

ACTIVITY FOUR

SMITH HOUSE - PURCHASE, FURNISHING AND OPERATING COSTS OF HOUSING PROVIDED TO SCHOLARSHIP RECIPIENTS ATTENDING LOCAL UNIVERSITIES; ALSO SERVES AS TEMPORARY, SAFE HOUSING FOR OTHER SCHOLARS DURING PERIODS WHEN DORMITORIES ARE CLOSED. FURTHERMORE, SMITH HOUSE IS USED FOR SPECIAL EVENTS, HOLIDAY FUNCTIONS AND AS A STUDY/TUTORIAL FACILITY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

374,287.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 21

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NO MAIL IN APPLICATIONS ARE ACCEPTED.

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

(205) 202-4076

THE J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION,
INC.

FORM AND CONTENT OF APPLICATIONS

ONLINE APPLICATION FORM AVAILABLE ON WEBSITE. ACCOMPANIED BY TRANSCRIPTS AND ESSAYS CONCERNING APPLICANT'S 1) FUTURE PLANS, GOALS AND 2) CIVIC ACTIVITIES OR ASSISTANCE TO FAMILY MEMBERS; CERTIFICATION FROM SCHOOL COUNSELOR; THREE SIGNED PERSONAL RECOMMENDATIONS. ALL CIVIC ACTIVITIES AND AWARDS MUST INCLUDE REFERENCES FOR VERIFICATION. AMERICAN COLLEGE TEST (ACT) SCORES AND FREE APPLICATION FOR FEDERAL STUDENT AID (FAFSA) MUST BE SUBMITTED.

ANY SUBMISSION DEADLINES

APPLICATIONS - JANUARY 15TH OF EACH YEAR FOR YEAR IN WHICH FINANCIAL AID IS REQUESTED

RESTRICTIONS AND LIMITATIONS ON AWARDS

ALABAMA HIGH SCHOOL SENIORS TO ATTEND ALABAMA HIGHER EDUCATION INSTITUTION AS ASSIGNED WITH CONSIDERATION GIVEN TO STUDENT'S PERSONAL CHOICE, INTENDED MAJOR AND OTHER FINANCIAL AID AND SCHOLARSHIPS AS WELL AS FAMILY CIRCUMSTANCES IMPACTING NEED TO DISTANCE STUDENT FROM DISTRACTIONS, ABUSE OR OVERBURDENSOME FAMILY ISSUES. MINIMUM C AVERAGE IN HIGH SCHOOL COURSES, VERIFIED BY OFFICIAL TRANSCRIPT. SPECIAL PREFERENCE GIVEN TO THOSE WHO ARE FIRST IN THEIR FAMILIES TO ATTEND COLLEGE. RELATIVES OF EMPLOYEES, OFFICERS, OR VOLUNTEERS SERVING THE FOUNDATION ARE NOT ELIGIBLE FOR AWARDS. RECIPIENTS MUST ATTEND FOUNDATION-SPONSORED SEMINARS, WORKSHOPS, TRAINING SESSIONS/CULTURAL EVENTS, ACCOUNTABILITY AND TEAM MEETINGS, MAINTAIN GRADE POINT AVERAGES, SUBMIT VERIFICATION OF CONTINUING VOLUNTEER WORK (52 HOURS ANNUALLY) AND ATTEND TUTORING AND ADVANCEMENT PROGRAMS OFFERED BY THE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 22

NAME OR DESCRIPTION OF GRANT PROGRAM

THE J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION, INC.

RESTRICTIONS AND LIMITATIONS ON AWARDS

RECIPIENT STUDENTS' COLLEGES AND THE FOUNDATION. SEE STATEMENT 24.

J. Craig and Page T. Smith Scholarship Foundation
FEI 20-2224138
Statement 23, Form 990-PF - Supplemental Information for
Page 10, Part XV, 2d, Any Restrictions or Limitations on Awards, Etc.

Scholars must also participate in internships, cooperative educational opportunities and a mandatory study-away or study-abroad program and/or mission volunteer work outside the State of Alabama. Upon approval, graduate studies may be conducted outside the State of Alabama.

J. Craig and Page T. Smith Scholarship Foundation

FEI 20-2224138

**Statement 24, Form 990-PF - Supplemental Information for
Schedule B, Page 2, Part I, Contributor No. 1**

Final payment following death of lifetime beneficiary, Mignon C. Smith

J. Craig and Page T. Smith Scholarship Foundation

FEI 20-2224138

Statement 25 - Attachment to Form 990-PF

Page 6, Part VIII, 2. - Compensation of Five Highest-paid Employees

DESCRIPTION FOR IT DIRECTOR — URIST MCCAULEY

IT Director

Organizes and directs media services for scholarship events, scholarship videos and presentations for workshops and seminar. Also maintains day to day technical operations of Smith Scholarship Foundation operating systems and network system functions, data storage, protection, reproduction, printing and copier equipment, phones and security.

Head Mentor

Urist McCauley spends the vast majority of his time serving as Head Mentor performing non-administrative functions including being on call 24/7 for scholar emergency needs, transport scholars during emergencies, contact scholar families if medical situations occur, notify teachers of scholar's illness, review scholar schedules and coordinate with University Financial Aid Departments for resolution on payments and admission, drop/add, medical withdrawals, assist scholars in housing, budgeting, meal plans, special nutrition, assess scholars' general need for clothing, tutoring, counseling, coordinates transportation for attendance at Foundation events, job interviews, coops, confirm compliance with Smith Scholarship Foundation guidelines and work with Executive Director on warning probation, termination and reinstatement of students with the program, and works with co-mentors on campus visits and oversees team leaders inclusion activities at each campus.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
27	OFFICE PHONES							
	123010	SL	7.00	16	90.		26.	13.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT							
					5,861.	0.	3,691.	1,131.
	LAND							
32	UNIMPROVED LAND FOR FOUNDATION ACTIVITIES							
	073112	L			99,226.			0.
	* 990-PF PG 1 TOTAL LAND							
					99,226.	0.	0.	0.
	* 990-PF PG 1 TOTAL - FOUNDATION OPERATIONS							
					595,838.	0.	22,227.	13,998.
	SCHOLAR SUPPLIES, EQUIPMENT AND FURNISHINGS							
	FURNITURE & FIXTURES							
3	PORTABLE DISPLAY WALL							
	081008	200DB	7.00	17	2,274.		1,767.	203.
13	CHAIRS AND TELEVISION							
	050409	SL	7.00	16	1,654.		866.	236.
14	CHAIRS AND DESKS							
	050409	SL	7.00	16	2,822.		1,478.	403.
18	EASELS							
	052709	SL	7.00	16	217.		111.	31.
23	DESK							
	050409	SL	7.00	16	268.		140.	38.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES							
					7,235.	0.	4,362.	911.
	MACHINERY & EQUIPMENT							
1	COMPUTER - DISABLED STUDENTS							
	011908	200DB	5.00	17	1,285.		1,211.	74.
22	LAPTOPS - OFFICE, INTERNS							
	032108	200DB	5.00	17	1,822.		1,717.	105.
4	LAPTOP - FOUNDATION							
	092408	200DB	5.00	17	1,549.		1,460.	89.
8	COMPUTERS AND PERIPHERALS							
	011209	SL	5.00	16	4,466.		3,572.	894.
15	TELEVISION							
	050409	SL	7.00	16	807.		422.	115.
24	TOSHIBA LAPTOP AND EXTERNAL DRIVE							
	092310	SL	5.00	16	400.		180.	80.
25	TOSHIBA LAPTOP AND EXTERNAL DRIVE							
	092810	SL	5.00	16	430.		194.	86.
262	TOSHIBA LAPTOPS AND EXTERNAL DRIVES							
	102010	SL	5.00	16	858.		373.	172.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT							
					11,617.	0.	9,129.	1,615.
	* 990-PF PG 1 TOTAL - SCHOLAR SUPPLIES, EQUIPMENT AND FURNISHINGS							
					18,852.	0.	13,491.	2,526.
	SMITH HOUSE							
	BUILDINGS							

2013 Tax Information Statement

Page 6 of 30

Payer's Name and Address:
REGIONS BANK, TRUST DEPARTMENT
P O BOX 2886
MOBILE, AL 36652-2886

Account Number:
Recipient's Tax ID Number: 20-2224138
Payer's Federal ID Number: 63-0371391
Payer's State ID Number: AL
State: (205)264-7132
Questions? ☐ 2nd TIN notice

Recipient's Name and Address:
J. CRAIG & PAGE T. SMITH
SCHOLARSHIP FOUNDATION, INC.
INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Quantity Sold	Acquisition Date	Description	Symbol	Box 1a	Box 1b	Box 2a	Box 3	Box 5	Box 4	Box 15
(Box 1e)	(Box 1a)	(Box 1b)								
Short Term Sales Reported on 1099-B										
002824100		ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	ABT							
75.0000	03/18/2013	Various		2,514.69	2,286.71	0.00	227.98	0.00	0.00	0.00
00287Y109		ABBVIE INC	ABBV							
75.0000	03/18/2013	Various		2,867.18	2,479.75	0.00	387.43	0.00	0.00	0.00
025076845		AMERICAN CENTURY SMALL CAP VALUE INST CL	ACVIX							
610.0000	01/16/2013	10/23/2012		5,374.10	5,197.20	0.00	176.90	0.00	0.00	0.00
02553E106		AMERICAN EAGLE OUTFITTERS INC	AEO							
90.0000	01/16/2013	08/14/2012		1,854.85	1,888.16	0.00	-33.31	0.00	0.00	0.00
02553E106		AMERICAN EAGLE OUTFITTERS INC	AEO							
400.0000	03/18/2013	Various		8,067.82	7,816.70	0.00	251.12	0.00	0.00	0.00
071813109		BAXTER INTL INC COM	BAX							
40.0000	01/16/2013	Various		2,673.14	2,307.10	0.00	366.04	0.00	0.00	0.00
30161N101		EXELON CORP	EXC							
50.0000	07/22/2013	08/14/2012		1,595.98	1,903.47	0.00	-307.49	0.00	0.00	0.00
423074103		HEINZ H J CO	HNZ							
40.0000	01/16/2013	Various		2,367.14	2,218.25	0.00	148.89	0.00	0.00	0.00

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2013 Tax Information Statement

Payer's Name and Address:
REGIONS BANK, TRUST DEPARTMENT
P O BOX 2886
MOBILE, AL 36652-2886

Account Number:

Recipient's Tax ID Number: 20-2224138
Payer's Federal ID Number: 63-0371391
Payer's State ID Number: AL

State: AL
Questions? (205)264-7132

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:

J. CRAIG & PAGE T. SMITH
SCHOLARSHIP FOUNDATION, INC.
INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Acquisition Cost	(Box 1a)	(Box 1b)	Stock or Other Symbol (Box 1d)	Wash Sale Loss Disallowed	Other Basis	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)							(Box 2a)	(Box 3)	(Box 5)	(Box 4)	(Box 15)
115.0000	HEINZ H J CO	03/18/2013	Various			HNZ	8,335.01	6,137.30	0.00	2,197.71	0.00
008882771	INVESCO INTERNATIONAL GROWTH FD CL R5					AIEVX					
280.0000		01/16/2013	10/23/2012				8,327.20	7,898.80	0.00	428.40	0.00
339128100	JP MORGAN MID CAP VALUE FD CL I					FLMVX					
190.0000		01/16/2013	10/23/2012				5,470.10	5,308.60	0.00	161.50	0.00
524660107	LEGGETT & PLATT INC					LEG					
250.0000		03/18/2013	Various				8,070.22	5,144.87	0.00	2,925.35	0.00
552983470	MFS RESH INTL FD CL I					MRSIX					
350.0000		01/16/2013	10/23/2012				5,603.50	5,316.50	0.00	287.00	0.00
655844108	NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9/26/2010					NSC					
25.0000		07/23/2013	08/14/2012				1,950.47	1,859.48	0.00	90.99	0.00
629491101	NYSE EURONEXT					NYX					
70.0000		03/18/2013	07/17/2012				2,660.29	1,818.45	0.00	841.84	0.00
74005P104	PRAXAIR INC					PX					
60.0000		03/18/2013	Various				6,781.63	6,380.49	0.00	401.14	0.00
755111507	RAYTHEON CO COM NEW					RTN					
40.0000		01/16/2013	Various				2,307.54	2,248.91	0.00	58.63	0.00

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MOBILE, AL 36652-2886

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Payer's Federal ID Number: 63-0371391
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State: (205)264-7132
Questions? ☐ Corrected ☐ 2nd TIN notice

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SCHOLARSHIP FOUNDATION, INC.
INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

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Covered (Box 6a is not checked)

Quantity	Symbol	Description (Box 2)	Stock or Other Symbol (Box 18)	Wash Sale	Net Gain	Federal	State	Local	Foreign	Other	Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)	(Box 4)	(Box 15)				
921937850	VANGUARD S/T BOND INDEX-SIG	VBSSX	27,212.80	27,285.80	0.00	-73.00	0.00	0.00	0.00	0.00	0.00
2560.0000	01/16/2013 Various										
928287889	VIRTUS EMERGING MARKETS OPPORTUNITY-I	HIEMX	7,659.00	7,178.00	0.00	481.00	0.00	0.00	0.00	0.00	0.00
740.0000	01/16/2013 09/13/2012										
92828N528	VIRTUS SMALL-MID CAP FUND-I	PKSFX	4,582.60	4,318.60	0.00	264.00	0.00	0.00	0.00	0.00	0.00
220.0000	01/16/2013 10/23/2012										
949746101	WELLS FARGO & CO NEW COM	WFC	1,401.16	1,354.00	0.00	47.16	0.00	0.00	0.00	0.00	0.00
40.0000	01/16/2013 10/23/2012										
Total Short Term Sales Reported on 1099-B			117,676.42	108,347.14	0.00	9,329.28	0.00	0.00	0.00	0.00	0.00
Report on Form 8949, Part I, with Box A checked											
Long Term Sales Reported on 1099-B											
88579Y101	3M CO COM	MMM	1,946.95	1,557.40	0.00	389.55	0.00	0.00	0.00	0.00	0.00
20.0000	01/16/2013 11/21/2011										
88579Y101	3M CO COM	MMM	7,266.48	5,366.95	0.00	1,899.53	0.00	0.00	0.00	0.00	0.00
60.0000	09/20/2013 Various										
002824100	ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	ABT	982.77	758.77	0.00	224.00	0.00	0.00	0.00	0.00	0.00
30.0000	01/16/2013 11/21/2011										

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2013 Tax Information Statement

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P O BOX 2886
MOBILE, AL 36652-2886

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INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

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Quantity Sold	Description (Box 8)	Date of Sale or Exchange	State of Acquisition	(Box 1a)	(Box 1b)	Stock or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
20.0000	ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	03/18/2013	11/21/2011	ABBV	ABT		670.58	505.85	0.00	164.73	0.00
00287Y109	ABBVIE INC			ABBV							
30.0000	ABBVIE INC	01/16/2013	11/21/2011	ABBV			1,057.47	822.82	0.00	234.65	0.00
00287Y109	ABBVIE INC			ABBV							
20.0000	ABBVIE INC	03/18/2013	11/21/2011	ABBV			764.58	548.55	0.00	216.03	0.00
001055102	AFLAC INC			AFL							
40.0000	AFLAC INC	01/16/2013	11/21/2011	AFL			2,089.95	1,640.00	0.00	449.95	0.00
001055102	AFLAC INC			AFL							
80.0000	AFLAC INC	09/20/2013	Various	AFL			4,980.71	3,589.87	0.00	1,390.84	0.00
00206R102	AT&T INC			T							
40.0000	AT&T INC	01/16/2013	11/21/2011	T			1,336.37	1,132.40	0.00	203.97	0.00
053015103	AUTOMATIC DATA PROCESSING INC CO COM			ADP							
40.0000	AUTOMATIC DATA PROCESSING INC CO COM	01/16/2013	11/21/2011	ADP			2,361.14	1,960.00	0.00	401.14	0.00
071813109	BAXTER INTL INC COM			BAX							
115.0000	BAXTER INTL INC COM	10/23/2013	Various	BAX			7,490.97	5,958.69	0.00	1,532.28	0.00
09247X101	BLACKROCK INC			BLK							
20.0000	BLACKROCK INC	01/16/2013	11/21/2011	BLK			4,441.10	3,125.20	0.00	1,315.90	0.00

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 MOBILE, AL 36652-2886

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 Payer's State ID Number:

20-2224138
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 AL
 (205)264-7132

Questions?
☐ Corrected ☐ 2nd TIN notice

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 SCHOLARSHIP FOUNDATION, INC.
 INDIAN SPRINGS VILLAGE
 BIRMINGHAM, AL 35242

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 Covered (Box 6a is not checked)

Quantity	Disposition (Box 3)	Description (Box 3)	Stock or Other Symbol (Box 7d)	Other Basis (Box 3)	Wash Sale Disallowed Loss (Box 5)	Net Capital Gain or Loss (Box 4)	State Income Tax (Box 15)
(Box 1e)	(Box 1a)	(Box 1b)		(Box 2a)			
166764100	CHEVRONTXACO CORP COM		CVX	1,136.97	947.80	189.17	0.00
10.0000	01/16/2013	11/21/2011					
191216100	COCA COLA CO COM		KO	1,490.37	1,309.40	180.97	0.00
40.0000	01/16/2013	11/21/2011					
205887102	CONAGRA FOODS INC		CAG	2,166.46	1,886.97	479.49	0.00
70.0000	01/16/2013	11/21/2011					
205887102	CONAGRA FOODS INC		CAG	9,811.33	7,692.70	2,118.63	0.00
310.0000	10/23/2013	Various					
256210105	DODGE & COX INCOME FD COM		DODIX	16,007.84	16,255.74	-247.90	0.00
1180.5190	09/23/2013	08/14/2012					
25746U109	DOMINION RES INC VA NEW COM		D	2,094.75	2,022.40	72.35	0.00
40.0000	01/16/2013	11/21/2011					
26138E109	DR PEPPER SNAPPLE GROUP INC		DPS	1,803.55	1,438.40	365.15	0.00
40.0000	01/16/2013	11/21/2011					
26138E109	DR PEPPER SNAPPLE GROUP INC		DPS	9,339.64	8,674.72	664.92	0.00
205.0000	09/20/2013	Various					
30161N101	EXELON CORP		EXC	885.88	1,294.20	-408.32	0.00
30.0000	01/16/2013	11/21/2011					

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2013 Tax Information Statement

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BIRMINGHAM, AL 35242

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Cusip	Description (Box 2)	Stock or Other Symbol (Box 7d)	Quantity Sold	Date of Sale or Exchange	Acquisition	Category	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)	(Box 4)	(Box 15)		
30161N101	EXELON CORP	EXC	145.0000	07/22/2013	Various				
30231G102	EXXON MOBIL CORP	XOM	20.0000	01/16/2013	11/21/2011				
363576109	GALLAGHER ARTHUR J & CO	AJG	40.0000	01/16/2013	11/21/2011				
363576109	GALLAGHER ARTHUR J & CO	AJG	40.0000	09/20/2013	07/17/2012				
369604103	GENERAL ELEC CO COM	GE	70.0000	01/16/2013	11/21/2011				
452308109	ILLINOIS TOOL WKS INC COM	ITW	40.0000	01/16/2013	11/21/2011				
452308109	ILLINOIS TOOL WKS INC COM	ITW	65.0000	09/20/2013	Various				
458140100	INTEL CORP COM	INTC	60.0000	01/16/2013	11/21/2011				
478160104	JOHNSON & JOHNSON COM	JNJ	30.0000	01/16/2013	11/21/2011				

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2013 Tax Information Statement

Page 12 of 30

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P O BOX 2886
MOBILE, AL 36652-2886

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Payer's Federal ID Number: 63-0371391
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INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

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Covered (Box 6a is not checked)

Quantity Sold	Description (Box 3)	Date of Sale or Exchange	Box 1a	Box 1b	Box 2a	Box 3	Box 5	Box 4	Box 15
40.0000	JP MORGAN CHASE & CO COM	01/16/2013	11/21/2011	JPM	1,841.55	1,189.60	0.00	651.95	0.00
494368103	KIMBERLY CLARK CORP	01/16/2013	11/21/2011	KMB	2,558.64	2,072.40	0.00	486.24	0.00
524660107	LEGGETT & PLATT INC	01/16/2013	11/21/2011	LEG	1,950.16	1,467.19	0.00	482.97	0.00
524660107	LEGGETT & PLATT INC	03/18/2013	11/21/2011	LEG	3,228.09	2,095.99	0.00	1,132.10	0.00
577081102	MATTEL INC	01/16/2013	11/21/2011	MAT	2,222.35	1,649.95	0.00	572.40	0.00
580135101	MCDONALDS CORP	01/16/2013	11/21/2011	MCD	1,819.35	1,829.20	0.00	-9.85	0.00
583334107	MEADWESTVACO CORPORATION	01/16/2013	11/21/2011	MWV	1,946.96	1,490.60	0.00	456.36	0.00
583334107	MEADWESTVACO CORPORATION	10/23/2013	Various	MWV	9,420.09	6,887.57	0.00	2,532.52	0.00
589333Y105	MERCK & CO. INC. NEW	01/16/2013	11/21/2011	MRK	1,286.97	1,023.60	0.00	263.37	0.00

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Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Acquisition	(Box 1a)	(Box 1b)	Stock or Other Symbol (Box 1d)	MSFT	NEE	NSC	NSC	NUE	NYSE Euronext	NYSE Euronext	NYSE Euronext	NYSE Euronext	Occidental Petroleum Corp
70.0000	MICROSOFT CORP COM	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
65339F101	NEXTERA ENERGY, INC.	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
30.0000	NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
655844108	NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
30.0000	NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
655844108	NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
65.0000	NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
670346105	NUCOR CORP	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
40.0000	NYSE Euronext	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
629491101	NYSE Euronext	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
70.0000	NYSE Euronext	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
629491101	NYSE Euronext	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
40.0000	NYSE Euronext	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
629491101	NYSE Euronext	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
200.0000	Occidental Petroleum Corp	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
674599105	Occidental Petroleum Corp	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36
20.0000	Occidental Petroleum Corp	01/16/2013	11/21/2011				1,895.20	1,752.07	1,641.20	2,146.50	5,071.21	1,816.35	2,270.75	1,520.16	8,395.87	1,644.36

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Covered (Box 6a is not checked)

Quantity Sold	Acquisition Date	Description (Box 1b)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)	(Box 4)	(Box 15)
(Box 1e)					PAYX				
704326107	40.0000	01/16/2013	11/21/2011	1,279.57	1,114.78	0.00	164.79	0.00	0.00
718172109	30.0000	01/16/2013	11/21/2011	2,654.34	2,154.30	0.00	500.04	0.00	0.00
693475105	40.0000	01/16/2013	11/21/2011	2,381.14	2,049.20	0.00	331.94	0.00	0.00
74005P104	20.0000	01/16/2013	11/21/2011	2,256.94	1,915.60	0.00	341.34	0.00	0.00
744320102	30.0000	01/16/2013	11/21/2011	1,689.26	1,436.10	0.00	253.16	0.00	0.00
744320102	40.0000	09/20/2013	Various	3,125.14	2,080.24	0.00	1,044.90	0.00	0.00
842587107	30.0000	01/16/2013	11/21/2011	1,287.87	1,284.00	0.00	3.87	0.00	0.00
842587107	135.0000	09/20/2013	Various	5,632.10	6,252.58	0.00	-620.48	0.00	0.00
847560109	60.0000	01/16/2013	11/21/2011	1,671.56	1,687.19	0.00	-15.63	0.00	0.00

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2013 Tax Information Statement

Payer's Name and Address:
REGIONS BANK, TRUST DEPARTMENT
P O BOX 2886
MOBILE, AL 36652-2886

Account Number:

Recipient's Tax ID Number: 20-2224138
Payer's Federal ID Number: 63-0371391
Payer's State ID Number: AL
State: (205)264-7132
Questions? ☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:

J. CRAIG & PAGE T. SMITH
SCHOLARSHIP FOUNDATION, INC.
INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Quantity Sold	Description (Box 6)	Date of Sale or Exchange	Box 1a	Box 1b	Box 2a	Box 3	Box 5	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)	(Box 5)	(Box 5)	(Box 5)	(Box 4)	(Box 15)
885215566	THORNBURG INTL VALUE FD CL I #209									
460.5800	09/23/2013	07/17/2012	14,328.64	11,611.22	0.00	0.00	2,717.42	0.00	0.00	0.00
89417E109	TRAVELERS COMPANIES, INC.									
40.0000	01/16/2013	11/21/2011	3,017.53	2,191.60	0.00	0.00	825.93	0.00	0.00	0.00
902973304	US BANCORP DEL									
40.0000	01/16/2013	11/21/2011	1,325.57	987.60	0.00	0.00	337.97	0.00	0.00	0.00
921937850	VANGUARD S/T BOND INDEX-SIG									
883.5510	09/23/2013	04/19/2012	9,294.96	9,400.98	0.00	0.00	-106.02	0.00	0.00	0.00
92343V104	VERIZON COMMUNICATIONS COM									
30.0000	01/16/2013	11/21/2011	1,254.87	1,081.50	0.00	0.00	173.37	0.00	0.00	0.00
92343V104	VERIZON COMMUNICATIONS COM									
15.0000	09/20/2013	07/17/2012	714.88	683.54	0.00	0.00	31.34	0.00	0.00	0.00
92828T889	VIRTUS EMERGING MARKETS OPPORTUNITY-I									
561.8040	09/23/2013	09/13/2012	5,545.01	5,449.50	0.00	0.00	95.51	0.00	0.00	0.00
94106L109	WASTE MGMT INC DEL COM									
40.0000	01/16/2013	11/21/2011	1,385.96	1,202.80	0.00	0.00	183.16	0.00	0.00	0.00
Total Long Term Sales Reported on 1099-B			213,980.36	180,898.64	0.00	0.00	33,081.72	0.00	0.00	0.00

Report on Form 9949, Part II, with Box D checked

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2013 Tax Information Statement

Page 16 of 30

Account Number:

20-2224138
63-0371391

Recipient's Tax ID Number:
Payer's Federal ID Number:
Payer's State ID Number:

Payer's Name and Address:
REGIONS BANK, TRUST DEPARTMENT
P O BOX 2886
MOBILE, AL 36652-2886

AL
(205)264-7132

State:

Questions?

☐ Corrected

☐ 2nd TIN notice

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Quantity Sold	Acquisition Date	Description (Box 1)	Stock or Other Symbol (Box 1g)	Cost or Other Basis	Wash Sale Disallowed Loss	Net Capital Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
Long Term Sales Reported on 1099-B								
256210105		DODGE & COX INCOME FD COM	DODIX					
5480.0000	01/16/2013	11/22/2011	76,117.20	72,719.60	0.00	3,397.60	0.00	0.00
31428Q101		FEDERATED TOTAL RETURN BD FD INSTL SHS	FTRBX					
5010.0000	01/16/2013	11/22/2011	57,214.20	56,663.10	0.00	551.10	0.00	0.00
431113505		HIGH MARK GENEVA MID CAP GROWTH FD CL FI	PNMFX					
240.0000	01/16/2013	11/21/2011	6,002.40	5,318.41	0.00	683.99	0.00	0.00
880208400		TEMPLETON GLOBAL BOND FUND ADV	TGBAX					
1310.0000	01/16/2013	11/22/2011	17,554.00	16,492.90	0.00	1,061.10	0.00	0.00
885215566		THORNBURG INTL VALUE FD CL I #209	TGVIX					
460.0000	01/16/2013	11/21/2011	13,243.40	11,122.80	0.00	2,120.60	0.00	0.00
885215566		THORNBURG INTL VALUE FD CL I #209	TGVIX					
100.0000	01/16/2013	11/21/2011	2,879.00	2,418.00	0.00	461.00	0.00	0.00
921937850		VANGUARD S/T BOND INDEX-SIG	VBSSX					
1720.0000	01/16/2013	11/22/2011	18,283.60	18,318.00	0.00	-34.40	0.00	0.00
Total Long Term Sales Reported on 1099-B			191,293.80	183,052.81	0.00	8,240.99	0.00	0.00

Report on Form 8949, Part II, with Box E checked

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REALIZED GAINS AND LOSSES

Supplemental Information - Consult your form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(1,699.64)	Net Covered Long-Term Gains (Losses)	15,623.93	Net Ordinary Gains (Losses)	0.00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)	29,084.84		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	(1,699.64)	Total Long-Term Gains (Losses)	44,708.77	Total Ordinary Gains (Losses)	0.00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Gain (Loss)
Covered Short-Term Gains (Losses)							
ADTRAN INC CMN (00738A106)	03/19/2012	02/01/2013	81.00	1,642.26	0.00	2,548.70	(906.44)
ADTRAN INC CMN (00738A106)	03/19/2012	02/04/2013	87.00	1,733.75	0.00	2,737.50	(1,003.75)
GARDER DENVER INC CMN (365558105)	05/24/2012	03/11/2013	23.00	1,719.88	0.00	1,304.18	415.70
GARDER DENVER INC CMN (365558105)	05/25/2012	03/11/2013	30.00	2,243.32	0.00	1,697.67	545.65
GARDER DENVER INC CMN (365558105)	04/03/2012	03/11/2013	42.00	3,140.65	0.00	2,642.24	498.41
II-VI INC CMN (902104108)	08/28/2012	03/11/2013	27.00	473.83	0.00	502.54	(28.71)
II-VI INC CMN (902104108)	08/28/2012	03/12/2013	1.00	17.45	0.00	18.61	(1.16)
II-VI INC CMN (902104108)	08/29/2012	03/12/2013	40.00	698.25	0.00	743.11	(44.86)
II-VI INC CMN (902104108)	08/29/2012	03/13/2013	17.00	296.64	0.00	315.82	(19.18)
II-VI INC CMN (902104108)	08/30/2012	03/13/2013	17.00	296.65	0.00	313.82	(17.17)
II-VI INC CMN (902104108)	08/30/2012	03/14/2013	18.00	314.25	0.00	332.26	(18.03)
II-VI INC CMN (902104108)	08/31/2012	03/14/2013	29.00	506.28	0.00	539.97	(33.69)
II-VI INC CMN (902104108)	09/05/2012	03/15/2013	28.00	488.51	0.00	528.93	(39.42)
II-VI INC CMN (902104108)	09/04/2012	03/15/2013	43.00	751.75	0.00	798.05	(46.30)
NIC INC CMN (62914B100)	04/23/2012	04/22/2013	10.00	178.89	0.00	106.89	72.00
INNERWORKINGS INC CMN (4573Y105)	04/23/2013	12/03/2013	30.00	198.89	0.00	344.39	(147.50)

* Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.
 † Sale Proceeds may have been adjusted by an option premium due to an option assignment.



Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such.

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
INNERWORKINGS INC CMN (45773Y105)	04/24/2013	12/03/2013	98.00	643.18	0.00	1,089.79	(446.61)
INNERWORKINGS INC CMN (45773Y105)	04/24/2013	12/04/2013	85.00	569.86	0.00	945.23	(375.37)
INNERWORKINGS INC CMN (45773Y105)	04/24/2013	12/05/2013	24.00	163.68	0.00	266.89	(103.21)
Net Covered Short-Term Gains (Losses)				16,076.97	0.00	17,776.61	(1,699.64)

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ADTRAN INC CMN (00738A106)	06/10/2011	01/31/2013	31.00	630.42	0.00	1,200.52	(570.10)
ADTRAN INC CMN (00738A106)	04/11/2011	01/31/2013	95.00	1,931.93	0.00	3,984.16	(2,052.23)
ADTRAN INC CMN (00738A106)	06/10/2011	02/01/2013	51.00	1,034.02	0.00	1,975.04	(941.02)
3 D SYSTEMS CORP (NEW) CMN (88554D205)	05/24/2011	02/25/2013	0.50	15.80	0.00	0.00	15.80
II-VI INC CMN (902104108)	08/02/2011	03/08/2013	53.00	935.54	0.00	1,174.15	(238.61)
II-VI INC CMN (902104108)	08/02/2011	03/11/2013	14.00	245.69	0.00	310.15	(64.46)
NIC INC CMN (62914B100)	04/20/2012	04/22/2013	58.00	1,037.54	0.00	635.41	402.13
3 D SYSTEMS CORP (NEW) CMN (88554D205)	05/24/2011	05/16/2013	106.00	5,000.39	0.00	1,283.79	3,716.60
POLYPURE INTERNATIONAL, INC. CMN (73179V103)	05/04/2012	06/09/2013	96.00	4,235.16	0.00	3,664.07	571.09
POLYPURE INTERNATIONAL, INC. CMN (73179V103)	05/04/2012	08/13/2013	25.00	1,089.44	0.00	954.19	135.25
POLYPURE INTERNATIONAL, INC. CMN (73179V103)	06/04/2012	08/13/2013	43.00	1,873.83	0.00	1,524.36	349.47
NIC INC CMN (62914B100)	04/23/2012	08/22/2013	52.00	1,168.93	0.00	555.82	613.11
NIC INC CMN (62914B100)	04/23/2012	08/23/2013	35.00	782.18	0.00	374.11	408.07
NIC INC CMN (62914B100)	04/24/2012	08/23/2013	46.00	1,028.01	0.00	490.55	537.46
RESMED INC. CMN (761152107)	12/15/2011	09/30/2013	118.00	6,238.58	0.00	2,845.46	3,393.12
CONCUR TECHNOLOGIES INC CMN (206708109)	09/22/2011	10/01/2013	83.00	9,228.48	0.00	2,941.17	6,287.31

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ^a	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
TYLER TECHNOLOGIES INC CMN (902252105)	07/30/2012	10/02/2013	4.00	354.38	0.00	157.68	196.70
TYLER TECHNOLOGIES INC CMN (902252105)	07/27/2012	10/02/2013	16.00	1,417.48	0.00	634.63	782.85
COSTAR GROUP INC CMN (22160N109)	09/19/2011	10/17/2013	14.00	2,396.30	0.00	754.27	1,642.03
TYLER TECHNOLOGIES INC CMN (902252105)	07/30/2012	10/31/2013	19.00	1,839.67	0.00	748.95	1,090.72
3 D SYSTEMS CORP (NEW) CMN (88554D205)	05/24/2011	11/14/2013	24.00	1,870.34	0.00	290.67	1,579.67
3 D SYSTEMS CORP (NEW) CMN (88554D205)	06/13/2011	11/14/2013	34.00	2,649.65	0.00	406.62	2,243.03
INNERWORKINGS INC CMN (45773Y105)	11/13/2012	11/21/2013	29.00	202.06	0.00	368.65	(166.59)
INNERWORKINGS INC CMN (45773Y105)	11/12/2012	11/21/2013	62.00	431.98	0.00	789.86	(357.88)
INNERWORKINGS INC CMN (45773Y105)	11/13/2012	11/22/2013	74.00	508.00	0.00	940.69	(432.69)
INNERWORKINGS INC CMN (45773Y105)	11/13/2012	11/26/2013	45.00	316.92	0.00	572.04	(255.12)
INNERWORKINGS INC CMN (45773Y105)	11/20/2012	11/27/2013	14.00	97.42	0.00	175.87	(78.45)
INNERWORKINGS INC CMN (45773Y105)	11/19/2012	11/27/2013	28.00	194.84	0.00	351.57	(156.73)
INNERWORKINGS INC CMN (45773Y105)	11/13/2012	11/27/2013	38.00	264.43	0.00	483.06	(218.63)
INNERWORKINGS INC CMN (45773Y105)	11/20/2012	11/29/2013	61.00	418.19	0.00	766.27	(348.08)
INNERWORKINGS INC CMN (45773Y105)	11/20/2012	12/02/2013	6.00	39.38	0.00	75.37	(35.99)
INNERWORKINGS INC CMN (45773Y105)	11/21/2012	12/02/2013	32.00	210.06	0.00	404.07	(194.01)
INNERWORKINGS INC CMN (45773Y105)	11/23/2012	12/03/2013	10.00	65.63	0.00	127.42	(61.79)
INNERWORKINGS INC CMN (45773Y105)	11/21/2012	12/03/2013	17.00	111.57	0.00	214.66	(103.09)
INNERWORKINGS INC CMN (45773Y105)	11/26/2012	12/03/2013	83.00	544.73	0.00	1,046.18	(501.45)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	10/14/2011	12/09/2013	37.00	1,153.69	0.00	1,838.46	(684.77)
POTASH CORP OF SASKATCHEWAN INC (73755L107)	05/19/2011	12/09/2013	73.00	2,276.21	0.00	3,987.63	(1,711.42)
AMERICAN PUBLIC EDUCATION INC. CMN (02913V103)	10/21/2011	12/30/2013	12.00	519.99	0.00	385.51	134.48
AMERICAN PUBLIC EDUCATION INC. CMN (02913V103)	10/21/2011	12/31/2013	61.00	2,657.85	0.00	1,959.70	698.15
Net Covered Long-Term Gains (Losses)				57,016.71	0.00	41,392.78	15,623.93

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⁵ Sale Proceeds may have been adjusted by an option premium due to an option assignment.



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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
IDEX LABORATORIES CMN (45168D104)	08/11/2010	01/03/2013	69.00	6,504.67	0.00	3,963.91	2,540.76
IDEX LABORATORIES CMN (45168D104)	08/11/2010	01/08/2013	39.00	3,756.48	0.00	2,240.47	1,516.01
DEALERTRACK TECHNOLOGIES, INC. CMN (242309102)	08/11/2010	01/15/2013	69.00	2,173.68	0.00	1,099.38	1,074.30
CELGENE CORPORATION CMN (151020104)	11/17/2010	01/18/2013	13.00	1,299.77	0.00	775.11	524.66
CELGENE CORPORATION CMN (151020104)	12/03/2010	01/18/2013	28.00	2,799.52	0.00	1,688.78	1,110.74
SCHLUMBERGER LTD CMN (806857108)	08/11/2010	01/28/2013	50.00	3,973.21	0.00	3,025.97	947.24
ADTRAN INC CMN (00738A106)	12/10/2010	01/31/2013	29.00	589.75	0.00	988.94	(409.19)
ADTRAN INC CMN (00738A106)	12/13/2010	01/31/2013	35.00	711.76	0.00	1,215.93	(504.17)
II-VI INC CMN (902104108)	08/11/2010	02/21/2013	124.00	2,187.64	0.00	2,154.89	32.75
II-VI INC CMN (902104108)	08/11/2010	02/22/2013	277.00	4,927.07	0.00	4,813.75	113.32
II-VI INC CMN (902104108)	08/11/2010	03/07/2013	34.00	594.21	0.00	590.86	3.35
IDEX LABORATORIES CMN (45168D104)	08/11/2010	03/08/2013	77.00	7,059.24	0.00	4,423.49	2,635.75
II-VI INC CMN (902104108)	08/11/2010	03/08/2013	19.00	335.39	0.00	330.19	5.20
PRICE T ROWE GROUP INC CMN (74144T108)	08/11/2010	04/10/2013	93.00	7,032.49	0.00	4,453.77	2,578.72
IDEX LABORATORIES CMN (45168D104)	08/11/2010	04/23/2013	15.00	1,305.01	0.00	861.72	443.29
K12 INC. CMN (48273U102)	08/11/2010	04/29/2013	72.00	1,831.87	0.00	1,794.64	37.23
K12 INC. CMN (48273U102)	08/11/2010	04/30/2013	85.00	2,153.76	0.00	2,118.67	35.09
APACHE CORP. CMN (037411105)	10/27/2010	05/07/2013	28.00	2,143.52	0.00	2,804.98	(661.46)
APACHE CORP. CMN (037411105)	09/20/2010	05/07/2013	46.00	3,521.50	0.00	4,417.87	(896.37)
IDEX LABORATORIES CMN (45168D104)	08/11/2010	05/07/2013	77.00	6,604.56	0.00	4,423.49	2,181.07
K12 INC. CMN (48273U102)	08/11/2010	05/08/2013	37.00	933.79	0.00	922.24	11.55
K12 INC. CMN (48273U102)	08/11/2010	05/09/2013	21.00	530.87	0.00	523.44	7.43
K12 INC. CMN (48273U102)	11/18/2010	05/09/2013	31.00	783.66	0.00	743.15	40.51
K12 INC. CMN (48273U102)	11/19/2010	05/09/2013	72.00	1,820.10	0.00	1,788.08	32.02
QUALCOMM INC CMN (747525103)	08/11/2010	08/09/2013	91.00	6,025.84	0.00	3,539.65	2,486.19

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁴	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
RESMED INC. CMN (761152107)	08/11/2010	08/21/2013	133.00	6,538.04	0.00	4,191.03	2,347.01
DEALERTRACK TECHNOLOGIES, INC. CMN (242309102)	08/11/2010	08/22/2013	30.00	1,216.38	0.00	477.99	738.39
JACOBS ENGINEERING GRP CMN (469814107)	08/11/2010	08/22/2013	84.00	5,070.25	0.00	2,982.03	2,088.22
DEALERTRACK TECHNOLOGIES, INC. CMN (242309102)	08/11/2010	08/23/2013	72.00	2,922.82	0.00	1,147.18	1,775.64
RESMED INC. CMN (761152107)	08/11/2010	09/23/2013	152.00	8,057.67	0.00	4,789.75	3,267.92
RESMED INC. CMN (761152107)	08/11/2010	09/30/2013	29.00	1,533.21	0.00	913.83	619.38
POTASH CORP OF SASKATCHEWAN INC (737551107)	08/11/2010	10/17/2013	83.00	2,671.94	0.00	3,016.43	(344.49)
PRICE T ROWE GROUP INC CMN (74144T108)	08/11/2010	12/05/2013	50.00	3,391.97	0.00	2,394.50	1,537.47
POTASH CORP OF SASKATCHEWAN INC (737551107)	11/17/2010	12/09/2013	66.00	2,057.94	0.00	2,992.49	(934.55)
POTASH CORP OF SASKATCHEWAN INC (737551107)	08/11/2010	12/09/2013	71.00	2,213.85	0.00	2,580.32	(366.47)
AMERICAN PUBLIC EDUCATION INC. CMN (02913V103)	08/11/2010	12/26/2013	29.00	1,283.68	0.00	793.44	490.24
AMERICAN PUBLIC EDUCATION INC. CMN (02913V103)	08/11/2010	12/27/2013	21.00	915.04	0.00	574.56	340.48
AMERICAN PUBLIC EDUCATION INC. CMN (02913V103)	08/13/2010	12/27/2013	33.00	1,437.92	0.00	824.98	612.94
AMERICAN PUBLIC EDUCATION INC. CMN (02913V103)	08/13/2010	12/30/2013	56.00	2,426.63	0.00	1,399.96	1,026.67
Net NonCovered Long-Term Gains (Losses)				113,876.70	0.00	84,791.86	29,084.84

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REALIZED GAINS AND LOSSES

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REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	3,641.35	Net Covered Long-Term Gains (Losses)	5,901.86	Net Ordinary Gains (Losses)	0.00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)	31,623.38		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	3,641.35	Total Long-Term Gains (Losses)	37,525.24	Total Ordinary Gains (Losses)	0.00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MC DONALDS CORP CMN (580135101)	08/08/2012	04/12/2013	18.00	1,860.96	0.00	1,573.95	287.01
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	11/13/2012	04/24/2013	9.00	566.31	0.00	589.49	(23.18)
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	11/14/2012	04/24/2013	29.00	1,824.77	0.00	1,877.41	(52.64)
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	11/14/2012	04/30/2013	6.00	384.83	0.00	388.43	(3.60)
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	11/15/2012	04/30/2013	24.00	1,539.33	0.00	1,557.40	(18.07)
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	12/18/2012	05/01/2013	7.00	447.93	0.00	517.61	(69.68)
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	11/15/2012	05/01/2013	20.00	1,279.80	0.00	1,297.83	(18.03)
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (192446102)	12/18/2012	05/03/2013	26.00	1,709.89	0.00	1,922.56	(212.67)
LIFE TIME FITNESS, INC. CMN (53217R207)	04/04/2013	07/18/2013	21.00	1,180.98	0.00	878.02	302.96
LIFE TIME FITNESS, INC. CMN (53217R207)	04/09/2013	07/24/2013	10.00	540.07	0.00	419.70	120.37
LIFE TIME FITNESS, INC. CMN (53217R207)	04/04/2013	07/24/2013	18.00	972.12	0.00	752.59	219.53
LIFE TIME FITNESS, INC. CMN (53217R207)	04/17/2013	07/29/2013	11.00	589.82	0.00	481.90	107.92
LIFE TIME FITNESS, INC. CMN (53217R207)	04/09/2013	07/29/2013	29.00	1,554.98	0.00	1,217.12	337.86
LIFE TIME FITNESS, INC. CMN (53217R207)	04/18/2013	07/31/2013	9.00	482.74	0.00	397.65	85.09
LIFE TIME FITNESS, INC. CMN (53217R207)	04/17/2013	07/31/2013	24.00	1,287.31	0.00	1,051.41	235.90
LIFE TIME FITNESS, INC. CMN (53217R207)	04/18/2013	08/01/2013	27.00	1,458.53	0.00	1,192.96	265.57

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
AGCO CORP CMN (001084102)	01/25/2013	08/24/2013	1.00	61.29	0.00	53.51	7.78
AMERICAN INTL GROUP, INC. CMN (026874784)	01/25/2013	08/24/2013	3.00	148.25	0.00	109.50	38.75
SEAGATE TECHNOLOGY PLC CMN (G7945M107)	09/16/2013	09/24/2013	1.00	41.82	0.00	41.05	0.77
WASTE CONNECTIONS INC CMN (941053100)	01/31/2013	10/07/2013	13.00	589.66	0.00	467.58	122.08
WASTE CONNECTIONS INC CMN (941053100)	01/25/2013	10/07/2013	27.00	1,224.67	0.00	943.70	280.97
WASTE CONNECTIONS INC CMN (941053100)	01/31/2013	10/17/2013	48.00	2,165.57	0.00	1,726.44	439.13
WASTE CONNECTIONS INC CMN (941053100)	02/05/2013	10/21/2013	11.00	492.19	0.00	394.97	97.22
WASTE CONNECTIONS INC CMN (941053100)	01/31/2013	10/21/2013	16.00	715.91	0.00	575.48	140.43
WASTE CONNECTIONS INC CMN (941053100)	02/04/2013	10/21/2013	28.00	1,252.84	0.00	1,001.29	251.55
WASTE CONNECTIONS INC CMN (941053100)	03/14/2013	11/01/2013	4.00	170.96	0.00	142.03	28.93
WASTE CONNECTIONS INC CMN (941053100)	02/05/2013	11/01/2013	6.00	256.44	0.00	215.44	41.00
WASTE CONNECTIONS INC CMN (941053100)	02/06/2013	11/01/2013	28.00	1,196.71	0.00	999.27	197.44
WASTE CONNECTIONS INC CMN (941053100)	03/14/2013	11/05/2013	44.00	1,865.05	0.00	1,562.29	302.76
WASTE CONNECTIONS INC CMN (941053100)	09/24/2013	11/06/2013	3.00	126.48	0.00	134.86	(8.38)
WASTE CONNECTIONS INC CMN (941053100)	03/14/2013	11/06/2013	4.00	168.65	0.00	142.03	26.62
WASTE CONNECTIONS INC CMN (941053100)	06/07/2013	11/06/2013	38.00	1,602.09	0.00	1,492.12	109.97
Net Covered Short-Term Gains (Losses)				29,758.95	0.00	26,117.59	3,641.36

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
DEERE & COMPANY CMN (244199105)	08/18/2011	01/25/2013	19.00	1,778.95	0.00	1,329.58	449.37
DEERE & COMPANY CMN (244199105)	08/18/2011	01/28/2013	10.00	936.24	0.00	699.78	236.46
DEERE & COMPANY CMN (244199105)	11/03/2011	01/30/2013	4.00	380.50	0.00	302.98	77.52

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
DEERE & COMPANY CMN (244199105)	08/18/2011	01/30/2013	26.00	2,473.21	0.00	1,819.42	653.79
DEERE & COMPANY CMN (244199105)	11/03/2011	01/31/2013	10.00	941.95	0.00	757.44	184.51
DEERE & COMPANY CMN (244199105)	11/03/2011	02/01/2013	16.00	1,520.05	0.00	1,211.90	308.15
TD AMERITRADE HOLDING CORP CMN (87236Y108)	03/28/2011	03/14/2013	234.00	4,947.47	0.00	4,834.93	112.54
THERMO FISHER SCIENTIFIC INC CMN (883556102)	10/26/2011	04/24/2013	9.00	733.89	0.00	434.73	299.16
AGILENT TECHNOLOGIES, INC CMN (00846U101)	08/23/2012	09/24/2013	3.00	154.80	0.00	111.38	43.42
AMERICAN EXPRESS CO. CMN (025816109)	02/16/2012	09/24/2013	2.00	152.81	0.00	105.72	47.09
BLACKROCK, INC CMN (09247X101)	07/29/2011	09/24/2013	1.00	273.66	0.00	178.08	95.58
CENTURYLINK INC CMN (156700106)	08/09/2011	09/24/2013	3.00	96.69	0.00	98.45	(1.76)
ECOLAB INC CMN (278865100)	03/16/2011	09/24/2013	9.00	886.63	0.00	350.43	536.20
FIDELITY NATL INFO SVCS INC CMN (31620M106)	08/05/2011	09/24/2013	3.00	140.78	0.00	85.79	54.99
INGERSOLL-RAND PLC CMN (G47791101)	02/09/2011	09/24/2013	8.00	528.58	0.00	362.82	165.76
KOHL'S CORP (WISCONSIN) CMN (500255104)	05/18/2012	09/24/2013	6.00	312.94	0.00	284.30	28.64
MARSH & MCLENNAN CO INC CMN (571748102)	03/14/2012	09/24/2013	3.00	133.34	0.00	98.74	34.60
MC DONALDS CORP CMN (580135101)	08/08/2012	09/24/2013	1.00	97.98	0.00	87.44	10.54
PEPSICO INC CMN (713448108)	04/12/2012	09/24/2013	1.00	80.75	0.00	65.40	15.35
ROCK-TENN CO CL. A CMN CLASS A (772739207)	04/01/2011	09/24/2013	2.00	218.83	0.00	139.16	79.67
STAPLES, INC. CMN (855030102)	01/26/2011	09/24/2013	13.00	193.50	0.00	296.17	(102.67)
TIME WARNER INC. CMN (887317303)	07/25/2011	09/24/2013	1.00	63.50	0.00	36.73	26.77
UNITED TECHNOLOGIES CORP CMN (913017109)	03/13/2012	09/24/2013	1.00	110.25	0.00	85.81	24.44
AMERICAN EXPRESS CO. CMN (025816109)	02/16/2012	10/18/2013	92.00	7,370.45	0.00	4,863.15	2,507.30
ALLEGION PLC CMN (G0176J109)	02/09/2011	12/01/2013	0.33	14.44	0.00	0.00	14.44
Net Covered Long-Term Gains (Losses)				24,542.19	0.00	18,640.33	5,901.86

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
LABORATORY CORPORATION OF AMER CMN (50540R409)	08/11/2010	01/10/2013	11.00	960.21	0.00	826.21	134.00
LABORATORY CORPORATION OF AMER CMN (50540R409)	08/11/2010	01/11/2013	6.00	518.20	0.00	450.66	67.54
INGREDION INC CMN (457187102)	08/11/2010	01/25/2013	28.00	1,960.05	0.00	904.96	1,055.09
LABORATORY CORPORATION OF AMER CMN (50540R409)	08/11/2010	01/25/2013	28.00	2,476.57	0.00	2,103.08	373.49
INGREDION INC CMN (457187102)	08/11/2010	02/04/2013	24.00	1,535.99	0.00	775.68	760.31
TD AMERITRADE HOLDING CORP CMN (87236Y108)	08/11/2010	03/14/2013	151.00	3,192.60	0.00	2,373.72	818.88
AETNA INC CMN (00817Y108)	08/11/2010	03/25/2013	33.00	1,651.63	0.00	940.17	711.46
CAMERON INTERNATIONAL CORP CMN (13342B105)	08/11/2010	04/04/2013	108.00	5,646.03	0.00	3,968.00	2,677.03
DAVITA HEALTHCARE PARTNERS INC CMN (23918K108)	08/11/2010	04/04/2013	17.00	2,133.83	0.00	1,071.68	1,062.15
VENTAS, INC. CMN (92276F100)	08/11/2010	04/04/2013	40.00	2,974.35	0.00	2,023.60	950.75
CAMERON INTERNATIONAL CORP CMN (13342B105)	08/11/2010	04/05/2013	53.00	3,236.02	0.00	1,947.75	1,288.27
VENTAS, INC. CMN (92276F100)	08/11/2010	04/05/2013	44.00	3,280.77	0.00	2,225.96	1,054.81
THERMO FISHER SCIENTIFIC INC CMN (883556102)	08/11/2010	04/24/2013	91.00	7,420.41	0.00	4,089.54	3,330.87
ENDO HEALTH SOLUTIONS INC CMN (29264F205)	08/11/2010	05/13/2013	116.00	3,931.35	0.00	2,924.36	1,006.99
AMERICAN EXPRESS CO. CMN (025816109)	08/20/2010	06/18/2013	4.00	300.80	0.00	163.03	137.77
AMERICAN EXPRESS CO. CMN (025816109)	08/11/2010	06/18/2013	48.00	3,609.58	0.00	2,068.32	1,541.26
AMERICAN EXPRESS CO. CMN (025816109)	08/20/2010	06/19/2013	46.00	3,437.42	0.00	1,874.87	1,562.55
LABORATORY CORPORATION OF AMER CMN (50540R409)	08/11/2010	07/09/2013	34.00	3,266.48	0.00	2,553.74	712.74
LABORATORY CORPORATION OF AMER CMN (50540R409)	08/11/2010	07/16/2013	1.00	97.20	0.00	75.11	22.09
LABORATORY CORPORATION OF AMER CMN (50540R409)	09/29/2010	07/16/2013	35.00	3,402.11	0.00	2,732.21	669.90
VISA INC. CMN CLASS A (92826C839)	08/11/2010	07/17/2013	13.00	2,456.34	0.00	958.10	1,498.24
ELECTRONIC ARTS CMN (285512109)	08/11/2010	07/30/2013	70.00	1,826.34	0.00	1,130.50	695.84
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	08/11/2010	08/01/2013	32.00	1,410.98	0.00	543.60	867.38
ELECTRONIC ARTS CMN (285512109)	08/11/2010	08/20/2013	25.00	683.09	0.00	403.75	279.34
INTL GAME TECHNOLOGY CMN (459902102)	08/11/2010	09/10/2013	71.00	1,424.52	0.00	1,090.56	333.96

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	08/11/2010	09/13/2013	22.00	1,643.31	0.00	707.30	936.01
AETNA INC CMN (00817Y108)	08/11/2010	09/24/2013	1.00	65.04	0.00	28.49	36.55
AMERIPRISE FINANCIAL, INC. CMN (03076C106)	08/11/2010	09/24/2013	2.00	182.91	0.00	86.68	96.23
BOEING COMPANY CMN (097023105)	08/11/2010	09/24/2013	6.00	715.24	0.00	392.88	322.36
DANA HOLDING CORPORATION CMN (235825205)	12/01/2010	09/24/2013	8.00	182.80	0.00	125.51	57.29
DAVITA HEALTHCARE PARTNERS INC CMN (23918K108)	08/11/2010	09/24/2013	6.00	345.78	0.00	189.12	156.66
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	08/11/2010	09/24/2013	2.00	119.41	0.00	128.24	(8.83)
E.I. DU PONT DE NEMOURS AND CO CMN (263534109)	08/11/2010	09/24/2013	2.00	118.95	0.00	81.12	37.83
EXXON MOBIL CORPORATION CMN (30231G102)	08/11/2010	09/24/2013	2.00	175.12	0.00	121.20	53.92
GENUINE PARTS CO. CMN (372460105)	08/11/2010	09/24/2013	2.00	162.19	0.00	85.88	76.31
INGREDION INC CMN (457187102)	08/11/2010	09/24/2013	1.00	66.77	0.00	32.32	34.45
INTL GAME TECHNOLOGY CMN (459902102)	08/11/2010	09/24/2013	5.00	104.43	0.00	76.80	27.63
MASCO CORPORATION CMN (574599106)	08/11/2010	09/24/2013	23.00	503.61	0.00	243.87	259.74
MICROSOFT CORPORATION CMN (594918104)	10/25/2007	09/24/2013	2.00	64.90	0.00	64.48	0.42
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN (637071101)	08/11/2010	09/24/2013	2.00	157.86	0.00	78.82	79.04
OCCIDENTAL PETROLEUM CORP CMN (674599105)	08/11/2010	09/24/2013	4.00	372.37	0.00	306.40	65.97
PRAXAIR, INC CMN SERIES (74005P104)	08/11/2010	09/24/2013	1.00	120.51	0.00	86.97	33.54
ROCKWELL COLLINS, INC. CMN (774341101)	08/11/2010	09/24/2013	3.00	208.54	0.00	168.16	40.38
TEXAS INSTRUMENTS INC. CMN (882508104)	08/11/2010	09/24/2013	3.00	121.21	0.00	75.09	46.12
TJX COMPANIES INC (NEW) CMN (872540109)	08/11/2010	09/24/2013	1.00	55.84	0.00	20.94	34.90
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	08/11/2010	09/24/2013	1.00	72.57	0.00	32.15	40.42
WABTEC CORP CMN (929740108)	08/11/2010	09/24/2013	4.00	251.22	0.00	84.78	166.44
WISCONSIN ENERGY CORP(HLDG CO) CMN (976657106)	08/11/2010	09/24/2013	2.00	82.77	0.00	55.19	27.58
ENDO HEALTH SOLUTIONS INC CMN (29264F205)	08/11/2010	11/05/2013	71.00	3,925.99	0.00	1,789.91	2,136.08
ENDO HEALTH SOLUTIONS INC CMN (29264F205)	08/11/2010	11/11/2013	50.00	3,027.75	0.00	1,260.50	1,767.25

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Tax Year Account No. Legal Name
2013 THE J. CRAIG AND PAGE T. SMITH

REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
COMCAST CORPORATION CMN CLASS A NON VOTING (20030N200)	08/11/2010	11/22/2013	49.00	2,318.77	0.00	832.39	1,486.38
Net NonCovered Long-Term Gains (Losses)				78,998.73	0.00	47,375.35	31,623.38

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REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	14,154.46	Net Covered Long-Term Gains (Losses)	20,042.11	Net Ordinary Gains (Losses)	0.00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)	3,200.70		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	14,154.46	Total Long-Term Gains (Losses)	23,242.81	Total Ordinary Gains (Losses)	0.00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ANGLO AMERICAN PLC ADR CMN (03485P201)	01/13/2012	01/03/2013	16.00	257.00	0.00	313.14	(56.14)
ANGLO AMERICAN PLC ADR CMN (03485P201)	02/08/2012	01/03/2013	20.00	321.26	0.00	455.55	(134.29)
ANGLO AMERICAN PLC ADR CMN (03485P201)	07/30/2012	01/03/2013	31.00	497.95	0.00	466.39	31.56
ANGLO AMERICAN PLC ADR CMN (03485P201)	09/10/2012	01/03/2013	33.00	530.08	0.00	531.03	(0.95)
ANGLO AMERICAN PLC ADR CMN (03485P201)	02/07/2012	01/03/2013	40.00	642.52	0.00	912.61	(270.09)
ANGLO AMERICAN PLC ADR CMN (03485P201)	10/19/2012	01/03/2013	62.00	995.90	0.00	946.63	49.27
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (492051305)	03/14/2012	01/03/2013	33.00	593.63	0.00	578.89	14.74
NEW WORLD DEVELOPMENT & CO LTD (SPONS ADR) (648274305)	01/26/2012	01/03/2013	641.00	2,013.85	0.00	1,429.50	584.35
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224.184 (771195104)	07/03/2012	01/03/2013	31.00	1,586.47	0.00	1,347.91	238.56
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	05/14/2012	01/04/2013	12.00	168.53	0.00	147.54	20.99
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	08/20/2012	01/04/2013	34.00	477.51	0.00	459.70	17.81
VIVENDI ADR CMN (92852T201)	06/20/2012	01/04/2013	41.00	899.59	0.00	729.22	170.37
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	02/16/2012	01/15/2013	120.00	2,142.15	0.00	1,736.95	405.20
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (28244B206)	01/20/2012	01/16/2013	121.00	1,305.56	0.00	685.65	620.91

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GAZPROM ADR SPONSORED ADR CMN (368287207)	09/17/2012	01/16/2013	61 00	587 89	0.00	669.82	(81.93)
KASIKORNBANK PUB CO LTD ADR CMN (485785109)	02/14/2012	01/16/2013	18 00	463 54	0.00	329.03	134 51
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	08/20/2012	01/16/2013	100.00	634.91	0.00	514.04	120 87
GAZPROM ADR SPONSORED ADR CMN (368287207)	10/11/2012	01/18/2013	36.00	347 48	0.00	357.67	(10.19)
GAZPROM ADR SPONSORED ADR CMN (368287207)	09/17/2012	01/18/2013	292.00	2,818.49	0.00	3,206.37	(387.88)
RESMED INC. CMN (761152107)	03/02/2012	01/18/2013	9.00	398.70	0.00	270.19	128.51
BALFOUR BEATTY PLC SPONSORED ADR CMN (05845R306)	07/16/2012	01/22/2013	53 00	476 08	0.00	497.91	(21.83)
SWEDBANK A B ADR CMN (870195104)	06/08/2012	01/24/2013	34.00	686.76	0.00	506.98	179 78
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	08/30/2012	01/25/2013	20.00	125.43	0.00	95.33	30.10
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	08/20/2012	01/25/2013	284 00	1,781.15	0.00	1,459.87	321.28
RESMED INC. CMN (761152107)	07/05/2012	01/25/2013	9 00	433 28	0.00	278 25	155.03
RESMED INC. CMN (761152107)	03/02/2012	01/25/2013	15.00	722.13	0.00	450.31	271.82
AVIVA PLC SPONSORED ADR CMN (05382A104)	07/16/2012	01/28/2013	133 00	1,556.50	0.00	1,233.92	322.58
RESMED INC. CMN (761152107)	07/05/2012	01/29/2013	13 00	616 99	0.00	401 92	215.07
RESMED INC. CMN (761152107)	07/13/2012	02/01/2013	4.00	177.50	0.00	127.57	49.93
RESMED INC. CMN (761152107)	07/05/2012	02/01/2013	12 00	532.51	0.00	371.00	161.51
AVIVA PLC SPONSORED ADR CMN (05382A104)	07/16/2012	02/04/2013	85 00	955 90	0.00	788.60	167.30
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	09/26/2012	02/04/2013	32 00	188.96	0.00	173.24	15 72
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	08/30/2012	02/04/2013	196.00	1,157 37	0.00	934.28	223.09
RESMED INC. CMN (761152107)	07/13/2012	02/05/2013	10 00	442 69	0.00	318.93	123.76
SHIRE LIMITED SPONSORED ADR CMN (B2481R106)	02/09/2012	02/05/2013	6.00	601.52	0.00	621.57	(20.05)
AVIVA PLC SPONSORED ADR CMN (05382A104)	07/16/2012	02/06/2013	29.00	320.70	0.00	269 05	51.65
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	11/21/2012	02/06/2013	28 00	162.16	0.00	156 12	6.04
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	09/26/2012	02/06/2013	206 00	1,192 99	0.00	1,115.20	77.79
AVIVA PLC SPONSORED ADR CMN (05382A104)	09/17/2012	02/07/2013	24.00	266.58	0.00	282.75	(16.17)

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
AVIVA PLC SPONSORED ADR CMN (05382A104)	07/16/2012	02/07/2013	25.00	277.69	0.00	231.94	45.75
AVIVA PLC SPONSORED ADR CMN (05382A104)	11/21/2012	02/07/2013	56.00	622.01	0.00	615.23	6.78
AVIVA PLC SPONSORED ADR CMN (05382A104)	07/30/2012	02/07/2013	70.00	777.52	0.00	656.29	121.23
AVIVA PLC SPONSORED ADR CMN (05382A104)	08/20/2012	02/07/2013	71.00	788.63	0.00	737.26	51.37
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (339305302)	10/05/2012	02/07/2013	66.00	977.02	0.00	808.91	168.11
BALFOUR BEATTY PLC SPONSORED ADR CMN (05845R306)	07/16/2012	02/19/2013	50.00	414.71	0.00	469.73	(55.02)
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (339305302)	10/05/2012	02/26/2013	73.00	1,060.81	0.00	894.70	166.11
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (339305302)	10/09/2012	02/26/2013	120.00	1,743.80	0.00	1,463.31	280.49
INTESA SANPAOLO SPONSORED ADR CMN (46115H107)	10/19/2012	02/27/2013	195.00	1,899.23	0.00	2,027.57	(128.34)
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	11/21/2012	03/12/2013	44.00	295.36	0.00	245.32	50.04
MAPFRE, S.A. UNSPONSORED ADR CMN (565100104)	11/23/2012	03/12/2013	174.00	1,168.03	0.00	1,011.15	156.88
RIO TINTO PLC SPONSORED ADR (767204100)	07/27/2012	03/19/2013	31.00	1,449.54	0.00	1,412.06	37.48
BALFOUR BEATTY PLC SPONSORED ADR CMN (05845R306)	07/16/2012	03/20/2013	35.00	274.10	0.00	328.81	(54.71)
BALFOUR BEATTY PLC SPONSORED ADR CMN (05845R306)	07/18/2012	03/20/2013	83.00	650.01	0.00	792.11	(142.10)
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (339305302)	10/19/2012	03/20/2013	5.00	70.88	0.00	61.04	9.84
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (339305302)	10/09/2012	03/20/2013	67.00	949.77	0.00	817.01	132.76
BALFOUR BEATTY PLC SPONSORED ADR CMN (05845R306)	07/18/2012	03/21/2013	9.00	67.20	0.00	85.89	(18.69)
BALFOUR BEATTY PLC SPONSORED ADR CMN (05845R306)	07/25/2012	03/21/2013	124.00	925.83	0.00	1,112.94	(187.11)
YANZHOU COAL MINING CO. LTD SPONSORED ADR CMN (984846105)	09/17/2012	03/21/2013	39.00	538.05	0.00	621.64	(83.59)
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN (03524A108)	04/13/2012	03/25/2013	8.00	781.47	0.00	568.67	212.80
RIO TINTO PLC SPONSORED ADR (767204100)	07/27/2012	03/25/2013	45.00	2,101.00	0.00	2,049.77	51.23
FLETCHER BUILDING LIMITED SPONSORED ADR CMN (339305302)	10/19/2012	03/26/2013	75.00	1,039.95	0.00	915.54	124.41
YANZHOU COAL MINING CO. LTD SPONSORED ADR CMN (984846105)	09/17/2012	04/05/2013	4.00	49.52	0.00	63.76	(14.24)
YANZHOU COAL MINING CO. LTD SPONSORED ADR CMN (984846105)	10/11/2012	04/05/2013	58.00	717.95	0.00	925.47	(207.52)
KINROSS GOLD CORP CMN (496902404)	10/11/2012	04/08/2013	76.00	533.27	0.00	801.72	(268.45)

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
KINROSS GOLD CORP CMN (496902404)	08/24/2012	04/08/2013	103.00	722.72	0.00	1,027.62	(304.90)
KINROSS GOLD CORP CMN (496902404)	11/08/2012	04/08/2013	167.00	1,171.80	0.00	1,659.01	(487.21)
KINROSS GOLD CORP CMN (496902404)	09/17/2012	04/08/2013	286.00	2,006.79	0.00	2,898.67	(891.88)
YANZHOU COAL MINING CO. LTD SPONSORED ADR CMN (984846105)	10/11/2012	04/08/2013	29.00	349.95	0.00	462.73	(112.78)
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	04/12/2012	04/09/2013	16.00	207.57	0.00	115.12	92.45
YANZHOU COAL MINING CO. LTD SPONSORED ADR CMN (984846105)	10/17/2012	04/09/2013	45.00	564.75	0.00	737.43	(172.68)
YANZHOU COAL MINING CO. LTD SPONSORED ADR CMN (984846105)	10/11/2012	04/09/2013	90.00	1,129.50	0.00	1,436.07	(306.57)
MURATA MFG. CO., LTD. UNSPONSORED ADR CMN (626425102)	01/04/2013	04/17/2013	58.00	1,186.55	0.00	866.24	320.31
AXA-JAP AMERICAN DEPOSITARY SHARES (054536107)	10/19/2012	04/19/2013	33.00	557.91	0.00	543.50	14.41
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (456788108)	12/19/2012	04/26/2013	56.00	2,238.95	0.00	2,382.89	(143.94)
MURATA MFG. CO., LTD. UNSPONSORED ADR CMN (626425102)	01/04/2013	04/26/2013	31.00	599.81	0.00	482.99	136.82
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	11/20/2012	04/26/2013	25.00	526.02	0.00	484.27	61.75
ASHAI KASEI CORP ADR CMN (043400100)	12/19/2012	04/30/2013	116.00	1,547.52	0.00	1,364.13	183.39
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	04/08/2013	05/08/2013	24.00	652.65	0.00	553.65	99.00
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	11/20/2012	05/08/2013	34.00	702.76	0.00	631.41	71.35
MURATA MFG. CO., LTD. UNSPONSORED ADR CMN (626425102)	01/04/2013	05/09/2013	39.00	789.29	0.00	582.47	206.82
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	07/23/2012	05/10/2013	7.00	346.89	0.00	299.03	47.86
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	11/14/2012	05/14/2013	8.00	399.42	0.00	385.41	14.01
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	11/01/2012	05/14/2013	9.00	449.35	0.00	444.24	5.11
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	07/23/2012	05/14/2013	28.00	1,397.98	0.00	1,196.11	201.87
TULLOW OIL PLC ADR CMN (899415202)	08/23/2012	05/14/2013	20.00	156.06	0.00	223.07	(67.01)

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
CHINA OVERSEAS LAND&INVT LTD UNSPONSORED ADR CMN (169403201)	07/06/2012	05/16/2013	15.00	1,313.88	0.00	1,100.40	213.48
NSK LTD ADR SPONSORED ADR CMN (670184100)	12/20/2012	05/16/2013	16.00	323.39	0.00	223.95	99.44
VIVENDI ADR CMN (928527201)	06/20/2012	05/17/2013	86.00	1,674.10	0.00	1,529.58	144.52
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN USD0.3296 (05946K101)	01/17/2013	05/22/2013	171.00	1,571.82	0.00	1,781.75	(209.93)
ASTELLAS PHARMA INC UNSPONSORED ADR CMN (04623U102)	12/19/2012	05/28/2013	7.00	91.40	0.00	83.91	7.49
ROCHE HOLDING AG ADR B SHSINOM CHF 100 VAL 224.184 (771195104)	07/03/2012	05/29/2013	27.00	1,732.55	0.00	1,173.98	558.57
NSK LTD ADR SPONSORED ADR CMN (670184100)	12/20/2012	05/30/2013	69.00	1,282.43	0.00	965.78	316.65
ASHAI KASEI CORP ADR CMN (043400100)	12/19/2012	06/10/2013	70.00	930.78	0.00	823.18	107.60
KDDI CORP UNSPONSORED ADR CMN (48667L106)	10/19/2012	06/10/2013	106.00	1,182.45	0.00	1,011.39	171.06
MURATA MFG. CO. LTD. UNSPONSORED ADR CMN (626425102)	01/04/2013	06/10/2013	46.00	910.67	0.00	687.02	223.65
BANK RAKYAT INDONESIA ADR (69366X100)	05/16/2013	06/11/2013	22.00	350.70	0.00	420.96	(70.26)
BANK RAKYAT INDONESIA ADR (69366X100)	04/05/2013	06/11/2013	35.00	557.93	0.00	618.10	(60.17)
BANK RAKYAT INDONESIA ADR (69366X100)	01/28/2013	06/11/2013	261.00	4,160.60	0.00	4,179.94	(19.34)
CHINA OVERSEAS LAND&INVT LTD UNSPONSORED ADR CMN (169403201)	07/06/2012	06/24/2013	41.00	2,968.78	0.00	3,007.77	(38.99)
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	12/04/2012	06/24/2013	39.00	565.88	0.00	669.67	(103.79)
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	12/05/2012	06/24/2013	55.00	798.03	0.00	952.27	(154.24)
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	11/16/2012	07/02/2013	45.00	669.84	0.00	608.47	61.37
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	08/20/2012	07/02/2013	96.00	1,429.00	0.00	1,297.98	131.02
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	10/11/2012	07/02/2013	1.00	95.95	0.00	87.37	8.58
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	09/10/2012	07/09/2013	22.00	119.59	0.00	143.24	(23.65)
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	11/15/2012	07/09/2013	5.00	489.26	0.00	412.53	76.73
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	10/11/2012	07/09/2013	11.00	1,076.36	0.00	961.05	115.31

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	09/10/2012	07/10/2013	60.00	318.78	0.00	390.65	(71.87)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	11/07/2012	07/12/2013	3.00	16.62	0.00	28.05	(11.43)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	09/10/2012	07/12/2013	17.00	94.17	0.00	110.68	(16.51)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	09/12/2012	07/12/2013	38.00	210.51	0.00	246.70	(36.19)
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (456788108)	12/19/2012	07/16/2013	39.00	1,810.46	0.00	1,659.51	150.95
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	12/05/2012	07/18/2013	24.00	379.59	0.00	415.54	(35.95)
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	12/17/2012	07/18/2013	27.00	427.04	0.00	491.65	(64.61)
INPEX CORPORATION UNSPONSORED ADR CMN (45790H101)	02/07/2013	07/18/2013	86.00	980.02	0.00	1,198.88	(218.86)
KDDI CORP UNSPONSORED ADR CMN (48667L106)	10/19/2012	07/18/2013	75.00	960.35	0.00	715.61	244.74
MURATA MFG. CO., LTD. UNSPONSORED ADR CMN (626425102)	01/04/2013	07/18/2013	44.00	806.36	0.00	657.15	149.21
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	11/20/2012	07/18/2013	114.00	2,523.23	0.00	2,117.08	406.15
OMRON CORP. SPONSORED ADR CMN (682151303)	03/12/2013	07/18/2013	24.00	727.16	0.00	610.63	116.53
HEINEKEN N.V. SPONSORED ADR CMN (423012301)	07/30/2012	07/30/2013	26.00	889.15	0.00	711.59	177.56
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	11/20/2012	07/30/2013	22.00	465.29	0.00	408.56	56.73
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	12/19/2012	08/02/2013	93.00	1,236.05	0.00	1,114.75	121.30
INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S.A. SPONSORED ADR CMN (459348108)	10/08/2012	08/05/2013	69.00	1,717.76	0.00	910.70	807.06
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	12/17/2012	08/14/2013	25.00	396.25	0.00	455.23	(58.98)
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	04/01/2013	08/14/2013	32.00	507.20	0.00	615.16	(107.96)
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	04/02/2013	08/14/2013	39.00	618.15	0.00	727.35	(109.20)
INPEX CORPORATION UNSPONSORED ADR CMN (45790H101)	02/07/2013	08/15/2013	28.00	304.90	0.00	390.33	(85.43)
KONINKLIJKE KPN N.V. SPONSORED ADR CMN (780641205)	07/18/2013	08/15/2013	558.00	1,650.53	0.00	1,189.77	460.76
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/08/2013	08/16/2013	21.00	1,526.76	0.00	1,498.49	28.27
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	04/08/2013	08/19/2013	8.00	120.34	0.00	154.71	(34.37)
ENERSIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	04/05/2013	08/19/2013	45.00	676.89	0.00	857.07	(180.18)

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁶	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ENERGIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	04/02/2013	08/19/2013	46.00	691.93	0.00	857.90	(165.97)
KONINKLUKE KPN N.V. SPONSORED ADR CMN (780641205)	07/18/2013	08/19/2013	365.00	1,076.37	0.00	778.25	298.12
VTECH HOLDINGS LIMITED ADR CMN (928929207)	04/12/2013	08/19/2013	55.00	814.72	0.00	706.56	108.16
ENERGIS S.A. - SPON ADR SPONSORED ADR CMN (29274F104)	04/08/2013	08/20/2013	46.00	687.66	0.00	889.56	(201.90)
KONINKLUKE KPN N.V. SPONSORED ADR CMN (780641205)	07/18/2013	09/09/2013	732.00	2,066.98	0.00	1,560.77	506.21
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (456788108)	02/14/2013	09/11/2013	20.00	976.25	0.00	1,042.26	(66.01)
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (456788108)	01/02/2013	09/11/2013	24.00	1,171.50	0.00	1,023.87	147.63
INFOSYS LTD SPONSORED ADR CMN SRS 16840480 (456788108)	12/19/2012	09/11/2013	27.00	1,317.94	0.00	1,148.89	169.05
KDDI CORP UNSPONSORED ADR CMN (486671105)	11/02/2012	09/18/2013	50.00	602.18	0.00	486.37	115.81
KDDI CORP UNSPONSORED ADR CMN (486671106)	11/08/2012	09/18/2013	216.00	2,601.44	0.00	2,079.86	521.58
KDDI CORP UNSPONSORED ADR CMN (486671106)	10/19/2012	09/18/2013	247.00	2,974.79	0.00	2,356.73	618.06
AEGON N.V. AMER REG ADR CMN (007924103)	05/30/2013	09/19/2013	300.00	2,254.94	0.00	2,118.06	136.88
AEGON N.V. AMER REG ADR CMN (007924103)	05/30/2013	09/20/2013	104.00	786.20	0.00	734.26	51.94
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	12/19/2012	09/20/2013	150.00	1,940.42	0.00	1,797.99	142.43
AXA-JAP AMERICAN DEPOSITARY SHARES (054536107)	10/19/2012	09/20/2013	102.00	2,419.90	0.00	1,679.92	739.98
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/08/2013	09/26/2013	9.00	689.69	0.00	642.21	47.48
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (010198208)	02/01/2013	09/27/2013	10.00	534.16	0.00	504.60	29.56
DANONE SPONSORED ADR CMN (23636T100)	04/19/2013	10/03/2013	18.00	268.35	0.00	273.40	(5.05)
DANONE SPONSORED ADR CMN (23636T100)	11/14/2012	10/03/2013	46.00	685.77	0.00	577.19	108.58
H. LUNDBECK A/S SPONSORED ADR CMN (40422M206)	01/30/2013	10/03/2013	33.00	731.07	0.00	529.49	201.58
INPEX CORPORATION UNSPONSORED ADR CMN (45790H101)	02/07/2013	10/03/2013	97.00	1,135.59	0.00	1,352.23	(216.64)
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	04/26/2013	10/03/2013	34.00	817.08	0.00	916.55	(99.47)
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	04/08/2013	10/03/2013	159.00	3,821.04	0.00	3,667.96	153.08
H. LUNDBECK A/S SPONSORED ADR CMN (40422M206)	02/01/2013	10/07/2013	34.00	722.61	0.00	556.37	166.24
H. LUNDBECK A/S SPONSORED ADR CMN (40422M206)	01/30/2013	10/07/2013	48.00	1,020.16	0.00	770.16	250.00

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/08/2013	10/08/2013	27.00	1,999.93	0.00	1,926.63	73.30
INPEX CORPORATION UNSPONSORED ADR CMN (45790H101)	03/12/2013	10/10/2013	40.00	460.39	0.00	546.64	(86.31)
INPEX CORPORATION UNSPONSORED ADR CMN (45790H101)	02/07/2013	10/10/2013	160.00	1,841.32	0.00	2,230.48	(389.16)
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/08/2013	10/10/2013	5.00	368.73	0.00	356.78	11.95
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/16/2013	10/10/2013	7.00	516.22	0.00	512.28	3.94
DNB ASA SPONSORED ADR CMN (23328E106)	01/24/2013	10/21/2013	9.00	1,474.82	0.00	1,227.99	246.83
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	07/29/2013	10/21/2013	74.00	608.52	0.00	567.49	41.03
OMRON CORP. SPONSORED ADR CMN (682151303)	03/12/2013	10/21/2013	19.00	706.21	0.00	483.42	222.79
OMRON CORP. SPONSORED ADR CMN (682151303)	04/02/2013	10/21/2013	29.00	1,077.90	0.00	702.03	375.87
DAIMLER AG CMN ISIN: DE0007100000 (D1668R123)	12/13/2012	10/22/2013	19.00	1,507.60	0.00	986.67	520.93
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	07/29/2013	10/23/2013	7.00	54.57	0.00	53.68	0.89
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	09/20/2013	10/23/2013	200.00	1,559.13	0.00	1,826.54	(267.41)
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (010198208)	03/12/2013	10/24/2013	1.00	54.00	0.00	51.17	2.83
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (010198208)	02/01/2013	10/24/2013	10.00	540.00	0.00	504.60	35.40
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (010198208)	02/13/2013	10/24/2013	14.00	755.99	0.00	726.94	29.05
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	09/20/2013	10/24/2013	44.00	336.25	0.00	401.84	(65.59)
KONINKLIJKE KPN N.V. SPONSORED ADR CMN (780641205)	07/18/2013	10/24/2013	250.00	777.83	0.00	533.05	244.78
NSK LTD ADR SPONSORED ADR CMN (670184100)	12/20/2012	10/24/2013	98.00	2,169.74	0.00	1,371.69	798.05
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN USD0.3296 (05946K101)	10/29/2013	10/29/2013	0.35	4.03	0.00	0.00	4.03
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/16/2013	10/31/2013	8.00	622.63	0.00	585.46	37.17
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (010198208)	03/12/2013	11/01/2013	11.00	531.85	0.00	562.87	(31.02)
KONINKLIJKE KPN N.V. SPONSORED ADR CMN (780641205)	07/18/2013	11/01/2013	171.00	536.33	0.00	364.61	171.72
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/25/2013	11/05/2013	31.00	1,227.25	0.00	1,243.70	(16.45)
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	11/21/2012	11/06/2013	8.00	130.18	0.00	108.52	21.66

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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	11/16/2012	11/06/2013	45.00	732.25	0.00	608.47	123.78
KONINKLUKE AHOLD N.V. SPONSORED ADR CMN (500467402)	08/19/2013	11/06/2013	66.00	1,255.06	0.00	1,095.92	159.14
KONINKLUKE KPN N.V. SPONSORED ADR CMN (780641205)	07/18/2013	11/06/2013	386.00	1,245.09	0.00	823.03	422.06
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	01/04/2013	11/06/2013	46.00	800.13	0.00	892.18	(92.05)
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	01/22/2013	11/06/2013	55.00	956.67	0.00	1,071.55	(114.88)
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	12/05/2012	11/06/2013	58.00	1,008.85	0.00	1,091.73	(82.88)
NISSAN MOTOR CO LTD SPONSORED ADR (654744408)	11/20/2012	11/06/2013	85.00	1,478.50	0.00	1,578.53	(100.03)
AKTIEBOLAGET ELECTROLUX ADR SPONSORED CL B (010198208)	03/12/2013	11/08/2013	15.00	736.39	0.00	767.55	(31.16)
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN USD0.3296 (05946K101)	11/12/2013	11/12/2013	0.00	4.03	0.00	0.00	4.03
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	12/19/2012	11/18/2013	35.00	538.73	0.00	419.53	119.20
NSK LTD ADR SPONSORED ADR CMN (670184100)	12/20/2012	11/18/2013	57.00	1,254.78	0.00	797.82	456.96
OMRON CORP. SPONSORED ADR CMN (682151303)	04/02/2013	11/18/2013	27.00	1,072.13	0.00	653.62	418.51
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/18/2013	11/22/2013	7.00	557.71	0.00	504.36	53.35
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/25/2013	11/22/2013	9.00	717.06	0.00	659.58	57.48
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	04/16/2013	11/22/2013	12.00	955.08	0.00	878.19	77.89
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	05/15/2013	11/22/2013	14.00	1,115.43	0.00	1,057.81	57.62
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	02/25/2013	11/25/2013	20.00	293.68	0.00	262.56	31.12
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	12/19/2012	11/25/2013	51.00	748.89	0.00	611.32	137.57
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	05/15/2013	11/25/2013	3.00	239.93	0.00	226.67	13.26
NOVARTIS AG-ADR SPONSORED ADR CMN (66987V109)	06/21/2013	11/25/2013	10.00	799.78	0.00	595.44	104.34
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (881575302)	08/29/2013	12/06/2013	147.00	2,394.84	0.00	2,566.89	(172.05)
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	04/05/2013	12/09/2013	48.00	701.97	0.00	685.04	16.93
ASTELLAS PHARMA INC. UNSPONSORED ADR CMN (04623U102)	02/25/2013	12/09/2013	116.00	1,695.41	0.00	1,522.84	173.57
Net Covered Short-Term Gains (Losses)				185,592.24	0.00	171,437.78	14,154.46

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN (03524A108)	04/12/2011	01/03/2013	4.00	349.26	0.00	237.55	111.71
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN (03524A108)	06/17/2011	01/03/2013	7.00	611.19	0.00	400.60	210.59
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (492051305)	05/16/2011	01/03/2013	5.00	89.94	0.00	91.42	(1.48)
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (492051305)	12/02/2011	01/03/2013	61.00	1,097.32	0.00	905.23	192.09
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (492051305)	06/13/2011	01/03/2013	66.00	1,187.27	0.00	1,188.46	(1.19)
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (492051305)	06/03/2011	01/03/2013	128.00	2,302.58	0.00	2,373.15	(70.57)
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (191085208)	08/17/2011	01/04/2013	25.00	709.38	0.00	601.47	107.91
KB FINANCIAL GROUP INC. SPONSORED ADR CMN (066011206)	07/25/2011	01/15/2013	19.00	688.79	0.00	978.15	(289.36)
YAMANA GOLD INC CMN (98462Y100)	12/01/2011	01/15/2013	37.00	642.60	0.00	623.42	19.18
YAMANA GOLD INC CMN (98462Y100)	07/29/2011	01/15/2013	53.00	920.48	0.00	698.05	222.43
YAMANA GOLD INC CMN (98462Y100)	07/28/2011	01/15/2013	57.00	989.96	0.00	747.46	242.50
YAMANA GOLD INC CMN (98462Y100)	11/09/2011	01/15/2013	58.00	1,007.32	0.00	958.87	48.45
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN (03524A108)	06/17/2011	01/23/2013	9.00	809.77	0.00	515.05	294.72
BANK OF YOKOHAMA LTD JAPAN(ADR) ADR CMN (066011206)	06/24/2011	01/24/2013	43.00	824.56	0.00	830.16	(5.60)
BANK OF YOKOHAMA LTD JAPAN(ADR) ADR CMN (066011206)	07/05/2011	01/24/2013	77.00	1,476.54	0.00	1,579.63	(103.09)
BANK OF YOKOHAMA LTD JAPAN(ADR) ADR CMN (066011206)	06/28/2011	01/24/2013	98.00	1,879.23	0.00	1,891.99	(12.76)
DBS GROUP HOLDINGS SPONSORED ADR CMN (23304Y100)	07/15/2011	01/24/2013	2.00	95.09	0.00	97.48	(2.39)
DBS GROUP HOLDINGS SPONSORED ADR CMN (23304Y100)	12/02/2011	01/24/2013	8.00	380.34	0.00	317.50	62.84
DBS GROUP HOLDINGS SPONSORED ADR CMN (23304Y100)	01/13/2012	01/24/2013	10.00	475.42	0.00	397.98	77.44
DBS GROUP HOLDINGS SPONSORED ADR CMN (23304Y100)	07/21/2011	01/24/2013	20.00	950.85	0.00	989.95	(39.10)
DBS GROUP HOLDINGS SPONSORED ADR CMN (23304Y100)	11/10/2011	01/24/2013	22.00	1,045.93	0.00	860.76	185.17
SWEDBANK A B ADR CMN (870195104)	08/02/2011	01/24/2013	23.00	464.57	0.00	428.85	35.72
SWEDBANK A B ADR CMN (870195104)	11/14/2011	01/24/2013	36.00	727.15	0.00	490.84	236.31
SWEDBANK A B ADR CMN (870195104)	07/26/2011	01/24/2013	47.00	949.33	0.00	833.50	115.83
SWEDBANK A B ADR CMN (870195104)	09/30/2011	01/24/2013	52.00	1,050.33	0.00	592.44	457.89

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
SWEDBANK A B ADR CMN (870195104)	09/12/2011	01/24/2013	65.00	1,312.91	0.00	745.32	567.59
SWEDBANK A B ADR CMN (870195104)	09/14/2011	01/24/2013	79.00	1,595.69	0.00	872.82	722.87
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN (03524A108)	06/17/2011	01/25/2013	16.00	1,465.37	0.00	915.65	549.72
TELEOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/04/2011	01/30/2013	20.00	1,323.76	0.00	973.72	350.04
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	01/27/2012	02/05/2013	2.00	200.50	0.00	200.74	(0.24)
SAP AG (SPON ADR) (803054204)	12/06/2011	02/15/2013	12.00	959.81	0.00	705.31	254.50
SAP AG (SPON ADR) (803054204)	06/01/2011	02/15/2013	13.00	1,039.79	0.00	801.91	237.88
INTESA SANPAOLO SPONSORED ADR CMN (46115H107)	11/14/2011	02/22/2013	24.00	252.48	0.00	251.17	1.31
INTESA SANPAOLO SPONSORED ADR CMN (46115H107)	10/27/2011	02/22/2013	72.00	757.44	0.00	856.04	(98.60)
BARCLAYS PLC.AMER DEP SHS ADR CMN (06738E204)	01/05/2012	02/27/2013	6.00	109.54	0.00	69.20	40.34
BARCLAYS PLC.AMER DEP SHS ADR CMN (06738E204)	09/29/2011	02/27/2013	15.00	273.87	0.00	160.44	113.43
BARCLAYS PLC.AMER DEP SHS ADR CMN (06738E204)	10/14/2011	02/27/2013	70.00	1,278.06	0.00	781.41	496.65
INTESA SANPAOLO SPONSORED ADR CMN (46115H107)	11/14/2011	02/27/2013	4.00	38.96	0.00	41.86	(2.90)
INTESA SANPAOLO SPONSORED ADR CMN (46115H107)	12/07/2011	02/27/2013	82.00	798.65	0.00	880.52	(81.87)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	01/30/2012	03/20/2013	18.00	122.26	0.00	174.88	(52.62)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/03/2012	03/20/2013	25.00	169.80	0.00	245.50	(75.70)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/01/2012	03/20/2013	67.00	455.07	0.00	643.84	(188.77)
ANHEUSER-BUSCH INBEV S.A. SPONSORED ADR CMN (03524A108)	12/01/2011	03/25/2013	15.00	1,465.26	0.00	897.12	568.14
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/20/2012	04/02/2013	40.00	530.48	0.00	226.66	303.82
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/24/2012	04/02/2013	55.00	729.41	0.00	316.19	413.22
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/24/2012	04/03/2013	17.00	221.09	0.00	97.73	123.36
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/24/2012	04/04/2013	32.00	408.99	0.00	183.96	225.03
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/24/2012	04/05/2013	150.00	1,902.12	0.00	862.32	1,039.80
KB FINANCIAL GROUP INC. SPONSORED ADR (48241A105)	07/25/2011	04/05/2013	6.00	188.68	0.00	308.89	(120.21)

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
KB FINANCIAL GROUP INC. SPONSORED ADR (48241A105)	07/27/2011	04/05/2013	40.00	1,257.87	0.00	2,045.61	(787.74)
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/25/2012	04/08/2013	27.00	352.71	0.00	164.84	188.07
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/24/2012	04/08/2013	74.00	966.69	0.00	425.41	541.28
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	01/25/2012	04/09/2013	53.00	687.59	0.00	323.19	364.40
BARCLAYS PLC AMER DEP SHS ADR CMN (06738E204)	01/05/2012	04/18/2013	38.00	858.12	0.00	438.29	219.83
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/12/2012	04/25/2013	14.00	1,619.68	0.00	954.34	665.34
SSE PLC SPONSORED ADR CMN (78467K107)	04/16/2012	05/08/2013	24.00	585.22	0.00	524.12	61.10
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	03/02/2012	05/08/2013	11.00	222.70	0.00	160.40	62.30
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (874039100)	02/16/2012	05/08/2013	42.00	850.31	0.00	607.93	242.38
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITORY SHARES (1 ADS = 4 ORDS) (111013108)	09/26/2011	05/10/2013	7.00	346.88	0.00	297.92	48.96
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITORY SHARES (1 ADS = 4 ORDS) (111013108)	01/25/2012	05/10/2013	20.00	991.10	0.00	848.54	142.56
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (191085208)	09/26/2011	05/10/2013	16.00	418.64	0.00	375.67	42.97
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (191085208)	09/12/2011	05/10/2013	35.00	915.78	0.00	843.73	72.05
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (191085208)	08/17/2011	05/10/2013	60.00	1,569.90	0.00	1,443.54	126.36
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	02/09/2012	05/10/2013	1.00	93.01	0.00	103.60	(10.59)
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	03/02/2012	05/10/2013	4.00	372.03	0.00	420.78	(48.75)
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	02/29/2012	06/10/2013	9.00	837.06	0.00	947.50	(110.44)
TULLOW OIL PLC ADR CMN (899415202)	04/20/2011	05/14/2013	2.00	15.61	0.00	23.46	(7.85)
TULLOW OIL PLC ADR CMN (899415202)	03/11/2011	05/14/2013	7.00	54.62	0.00	79.14	(24.52)
TULLOW OIL PLC ADR CMN (899415202)	03/16/2011	05/14/2013	11.00	85.83	0.00	122.28	(36.45)
TULLOW OIL PLC ADR CMN (899415202)	03/14/2011	05/14/2013	16.00	124.85	0.00	178.41	(53.56)
TULLOW OIL PLC ADR CMN (899415202)	11/22/2011	05/14/2013	22.00	171.67	0.00	219.00	(47.33)

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
TULLOW OIL PLC ADR CMN (899415202)	06/24/2011	05/14/2013	24.00	187.27	0.00	235.17	(47.90)
TULLOW OIL PLC ADR CMN (899415202)	03/15/2011	05/14/2013	32.00	249.70	0.00	350.16	(100.46)
TULLOW OIL PLC ADR CMN (899415202)	09/14/2011	05/14/2013	44.00	343.33	0.00	491.99	(148.66)
TULLOW OIL PLC ADR CMN (899415202)	11/17/2011	05/14/2013	99.00	772.50	0.00	1,066.70	(294.20)
TULLOW OIL PLC ADR CMN (899415202)	04/19/2011	05/14/2013	110.00	858.33	0.00	1,250.43	(392.10)
TULLOW OIL PLC ADR CMN (899415202)	07/29/2011	05/14/2013	120.00	936.36	0.00	1,226.80	(290.44)
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	07/29/2011	05/15/2013	12.00	770.43	0.00	592.15	178.28
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	01/30/2012	05/16/2013	0.60	3.26	0.00	0.00	3.26
SSE PLC SPONSORED ADR CMN (78467K107)	04/16/2012	05/16/2013	55.00	1,337.92	0.00	1,201.12	136.80
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	03/02/2012	05/23/2013	2.00	192.56	0.00	210.39	(17.83)
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	03/21/2012	05/23/2013	6.00	577.70	0.00	617.24	(39.54)
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	08/10/2011	05/24/2013	3.00	189.02	0.00	139.95	49.07
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	07/29/2011	05/24/2013	6.00	378.06	0.00	296.08	81.98
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/12/2012	05/24/2013	10.00	1,205.07	0.00	681.67	523.40
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	08/10/2011	05/29/2013	15.00	902.53	0.00	699.77	202.76
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPAN) (273202101)	05/06/2011	05/30/2013	159.00	1,970.30	0.00	1,522.23	448.07
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	12/01/2011	05/30/2013	20.00	1,197.84	0.00	986.40	211.44
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	08/10/2011	05/30/2013	36.00	2,156.12	0.00	1,678.45	476.67
SSE PLC SPONSORED ADR CMN (78467K107)	04/16/2012	05/30/2013	38.00	895.94	0.00	829.86	66.08
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	11/14/2011	06/05/2013	6.00	91.66	0.00	77.02	14.64
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	03/31/2011	06/05/2013	7.00	106.94	0.00	94.50	12.44
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	07/08/2011	06/05/2013	53.00	809.65	0.00	706.86	102.79
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	08/04/2011	06/05/2013	59.00	901.31	0.00	754.76	146.55
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	08/05/2011	06/05/2013	60.00	916.59	0.00	754.36	162.23

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	03/21/2012	06/05/2013	2.00	194.54	0.00	205.75	(11.21)
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	04/12/2012	06/05/2013	3.00	291.81	0.00	280.23	11.58
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/10/2011	06/05/2013	1.00	40.30	0.00	30.80	9.50
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/05/2011	06/05/2013	1.00	40.30	0.00	33.01	7.29
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/05/2011	06/05/2013	10.00	403.00	0.00	360.01	42.99
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	02/09/2012	06/07/2013	3.00	350.18	0.00	242.55	107.63
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/12/2012	06/07/2013	4.00	466.92	0.00	272.67	194.25
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	01/23/2012	06/07/2013	15.00	1,750.92	0.00	1,068.89	682.23
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPAN) (273202101)	05/06/2011	06/10/2013	72.00	893.72	0.00	689.31	204.41
KASIKORNBANK PUB CO LTD ADR CMN (485785109)	02/14/2012	06/10/2013	39.00	983.40	0.00	712.91	270.49
KB FINANCIAL GROUP INC SPONSORED ADR (48241A105)	07/27/2011	06/21/2013	22.00	651.65	0.00	1,125.09	(473.44)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/03/2012	06/24/2013	37.00	213.21	0.00	332.63	(119.42)
KASIKORNBANK PUB CO LTD ADR CMN (485785109)	02/14/2012	06/24/2013	19.00	429.50	0.00	347.31	82.19
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/03/2012	06/26/2013	34.00	189.40	0.00	305.86	(116.26)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/07/2012	06/26/2013	57.00	317.53	0.00	542.55	(225.02)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/13/2012	06/28/2013	16.00	91.41	0.00	154.41	(63.00)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/09/2012	06/28/2013	36.00	205.68	0.00	350.48	(144.80)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/07/2012	06/28/2013	39.00	222.83	0.00	371.22	(148.39)
SHIRE LIMITED SPONSORED ADR CMN (82481R106)	04/12/2012	07/02/2013	6.00	575.68	0.00	560.46	15.22
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	02/13/2012	07/03/2013	38.00	205.75	0.00	366.72	(160.97)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	03/05/2012	07/03/2013	58.00	368.18	0.00	702.56	(334.38)
HENGDELI HOLDINGS LTD UNSPON ADR (42551K100)	03/05/2012	07/08/2013	47.00	255.49	0.00	485.59	(230.10)
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224.184 (771195104)	07/03/2012	07/17/2013	17.00	1,064.49	0.00	739.17	325.32

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ³	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (80687P106)	04/16/2012	07/17/2013	10.00	145.32	0.00	137.60	7.72
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (80687P106)	04/16/2012	07/17/2013	62.00	900.99	0.00	752.30	148.69
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPAN) (273202101)	05/06/2011	07/18/2013	44.00	617.20	0.00	421.25	195.95
KASIKORN BANK PUB CO LTD ADR CMN (485785109)	02/16/2012	07/18/2013	6.00	147.94	0.00	113.81	34.13
KASIKORN BANK PUB CO LTD ADR CMN (485785109)	02/14/2012	07/18/2013	29.00	715.08	0.00	530.11	184.97
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (874039100)	03/02/2012	07/18/2013	27.00	494.59	0.00	393.72	70.87
TELEOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/15/2011	07/18/2013	3.00	183.26	0.00	145.97	37.29
TELEOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/04/2011	07/18/2013	6.00	366.54	0.00	292.12	74.42
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	02/09/2012	07/29/2013	6.00	721.66	0.00	485.11	236.55
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/19/2011	07/29/2013	7.00	279.72	0.00	230.88	48.84
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/10/2011	07/29/2013	64.00	2,557.45	0.00	1,970.96	586.49
ROCHE HOLDING AG ADR B SHSINOM CHF 100 VAL 224.184 (771195104)	07/06/2012	08/01/2013	14.00	857.96	0.00	597.51	260.45
ROCHE HOLDING AG ADR B SHSINOM CHF 100 VAL 224.184 (771195104)	07/03/2012	08/01/2013	32.00	1,961.07	0.00	1,391.39	569.68
DANONE SPONSORED ADR CMN (23636T100)	04/19/2012	08/08/2013	121.00	1,904.11	0.00	1,737.18	166.93
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	01/05/2012	08/14/2013	3.00	167.35	0.00	115.94	51.41
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	07/20/2011	08/14/2013	5.00	278.93	0.00	243.74	35.19
DANONE SPONSORED ADR CMN (23636T100)	04/19/2012	08/15/2013	40.00	621.72	0.00	574.28	47.44
DANONE SPONSORED ADR CMN (23636T100)	04/19/2012	08/19/2013	61.00	954.53	0.00	875.77	78.76
DANONE SPONSORED ADR CMN (23636T100)	04/19/2012	09/06/2013	13.00	191.62	0.00	186.64	4.98
DANONE SPONSORED ADR CMN (23636T100)	05/09/2012	09/06/2013	19.00	280.07	0.00	256.16	23.91

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
DANONE SPONSORED ADR CMN (23636T100)	04/19/2012	09/06/2013	27.00	397.99	0.00	412.27	(14.28)
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/19/2011	09/06/2013	23.00	868.00	0.00	757.94	110.06
SAFRAN SA SPONSORED ADR CMN (786584102)	04/26/2011	09/27/2013	2.00	122.75	0.00	71.08	51.67
SAFRAN SA SPONSORED ADR CMN (786584102)	04/13/2011	09/27/2013	7.00	429.62	0.00	243.07	186.55
SAFRAN SA SPONSORED ADR CMN (786584102)	05/06/2011	09/27/2013	11.00	675.12	0.00	415.86	259.26
DANONE SPONSORED ADR CMN (23636T100)	05/18/2012	10/03/2013	74.00	1,103.20	0.00	972.27	130.93
DANONE SPONSORED ADR CMN (23636T100)	05/09/2012	10/03/2013	93.00	1,386.45	0.00	1,253.81	132.64
HEINEKEN N.V. SPONSORED ADR CMN (423012301)	07/30/2012	10/11/2013	61.00	2,070.87	0.00	1,689.50	401.37
SAFRAN SA SPONSORED ADR CMN (786584102)	05/16/2011	10/11/2013	1.00	62.22	0.00	39.00	23.22
SAFRAN SA SPONSORED ADR CMN (786584102)	05/06/2011	10/11/2013	15.00	933.39	0.00	567.08	366.31
SSE PLC SPONSORED ADR CMN (78467K107)	04/16/2012	10/11/2013	42.00	965.56	0.00	917.22	48.34
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	09/17/2012	10/21/2013	23.00	189.14	0.00	174.80	14.34
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	07/06/2012	10/21/2013	93.00	764.76	0.00	668.57	96.19
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	04/12/2012	10/21/2013	94.00	772.99	0.00	676.32	96.67
EMPRESAS ICA, S.A. DE C.V. SPONSORED ADR CMN (292448206)	09/25/2012	10/21/2013	116.00	953.90	0.00	901.68	52.22
HEINEKEN N.V. SPONSORED ADR CMN (423012301)	07/30/2012	10/21/2013	30.00	1,065.54	0.00	821.06	244.48
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	11/14/2011	10/21/2013	42.00	779.56	0.00	539.11	240.45
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	01/17/2012	10/21/2013	86.00	1,586.24	0.00	1,103.68	482.56
TELENOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/25/2011	11/01/2013	4.00	290.69	0.00	195.20	95.49
TELENOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/22/2011	11/01/2013	6.00	436.03	0.00	277.61	158.42
TELENOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/15/2011	11/01/2013	7.00	508.71	0.00	340.61	168.10
TELENOR ASA AMERICAN DEPOSITARY SHARES 1 ADS = 3 ORDS (87944W105)	08/25/2011	11/04/2013	8.00	591.05	0.00	390.39	200.66

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
TELEOR ASA AMERICAN DEPOSITORY SHARES 1 ADS = 3 ORDS (87844W105)	09/26/2011	11/04/2013	17.00	1,256.00	0.00	756.08	499.92
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	05/11/2012	11/05/2013	3.00	118.77	0.00	101.28	17.49
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	08/19/2011	11/05/2013	10.00	395.89	0.00	329.54	66.35
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	01/19/2012	11/05/2013	16.00	633.42	0.00	521.74	111.68
UNILEVER N.V. NY SHS (NEW) ADR CMN (904784709)	01/12/2012	11/05/2013	30.00	1,187.66	0.00	988.47	199.19
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	01/17/2012	11/06/2013	2.00	38.04	0.00	25.67	12.37
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	05/18/2012	11/06/2013	25.00	475.41	0.00	300.32	175.09
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	01/23/2012	11/06/2013	61.00	1,159.98	0.00	822.19	337.79
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (500467402)	04/12/2012	11/06/2013	67.00	1,274.07	0.00	908.52	365.55
REPSOL SA - ADR SPONSORED ADR CMN (760261205)	09/07/2012	11/06/2013	32.00	849.61	0.00	646.79	202.82
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPAN) (273202101)	05/06/2011	11/08/2013	29.00	404.32	0.00	277.64	126.68
REPSOL SA - ADR SPONSORED ADR CMN (760261205)	09/07/2012	11/08/2013	21.00	527.04	0.00	424.45	102.59
KASIKORNBANK PUB CO LTD ADR CMN (485785109)	02/16/2012	11/18/2013	22.00	510.70	0.00	417.31	93.39
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	11/21/2012	11/25/2013	19.00	327.68	0.00	257.73	69.95
KASIKORNBANK PUB CO LTD ADR CMN (485785109)	02/16/2012	11/25/2013	19.00	410.12	0.00	360.41	49.71
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (35804M105)	11/21/2012	12/06/2013	72.00	1,306.47	0.00	976.64	329.83
TOYOTA MOTOR CORPORATION SPON ADR (892331307)	02/09/2012	12/11/2013	8.00	964.16	0.00	646.81	317.35
Net Covered Long-Term Gains (Losses)				123,799.57	0.00	103,757.46	20,042.11
NonCovered Long-Term Gains (Losses)							
SYNGENTA AG SPONSORED ADR CMN (87160A100)	12/08/2010	01/02/2013	11.00	893.63	0.00	623.41	270.22
NATIONAL GRID PLC SPONSORED ADR CMN (636274300)	12/08/2010	01/03/2013	15.00	858.23	0.00	651.45	206.78
HSCB HOLDINGS PLC SPONSORED ADR CMN (404280406)	12/08/2010	01/23/2013	18.00	992.13	0.00	941.03	51.10
ORIX CORPORATION SPONS ADR SPONSORED ADR CMN (686330101)	09/14/2010	01/24/2013	4.00	208.05	0.00	156.94	51.11

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁴	Total accretion (Amortization)	Cost Basis ⁵	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ORIX CORPORATION SPONS ADR SPONSORED ADR CMN (686330101)	08/11/2010	01/24/2013	6.00	312.06	0.00	230.83	81.23
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	12/08/2010	01/25/2013	30.00	1,687.18	0.00	1,568.38	118.80
SAP AG (SPON ADR) (803054204)	12/08/2010	01/29/2013	14.00	1,135.31	0.00	683.06	452.25
SAP AG (SPON ADR) (803054204)	12/08/2010	02/13/2013	10.00	807.57	0.00	487.90	319.67
SAP AG (SPON ADR) (803054204)	12/08/2010	02/15/2013	1.00	79.98	0.00	48.79	31.19
BARCLAYS PLC AMER DEP SHS ADR CMN (06738E204)	12/08/2010	02/27/2013	113.00	2,063.15	0.00	1,921.69	141.46
IMPERIAL TOBACCO GROUP PLC SPON ADR (453142101)	12/08/2010	03/26/2013	26.00	1,784.65	0.00	1,580.80	203.85
PRUDENTIAL CORP (ADR) ADR CMN (74435K204)	08/11/2010	03/28/2013	60.00	1,934.13	0.00	1,046.85	887.28
TULLOW OIL PLC ADR CMN (899415202)	12/08/2010	04/17/2013	46.00	352.19	0.00	445.74	(93.55)
TULLOW OIL PLC ADR CMN (899415202)	12/08/2010	05/14/2013	5.00	39.01	0.00	48.45	(9.44)
HSBC HOLDINGS PLC SPONSORED ADR CMN (404280406)	12/08/2010	08/14/2013	11.00	613.64	0.00	575.07	38.57
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (456837103)	11/19/2010	08/16/2013	25.00	282.22	0.00	271.21	11.01
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (456837103)	09/14/2010	08/16/2013	98.00	1,106.30	0.00	995.60	110.70
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (456837103)	11/19/2010	09/19/2013	4.00	47.13	0.00	43.39	3.74
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (456837103)	11/22/2010	09/19/2013	16.00	188.53	0.00	168.81	19.72
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (456837103)	12/08/2010	09/19/2013	186.00	2,191.70	0.00	1,868.72	322.98
RTS/BARCLAYS PLC EXP10/01/2013 (06738E121)	01/05/2012	09/24/2013	0.75	4.16	0.00	0.00	4.16
SUMITOMO CORPORATION SPONSORED ADR CMN (865613103)	11/09/2010	09/26/2013	1.00	13.79	0.00	13.79	0.00
SUMITOMO CORPORATION SPONSORED ADR CMN (865613103)	11/08/2010	09/26/2013	1.00	13.79	0.00	13.92	(0.13)
SUMITOMO CORPORATION SPONSORED ADR CMN (865613103)	09/16/2010	09/26/2013	13.00	179.27	0.00	163.38	15.89
SUMITOMO CORPORATION SPONSORED ADR CMN (865613103)	11/09/2010	09/27/2013	2.00	27.42	0.00	27.58	(0.16)
SUMITOMO CORPORATION SPONSORED ADR CMN (865613103)	12/08/2010	09/27/2013	6.00	82.25	0.00	85.69	(3.44)
SUMITOMO CORPORATION SPONSORED ADR CMN (865613103)	12/08/2010	10/01/2013	44.00	594.10	0.00	628.39	(34.29)
Net NonCovered Long-Term Gains (Losses)				18,491.57	0.00	15,290.87	3,200.70

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Tax Year Account No Legal Name
2013 THE J. CRAIG AND PAGE T. SMITH

REALIZED GAINS AND LOSSES

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REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0.00	Net Covered Long-Term Gains (Losses)	0.00	Net Ordinary Gains (Losses)	0.00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)	78,684.47		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	0.00	Total Long-Term Gains (Losses)	78,684.47	Total Ordinary Gains (Losses)	0.00

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ³	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE 0% COUPON DUE 02/08/2013 STRUCTURED NOTE (38146M718)	02/01/2011	02/08/2013	100.00	100,000.00	0.00	100,000.00	0.00
THE GOLDMAN SACHS GROUP, INC. LINKED TO S&P 500 0% COUPON DUE 02/08/2013 STRUCTURED NOTE (38146M726)	02/01/2011	02/08/2013	100.00	119,125.00	0.00	100,000.00	19,125.00
BNP PARIBAS LNKD TO S&P 500 0% COUPON DUE 03/04/2013 STRUCTURED NOTE (05565A210)	02/23/2011	03/04/2013	200.00	226,559.47	0.00	200,000.00	26,559.47
AB SVENSK EXPORTKREDIT (PUBL) LINKED TO S&P 500 0% COUPON DUE 04/08/2013 STRUCTURED NOTE (01019A708)	04/01/2011	04/08/2013	200.00	233,000.00	0.00	200,000.00	33,000.00
AB SVENSK EXPORTKREDIT (PUBL) LINKED TO MSCI EAFE 0% COUPON DUE 04/09/2013 STRUCTURED NOTE (01019A609)	04/01/2011	04/09/2013	200.00	200,000.00	0.00	200,000.00	0.00
Net NonCovered Long-Term Gains (Losses)				878,684.47	0.00	800,000.00	78,684.47

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⁵ Sale Proceeds may have been adjusted by an option premium due to an option assignment.



Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such.



REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(2,271.07)	Net Covered Long-Term Gains (Losses)		Net Ordinary Gains (Losses)	0.00
Net NonCovered Short-Term Gains (Losses)	0.00	Net NonCovered Long-Term Gains (Losses)			
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)			
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)		Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)			
Total Short-Term Gains (Losses)	(2,271.07)	Total Long-Term Gains (Losses)		Total Ordinary Gains (Losses)	0.00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ¹	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ABBVIE INC. CMN (00287Y109)	06/14/2012	02/27/2013	41.00	1,502.04	0.00	1,318.57	183.47
ABBVIE INC. CMN (00287Y109)	04/09/2012	02/27/2013	254.00	9,305.34	0.00	8,078.75	1,226.59
VERTEX PHARMACEUTICALS INC CMN (9253ZF100)	06/19/2013	11/06/2013	35.00	2,209.32	0.00	2,791.36	(582.04)
VERTEX PHARMACEUTICALS INC CMN (9253ZF100)	06/07/2013	11/06/2013	164.00	10,352.26	0.00	13,451.35	(3,099.09)
Net Covered Short-Term Gains (Losses)				23,368.96	0.00	25,640.03	(2,271.07)

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ¹	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
PRUDENTIAL FINANCIAL INC CMN (744320102)	06/28/2011	03/21/2013	42.00	2,468.50	0.00	2,598.48	(129.98)
BOEING COMPANY CMN (097023105)	07/22/2011	05/08/2013	21.00	1,975.73	0.00	1,526.70	449.03
NIKE CLASS-B CMN CLASS B (654106103)	03/18/2011	05/08/2013	18.00	1,149.49	0.00	696.78	452.71
PRAXAIR, INC CMN SERIES (74005P104)	03/02/2011	06/07/2013	18.00	2,052.42	0.00	1,773.07	279.35
JOHNSON & JOHNSON CMN (478160104)	06/14/2012	07/09/2013	84.00	7,450.10	0.00	5,457.23	1,992.87
AMERICAN EXPRESS CO. CMN (025816109)	08/09/2011	07/31/2013	69.00	5,135.37	0.00	3,079.97	2,055.40

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⁵ Sale Proceeds may have been adjusted by an option premium due to an option assignment



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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds *	Total accretion (Amortization)	Cost Basis *	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
AMERICAN EXPRESS CO CMN (025816109)	04/12/2011	07/31/2013	113.00	8,410.10	0.00	5,223.03	3,187.07
AMERICAN EXPRESS CO CMN (025816109)	03/18/2011	07/31/2013	146.00	10,866.15	0.00	6,470.91	4,395.24
GOOGLE, INC. CMN CLASS A (38259P508)	04/25/2012	08/15/2013	4.00	3,448.56	0.00	2,432.37	1,016.19
VISA INC. CMN CLASS A (92826C839)	01/20/2011	08/20/2013	60.00	10,417.54	0.00	4,124.89	6,292.65
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	02/24/2012	10/15/2013	42.00	3,273.90	0.00	2,809.95	463.95
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	05/23/2012	10/15/2013	85.00	6,625.75	0.00	5,294.62	1,331.13
Net Covered Long-Term Gains (Losses)				63,273.61	0.00	41,488.00	21,785.61

NonCovered Long-Term Gains (Losses)							
HONEYWELL INTL INC CMN (438516106)	12/07/2010	02/05/2013	29.00	2,011.70	0.00	1,504.23	507.47
GOOGLE, INC. CMN CLASS A (38259P508)	12/07/2010	02/27/2013	4.00	3,198.95	0.00	2,362.80	836.15
LOWES COMPANIES INC CMN (548661107)	12/07/2010	02/27/2013	89.00	3,301.87	0.00	2,230.34	1,071.53
BOEING COMPANY CMN (097023105)	08/10/2010	05/08/2013	13.00	1,223.07	0.00	894.01	329.06
NIKE CLASS-B CMN CLASS B (654106103)	12/07/2010	05/08/2013	30.00	1,915.83	0.00	1,311.60	604.23
JOHNSON & JOHNSON CMN (478160104)	12/07/2010	05/23/2013	55.00	4,800.39	0.00	3,441.35	1,359.04
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/07/2010	06/07/2013	1.00	93.06	0.00	94.08	(1.02)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	08/25/2010	06/07/2013	20.00	1,861.11	0.00	1,454.59	406.52
OCCIDENTAL PETROLEUM CORP CMN (674599105)	09/13/2010	06/07/2013	49.00	4,559.73	0.00	3,874.43	685.30
OCCIDENTAL PETROLEUM CORP CMN (674599105)	08/10/2010	06/07/2013	78.00	7,258.34	0.00	6,080.10	1,178.24
PRAXAIR, INC CMN SERIES (74005P104)	09/13/2010	06/07/2013	34.00	3,876.80	0.00	2,960.72	916.08
PRAXAIR, INC CMN SERIES (74005P104)	08/10/2010	06/07/2013	35.00	3,990.82	0.00	3,116.35	874.47
PRAXAIR, INC CMN SERIES (74005P104)	12/07/2010	06/07/2013	41.00	4,674.96	0.00	3,859.74	815.22
JOHNSON & JOHNSON CMN (478160104)	12/07/2010	07/09/2013	11.00	975.61	0.00	688.27	287.34
JOHNSON & JOHNSON CMN (478160104)	09/13/2010	07/09/2013	55.00	4,878.04	0.00	3,307.70	1,570.34
JOHNSON & JOHNSON CMN (478160104)	08/10/2010	07/09/2013	108.00	9,578.70	0.00	6,455.16	3,123.54

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
PEPSICO INC CMN (713448108)	09/13/2010	07/17/2013	30.00	2,522.86	0.00	1,991.10	531.76
PEPSICO INC CMN (713448108)	08/10/2010	07/17/2013	51.00	4,288.87	0.00	3,410.37	878.50
MC DONALDS CORP CMN (580135101)	09/13/2010	07/31/2013	16.00	1,568.13	0.00	1,198.08	370.05
MC DONALDS CORP CMN (580135101)	12/07/2010	07/31/2013	45.00	4,410.37	0.00	3,613.50	796.87
MC DONALDS CORP CMN (580135101)	08/10/2010	07/31/2013	50.00	4,900.41	0.00	3,649.50	1,250.91
GOOGLE, INC. CMN CLASS A (38259P508)	12/07/2010	08/15/2013	1.00	862.14	0.00	590.70	271.44
VISA INC. CMN CLASS A (92826C839)	08/10/2010	08/20/2013	14.00	2,430.76	0.00	1,055.60	1,375.16
VISA INC. CMN CLASS A (92826C839)	09/13/2010	08/20/2013	32.00	5,556.02	0.00	2,136.32	3,419.70
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	09/13/2010	10/15/2013	41.00	3,195.95	0.00	2,489.93	706.02
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	08/10/2010	10/15/2013	61.00	4,754.95	0.00	3,727.71	1,027.24
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	12/07/2010	10/15/2013	74.00	5,768.30	0.00	4,613.16	1,155.14
LOWES COMPANIES INC CMN (548661107)	09/28/2010	11/12/2013	73.00	3,631.69	0.00	1,629.43	2,002.26
LOWES COMPANIES INC CMN (548661107)	09/13/2010	11/12/2013	86.00	4,278.43	0.00	1,890.28	2,388.15
LOWES COMPANIES INC CMN (548661107)	08/25/2010	11/12/2013	90.00	4,477.42	0.00	1,854.42	2,623.00
LOWES COMPANIES INC CMN (548661107)	12/07/2010	11/12/2013	91.00	4,527.17	0.00	2,280.46	2,246.71
LOWES COMPANIES INC CMN (548661107)	08/10/2010	11/12/2013	93.00	4,626.67	0.00	1,868.37	2,758.30
Net NonCovered Long-Term Gains (Losses)				119,999.12	0.00	81,634.40	38,364.72

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CRESCENT STERLING LTD
4415 Shores Drive, Suite 250
Metairie, LA 70006
(504) 885-1135

Realized Gains and Losses Sch D
Fiscal Year Ending 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #:
400 Caldwell Trace
Birmingham, AL 35242

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Date Acquired	Date Sold	Quantity	Description	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
01/09/2013	08/30/2013	35.000	A T & T INC	1,198.40	1,171.62	-26.78		-26.78
10/30/2007	07/24/2013	200.000	ALTRIA GROUP IN	4,470.39	7,101.83		2,631.44	2,631.44
10/30/2007	07/24/2013	100.000	ALTRIA GROUP IN	2,235.20	3,550.90		1,315.70	1,315.70
10/30/2007	07/24/2013	500.000	ALTRIA GROUP IN	11,175.97	17,754.47		6,578.50	6,578.50
10/30/2007	07/24/2013	1,000.000	ALTRIA GROUP IN	22,351.95	35,508.93		13,156.98	13,156.98
10/30/2007	07/24/2013	200.000	ALTRIA GROUP IN	4,470.39	7,101.79		2,631.40	2,631.40
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,550.00		1,357.26	1,357.26
04/04/2008	07/24/2013	400.000	ALTRIA GROUP IN	8,770.98	14,199.97		5,428.99	5,428.99
04/04/2008	07/24/2013	200.000	ALTRIA GROUP IN	4,385.49	7,099.99		2,714.50	2,714.50
04/04/2008	07/24/2013	5,300.000	ALTRIA GROUP IN	116,215.46	188,149.66		71,934.20	71,934.20
04/04/2008	07/24/2013	400.000	ALTRIA GROUP IN	8,770.98	14,201.17		5,430.19	5,430.19
04/04/2008	07/24/2013	300.000	ALTRIA GROUP IN	6,578.23	10,650.07		4,071.84	4,071.84
04/04/2008	07/24/2013	200.000	ALTRIA GROUP IN	4,385.49	7,100.05		2,714.56	2,714.56
04/04/2008	07/24/2013	700.000	ALTRIA GROUP IN	15,349.21	24,849.96		9,500.75	9,500.75
04/04/2008	07/24/2013	800.000	ALTRIA GROUP IN	17,541.96	28,399.95		10,857.99	10,857.99
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,549.90		1,357.16	1,357.16
04/04/2008	07/24/2013	5,690.000	ALTRIA GROUP IN	124,767.16	201,988.88		77,221.72	77,221.72

Realized Gains and Losses Sch D

Fiscal Year Ending 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #.

Realized Gains and Losses In Non-Taxable or Tax Deferred Accounts

Date Acquired	Date Sold	Quantity	Description	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
04/04/2008	07/24/2013	1,210.000	ALTRIA GROUP IN	26,532.21	42,953.71		16,421.50	16,421.50
04/04/2008	07/24/2013	200.000	ALTRIA GROUP IN	4,385.49	7,101.83		2,716.34	2,716.34
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,550.90		1,358.16	1,358.16
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,550.90		1,358.16	1,358.16
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,550.90		1,358.16	1,358.16
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,550.90		1,358.16	1,358.16
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.75	3,550.00		1,357.26	1,357.26
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.75	3,550.00		1,357.25	1,357.25
04/04/2008	07/24/2013	200.000	ALTRIA GROUP IN	4,385.49	7,099.99		2,714.50	2,714.50
04/04/2008	07/24/2013	200.000	ALTRIA GROUP IN	4,385.49	7,099.99		2,714.50	2,714.50
04/04/2008	07/24/2013	200.000	ALTRIA GROUP IN	4,385.49	7,100.05		2,714.56	2,714.56
04/04/2008	07/24/2013	700.000	ALTRIA GROUP IN	15,349.21	24,849.96		9,500.75	9,500.75
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.75	3,549.90		1,357.15	1,357.15
04/04/2008	07/24/2013	100.000	ALTRIA GROUP IN	2,192.74	3,549.90		1,357.16	1,357.16
		20,000.000		439,397.90	710,017.34		270,619.44	270,619.44
02/27/2013	08/15/2013	100,000.000	DOW CHEM CO 08/15/2021 4.10%	101,350.00	100,000.00	-1,350.00		-1,350.00
08/31/2010	09/17/2013	100,000.000	EUROPEAN INV BK 09/17/2013 1.25%	101,050.00	100,000.00		-1,050.00	-1,050.00
05/22/2006 05/24/2006	11/04/2013 11/04/2013	35.000 40.000	EXXON MOBIL CO EXXON MOBIL CO	2,101.00 2,423.00	3,189.29 3,644.90		1,088.29 1,221.90	1,088.29 1,221.90

Realized Gains and Losses Sch D Fiscal Year Ending 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #:

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Date Acquired	Date Sold	Quantity	Description	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
06/08/2006	11/04/2013	10,000	EXXON MOBIL CO	587.00	911.22		324.22	324.22
06/08/2006	11/04/2013	10,000	EXXON MOBIL CO	586.00	911.22		325.22	325.22
07/18/2006	11/04/2013	5,000	EXXON MOBIL CO	322.00	455.62		133.62	133.62
07/18/2006	11/04/2013	5,000	EXXON MOBIL CO	322.00	455.62		133.62	133.62
09/13/2006	11/04/2013	20,000	EXXON MOBIL CO	1,309.00	1,822.45		513.45	513.45
09/13/2006	11/04/2013	20,000	EXXON MOBIL CO	1,309.00	1,822.45		513.45	513.45
10/16/2006	11/04/2013	45,000	EXXON MOBIL CO	3,133.00	4,100.52		967.52	967.52
10/16/2006	11/04/2013	55,000	EXXON MOBIL CO	3,783.00	5,011.74		1,228.74	1,228.74
07/26/2007	11/04/2013	2,255,000	EXXON MOBIL CO	197,152.44	205,481.06		8,328.62	8,328.62
02/04/2008	11/04/2013	6,500,000	EXXON MOBIL CO	558,734.00	592,295.69		33,561.69	33,561.69
		9,000,000		771,761.44	820,101.78		48,340.34	48,340.34
09/13/2010	06/13/2013	21,008,403	GOLDMAN SACHS	150,000.00	153,129.00		3,129.00	3,129.00
10/14/2010	06/13/2013	20,604,396	GOLDMAN SACHS	150,000.00	150,184.24		184.24	184.24
12/14/2011	06/13/2013	426,546	GOLDMAN SACHS	2,896.25	3,109.07		212.82	212.82
12/30/2011	06/13/2013	0,693	GOLDMAN SACHS	4.76	5.05		0.29	0.29
12/30/2011	06/13/2013	48,298	GOLDMAN SACHS	331.81	352.04		20.23	20.23
12/30/2011	06/13/2013	143,247	GOLDMAN SACHS	984.11	1,044.12		60.01	60.01
01/31/2012	06/13/2013	0,027	GOLDMAN SACHS	0.19	0.20		0.01	0.01
01/31/2012	06/13/2013	240,922	GOLDMAN SACHS	1,698.50	1,756.06		57.56	57.56
02/29/2012	06/13/2013	238,510	GOLDMAN SACHS	1,714.89	1,738.49		23.60	23.60
03/30/2012	06/13/2013	245,325	GOLDMAN SACHS	1,751.62	1,788.16		36.54	36.54
04/30/2012	06/13/2013	246,762	GOLDMAN SACHS	1,769.28	1,798.63		29.35	29.35
05/31/2012	06/13/2013	247,714	GOLDMAN SACHS	1,741.43	1,805.58		64.15	64.15
06/29/2012	06/13/2013	233,778	GOLDMAN SACHS	1,666.84	1,703.99		37.15	37.15
07/31/2012	06/13/2013	233,159	GOLDMAN SACHS	1,685.74	1,699.48		13.74	13.74
08/31/2012	06/13/2013	243,762	GOLDMAN SACHS	1,769.71	1,776.76	7.05	7.05	7.05
09/28/2012	06/13/2013	241,275	GOLDMAN SACHS	1,766.13	1,758.63	-7.50	-7.50	-7.50
10/31/2012	06/13/2013	16,122	GOLDMAN SACHS	118.50	117.51	-0.99	-0.99	-0.99
10/31/2012	06/13/2013	226,785	GOLDMAN SACHS	1,666.87	1,653.02	-13.85	-13.85	-13.85
11/30/2012	06/13/2013	251,003	GOLDMAN SACHS	1,849.89	1,829.54	-20.35	-20.35	-20.35
12/12/2012	06/13/2013	77,281	GOLDMAN SACHS	565.70	563.30	-2.40	-2.40	-2.40
12/12/2012	06/13/2013	737,852	GOLDMAN SACHS	5,401.08	5,378.16	-22.92	-22.92	-22.92
12/31/2012	06/13/2013	32,824	GOLDMAN SACHS	239.94	239.26	-0.68	-0.68	-0.68
12/31/2012	06/13/2013	182,813	GOLDMAN SACHS	1,336.36	1,332.52	-3.84	-3.84	-3.84
01/31/2013	06/13/2013	0,011	GOLDMAN SACHS	0.08	0.08	0.00	0.00	0.00
01/31/2013	06/13/2013	253,588	GOLDMAN SACHS	1,868.94	1,848.39	-20.55	-20.55	-20.55
02/28/2013	06/13/2013	257,982	GOLDMAN SACHS	1,901.33	1,880.42	-20.91	-20.91	-20.91
03/28/2013	06/13/2013	246,832	GOLDMAN SACHS	1,831.49	1,799.15	-32.34	-32.34	-32.34
04/30/2013	06/13/2013	247,067	GOLDMAN SACHS	1,855.47	1,800.86	-54.61	-54.61	-54.61

Realized Gains and Losses Sch D

Fiscal Year Ending 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #:

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Date Acquired	Date Sold	Quantity	Description	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
05/31/2013	06/13/2013	248.432	GOLDMAN SACHS	1,845.85	1,810.81	-35.04		-35.04
		47,181.409		340,262.76	343,902.52	-178.04	3,817.80	3,639.76
08/18/2010	12/16/2013	200,000.000	HOME DEPOT 12/16/2013 5.25%	222,300.00	200,000.00		-22,300.00	-22,300.00
08/01/2008	06/28/2013	2,700.000	NYSE GROUP INC	110,777.56	112,346.14		1,568.58	1,568.58
08/01/2008	06/28/2013	2,600.000	NYSE GROUP INC	106,674.69	108,185.17		1,510.48	1,510.48
08/01/2008	06/28/2013	2,400.000	NYSE GROUP INC	98,468.94	99,863.23		1,394.29	1,394.29
08/01/2008	06/28/2013	100.000	NYSE GROUP INC	4,102.87	4,160.87		58.00	58.00
08/01/2008	06/28/2013	4,400.000	NYSE GROUP INC	180,526.39	183,078.18		2,551.79	2,551.79
08/01/2008	06/28/2013	200.000	NYSE GROUP INC	8,205.75	8,321.74		115.99	115.99
08/01/2008	06/28/2013	2,600.000	NYSE GROUP INC	106,674.68	108,185.17		1,510.49	1,510.49
		15,000.000		615,430.88	624,140.50		8,709.62	8,709.62
08/23/2010	05/16/2013	250,000.000	PHILIP MORRIS 05/16/2013 4.875%	273,975.00	250,000.00		-23,975.00	-23,975.00
10/30/2007	08/30/2013	8,000.000	PHILIP MORRIS IN	407,466.02	666,242.66		258,776.64	258,776.64
08/18/2010	06/17/2013	250,000.000	US TREAS NOTE 06/15/2013 1.125%	252,958.98	250,000.00		-2,958.98	-2,958.98
			Short-Term Gains	129,918.32	128,363.50	-1,554.82		
			Total Long Gains	3,397,233.06	3,937,212.92		539,979.86	
			Total (Sales)	3,527,151.38	4,065,576.42	-1,554.82	539,979.86	538,425.04
			Total Gains			-1,554.82	539,979.86	538,425.04

CRESCENT STERLING LTD.
 4415 Shores Drive, Suite 250
 Metairie, LA 70006
 (504) 885-1135

Portfolio Holdings
 As of 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP
 400 Caldwell Trace
 Indian Springs Village, AL 35242

<u>Security Type</u>	<u>Cost Value</u>	<u>Market Value</u>	<u>Pct Assets</u>	<u>Current Yield</u>	<u>Est. Annual Income</u>
Cash and Equivalents					
Cash	2,552,997.38	2,552,997.38	10.2%	0.0%	255.30
Fixed Income					
Corporate Bonds	6,288,766.58	6,267,551.62	25.0%	4.0%	246,832.30
Government Bonds	1,236,527.89	1,259,898.70	5.0%	2.4%	29,812.50
Government Agency Bonds	709,597.50	677,232.44	2.7%	3.4%	22,687.50
	<u>8,234,891.97</u>	<u>8,204,682.76</u>	<u>32.7%</u>	<u>3.7%</u>	<u>299,332.30</u>
Equities					
Common Stock	12,521,720.73	14,297,190.25	57.1%	2.8%	405,357.30
	<u>23,309,610.08</u>	<u>25,054,870.39</u>	<u>100.0%</u>	<u>2.8%</u>	<u>704,944.90</u>

CRESCENT STERLING LTD.
4415 Shores Drive, Suite 250
Metairie, LA 70006
(504) 885-1135

Portfolio Statement
As of 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #
400 Caldwell Trace
Indian Springs Village, AL 35242

Quantity	Description	Unit Cost	Cost Basis	Current Price	Current Value	Pct Assets	Est. Annual Income	Current Yield
Cash and Equivalents								
Cash								
	SCH MUNI MONEY FD		2,552,997.38		2,552,997.38	10.2%	255.30	0.01%
Fixed Income								
Corporate Bonds								
100,000	DOW CHEMICAL CO 05/15/2017 2.25% Call 05/14/2014, 100.0	100.600	100,600.00	100.51	100,506.50	0.4%	2,250.00	2.24%
	Accrued Interest				287.50			
250,000	VODAFONE GROUP 06/10/2014 4.15%	107.700	269,250.00	101.59	253,982.25	1.0%	10,375.00	4.08%
	Accrued Interest				605.21			
200,000	VIACOM INC 09/15/2014 4.375%	108.680	217,360.00	102.64	205,289.40	0.8%	8,750.00	4.26%
	Accrued Interest				2,576.39			
100,000	SOUTHWEST AIRLINES 10/01/2014 5.25%	105.750	105,750.00	103.20	103,198.70	0.4%	5,250.00	5.09%
	Accrued Interest				1,312.50			
150,000	HEWLETT PACKARD 03/15/2015 2.35%	101.794	152,691.46	101.75	152,631.00	0.6%	3,525.00	2.31%
	Accrued Interest				1,037.92			
200,000	GATX CORPORATION 05/15/2015 4.75%	105.739	211,478.00	105.21	210,421.20	0.8%	9,500.00	4.51%
	Accrued Interest				1,213.89			
50,000	CENTERPOINT ENERGY 06/01/2015 6.85%	110.283	55,141.50	107.83	53,915.25	0.2%	3,425.00	6.35%
	Accrued Interest				285.42			
75,000	NABISCO INC 06/15/2015 7.55%	111.850	83,887.50	109.51	82,130.93	0.3%	5,662.50	6.89%
	Accrued Interest				251.67			
250,000	BANK OF AMERICA 09/01/2015 3.70%	100.380	250,950.00	104.55	261,385.00	1.1%	9,250.00	3.54%
	Accrued Interest				3,083.33			
100,000	COMPUTER SCIENCE 09/15/2015 2.50%	102.270	102,270.00	102.11	102,107.30	0.4%	2,500.00	2.45%
	Accrued Interest				736.11			
100,000	MEDCO HEALTH SOLUTIONS 09/15/2015 2.75%	99.967	99,967.00	102.97	102,967.00	0.4%	2,750.00	2.67%
	Accrued Interest				809.72			
150,000	SARA LEE CORP 09/15/2015 2.75%	103.575	155,362.00	102.73	154,092.60	0.6%	4,125.00	2.68%
	Accrued Interest				1,214.58			
50,000	STARWOOD HOTELS 11/15/2015 7.375%	116.423	58,211.30	110.88	55,437.50	0.2%	3,687.50	6.65%
	Accrued Interest				471.18			
100,000	INTL PAPER CO 04/01/2016 5.25%	108.501	108,501.00	108.55	108,549.50	0.4%	5,250.00	4.84%
	Accrued Interest				1,312.50			

Portfolio Statement
As of 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #:

Quantity	Description	Unit Cost	Cost Basis	Current Price	Current Value	Pct Assets	Est. Annual Income	Current Yield
Fixed Income								
Corporate Bonds								
100,000	QUEST DIAGNOSTICS 04/01/2016 3.20%	104.380	104,380.00	104.07	104,072.60	0.4%	3,200.00	3.07%
	Accrued Interest				800.00			
130,000	LABORATORY CORP 05/15/2016 3.125%	103.763	134,891.38	104.21	135,477.55	0.5%	4,062.50	3.00%
	Accrued Interest				519.10			
50,000	PPL ENE SUPPLY 05/15/2016 6.20%	111.639	55,819.50	110.08	55,038.40	0.2%	3,100.00	5.63%
	Accrued Interest				396.11			
250,000	COMCAST 06/15/2016 4.95%	110.585	276,462.50	109.24	273,095.25	1.1%	12,375.00	4.53%
	Accrued Interest				550.00			
205,000	WHIRLPOOL CORP 06/15/2016 6.50%	114.240	234,192.00	111.52	228,619.49	0.9%	13,325.00	5.83%
	Accrued Interest				592.22			
45,000	DOW CHEM CO 08/15/2016 2.30%	100.209	45,094.05	100.15	45,068.31	0.2%	1,035.00	2.30%
	Accrued Interest				391.00			
100,000	WESTERN UNION CO 10/01/2016 5.93%	110.375	110,374.76	111.02	111,018.90	0.4%	5,930.00	5.34%
	Accrued Interest				1,482.50			
125,000	SAFEWAY INC 12/01/2016 3.40%	103.997	129,996.25	104.17	130,217.25	0.5%	4,250.00	3.26%
	Accrued Interest				354.17			
150,000	SOUTHWESTERN EL 01/15/2017 5.55%	111.542	167,312.49	109.98	164,967.30	0.7%	8,325.00	5.05%
	Accrued Interest				3,838.75			
100,000	KINDER MORGAN EN 02/01/2017 6.00%	113.532	113,532.30	112.37	112,369.50	0.5%	6,000.00	5.34%
	Accrued Interest				2,500.00			
200,000	DISNEY WALT CO 02/15/2017 1.125%	100.025	200,050.00	99.82	199,648.20	0.8%	2,250.00	1.13%
	Accrued Interest				850.00			
150,000	WELLPOINT INC 02/15/2017 2.375%	102.112	153,167.55	101.54	152,307.15	0.6%	3,562.50	2.34%
	Accrued Interest				1,395.31			
150,000	DEVON ENERGY CO 05/15/2017 1.875% Call 04/15/2017, 100.0	99.007	148,510.50	100.79	151,181.70	0.6%	2,812.50	1.86%
	Accrued Interest				359.38			
200,000	TIME WARNER CABL 05/01/2017 5.85%	114.140	228,280.00	109.49	218,981.00	0.9%	11,700.00	5.34%
	Accrued Interest				1,950.00			
100,000	DIAGEO CAP PLC 05/11/2017 1.50%	99.249	99,249.00	100.11	100,108.60	0.4%	1,500.00	1.50%
	Accrued Interest				208.33			
100,000	BERKSHIRE HATHAW 05/15/2017 1.60%	99.780	99,780.00	100.77	100,774.50	0.4%	1,600.00	1.59%
	Accrued Interest				204.44			
135,000	CAMPBELL SOUP CO 07/15/2017 3.05%	105.012	141,766.20	104.65	141,273.72	0.6%	4,117.50	2.91%
	Accrued Interest				1,898.63			
194,000	MURPHY OIL CORP 12/01/2017 2.50%	100.314	194,608.65	101.07	196,070.76	0.8%	4,850.00	2.47%
	Accrued Interest				404.17			

Portfolio Statement
As of 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #:

Quantity	Description	Unit Cost	Cost Basis	Current Price	Current Value	Pct Assets	Est. Annual Income	Current Yield
Fixed Income								
Corporate Bonds								
100,000	NUCOR CORPORATIO 12/01/2017 5.75%	114.550	114,550.00	113.82	113,821.90	0.5%	5,750.00	5.05%
	Accrued Interest				479.17			
100,000	UNITED TECH CP 12/15/2017 5.375%	115.990	115,990.00	113.97	113,967.10	0.5%	5,375.00	4.72%
	Accrued Interest				238.89			
152,000	GTE CORP 04/15/2018 6.84%	123.867	186,277.84	116.55	177,150.68	0.7%	10,396.80	5.87%
	Accrued Interest				2,194.88			
100,000	HARSCO 05/15/2018 5.75%	110.586	110,586.20	104.92	104,920.10	0.4%	5,750.00	5.48%
	Accrued Interest				734.72			
100,000	INTL PAPER CO 06/15/2018 7.95%	125.217	125,217.00	122.20	122,196.10	0.5%	7,950.00	6.51%
	Accrued Interest				353.33			
105,000	MICROSOFT CORP 12/06/2018 1.625%	99.423	104,394.15	98.68	103,618.83	0.4%	1,706.25	1.65%
	Accrued Interest				118.49			
200,000	CVS CAREMARK 03/15/2019 6.60%	119.905	239,810.00	118.60	237,190.20	1.0%	13,200.00	5.57%
	Accrued Interest				3,886.67			
250,000	KFW 06/17/2019 4.875%	117.640	294,100.00	113.71	284,265.75	1.1%	12,187.50	4.29%
	Accrued Interest				473.96			
150,000	ADOBE SYSTEMS 02/01/2020 4.75%	107.280	160,920.00	108.66	162,988.65	0.7%	7,125.00	4.37%
	Accrued Interest				2,968.75			
25,000	TYCO ELECTRO 01/15/2021 4.875%	104.962	26,240.50	103.88	25,970.83	0.1%	1,218.75	4.69%
	Accrued Interest				561.98			
100,000	WELLS FARGO & CO 04/01/2021 4.60%	99.794	99,794.00	108.04	108,035.20	0.4%	4,600.00	4.26%
	Accrued Interest				1,150.00			
100,000	GEN ELEC CAP CP FL 04/15/2023 1.278%	100.000	100,000.00	99.47	99,469.10	0.4%	1,278.00	1.28%
			6,288,766.58		6,267,551.62	25.0%	246,832.30	3.97%
Government Bonds								
200,000	US TREAS NOTE 08/31/2016 1.00%	100.691	201,382.81	100.92	201,843.80	0.8%	2,000.00	0.99%
	Accrued Interest				679.56			
250,000	US TREAS NOTE 08/31/2017 1.875%	98.488	246,220.70	102.64	256,601.50	1.0%	4,687.50	1.83%
	Accrued Interest				1,592.71			
250,000	US TREAS NOTE 02/15/2018 3.50%	109.930	274,824.22	108.53	271,328.25	1.1%	8,750.00	3.22%
	Accrued Interest				3,305.03			
250,000	US TREAS NOTE 05/15/2019 3.125%	105.601	264,002.50	106.50	266,250.00	1.1%	7,812.50	2.93%
	Accrued Interest				1,014.33			

Portfolio Statement

As of 12/31/2013

J Craig and Page T Smith Scholarship Foundation Inc CORP Acct #:

Quantity	Description	Unit Cost	Cost Basis	Current Price	Current Value	Pct Assets	Est. Annual Income	Current Yield
Fixed Income								
Government Bonds								
250,000	US TREAS NOTE 08/15/2020 2.625% Accrued Interest	100.039	250,097.66	101.92	254,804.75	1.0%	6,562.50	2.58%
					2,478.77			
			1,236,527.89		1,259,898.70	5.0%	29,812.50	2.38%
Government Agency Bonds								
400,000	FED FARM CR BK 04/17/2014 2.625% Accrued Interest	105.374	421,497.50	100.70	402,804.80	1.6%	10,500.00	2.61%
					2,158.33			
250,000	FED FARM CR BK 12/16/2015 4.875% Accrued Interest	115.240	288,100.00	108.70	271,761.50	1.1%	12,187.50	4.48%
					507.81			
			709,597.50		677,232.44	2.7%	22,687.50	3.36%
			8,234,891.97		8,204,682.76	32.7%	299,332.30	3.67%
Equities								
Common Stock								
7,000	BRIT AMER TOBACCO	75.622	529,354.00	107.42	751,940.00	3.0%	20,388.66	2.71%
6,700	C V S CAREMARK CO	58.710	393,354.56	71.57	479,519.00	1.9%	7,504.00	1.56%
6,650	CHEVRONTEXACO C	110.385	734,061.61	124.91	830,651.50	3.3%	26,600.00	3.20%
35,000	CISCO SYS INC	24.456	855,961.00	22.43	785,050.00	3.1%	23,800.00	3.03%
10,000	CITIGROUP INC	71.554	715,543.00	52.11	521,100.00	2.1%	400.00	0.08%
16,300	DU PONT E I DE NEM	49.657	809,406.85	64.97	1,059,011.00	4.2%	29,340.00	2.77%
32,000	GENERAL ELEC CO C	28.836	922,751.95	28.03	896,960.00	3.6%	28,160.00	3.14%
35,000	INTEL CORP	22.943	802,996.09	25.96	908,425.00	3.6%	31,500.00	3.47%
2,000	INTERNATIONAL BUS	196.623	393,245.24	187.57	375,140.00	1.5%	7,600.00	2.03%
9,800	JOHNSON & JOHNSO	69.706	683,123.26	91.59	897,582.00	3.6%	25,872.00	2.88%
7,000	KRAFT FOODS GROU	56.414	394,900.62	53.91	377,370.00	1.5%	14,700.00	3.90%
7,000	MCDONALDS CORP	92.364	646,551.02	97.03	679,210.00	2.7%	22,680.00	3.34%
28,000	MICROSOFT CORP C	27.619	773,340.77	37.41	1,047,480.00	4.2%	31,360.00	2.99%
7,865	MURPHY OIL CORP C	60.191	473,400.15	64.88	510,281.20	2.0%	9,831.24	1.93%
11,380	QUALCOMM INC COM	61.541	700,338.69	74.25	844,965.00	3.4%	15,932.00	1.89%
9,100	ROYAL DUTCH SHELL	68.395	622,396.59	71.27	648,557.00	2.6%	32,760.00	5.05%
8,795	STANLEY BLACK & D	75.123	660,709.33	80.69	709,668.55	2.8%	17,590.00	2.48%
25,000	UNILEVER PLC ADR N	33.910	847,755.00	41.20	1,030,000.00	4.1%	36,780.00	3.57%
12,000	WAL MART STORES I	46.878	562,531.00	78.69	944,280.00	3.8%	22,560.00	2.39%
			12,521,720.73		14,297,190.25	57.1%	405,357.30	2.84%
			23,309,610.08		25,054,870.39	100.0%	704,944.90	2.82%

We provided this information regarding your account based on sources we believe to be reliable and accurate. We recommend that you compare the account balance contained in this report to the balance on the statement from your account's custodian or brokerage firm. These balances should agree, but in some cases there may be a minor difference in the ending value if there are unsettled trades or accrued interest as of period end. Please contact us or the account custodian with any questions you may have. Also, please notify us promptly if you do not receive a statement on this account from the custodian on at least a quarterly basis.

**REGIONS**

Birmingham 5TH Ave N Main
1900 5TH Ave N
Birmingham, AL 35203

CD INTEREST PAYMENT NOTICE**12/27/13**

00000662 01 AT 0.381001
SMITH SCHOLARSHIP FOUNDATION
AHRIAN TYLER DUDLEY
400 CALDWELL TRCE
BIRMINGHAM AL 35242-4532

This is to advise you that the interest amount shown will be credited as you requested on the payment date listed below. Any interest earned may be subject to withholding tax.

Account Number

Receipt/CD Number

Payment Date

01/02/14

Next Payment Date

04/02/14

Current Value

\$51,672.43

Interest Amount

\$26.04

Tax Withheld

\$0.00

Net Interest

\$0.00

Interest will be deposited to your CD and is reflected in your current value.

If you have any questions, please call 1-800-388-4727.

Thank you for banking with Regions.

This is a non-negotiable instrument.



J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION

Overview

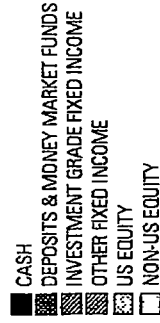
Period Ended December 31, 2013

TOTAL PORTFOLIO

5,759,698.74

PORTFOLIO ASSET ALLOCATION (INCLUDES ACCRUALS) ¹

	Market Value	Percentage
CASH, DEPOSITS & MONEY MARKET FUNDS	155,635.13	2.71
CASH	953.44	0.02
DEPOSITS & MONEY MARKET FUNDS	154,681.69	2.69
FIXED INCOME	2,627,134.57	45.61
INVESTMENT GRADE FIXED INCOME	2,451,442.60	42.56
OTHER FIXED INCOME	175,691.97	3.05
PUBLIC EQUITY	2,976,729.04	51.68
US EQUITY	2,407,895.17	41.81
NON-US EQUITY	568,833.87	9.88
TOTAL PORTFOLIO	5,759,698.74	100.00



PORTFOLIO ACTIVITY

	Market Value
MARKET VALUE AS OF DECEMBER 01, 2013	5,752,419.30
(INCLUDING ESTIMATED ACCRUALS)	
CASH WITHDRAWALS	(75,000.00)
INTEREST RECEIVED	12,667.27
DIVIDENDS RECEIVED	6,243.14
MISCELLANEOUS INCOME	6,301.78
CHANGE IN MARKET VALUE	57,067.25
MARKET VALUE AS OF DECEMBER 31, 2013	5,759,698.74
(INCLUDING ESTIMATED ACCRUALS)	

INVESTMENT RESULTS

	Beginning Market Value	Net Deposits (Withdrawals)	Investment Results	Ending Market Value Dec 31 13
CURRENT MONTH	5,752,419.30	(75,000.00)	82,279.44	5,759,698.74
CURRENT YEAR	5,839,630.07	(815,336.54)	735,405.21	5,759,698.74

¹ Please be aware that a portion of the holdings in each of the asset classes and strategies may consist of cash and is not separately reflected as cash herein. Please refer to Holdings section of Statement Detail.



Statement Detail

SMITH SCHOLARSHIP FDN
Holdings

Period Ended December 31, 2013

CASH, DEPOSITS & MONEY MARKET FUNDS

CASH	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U.S. DOLLAR	953.44	1.0000	953.44		953.44			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	154,881.69	1.0000	154,881.69	1.0000	154,881.69	0.00	0.0504	77.99
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			155,835.13		155,835.13			77.99

FIXED INCOME

OTHER FIXED INCOME	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	24,806.718	7.1400	175,891.97	7.1704	176,438.79	(746.82)		11,614.37
						73,809.78		

PUBLIC EQUITY

NON-US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
FTSE EMERGING MARKETS INDEX FUND (VANGUARD)								
VANGUARD FTSE EMERGING MKTS ETF (VWO)	1,600.00	41.1400	65,824.00	45.6600	73,056.00	(7,232.00)	2.7346	1,800.00
TOTAL PORTFOLIO			Market Value 357,351.10		Adjusted Cost / Original Cost 305,329.32	Unrealized Gain (Loss) (7,976.62)		Estimated Annual Income 13,492.36

⁸ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments. If applicable, Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for DIVIS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

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Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No:

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Statement Detail
SMITH SCHOLARSHIP FDN GS: GOV/CORP FI
Holdings

Period Ended December 31, 2013

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS: GOVERNMENT/CORPORATE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	32,942.58	1.0000	32,942.58	1.0000	32,942.58		0.0502	16.52
MCKESSON CORPORATION 6.5% 02/15/2014 M-W+50 QOBP S&P A- /Moody's Baa2	150,000.00	100.6840	151,026.00 3,683.33	100.5546 114.14	150,831.83 171,210.00	194.17 (20,184.00)	2.0188	9,750.00
CA, INC STEP 12/01/2014 USD SER B SR LIEN M-W+20 QOBP 6.125% 12/02/07-12/01/14 S&P BBB+ /Moody's Baa2	100,000.00	104.5980	104,599.00 510.42	112.9100	112,910.00	(8,311.00)		6,125.00
SYMANTEC CORP 2.75% 09/15/2015 M-W+20 QOBP S&P BBB /Moody's Baa2	150,000.00	102.7300	154,095.00 1,214.58	99.0041 97.42	148,506.19 146,130.00	5,588.81 7,965.00	3.3834	4,125.00
JEFFRIES GROUP INC. 3.875% 11/09/2015 SR LIEN M- W+40 QOBP S&P BBB /Moody's Baa3	100,000.00	104.3310	104,331.00 559.72	99.8380	99,838.00	4,493.00	3.9110	3,875.00
STARBUCKS CORPORATION 6.25% 08/15/2017 M- W+25 QOBP S&P A- /Moody's Baa1	100,000.00	116.5200	116,520.00 2,351.11	109.1064 116.22	109,106.45 116,220.00	7,413.55 300.00	3.5500	6,250.00
CSX CORPORATION 6.25% 03/15/2018 M-W+30 QOBP S&P BBB+ /Moody's Baa2	100,000.00	115.5670	115,567.00 1,840.28	111.3093 118.91	111,309.33 118,910.00	4,257.67 (3,343.00)	3.3436	6,250.00
AT&T INC 5.6% 05/15/2018 M-W+30 QOBP S&P A- /Moody's A3	100,000.00	113.5610	113,561.00 715.56	108.9329 114.98	108,932.94 114,980.00	4,628.06 (1,419.00)	3.3847	5,600.00
JPMORGAN CHASE & CO 4.25% 10/15/2020 SR LIEN S&P A- /Moody's A3	100,000.00	106.0040	106,004.00 897.22	99.7600	99,760.00	6,244.00	4.2799	4,250.00
WAL-MART STORES, INC 3.25% 10/25/2020 SR LIEN S&P AA /Moody's Aa2	100,000.00	102.1110	102,111.00 595.83	99.6190	99,619.00	2,492.00	3.2950	3,250.00
CIGNA CORPORATION 4.375% 12/15/2020 SR LIEN M- W+25 QOBP Next Call Dt: 09/15/20 S&P A- /Moody's Baa2	150,000.00	105.3950	158,092.50 291.67	99.8540	149,481.00	10,111.50	4.4180	6,562.50
DIRECTV HOLDINGS LLC 5.0% 03/01/2021 SR LIEN M- W+25 QOBP S&P BBB /Moody's Baa2	125,000.00	105.0510	131,313.75 2,083.33	107.0298 108.98	133,787.30 136,225.00	(2,473.55) (4,911.25)	3.8672	6,250.00

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Portfolio No



Statement Detail
SMITH SCHOLARSHIP FDN GS: GOV/CORP FI
Holdings (Continued)

Period Ended December 31, 2013

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS: GOVERNMENT/CORPORATE FIXED INCOME								
TOYOTA MOTOR CREDIT CORPORATIO MTN 3 4% 09/15/2021	100,000.00	101.5180	101,518.00	106.0478	106,047.84	(4,529.84)	2.5310	3,400.00
SER MTN SR LIEN M-W+25 00BP S&P AA- /Moody's Aa3			1,001.11	106.49	106,486.00	(4,968.00)		
FFCB 2.625% 04/17/2014 AO S&P AA+ /Moody's Aaa	250,000.00	100.7270	251,817.50	100.4512	251,127.90	689.60	1.0819	6,562.50
			1,348.96	105.43	263,562.50	(11,745.00)		
U.S. TREASURY NOTE 1 375000% 11/30/2015 MIN ON THE	200,000.00	101.9340	203,868.00	99.6084	199,216.87	4,651.13	1.5886	2,750.00
RUN Moody's Aaa			233.56	98.98	197,960.94	5,907.06		
FFCB 4.875000% 12/16/2015 JD S&P AA+ /Moody's Aaa	100,000.00	108.6980	108,698.00	105.8118	105,811.84	2,886.16	1.8403	4,875.00
			203.13	115.24	115,240.00	(6,542.00)		
FHLB 5.0% 12/21/2015 JD SER VB-2015 SR LIEN S&P AA-	100,000.00	108.9670	108,967.00	104.4644	104,464.43	4,502.57	2.6615	5,000.00
/Moody's Aaa			138.89	111.99	111,950.00	(3,023.00)		
ONTARIO (PROVINCE OF) 1 0% 07/22/2016 SR LIEN S&P AA-	50,000.00	100.3400	50,170.00	100.7393	50,369.66	(199.66)	0.7080	500.00
/Moody's Aa2			219.44	100.75	50,377.00	(207.00)		
U.S. TREASURY NOTE 3 500000% 02/15/2018 FA ON THE	100,000.00	108.5630	108,563.00	105.6663	105,666.33	2,896.67	2.0599	3,500.00
RUN Moody's Aaa			1,323.29	109.93	109,929.69	(1,366.69)		
U.S. TREASURY NOTE 3.125000% 05/15/2019 MIN ON THE	100,000.00	106.5630	106,563.00	103.5827	103,582.67	2,980.33	2.4100	3,125.00
RUN SR LIEN Moody's Aaa			393.84	105.60	105,601.56	961.44		
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			2,431,827.33		2,383,312.16	48,515.17	2.7377	92,016.52
			19,615.27		2,459,373.27	(27,545.94)		
TOTAL PORTFOLIO								
			2,451,402.60		2,383,312.16	48,515.17		92,016.52
					2,459,373.27	(27,545.94)		

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Portfolio No:

Statement Detail
SMITH SCHOLARSHIP FDN DF DENT: ACG
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

US EQUITY

DF DENT: ALL CAP GROWTH

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U.S. DOLLAR	8,009.63	1.0000	8,009.63		8,009.63			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)14	10,389.63	1.0000	10,389.63	1.0000	10,389.63		0.0445	4.62
3 D SYSTEMS CORP (NEW) CMN (DDD)	260.00	92.9300	24,161.80	11.9931	3,118.22	21,043.58		
ANSYS INC CMN (ANSS)	462.00	87.2000	40,286.40	43.0646	19,895.84	20,390.56		
CELENE CORPORATION CMN (CELG)	106.00	168.9680	17,910.61	59.7584	6,334.39	11,576.22		
CLEAN HARBORS INC CMN (CLH)	278.00	59.9600	16,668.88	52.8138	14,682.23	1,986.65		
CONCHO RESOURCES INC CMN (CXO)	151.00	108.0000	16,308.00	83.4045	12,594.08	3,713.92		
CONJUR TECHNOLOGIES INC CMN (CNDR)	192.00	103.1800	19,810.56	49.5222	9,508.27	10,302.29		
COSTAR GROUP INC CMN (CSGF)	102.00	184.5800	18,827.16	57.8038	5,895.99	12,931.18		
DEALERTRACK TECHNOLOGIES, INC CMN (TRAK)	330.00	48.0800	15,866.40	20.5532	6,782.55	9,083.85		
DISCOVER FINANCIAL SERVICES CMN (DFS)	138.00	55.9500	7,721.10	51.9488	7,168.93	552.17	1.4298	110.40
ECOLAB INC CMN (ECL)	276.00	104.2700	28,778.52	51.7919	14,294.56	14,483.97	1.0550	303.60
			75.90					
EXAMWORKS GROUP, INC CMN (EXAM)	288.00	29.8700	8,602.56	26.0558	7,504.08	1,098.48		
EXPEDITORS INTL WASH INC CMN (EXPD)	625.00	44.2500	27,656.25	42.6311	26,644.45	1,011.80	1.3559	375.00
EXPONENT, INC. CMN (EXPO)	197.00	77.2740	15,222.98	53.6316	10,565.42	4,657.56	0.7765	118.20
FASTENAL CO CMN (FAST)	852.00	47.5100	40,953.62	26.2632	22,638.84	18,314.78	2.1048	862.00
HEALTHCARE SVCS GROUP INC CMN (HCSG)	621.00	28.3700	17,617.77	14.6861	9,119.47	8,498.30	2.3959	422.28
JACOBS ENGINEERING GRP CMN (JEC)	304.00	62.9900	19,148.96	35.5004	10,792.12	8,356.84		
LKQ CORPORATION CMN (LKQ)	1,043.00	32.9000	34,314.70	14.7357	15,365.30	18,949.40		
MARKEL CORPORATION CMN (MKL)	51.00	580.3500	29,597.85	360.9720	18,409.57	11,188.28		
MONSANTO COMPANY CMN (MON)	77.00	116.5500	8,974.35	57.4400	4,422.88	4,551.47	1.4758	132.44

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Portfolio No:





Statement Detail
SMITH SCHOLARSHIP FDN DF DENT: ACG
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DF DENT: ALL CAP GROWTH								
MOODY'S CORP CMN (MCD)	251 00	78 4700	19,695 97	72 3940	18,170 89	1,525 08	1 4273	281 12
NIC INC CMN (EGOV)	328 00	24 8700	8,157 36 114 80	13 4048	4,396 76	3,760 60		
PANERA BREAD COMPANY CL-A CMN CLASS A (PNRA)	49 00	176 6900	8,657 81	160 4404	7,961 58	796 23		
PRICE T ROWE GROUP INC CMN (TROW)	184 00	83 7700	15,413 68	48 6721	8,955 67	6,458 01	1 8145	279 68
QUALCOMM INC CMN (QCOM)	397 00	74 2500	29,477 25	38 8973	15,442 23	14,035 03	1 8855	555 80
RED HAT, INC. CMN (RHT)	420 00	56 0400	23,536 80	49 9893	20,995 51	2,541 29		
ROPER INDS INC (NEW) CMN (ROP)	193 00	138 6800	26,765 24	72 9199	14,073 54	12,691 70	0 5769	154 40
SCHLUMBERGER LTD CMN (SLB)	251 00	90 1100	22,617 61 78 44	63 9746	16,057 64	6,559 98	1 3872	313 75
SEI INVESTMENTS CO CMN (SEIC)	743 00	34 7300	25,804 39 163 46	19 1589	14,235 04	11,569 35	1 2669	326 92
SIGNET JEWELERS LIMITED CMN (SIG)	157 00	78 7000	12,355 90	73 1374	11,482 57	873 33	0 7624	94 20
SOUTHWESTERN ENERGY CO CMN (SWN)	293 00	39 3300	11,523 69	33 9880	9,958 48	1,565 21		
STERICYCLE INC CMN (SRCL)	275 00	116 1700	31,946 75	83 5372	22,972 72	8,974 03		
TRIMBLE NAVIGATION LTD CMN (TRMB)	1,180 00	34 7000	40,946 00	17 3611	20,486 06	20,459 94		
TYLER TECHNOLOGIES INC CMN (TYL)	154 00	102 1300	15,728 02	45 1681	6,955 89	8,772 13		
VERISK ANALYTICS INC. CMN CLASS A (VRSK)	361 00	65 7200	23,724 92	62 5970	22,593 89	1,131 03		
VISA INC. CMN CLASS A (V)	174 00	222 8800	38,746 32	73 7400	12,830 76	25,915 56	0 7185	278 40
WAGWORKS INC CMN (WAGE)	261 00	59 4400	15,513 84	28 6336	7,473 36	8,040 48		
WASTE CONNECTIONS INC CMN (WCN)	400 00	43 6300	17,452 00	34 6772	13,870 87	3,581 13	1 0543	184 00
AMERICAN TOWER CORPORATION CMN (AMT)	180 00	79 8200	14,367 60	45 6010	8,208 19	6,159 41	1 4533	208 80
CORE LABORATORIES N.V. CMN (CLB)	93 00	190 9500	17,758 35	77 7733	7,232 92	10,525 43	0 6703	119 04
TOTAL DF DENT: ALL CAP GROWTH			847,017 23 432 60		508,395 02	338,622 25	1 2884	5,124 65
TOTAL PORTFOLIO								
			847,449 83		508,395 02	338,622 25		5,124 65

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Portfolio No:



Statement Detail

SMITH SCHOLARSHIP FDN EPOCH: ACV
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

US EQUITY										
EPOCH- ALL CAP VALUE										
	Quantity	Market Price	Accrued Income	Unit Cost	Original Cost	Gain (Loss)	Current Yield	Annual Income		
U S DOLLAR										
	35.86	1 0000	35.86		35.86					
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANDW) ¹⁴	32,255.66	1 0000	32,255.66	1 0000	32,255.66		0.0471	15.18		
ABBOTT LABORATORIES CMN (ABT)										
	348.00	38.3300	13,338.84	27.4240	9,543.54	3,795.30	2.2959	306.24		
ABBVIE INC CMN (ABBV)	260.00	52.8100	13,730.60	27.0637	7,036.57	6,694.03	3.0297	416.00		
AETNA INC CMN (AET)	227.00	68.5900	15,569.93	31.3439	7,115.07	8,454.86	1.3121	204.30		
AGCO CORP CMN (AGCO)	144.00	59.1900	8,523.36	53.3148	7,677.33	846.03	0.6758	57.60		
AGILENT TECHNOLOGIES, INC. CMN (A)	274.00	57.1900	15,670.06	37.9501	10,388.34	5,271.72	0.9232	144.67		
36.17										
AMERICAN INTL GROUP, INC CMN (AIG)										
	255.00	51.0500	13,017.75	42.3943	10,810.54	2,207.21	0.7835	102.00		
AMERIPRISE FINANCIAL, INC. CMN (AMP)	114.00	115.0500	13,115.70	51.8872	5,892.34	7,223.36	1.8079	237.12		
APPLE, INC CMN (AAPL)	48.00	561.0200	26,928.96	384.0192	18,432.92	8,496.04	2.1746	585.60		
BLACKROCK, INC CMN (BLK)	44.00	318.4700	13,924.68	167.0369	7,349.63	6,575.06	2.1234	295.68		
BOEING COMPANY CMN (BA)	182.00	136.4900	24,841.18	66.8491	12,130.14	12,711.04	2.1394	531.44		
CAPITAL ONE FINANCIAL CORP CMN (COF)	162.00	76.6100	12,410.82	54.6703	8,856.59	3,554.23	1.5664	194.40		
CENTURYLINK INC CMN (CTL)	374.00	31.8500	11,911.90	33.5255	12,538.53	(626.63)	6.7818	807.84		
CIT GROUP INC. CMN CLASS (CIT)	259.00	52.1300	13,501.67	41.0908	10,642.52	2,859.15	0.7673	103.60		
CITIGROUP INC CMN (C)	280.00	52.1100	13,548.60	49.0384	12,749.98	798.62				
CME GROUP INC CMN CLASS A (CME)	173.00	78.4600	13,573.58	52.6783	9,113.34	4,460.24	2.2942	311.40		
449.80										
COMCAST CORPORATION CMN CLASS A NON VOTING (CMCSK)										
	245.00	49.8800	12,220.60	16.9875	4,161.94	8,058.66	1.5638	191.10		
47.78										
CVS CAREMARK CORPORATION CMN (CVS)										
	238.00	71.5700	17,033.66	51.6859	12,301.24	4,732.42	1.5370	261.80		

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Portfolio No:

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Statement Detail
SMITH SCHOLARSHIP FDN EPOCH: ACV
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
EPOCH ALL CAP VALUE								
DANA HOLDING CORPORATION CMN (DAN)	388.00	19.6200	7,612.56	16.2786	6,316.10	1,296.46	1.0194	77.60
DAVITA HEALTHCARE PARTNERS INC CMN (DVA)	202.00	63.3700	12,800.74	32.3430	6,533.28	6,267.46		
DELPHI AUTOMOTIVE PLC CMN (DLPH)	158.00	60.1300	9,500.54	56.2473	8,887.07	613.47	1.1309	107.44
DEVON ENERGY CORPORATION (NEW) CMN (DEV)	163.00	61.8700	10,084.81	68.4104	11,150.89	(1,066.08)	1.4223	143.44
E I DU PONT DE NEMOURS AND CO CMN (DD)	197.00	84.9700	12,799.09	41.9301	8,260.23	4,538.86	2.7705	354.60
ECOLAB INC CMN (ECL)	109.00	104.2700	11,365.43	46.1798	5,033.60	6,331.83	1.0550	119.90
			29.98					
ELECTRONIC ARTS CMN (EA)	248.00	22.9400	5,689.12	18.3313	4,546.17	1,142.95		
ENDO HEALTH SOLUTIONS INC CMN (ENDP)	126.00	67.4800	8,498.96	26.7004	3,364.25	5,135.71		
EXXON MOBIL CORPORATION CMN (XOM)	167.00	101.2000	16,900.40	61.7083	10,305.28	6,595.12	2.4801	420.84
FIDELITY NATL INFO SVCS INC CMN (FIS)	175.00	53.6800	9,384.00	28.5958	5,004.26	4,389.74	1.6393	154.00
GENUINE PARTS CO CMN (GPC)	168.00	83.1900	13,975.92	42.9379	7,213.57	6,762.35	2.5844	361.20
			90.30					
HUNTINGTON BANCSHARES INCORPOR CMN (HBAN)	851.00	9.6500	8,212.15	8.9063	7,579.29	632.86	2.0725	170.20
			42.55					
INGREDION INC CMN (INGR)	197.00	68.4600	13,486.62	40.1989	7,919.18	5,567.44	2.4540	330.96
			82.74					
INTERACTIVE BROKERS GROUP, INC CMN (IBKR)	275.00	24.3400	6,693.50	19.7089	5,419.94	1,273.56	1.6434	110.00
INTL GAME TECHNOLOGY CMN (IGT)	809.00	18.1600	14,691.44	16.3140	13,197.99	1,493.45	2.4229	355.96
			88.99					
J M SMUCKER CO CMN (SJM)	70.00	103.6200	7,253.40	82.8481	5,799.37	1,454.03	2.2390	162.40
KOHL'S CORP (WISCONSIN) CMN (KSS)	230.00	56.7500	13,052.50	47.3827	10,898.03	2,154.47	2.4670	322.00
MARSH & MCLENNAN CO INC CMN (MMC)	256.00	48.3600	12,380.16	33.0308	8,455.88	3,924.28	2.0678	256.00
MASCO CORPORATION CMN (MAS)	583.00	22.7700	13,274.91	10.6029	6,181.49	7,093.42	1.3175	174.90
MC DONALDS CORP CMN (MCD)	96.00	97.0900	9,314.88	88.6784	8,513.13	801.75	3.3392	311.04
MICROSOFT CORPORATION CMN (MSFT)	729.00	37.4100	27,271.89	31.9214	23,270.68	4,001.21	2.9939	816.48
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN (NOV)	206.00	79.5300	16,383.18	52.2721	10,768.06	5,615.12	1.3077	214.24
OCCIDENTAL PETROLEUM CORP CMN (OXY)	134.00	95.1000	12,743.40	78.0484	10,458.22	2,285.18	2.6919	343.04
			85.76					

SMITH SCHOLARSHIP FDN EPOCH: ACV

Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
EPOCH- ALL CAP VALUE								
ORACLE CORPORATION CMN (ORCL)	505.00	38.2600	19,321.30	25.5030	12,879.01	6,442.29	1.2546	242.40
PEPSICO INC CMN (PEP)	154.00	82.9400	12,772.76	68.6381	10,570.27	2,202.49	2.7369	349.58
			87.40					
PRAXAIR, INC CMN SERIES (PX)	128.00	130.0300	16,643.84	86.9738	11,132.85	5,511.19	1.8457	307.20
ROCK-TENN CO CL A CMN CLASS A (RKT)	105.00	105.0100	11,026.05	67.1650	7,052.33	3,973.73	1.3332	147.00
ROCKWELL COLLINS, INC CMN (COL)	126.00	73.9200	9,313.92	56.0532	7,062.70	2,251.22	1.6234	151.20
STAPLES, INC. CMN (SPLS)	539.00	15.8900	8,564.71	19.9443	10,749.97	(2,185.26)	3.0208	258.72
			64.68					
TEXAS INSTRUMENTS INC CMN (TXN)	362.00	43.9100	15,895.42	25.0300	9,060.86	6,834.56	2.7329	434.40
TIME WARNER INC CMN (TWX)	273.00	59.7200	19,033.56	37.7553	10,307.19	8,726.37	1.8495	313.95
TJX COMPANIES INC (NEW) CMN (TJX)	271.00	63.7300	17,270.83	20.9350	5,673.38	11,597.44	0.9101	157.18
UNITED TECHNOLOGIES CORP CMN (UTX)	66.00	113.8000	7,510.80	86.1105	5,683.29	1,827.51	2.0738	155.76
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	213.00	75.3000	16,038.90	35.4768	7,556.56	8,482.34	1.4874	238.56
VECTREN CORP CMN (VVC)	201.00	35.5000	7,135.50	28.9820	5,825.37	1,310.13	4.0563	289.44
VISA INC CMN CLASS A (V)	76.00	222.6800	16,923.68	73.2317	5,565.61	11,358.07	0.7185	121.60
VISTEON CORPORATION CMN (VC)	164.00	81.8900	13,429.96	65.2854	10,706.81	2,723.15		
WABTEC CORP CMN (WAB)	176.00	74.2700	13,071.52	21.1950	3,730.32	9,341.20	0.2154	28.16
WISCONSIN ENERGY CORP (HLDG CO) CMN (WEC)	243.00	41.3400	10,045.62	27.6763	6,725.34	3,320.28	3.7010	371.79
ALLEGION PLC CMN (ALLE)	63.00	44.1900	2,783.97	27.2900	1,719.27	1,064.70		
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES (CHKP)	129.00	64.4990	8,320.37	56.7267	7,317.75	1,002.62		
INGERSOLL-RAND PLC CMN (IR)	190.00	61.6800	11,704.00	35.5018	6,745.33	4,958.67	1.3636	159.60





Statement Detail

SMITH SCHOLARSHIP FDN EPOCH: ACV
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
EPOCH: ALL CAP VALUE								
SEAGATE TECHNOLOGY PLC CMN (STX)	179 00	56 1800	10,052 64	41.0952	7,356 04	2,696 60		
TOTAL EPOCH: ALL CAP VALUE			805,393 36 1,106 15		547,538 10	257,855 28	1.8896	13,798 75
TOTAL PORTFOLIO								
			Market Value 806,499 51		Adjusted Cost / s Original Cost 547,538 10	Unrealized Gain (Loss) 257,855 28		Estimated Annual Income 13,798 75

Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Portfolio No:

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SMITH SCHOLARSHIP FDN LORD ABBETT Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

NON-US EQUITY

LORD, ABBETT & CO NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U S DOLLAR	107 17	1.0000	107 17		107.17			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANDW) ¹⁴	6,457 12	1 0000	6,457 12	1 0000	6,457 12		0 0522	3 37
RESMED INC CMN (RMD)	101 00	47 0800	4,755 08	47.9231	4,840 23	(85 15)	2 1240	101 00
AEGON N V AMER REG ADR CMN (AEG)	850 00	9 4800	8,058 00	6 8814	5,849 19	2,208 81	2 5775	207 69
AKTIEBLAGET ELECTROLUX ADR SPONSORED CL B (ELUXY)	83 00	52 4710	4,355 09	53 6122	4,449 81	(94 72)	3 1814	138 55
ASHAI KASEI CORP ADR CMN (AHKSV)	525 00	15 6800	8,232 00	12 3727	5,495 66	1,736 34	1 3558	111 61
ASML HOLDING N V ADR CMN (ASML)	62 00	93 7000	5,809 40	92 5135	5,735 84	73 56		
AXA-UAP AMERICAN DEPOSITARY SHARES (AXAHY)	338 00	27 8480	9,412 62	16 6833	5,638 94	3,773 68	2 7493	258 78
BANCO BILBAO VIZCAYA S A ADR SPONSORED ADR CMN	693 00	12 3900	8,566 27	10 3904	7,200 56	1,365 71	3 5329	303 35
USDO 3296 (BBVA)								
BANK OF YOKOHAMA LTD JAPAN ADR CMN (BKJAY)	287 00	22 3020	6,400 67	21 0299	6,035 57	365 10	1 6391	104 91
BARCLAYS PLC AMER DEP SHS ADR CMN (BCS)	676 00	18 1300	12,255 88	15 5202	10,491 68	1,764 20	2 1851	267 81
BP P L C SPONSORED ADR CMN (BP)	161 00	48 6100	7,826 21	42 6634	6,898 81	957 40	4 6904	367 08
CATHAY PACIFIC AIRWAYS LTD SPON ADR (CPCAY)	868 00	10 5760	9,179 97	9 3264	8,036 32	1,084 65	0 7586	69 64
CHINA OVERSEAS LAND&INVT LTD UNSPONSORED ADR CMN (CAOV)	68 00	84 3460	5,735 53	79 0954	5,378 49	357 04	1 8088	103 63
DAIMLER AG CMN ISIN: DE0007100000 (DDAIF)	108 00	86 9200	9,387 36	55 2534	5,967 37	3,419 99		
DAIWA HOUSE IND LTD (ADR) ADR CMN (DWAHY)	35 00	193 6160	6,776 56	187 5906	6,565 67	210 89	2 5898	175 09
DEUTSCHE BANK AG CMN (DB)	195 00	48 2400	9,406 80	48 4394	9,445 68	(38 88)	2 0143	189 48
DNB ASA SPONSORED ADR CMN (DNHBY)	60 00	178 8410	10,730 46	138 9603	8,337 62	2,392 84	1 7013	182 56
DONGFENG MOTOR CORPORATION ADR CLASS H (DNFGY)	83 00	78 2850	6,497 66	82 7375	6,867 21	(369 56)	1 3408	87 12
EAST JAPAN RAILWAY COMPANY UNSPONSORED ADR (JAPN) (EJPRY)	393 00	13 2880	5,222 18	9 8522	3,871 91	1,350 27	1 2059	62 98
ENERGIAS DE PORTUGAL SA SPONSORED ADR CMN (EDPPY)	171 00	36 7910	6,291 26	33 7939	5,778 76	512 50	4 2196	285 47
ENI S P A SPON ADR SPONSORED ADR CMN (E)	98 00	48 4900	4,752 02	49 6653	4,867 20	(115 18)	4 7662	226 49
FRESENIUS SE & CO KGAA SPONSORED ADR CMN (FSNLY)	131 00	19 2220	2,518 08	13 8172	1,810 05	708 03	0 6139	15 46
GEA GROUP AG SPONSORED ADR (GEAGY)	209 00	47 6770	9,964 49	37 2032	7,775 46	2,189 03	1 4672	146 20

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit). Brokerage and securities services provided by Goldman Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.



Statement Detail

SMITH SCHOLARSHIP FDN LORD ABBETT
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

NON-US EQUITY

LORD, ABBETT & CO- NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
H LUNDBECK A/S SPONSORED ADR CMN (HLUYV)	307 00	25 3040	7,768 33	18 1358	5,567 68	2,200 65	0.8931	69 38
HEINEKEN N V SPONSORED ADR CMN (HEINY)	171 00	33 8150	5,782 37	29 6446	5,069 23	713 13	1.4130	81 70
HITACHI LTD (ADR 10 COM) ADR CMN (HTHIY)	120 00	75 7340	9,088 08	66 2556	7,950 67	1,137 41	1.1379	103 41
HSBC HOLDINGS PLC SPONSORED ADR CMN (HSBC)	152 00	55 1300	8,379 76	49 8397	7,575 64	804 12	4.3533	364 80
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	76 00	77 4470	5,885 97	65 7400	4,996 24	889 73	4.7514	279 67
ING GROEP N V SPONS ADR SPONSORED ADR CMN (ING)	604 00	14 0100	8,462 04	7 9920	4,827 17	3,634 87		
INTERNATIONAL CONSOLIDATED AIRLINES GROUP, S A SPONSORED ADR CMN (ICAGY)	321 00	33 2410	10,670 96	17 6396	5,662 31	5,008 05		
KASIKORN BANK PUB CO LTD ADR CMN (KPCPY)	238 00	18 9900	4,481 64	22 4344	5,294 51	(812 87)	1 7027	76 31
KB FINANCIAL GROUP INC. SPONSORED ADR (KB)	109 00	40 5100	4,415 59	38 0498	4,147 42	268 17	0 9626	42 50
KERING ADR CMN (PRUY)	355 00	21 1720	7,516 06	21 7573	7,723 83	(207 77)	1.7504	131 56
KUNLUN ENERGY COMPANY LTD ADR CMN (KLYCY)	87 00	88 0860	7,663 48	84 8421	7,381 26	282 22	1 8250	124 53
MITSUBISHI CORP SPONS ADR SPONSORED ADR CMN (MSBHY)	211 00	38 3810	8,098 39	37 1273	7,833 85	264 54	2 7581	223 36
MURATA MFG CO, LTD. UNSPONSORED ADR CMN (MRAAY)	325 00	22 2160	7,220 20	15 4383	5,017 45	2,202 75	0.9389	67 79
NSK LTD ADR SPONSORED ADR CMN (NFSKY)	327 00	24 8890	8,138 70	14 0525	4,595 16	3,543 54	0.8780	55 18
OCEAN RIG UDW INC CMN (ORIG)	262 00	19 2500	5,043 50	16 5630	4,339 50	704 00		
OMRON CORP. SPONSORED ADR CMN (OMRNY)	101 00	44 1840	4,463 59	28 9960	2,927 59	1,536 00	0.8995	40 15
ORIX CORPORATION SPONS ADR SPONSORED ADR CMN (IX)	140 00	68 1000	12,474 00	47 2874	6,620 24	5,853 76	0.6703	83 62
PRUDENTIAL CORP (ADR) ADR CMN (PUK)	261 00	45 0000	11,745 00	19 9887	5,211 84	6,533 16	2 0829	244 64
REPSOL SA - ADR SPONSORED ADR CMN (REPPY)	208 00	25 2440	5,250 75	20 3054	4,223 52	1,027 23	4 0093	210 52
RIO TINTO PLC SPONSORED ADR (RIO)	266 00	56 4300	15,010 38	51 1885	13,616 15	1,394 23	3 1228	468 75
ROCHE HOLDING AG ADR 8 SHS(NOM CHF 100) VAL 224 184 (RHHBY)	152 00	70 0510	10,647 75	55 5200	8,439 04	2,208 71	2.3190	246 92
SAFRAN SA SPONSORED ADR CMN (SAFRY)	608 00	17 4000	10,579 20	8 2445	5,012 65	5,566 55	2 1197	224 25
SANDOF SPONSORED ADR CMN (SNY)	140 00	53 6300	7,508 20	51 2292	7,172 09	336 11	2.3396	175 67

Portfolio No:

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SMITH SCHOLARSHIP FDN LORD ABBETT Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO: NON-US EQUITY								
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	578 00	17 4720	10,098 82	13 5215	7,815 41	2,283 41	2.1432	216 44
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	28 00	141 2900	3,956 12	133 4311	3,735 07	220 05	0 3737	14 78
SIEMENS AKTIENGESSELLSCHAFT SPONSORED ADR CMN (SI)	78 00	138 5100	10,803 78	110 5871	8,625 79	2,177 99	2.1627	233 65
SILICONWARE PRECISION IND CO L SPONSORED ADR (SPIL)	991 00	5 9800	5,926 18	5 1663	5,119 81	806 37	2.6874	159 26
SSE PLC SPONSORED ADR CMN (SSEZY)	250 00	22 6910	5,672 75	22 1562	5,539 05	133 70	5.8843	333 80
SUMITOMO CORPORATION SPONSORED ADR CMN (SSUNMY)	509 00	12 5680	6,397 11	13 9780	7,114 78	(717 67)	2.8628	183 14
SYNGENTA AG SPONSORED ADR CMN (SYT)	92 00	79 9400	7,354 48	66 8858	6,151 66	1,202 82	2.1237	156 19
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM)	395 00	17 4400	6,906 24	14 4171	5,709 19	1,197 05	2.2985	158 74
TATE & LYLE PLC SPNSRD ADR NEW SPONSORED ADR CMN (TATYY)	144 00	53 5970	7,717 97	51 1401	7,364 18	353 79	3 0038	231 83
TECK RESOURCES LIMITED CMN CLASS B (TCK)	245 00	26 0100	6,372 45	33 9207	8,310 56	(1,938 11)	3.2434	206 68
TELENOR ASA AMERICAN DEPOSITORY SHARES 1 ADS = 3 ORDS (TELNY)	66 00	71 5030	4,719 20	50 9484	3,362 60	1,356 60	3 5194	170 81
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (TSCDY)	367 00	16 6130	6,096 97	17 4618	6,408 48	(311 51)	3 8825	236 72
TOTAL SA SPONSORED ADR CMN (TOT)	92 00	61 2700	5,636 84	59 1899	5,445 47	191 37	4 3068	242 77
			50.56					
TOYOTA MOTOR CORPORATION SPON ADR (TM)	95 00	121 9200	11,582 40	99 5301	9,455 36	2,127 04	1.9246	222 91
VINCI ADR CMN (VCISY)	325 00	16 4390	5,342 68	14 6386	4,757 56	585 11	2 5844	137 01
VIVENDI ADR CMN (VIVHY)	325 00	26 3950	8,578 38	19 0901	6,204 29	2,374 08	3 9105	335 45
VODAFONE GROUP PLC SPONSORED ADR CMN (VOD)	196 00	39 3100	7,704 76	35 4936	6,956 74	748 02	4 0435	311 54
			97 34					
VTECH HOLDINGS LIMITED ADR CMN (VTKLY)	285 00	12 9870	3,701 30	13 7105	3,907 50	(206 21)	5.6587	209 45
			41.31					
WPP PLC ADR CMN (WPPGY)	132 00	114 8600	15,161 52	69 2025	9,134 73	6,026 79	2 0053	304 03

Statement Detail
SMITH SCHOLARSHIP FDN LORD ABBETT
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
LORD, ABBETT & CO: NON-US EQUITY								
VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USDO 6813 (VLKPY)	141.00	56.2610	7,932.80	51.7667	7,299.11	633.69	1.2109	96.06
TOTAL LORD, ABBETT & CO: NON-US EQUITY			502,673.97 335.90		414,554.70	88,119.22	2.3455	10,864.23
TOTAL PORTFOLIO								
			Market Value 503,009.87	Adjusted Cost / ^a Original Cost 414,554.70		Unrealized Gain (Loss) 88,119.22		Estimated Annual Income 10,864.23

^a Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for this Portfolio and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Portfolio No:



SMITH SCHOLARSHIP FDN GS: US PCP Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

US EQUITY

GS: US PRIVATE CLIENT PORTFOLIO

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U.S. DOLLAR	356.90	1.0000	356.90		356.90			
GOLDMAN SACHS BANK DEPOSIT (BDA) ("BDANOW") ¹⁴	15,903.81	1.0000	15,903.81	1.0000	15,903.81		0.0510	8.11
ABBOTT LABORATORIES CMN (ABT)	628.00	38.3300	24,071.24	31.9500	20,070.90	4,000.34	2.2959	552.64
ALTEGRA CORP CMN (ALTR)	375.00	32.5110	12,191.63	32.8230	12,308.62	(116.99)	1.8455	225.00
AMAZON.COM INC CMN (AMZN)	74.00	398.7900	29,510.46	191.7362	14,188.48	15,321.98		
APPLE, INC. CMN (AAPL)	52.00	561.0200	29,173.04	317.8792	16,529.72	12,643.32	2.1746	634.40
BANK OF AMERICA CORP CMN (BAC)	1,699.00	15.5700	26,453.43	14.6463	24,884.07	1,569.36	0.2569	67.96
BOEING COMPANY CMN (BA)	243.00	136.4900	33,167.07	67.2417	16,339.73	16,827.34	2.1394	709.56
CHIPOTLE MEXICAN GRILL, INC. CMN (CMG)	36.00	532.7800	19,180.08	411.8608	14,826.99	4,353.09		
COSTCO WHOLESALE CORPORATION CMN (COST)	188.00	119.0200	22,375.76	60.6993	11,411.46	10,964.30	1.0418	233.12
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	368.00	61.8700	22,768.16	72.7699	26,779.32	(4,011.16)	1.4223	323.84
EBAY INC. CMN (EBAY)	292.00	54.8650	16,020.58	52.3835	15,295.98	724.60		
EMC CORPORATION MASS CMN (EMC)	772.00	25.1500	19,415.80	24.4551	18,879.30	536.50	1.5905	308.80
EXXON MOBIL CORPORATION CMN (XOM)	285.00	101.2000	28,842.00	83.0353	23,665.05	5,176.95	2.4901	718.20
FEDEX CORP CMN (FDX)	164.00	143.7700	23,578.28	100.7111	16,516.52	7,061.66	0.4173	98.40
			24.60					
GENERAL ELECTRIC CO CMN (GE)	1,388.00	28.0300	38,905.64	18.7833	26,071.24	12,834.40	3.1395	1,221.44
			305.36					
GOOGLE, INC. CMN CLASS A (GOOG)	26.00	1,120.7100	29,138.46	536.3077	13,944.00	15,194.46		
HONEYWELL INTL INC CMN (HON)	250.00	91.3700	22,842.50	44.0345	11,008.62	11,833.89	1.9700	450.00
JPMORGAN CHASE & CO CMN (JPM)	516.00	58.4800	30,175.68	39.0512	20,150.40	10,025.28	2.5992	784.32

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.





Statement Detail
SMITH SCHOLARSHIP FDN GS: US PCP
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS: US PRIVATE CLIENT PORTFOLIO								
MERCK & CO, INC CMN (MRK)	546 00	50 0500	27,327 30 240.24	36 2473	19,791 04	7,536 26	3 5165	950.95
MICROSOFT CORPORATION CMN (MSFT)	791 00	37 4100	29,591 31	32 5294	25,730 74	3,860 57	2.9839	885.92
NIKE CLASS-B CMN CLASS B (NIKE)	338 00	78 6400	26,580 32 81.12	39 0055	13,183 86	13,396 46	1.2208	324.48
ORACLE CORPORATION CMN (ORCL)	453 00	38 2600	17,331 78	26 4907	12,000 29	5,331 49	1 2546	217.44
PEPSICO INC CMN (PEP)	182 00	82 9400	15,095 08 103.29	67 6049	12,304 10	2,790 98	2.7369	413.14
PRUDENTIAL FINANCIAL INC CMN (PRU)	299 00	92 2700	27,573.78	56 2814	16,828 13	10,745 65	2 2989	633.88
QUALCOMM INC CMN (QCOM)	362 00	74 2500	26,878.50	45 8444	16,595 66	10,282.84	1 8855	506.80
SCHLUMBERGER LTD CMN (SLB)	276 00	90 1100	24,870.36 86.25	86 6953	18,407 89	6,462.47	1 3872	345.00
THE TRAVELERS COMPANIES, INC CMN (TRV)	244 00	90 5400	22,091 76	51 8028	12,591 09	9,500 67	2 2090	488.00
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	206 00	75 3000	15,511 80	89 9840	14,416 70	1,095 10	1 4874	230.72
VIACOM INC CMN CLASS B (VIAB)	256 00	87 3400	22,359 04	54 2552	13,889.33	8,469 71	1.3739	307.20
WAL MART STORES INC CMN (WMT)	232 00	78 6900	18,256 08 109.04	77 2547	17,923 08	333 00	2 3891	436.16
WHOLE FOODS MARKET INC CMN (WFM)	246 00	57 8300	14,226 18	58.7393	14,449 87	(223.69)	0 8300	118.08
AMERICAN TOWER CORPORATION CMN (AMT)	266 00	79 8200	21,232.12	53 7635	14,301.08	6,931 04	1.4533	308.56
TOTAL GS: US PRIVATE CLIENT PORTFOLIO			752,995.93 949.90		541,544.07	211,451.87	1.8993	12,512.13
TOTAL PORTFOLIO			753,945.83		541,544.07	211,451.87		12,512.13

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

Portfolio No:



REGIONS BANK
201 MILAN PKWY-2ND FL
BIRMINGHAM AL 35211

ACCOUNT STATEMENT

ACCOUNT NUMBER:

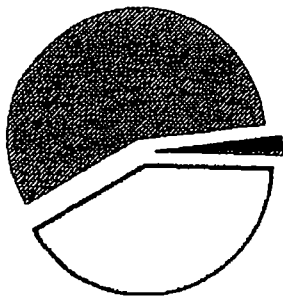
STATEMENT PERIOD: OCTOBER 01, 2013 THROUGH DECEMBER 31, 2013



J. CRAIG & PAGE T. SMITH
SCHOLARSHIP FOUNDATION, INC.
400 CALDWELL TRACE
INDIAN SPRINGS VILLAGE
BIRMINGHAM, AL 35242

ACCOUNT NAME	REGIONS BANK AS AGENT FOR THE J. CRAIG & PAGE T. SMITH SCHOLARSHIP FOUNDATION UNDER AGREEMENT DATED AUGUST 19, 2011
ACCOUNT NUMBER	106600377
TRUST ADVISOR	CARA GOBER 205-284-7132 CARA.GOBER@REGIONS.COM
PORTFOLIO MANAGER	MATT R. SMITH 205-328-4448

SUMMARY OF ASSET POSITION



	TAX COST	MARKET VALUE	PERCENT
CASH AND EQUIVALENTS	18,972.88	18,972.88	1.6%
EQUITIES	519,257.60	652,531.43	56.4%
FIXED	488,459.63	478,648.75	41.4%
MISCELLANEOUS	7,136.99	7,225.20	0.6%
Total	1,033,827.10	1,157,378.26	100.0%

ACTIVITY SUMMARY

	CURRENT PERIOD	YEAR TO DATE
MARKET VALUE AT BEGINNING OF PERIOD	1,107,979.23	1,500,803.51
DIVIDENDS	18,572.98	40,478.24
INTEREST-TAXABLE	0.22	2.60
CASH MANAGEMENT	12,914.93	20,514.20
SALES	26,722.39	522,950.59
BUYS	26,757.22	81,284.65
DISTRIBUTIONS	0.00	487,627.76
EXPENSES	3,623.44	15,051.22
CHANGE IN MARKET VALUE	49,389.03	343,225.25
MARKET VALUE AT END OF PERIOD	1,157,378.26	1,157,378.26

ACCOUNT STATEMENT

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ACCOUNT NUMBER:

STATEMENT PERIOD: OCTOBER 01, 2013 THROUGH DECEMBER 31, 2013

DETAIL LISTING OF INCOME ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
999990484 REGIONS TRUST CASH SWEEP	12,054.17 12,054.17	1.00 1.00	1.21 0.10	0.01
TOTAL CASH AND EQUIVALENTS	12,054.17 12,054.17		1.21 0.10	0.01
TOTAL INCOME ASSETS	12,054.17 12,054.17		1.21 0.10	0.01

DETAIL LISTING OF PRINCIPAL ASSETS

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
999990484 REGIONS TRUST CASH SWEEP	6,918.71 6,918.71	1.00 1.00	0.69 0.06	0.01
TOTAL CASH AND EQUIVALENTS	6,918.71 6,918.71		0.69 0.06	0.01

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
001055102 AFLAC INC	AFL	125.000	8,350.00 5,081.65	66.80 40.65	165.00	2.22
00206R102 AT&T INC	T	215.000	7,559.40 7,418.33	35.18 34.50	385.60	5.23
008882771 INVESCO INTERNATIONAL GROWTH FD CL R5	AIEVX	1,246.055	42,739.69 35,151.20	34.30 28.21	595.61	1.39
018802108 ALLIANT CORP	LNT	150.000	7,740.00 8,124.00	51.60 54.16	282.00	3.64
025076845 AMERICAN CENTURY SMALL CAP VALUE INST CL	ACVIX	2,914.648	28,534.40 24,632.80	9.79 8.52	320.61	1.12
053015103 AUTOMATIC DATA PROCESSING INC	ADP	115.000	9,291.89 8,293.30	80.80 54.72	220.80 55.20	2.38
09247X101 BLACKROCK INC	BLK	20.000	8,329.40 3,511.05	316.47 175.55	134.40	2.12

01/01/2014 #28

0100739-0004113

**ACCOUNT STATEMENT**

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ACCOUNT NUMBER:

STATEMENT PERIOD: OCTOBER 01, 2013 THROUGH DECEMBER 31, 2013

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
12572Q105 CME GROUP INC	CME	100.000	7,846.00 8,270.21	78.46 82.70	180.00 260.00	2.29
14149Y108 CARDINAL HEALTH INC	CAH	130.000	8,685.30 8,971.99	66.81 68.63	157.30 39.33	1.81
166764100 CHEVRON CORP	CVX	60.000	7,494.60 8,113.53	124.91 101.89	240.00	3.20
17275R102 CISCO SYSTEMS INC	CSCO	325.000	7,289.75 7,110.96	22.43 21.88	221.00	3.03
191216100 COCA COLA CO	KO	220.000	9,088.20 9,034.87	41.31 41.07	246.40	2.71
25746U109 DOMINION RES INC VA	D	115.000	7,439.35 6,151.89	64.69 53.49	258.75	3.48
263534109 DU PONT E I DE NEMOURS & CO	DD	150.000	9,745.50 7,462.50	64.97 49.75	270.00	2.77
30231G102 EXXON MOBIL CORP	XOM	85.000	9,614.00 7,995.45	101.20 94.15	239.40	2.49
339128100 JP MORGAN MID CAP VALUE FDCI	FLMVX	1,019.635	35,809.58 28,798.40	35.12 28.24	312.01	0.87
363576109 GALLAGHER ARTHUR J & CO	AJG	175.000	8,212.75 5,874.47	46.93 33.57	245.00	2.98
369604103 GENERAL ELECTRIC CO	GE	355.000	9,850.65 8,532.72	28.03 24.04	312.40 78.10	3.14
452308109 ILLINOIS TOOL WORKS INC	ITW	50.000	4,204.00 2,464.18	84.08 49.28	84.00 21.00	2.00
458140100 INTEL CORP	INTC	380.000	10,122.45 8,616.88	26.64 22.68	351.00	3.47
46825H100 J P MORGAN CHASE & CO	JPM	215.000	12,573.20 7,488.78	58.48 34.83	326.80	2.60
478160104 JOHNSON & JOHNSON	JNJ	95.000	8,701.05 6,367.12	91.59 67.02	250.80	2.88

ACCOUNT STATEMENT

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ACCOUNT NUMBER:

STATEMENT PERIOD: OCTOBER 01, 2013 THROUGH DECEMBER 31, 2013

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
494368103 KIMBERLY CLARK CORP	KMB	100.000	10,446.00 8,032.04	104.46 80.32	324.00 81.00	3.10
552983470 MFS RESH INTL FD CL I	MFSIX	1,688.183	31,146.98 25,643.50	18.45 15.19	462.58	1.49
577081102 MATTEL INC	MAT	225.000	10,705.50 7,155.88	47.58 31.80	324.00	3.03
580135101 MCDONALDS CORP	MCD	110.000	10,673.30 10,149.35	97.03 92.27	356.40	3.34
58933Y105 MERCK & CO. INC. NEW	MRK	175.000	8,758.75 6,919.44	50.05 39.54	308.00 77.00	3.52
584018104 MICROSOFT CORP	MSFT	225.000	8,417.25 6,548.71	37.41 29.11	252.00	2.99
63868B680 NATIONWIDE GENEVA MID CAP GROWTH FUND	NWHYX	1,133.397	33,854.57 26,563.54	29.87 23.44		
65339F101 NEXTERA ENERGY, INC.	NEE	95.000	8,133.90 6,259.58	85.62 65.89	250.80	3.08
670346105 NUCOR CORP	NUE	205.000	10,942.80 7,757.35	53.38 37.84	303.40 75.85	2.77
674599105 OCCIDENTAL PETE CORP	OKY	95.000	9,034.50 7,834.63	95.10 82.47	243.20 60.80	2.68
693475105 PNC BANK CORP	PNC	115.000	8,921.70 6,793.95	77.58 59.08	202.40	2.27
704328107 PAYCHEX INC	PAYX	220.000	10,016.60 6,811.82	45.53 30.96	308.00	3.07
718172109 PHILIP MORRIS INTERNATIONAL INC	PM	100.000	8,713.00 6,334.04	87.13 63.34	376.00 94.00	4.32
744320102 PRUDENTIAL FINANCIAL INC	PRU	100.000	9,222.00 4,687.37	92.22 46.87	212.00	2.30
755111507 RAYTHEON CO	RTN	115.000	10,430.50 6,261.11	90.70 54.44	253.00 63.25	2.43



ACCOUNT STATEMENT

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ACCOUNT NUMBER:

STATEMENT PERIOD: OCTOBER 01, 2013 THROUGH DECEMBER 31, 2013

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
760759100 REPUBLIC SVCS INC CL A	RSG	225.000	7,470.00 7,235.98	33.20 32.16	234.00 58.50	3.13
847560109 SPECTRA ENERGY CORP	SE	230.000	8,192.60 6,603.62	35.62 28.71	280.60	3.43
882508104 TEXAS INSTRS INC	TXN	100.000	4,391.00 3,477.94	43.91 34.78	120.00	2.73
885215566 THORNBURG INTL VALUE FD CL I #209	TGVIX	1,550.000	48,693.00 37,799.89	32.08 24.39	635.50	1.28
885789101 3M CO	MMM	35.000	4,908.75 2,991.05	140.25 85.46	119.70	2.44
89417E109 TRAVELERS COMPANIES, INC.	TRV	115.000	10,412.10 7,146.45	90.54 62.14	230.00	2.21
902973304 US BANCORP DEL	USB	220.000	8,688.00 6,607.25	40.40 30.03	202.40 50.60	2.28
92343V104 VERIZON COMMUNICATIONS	VZ	175.000	8,599.50 7,336.20	49.14 41.92	371.00	4.31
92828N528 VIRTUS SMALL-MID CAP FUND-I	PKSFX	1,185.129	30,457.82 23,721.40	25.70 20.02	47.41 3.95	0.16
92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	HIEMX	2,900.000	27,695.00 28,130.00	9.55 9.70	304.50	1.10
94108L109 WASTE MANAGEMENT INC	WM	215.000	9,647.05 7,011.22	44.87 32.61	313.90	3.25
949746101 WELLS FARGO & CO	WFC	210.000	8,534.00 7,108.50	45.40 33.85	252.00	2.64
969457100 WILLIAMS COS INC	WMB	200.000	7,714.00 7,361.98	38.57 36.81	304.00	3.94
G491BT108 INVESCO LTD	IVZ	225.000	8,190.00 7,307.35	36.40 32.48	202.50	2.47
TOTAL EQUITIES			652,531.43 519,257.60		13,622.15 1,018.58	2.09

ACCOUNT STATEMENT

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ACCOUNT NUMBER:

STATEMENT PERIOD: OCTOBER 01, 2013 THROUGH DECEMBER 31, 2013

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED						
CORPORATES						
256210105 DODGE & COX INCOME FD FUND #147	**	13,250.000	179,272.50 180,798.91	13.53 13.65	5,498.75	3.07
31428Q101 FEDERATED TOTAL RETURN BD FD INSTL SHS	**	13,246.107	144,250.11 152,000.30	10.89 11.48	4,940.80 411.73	3.43
880208400 TEMPLETON GLOBAL BOND FUND	**	3,476.367	45,505.64 44,546.75	13.09 12.81	1,783.38	3.92
921937850 VANGUARD S/T BOND INDEX-SIG	**	10,450.000	109,620.50 111,113.67	10.49 10.63	1,348.05 112.34	1.23
TOTAL CORPORATES		SUB-TOTAL	478,648.75 488,459.63		13,570.98 524.07	2.84
TOTAL FIXED			478,648.75 488,459.63		13,570.98 524.07	2.84

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MISCELLANEOUS						
N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	LYB	90.000	7,225.20 7,136.99	80.26 79.30	216.00	2.99
TOTAL MISCELLANEOUS			7,225.20 7,136.99		216.00 0.00	2.99
TOTAL PRINCIPAL ASSETS			1,145,324.09 1,021,772.93		27,409.82 1,542.71	2.39

** Rating Not Available

DETAIL OF TRANSACTIONS

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
10/01/13	BEGINNING BALANCE	0.00	0.00	1,014,894.91	
10/01/13	DIVIDEND ON 115 SHS BAXTER INTERNATIONAL INC AT 0.49 PER SHARE PAYABLE 10/01/2013 EX DATE 08/04/2013		56.35		

Year to Date

This Period

Income Summary		Federally Tax-Exempt ¹	Federally Taxable	Federally Tax-Exempt ¹	Federally Taxable
Money Funds Dividends	123.76	0.00	0.00	419.05	0.00
Cash Dividends	0.00	71,987.16	0.00	0.00	427,643.74
Corporate Bond and Other Interest	0.00	48,012.50	0.00	0.00	202,810.41
Treasury Bond Interest	0.00	0.00	0.00	0.00	31,218.75
Agency Security Interest	0.00	6,093.75	0.00	0.00	17,437.50
Total Income	123.76	126,093.41	0.00	419.05	679,110.40

Accrued Interest Paid⁴

(27,155.97)

¹Certain income in this category may qualify for state tax exemption, consult your tax advisor.

⁴Certain accrued interest paid on taxable bonds may be deductible, consult your tax advisor

Margin Loan Information

Margin Loan Balance	Funds Available to Withdraw*	Securities Buying Power*	Margin Loan Rates Vary by Balance
0.00	15,503,207.38	31,006,416.48	6.00% - 8.50%

This Period

The opening margin loan balance for the statement period was \$0.00

*Values include any cash plus the amount available using margin borrowing

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield
SCH MUNI MONEY FUND SWXXX	2,707,560.2400	1.0000	2,707,560.24	0.01%
Total Money Market Funds [Sweep]			2,707,560.24	
Total Money Market Funds [Sweep]			2,707,560.24	

Investment Detail - Fixed Income

U.S. Treasuries	Par	Market Price	Market Value
US TREASU NT 1.875%08/17 (M)	250,000 0000	102 6406	256,601 50
UST NOTE DUE 08/31/17			
CUSIP 912828NW6			Accrued Interest: 1,592.71
US TREASURY 3.5%02/18 (M)	250,000 0000	108 5313	271,328 25
UST BOND DUE 02/15/18			
CUSIP 912828HR4			Accrued Interest: 3,305.03
US TREASURY NT 1%08/16 (M)	200,000 0000	100 9219	201,843 80
UST NOTE DUE 08/31/16			
CUSIP 912828RF9			Accrued Interest: 679.56
US TREASURY 2.625%08/20 (M)	250,000 0000	101 9219	254,804 75
UST BOND DUE 08/15/20			
CUSIP 912828NT3			Accrued Interest: 2,478.77
US TREASURY 3.125%05/19 (M)	250,000 0000	106 5000	266,250 00
UST BOND DUE 05/15/19			
CUSIP 912828KQ2			Accrued Interest: 1,014.33
Total U.S. Treasuries	1,200,000 0000		1,250,828.30
Total Accrued Interest for U.S. Treasuries: 9,070.40			
Agency Securities	Par	Market Price	Market Value
FFCB 2.625%14 (M)	400,000 0000	100 7012	402,804 80
DUE 04/17/14			
CUSIP 31331GTJ8			
MOODY'S: Aaa S&P: AA+			Accrued Interest: 2,158.34

Investment Detail - Fixed Income (continued)

Agency Securities (continued)	Par	Market Price	Market Value
FFCB 4.875%15 (M)	250,000 0000	108 7046	271,761 50
DUE 12/16/15			
CUSIP: 31331VQU4			
MOODY'S Aaa S&P AA+			Accrued Interest: 507.81
Total Agency Securities	650,000.0000		674,566.30
Total Accrued Interest for Agency Securities: 2,666.15			

Corporate Bonds	Par	Market Price	Market Value
ADOBE SYSTEMS 4.75%20 (M)	150,000 0000	108 6591	162,988 65
DUE 02/01/20			
CUSIP: 00724FAB7			
MOODY'S Baa1 S&P A-			Accrued Interest: 2,968.75
BANK AMER CORP 3.7%15 (M)	250,000 0000	104 5540	261,385 00
DUE 09/01/15			
CUSIP: 06051GED7			
MOODY'S Baa2 S&P A-			Accrued Interest: 3,083.33
BERKSHIRE HTHAWAY 1.6%17 (M)	100,000 0000	100 7745	100,774 50
DUE 05/15/17			
CUSIP: 084664BS9			
MOODY'S Aa2 S&P AA			Accrued Interest: 204.44
CAMPBELL SOUP CO 3.05%17 (M)	135,000 0000	104 6472	141,273 72
DUE 07/15/17			
CUSIP: 134429AV1			
MOODY'S A2 S&P BBB+			Accrued Interest: 1,898.63

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
COMCAST CORPORAT 4.95%16 (M)	250,000 0000	109 2381	273,095.25
DUE 06/15/16			
CUSIP 20030NAG6			
MOODY'S A3 S&P A-			Accrued Interest: 550.00
COMPUTER SCIENCES 2.5%15 (M)	100,000 0000	102 1073	102,107 30
DUE 09/15/15			
CUSIP 205363AM6			
MOODY'S Baa2 S&P BBB			Accrued Interest: 736.11
CTRPOINT ENERGY 6.85%15 (M)	50,000 0000	107 8305	53,915 25
DUE 06/01/15			
CUSIP 15189TAG2			
MOODY'S Baa2 S&P BBB+			Accrued Interest: 285.42
CVS CAREMARK CORP 6.6%19 (M)	200,000 0000	118 5951	237,190 20
DUE 03/15/19			
CUSIP 126650BN9			
MOODY'S Baa1 S&P BBB+			Accrued Interest: 3,886.67
DEVON ENERGY CO 1.875%17 (M)	150,000 0000	100 7878	151,181 70
DUE 05/15/17			
CALLABLE 02/01/14 AT 100 00000			
CUSIP 25179MAM5			
MOODY'S Baa1 S&P BBB+			Accrued Interest: 359.38
DIAGEO CAPITAL P 1.5%17F	100,000 0000	100 1086	100,108 60
DUE 05/11/17			
DIAGEO CAPITAL PL			
CUSIP 25243YAR0			
MOODY'S A3 S&P A-			Accrued Interest: 208.33

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
DOW CHEMICAL CO 2.3%16 (M)	45,000 0000	100 1518	45,068 31
DUE 08/15/16			
CALLABLE 02/15/14 AT 100 000000			
CUSIP 26054LMQ3			
MOODY'S Baa2 S&P BBB			Accrued Interest: 391.00
DOW CHEMICAL CO 2.25%17 (M)	100,000 0000	100 5065	100,506 50
DUE 05/15/17			
CALLABLE 05/15/14 AT 100 000000			
CUSIP 26054LQJ5			
MOODY'S Baa2 S&P BBB			Accrued Interest: 287.50
GATX CORPORATION 4.75%15 (M)	200,000 0000	105 2106	210,421 20
DUE 05/15/15			
CUSIP 361448AJ2			
MOODY'S Baa2 S&P BBB			Accrued Interest: 1,213.89
GENERAL ELECTRIC VAR 23 (M)	100,000 0000	99 4691	99,469 10
DUE 04/15/23			
CUSIP 36966TJA1			
MOODY'S A1 S&P AA+			
GTE CORPORATION 6.84%18 (M)	152,000 0000	116 5465	177,150 68
DUE 04/15/18			
CUSIP 362320AZ6			
MOODY'S Baa2 S&P BBB+			Accrued Interest: 2,194.88
HARSCO CORPORATI 5.75%18	100,000 0000	104.9201	104,920 10
DUE 05/15/18			
CUSIP 415864AJ6			
MOODY'S Ba1 S&P BB+			Accrued Interest: 734.72

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
HEWLETT-PACKARD 2.35% ¹⁵ (M)	150,000 0000	101 7540	152,631 00
DUE 03/15/15			
CUSIP 428236BN2			
MOODY'S: Baa1 S&P BBB+			Accrued Interest: 1,037.92
HILLSHIRE BRANDS 2.75% ¹⁵ (M)	150,000 0000	102 7284	154,092 60
DUE 09/15/15			
CUSIP 803111AR4			
MOODY'S: Baa2 S&P BBB			Accrued Interest: 1,214.58
INTERNATL PAPER 5.25% ¹⁶ (M)	100,000 0000	108 5495	108,549 50
DUE 04/01/16			
CUSIP 460146BZ5			
MOODY'S Baa3 S&P BBB			Accrued Interest: 1,312.50
INTERNATL PAPER 7.95% ¹⁸ (M)	100,000 0000	122 1961	122,196 10
DUE 08/15/18			
CUSIP 460146CA9			
MOODY'S Baa3 S&P BBB			Accrued Interest: 353.33
KFW BANKENGRUP 4.875% ¹⁹ F	250,000 0000	113 7063	284,265 75
DUE 06/17/19			
KFW BANKENGRUPPE			
CUSIP 500769DJ0			
MOODY'S: Aaa S&P AAA			Accrued Interest: 473.96
KINDER MORGAN ENERG 6% ¹⁷ (M)	100,000 0000	112 3695	112,369 50
DUE 02/01/17			
CUSIP 494550AU0			
MOODY'S Baa2 S&P BBB			Accrued Interest: 2,500.00

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
LAB CORP AMER H 3.125%16 (M)	130,000 0000	104 2135	135,477.55
DUE 05/15/16			
CUSIP 50540RAH5			
MOODY'S Baa2 S&P BBB+			Accrued Interest: 519.10
MEDCO HLTH SOLUT 2.75%15 (M)	100,000 0000	102 9670	102,967 00
DUE 09/15/15			
CUSIP 58405UAF9			
MOODY'S Baa3 S&P BBB+			Accrued Interest: 809.72
MICROSOFT CORP 1.625%18 (M)	105,000 0000	98 6846	103,618 83
DUE 12/06/18			
CUSIP 594918AV6			
MOODY'S Aaa S&P AAA			Accrued Interest: 118.49
MURPHY OIL CORP 2.5%17 (M)	194,000 0000	101 0674	196,070 76
DUE 12/01/17			
CUSIP 626717AE2			
MOODY'S Baa3 S&P BBB			Accrued Interest: 404.16
NUCOR CORPORATIO 5.75%17 (M)	100,000 0000	113 8219	113,821 90
DUE 12/01/17			
CUSIP 670346AG0			
MOODY'S Baa1 S&P A			Accrued Interest: 479.17
PPL ENERGY SUPPLY 6.2%16 (M)	50,000 0000	110 0768	55,038.40
DUE 05/15/16			
CUSIP: 69352JAH0			
MOODY'S Baa2 S&P BBB			Accrued Interest: 396.11

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
QUEST DIAGNOSTICS 3.2%16 (M) DUE 04/01/16 CUSIP 74834LAR1	100,000 0000	104 0726	104,072 60
MOODY'S Baa2 S&P BBB+			Accrued Interest: 800.00
R J REYNOLDS TOB 7.55%15 (M) DUE 06/15/15 CUSIP 629527AU6	75,000 0000	109 5079	82,130 93
MOODY'S Baa2 S&P BBB			Accrued Interest: 251.67
SAFEWAY INC. 3.4%16 (M) DUE 12/01/16 CUSIP 786514BT5	125,000 0000	104 1738	130,217 25
MOODY'S Baa3 S&P BBB			Accrued Interest: 354.17
SOUTHWEST AIRLIN 5.25%14 (M) DUE 10/01/14 CUSIP 844741AVW8	100,000 0000	103 1987	103,198 70
MOODY'S Baa3 S&P BBB-			Accrued Interest: 1,312.50
SOUTHWESTERN ELEC 5.55%17 (M) DUE 01/15/17 CUSIP 845437BH4	150,000 0000	109 9782	164,967 30
MOODY'S Baa3 S&P BBB			Accrued Interest: 3,838.75
STARWOOD HTLS R 7.375%15 (M) DUE 11/15/15 CUSIP 450912AC4	50,000 0000	110 8750	55,437 50
MOODY'S Baa2 S&P BBB			Accrued Interest: 471.18

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
TIME WARNER CABL 5.85%17 (M)	200,000 0000	109 4905	218,981 00
DUE 05/01/17			
CUSIP 88732JAH1			
MOODY'S Baa2 S&P BBB			Accrued Interest: 1,950.00
TYCO ELECTRONI 4.875%21F	25,000 0000	103 8833	25,970.83
DUE 01/15/21			
TYCO ELECTRONICS			
CUSIP 902133AK3			
MOODY'S Baa2 S&P BBB+			Accrued Interest: 561.98
UNITED TECH COR 5.375%17 (M)	100,000 0000	113 9671	113,967 10
DUE 12/15/17			
CUSIP 913017BM0			
MOODY'S A2 S&P A			Accrued Interest: 238.89
VIACOM INC. 4.375%14 (M)	200,000 0000	102 6447	205,289 40
DUE 09/15/14			
CUSIP 92553PAE2			
MOODY'S Baa2 S&P BBB			Accrued Interest: 2,576.39
VODAFONE GRP PL 4.15%14F	250,000 0000	101 5929	253,982 25
DUE 06/10/14			
VODAFONE GRP PLC			
CUSIP 92857WAT7			
MOODY'S A3 S&P A-			Accrued Interest: 605.21
WALT DISNEY CO 1.125%17 (M)	200,000 0000	99 8241	199,648 20
DUE 02/15/17			
CUSIP 25468PCS3			
MOODY'S A2 S&P A			Accrued Interest: 850.00

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value
WELLS FARGO BANK 4.6% ^(M) DUE 04/01/21	100,000 0000	108 0352	108,035 20
CUSIP 94974BEV8 MOODY'S: A2 S&P A+			Accrued Interest: 1,150.00
WHIRLPOOL CORP 6.5% ^(M) DUE 06/15/16	205,000 0000	111.5217	228,619 49
CUSIP 963320AN6 MOODY'S Baa3 S&P BBB			Accrued Interest: 592.22
WSTN UN CO 5.93% ^(M) DUE 10/01/16	100,000 0000	111 0189	111,018 90
CUSIP 959802AB5 MOODY'S Baa2 S&P BBB+			Accrued Interest: 1,482.50
Total Corporate Bonds	5,691,000.0000		6,068,191.60
Total Fixed Income			7,993,586.20
Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment			
Total Accrued Interest for Corporate Bonds: 45,657.55			

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value
BRIT AMER TOBACCO ADR F ^(M) SPONSORED ADR 1 ADR REPS 2 ORD SYMBOL BTI	7,000 0000	107 4200	751,940 00

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
CV S CAREMARK CORP (M) SYMBOL CVS	6,700 0000	71 5700	479,519 00
CHEVRON CORPORATION (M) SYMBOL CVX	6,650.0000	124 9100	830,651 50
CISCO SYSTEMS INC (M) SYMBOL CSCO	35,000 0000	22 4300	785,050 00
CITIGROUP INC NEW (M) SYMBOL C	10,000 0000	52 1100	521,100 00
DU PONT E I DE NEMOUR&CO (M) SYMBOL DD	16,300 0000	64 9700	1,059,011 00
GENERAL ELECTRIC COMPANY (M) SYMBOL GE	32,000 0000	28 0300	896,960 00
			Accrued Dividend: 7,040.00
INTEL CORP (M) SYMBOL INTC	35,000 0000	25 9550	908,425 00
INTL BUSINESS MACHINES (M) SYMBOL IBM	2,000 0000	187 5700	375,140 00
JOHNSON & JOHNSON (M) SYMBOL JNJ	9,800 0000	91 5900	897,582 00
KRAFT FOODS GROUP (M) SYMBOL KRFT	7,000 0000	53 9100	377,370 00
			Accrued Dividend: 3,675.00
MC DONALDS CORP (M) SYMBOL MCD	7,000 0000	97 0300	679,210 00

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value
MICROSOFT CORP (M) SYMBOL MSFT	28,000 0000	37 4100	1,047,480 00
MURPHY OIL CORP HLDG (M) SYMBOL MUR	7,865 0000	64 8800	510,281 20
QUALCOMM INC (M) SYMBOL QCOM	11,380 0000	74 2500	844,965 00
ROYAL DUTCH SHELL A ADRF (M) SPONSORED ADR 1 ADR REPS 2 CL A ORD SYMBOL RDSA	9,100 0000	71 2700	648,557 00
STANLEY BLACK & DECKER (M) SYMBOL SWK	8,795 0000	80 6900	709,668 55
UNILEVER PLC ADR NEW F (M) SPONSORED ADR 1 ADR REP 1 ORD SYMBOL UL	25,000 0000	41 2000	1,030,000 00
WAL-MART STORES INC (M) SYMBOL WMT	12,000 0000	78 6900	944,280 00
Total Equities	276,590.0000		14,297,190.25
			Accrued Dividend: 5,640.00
			Total Accrued Dividend for Equities: 16,355.00

Total Investment Detail 24,998,336.69

Total Account Value 24,998,336.69

Transaction Detail - Purchases & Sales

Fixed Income Activity

Settle Date	Trade Date	Transaction	Description	Par	Unit Price	Total Amount
12/04/13	11/29/13	Bought	SOUTHWESTRN ELEC 5 55%17 DUE 01/15/17 845437BH4 With accrued interest of \$3,214.38	150,000 0000	111 5417	(170,526 87)
12/06/13	12/03/13	Bought	MICROSOFT CORP 1 625%18 DUE 12/06/18 594918AV6 With accrued interest of \$0.00	105,000 0000	99 4230	(104,394 15)
12/16/13	12/16/13	Full Redemption	THE HOME DEPOT 1 5 25XXX **MATURED** 437076AR3	(200,000 0000)		
12/16/13	12/16/13	Full Redemption	THE HOME DEPOT 1 5 25XXX **MATURED** 437076AR3			200,000 00
Total Fixed Income Activity						(74,921.02)

Total Purchases & Sales

(74,921.02)

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
09/26/13	12/13/13	Frn Tax Reclaim	ROYAL DUTCH SHELL A ADRF RDSA	1,254 35
12/01/13	12/02/13	Bond Interest	CTRPOINT ENERGY 6 85%15 15189TAG2	1,712 50
12/01/13	12/02/13	Qualified Dividend	INTEL CORP INTX	7,875 00
12/01/13	12/02/13	Bond Interest	MURPHY OIL CORP 2 5%17 626717AE2	2,425 00
12/01/13	12/02/13	Bond Interest	NUCOR CORPORATIO 5 75%17 670346AG0	2,875 00
12/01/13	12/02/13	Bond Interest	SAFEMWAY INC 3 4%16 786514BT5	2,125 00
12/02/13	12/02/13	Qualified Dividend	MURPHY OIL CORP HLDG MUR	2,457 81
12/10/13	12/10/13	Qualified Dividend	CHEVRON CORPORATION CVX	6,650 00

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested) (continued)

Transaction Process Date	Date	Activity	Description	Credit/(Debit)
	12/10/13	Qualified Dividend	INTL BUSINESS MACHINES IBM	1,900.00
	12/10/13	Qualified Dividend	JOHNSON & JOHNSON JNJ	6,468.00
	12/10/13	Qualified Dividend	STANLEY BLACK & DECKER SWK	4,397.50
	12/10/13	Bond Interest	VODAFONE GRP PL 4 15%14F 92857WAT7	5,187.50
	12/11/13	Qualified Dividend	UNILEVER PLC ADR NEW F UL	9,195.00
	12/12/13	Qualified Dividend	MICROSOFT CORP MSFT	7,840.00
	12/13/13	Qualified Dividend	DU PONT E I DE NEMOUR&CO DD	7,335.00
	12/15/13	Bond Interest	COMCAST CORPORAT 4 95%16 20030NAG6	6,187.50
	12/15/13	Bond Interest	INTERNATL PAPER 7 95%18 460146CA9	3,975.00
	12/15/13	Bond Interest	R J REYNOLDS TOB 7 55%15 629527AU6	2,831.25
	12/15/13	Bond Interest	UNITED TECH COR 5 375%17 913017BM0	2,687.50
	12/15/13	Bond Interest	WHIRLPOOL CORP 6 5%16 963320AN6	6,662.50
	12/16/13	Bond Interest	FECB 4 875%15 31331VGU4	6,093.75
	12/16/13	Qualified Dividend	MC DONALDS CORP MCD	5,670.00
	12/16/13	Bond Interest	THE HOME DEPOT I 5 25XXX 437076AR3	5,250.00
	12/17/13	Bond Interest	KFW BANKENGRUP 4 875%19F 500769DJ0	6,093.75
	12/19/13	Qualified Dividend	QUALCOMM INC QCOM	3,983.00
	12/23/13	Foreign Tax Paid	ROYAL DUTCH SHELL A ADRF RDSA	(1,228.50)
	12/23/13	Qualified Dividend	ROYAL DUTCH SHELL A ADRF RDSA	8,190.00
	12/31/13	Dividend	SCH MUNI MONEY FUND SWXXX	123.76
Total Dividends & Interest				126,217.17

Transaction Detail - Fees & Charges

Transaction Process Date	Date	Activity	Description	Credit/(Debit)
	09/26/13	ADR Pass Thru Fee	ROYAL DUTCH SHELL A ADRF	(68.25)

Transaction Detail - Fees & Charges (continued)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
12/02/13	12/02/13	Advisor Fee*	MGMT FEE TO ADVISOR	(29,762.83)
Total Fees & Charges				(29,831.08)

Total Transaction Detail

21,465.07

Money Funds Detail

SCH MUNI MONEY FUND Activity

Settle Date	Transaction	Quantity	Unit Price	Purchase/Debit	Sale/Credit
Opening # of Shares: 2,686,095.1700					
12/03/13	Redeemed	29,762.8300	1.0000		29,762.83
12/04/13	Redeemed	151,056.5600	1.0000		151,056.56
12/06/13	Redeemed	104,394.1500	1.0000		104,394.15
12/11/13	Purchased	24,603.0000	1.0000	24,603.00	
12/12/13	Purchased	9,195.0000	1.0000	9,195.00	
12/13/13	Purchased	7,840.0000	1.0000	7,840.00	
12/16/13	Purchased	8,521.1000	1.0000	8,521.10	
12/17/13	Purchased	239,357.5000	1.0000	239,357.50	
12/18/13	Purchased	6,093.7500	1.0000	6,093.75	
12/20/13	Purchased	3,983.0000	1.0000	3,983.00	
12/24/13	Purchased	6,961.5000	1.0000	6,961.50	
12/31/13	Dividend	123.7600	1.0000	123.76	
Closing # of Shares: 2,707,560.2400					

Total SCH MUNI MONEY FUND Activity

285,213.54

Total Money Funds Detail

285,213.54

Money Funds Detail (continued)

SCHWAB MUNI MMF Average Yield For The Most Recent Pay Period 0.01%, 7-Day Yield 0.01%

Trades Pending Settlement

Transaction	Quantity	Trade Date	Settle Date	Unit Price	Purchase/Debit	Sale/Credit
WELLPOINT INC 2.375%17 94973VAV9 Bought	150,000 0000	12/31/13	01/06/14	102.1117	154,562.86	
Total Trades Pending Settlement					154,562.86	

Pending transactions are not included in account value

Pending Corporate Actions

Transaction	Quantity	Payable Date	Rate per Share	Share Distribution	Cash Distribution
WAL-MART STORES INC Qualified Dividend	12,000 0000	01/02/14	0.4700		5,640.00
KRAFT FOODS GROUP Qualified Dividend	7,000 0000	01/17/14	0.5250		3,675.00
GENERAL ELECTRIC COMPANY Qualified Dividend	32,000 0000	01/27/14	0.2200		7,040.00
Total Pending Corporate Actions					16,355.00

Pending transactions are not included in account value

Endnotes For Your Account

Symbol Endnote Legend

- (M) Denotes a security that is marginable. Some mutual fund or ETF investments may not be immediately marginable.
- * You authorize Schwab to debit your account to pay investment management fees per the authorization you granted in your Account Application. Schwab does not review or monitor these fee payments. Contact your Investment Manager if you have questions.
- d Accrued Income is the sum of the total accrued interest and/or accrued dividends on positions held in your brokerage account, but the income and/or dividends have not been received into your account and Schwab makes no representation that they will. Accrued amounts are not covered by SIPC account protection until actually received and held in the account.
- f 7-day yield. Annualized fund yield based on the average daily yield for the previous 7 days, assuming dividends are paid in cash and not reinvested.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions. J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION, INC.	Employer identification number (EIN) or 20-2224138
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DUDLEY HOPTON-JONES SIMS & FREEMAN PLLP - PO B	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions BIRMINGHAM, AL 35201		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**AHRIAN TYLER DUDLEY**

- The books are in the care of **400 CALDWELL TRACE - BIRMINGHAM, AL 35242**
Telephone No **(205) 202-4076** Fax No _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**5 For calendar year **2013**, or other tax year beginning _____, and ending _____6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

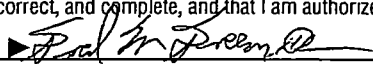
7 State in detail why you need the extension

**ADDITIONAL TIME NEEDED TO OBTAIN DOCUMENTATION FROM THIRD PARTIES
ESSENTIAL TO FILING A COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA / AGENT**Date **8/1/2014**

Form 8868 (Rev. 1-2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION, INC.	Employer identification number (EIN) or 20-2224138
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DUDLEY HOPTON-JONES SIMS & FREEMAN PLLP - PO	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35201	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

AHRIAN TYLER DUDLEY

- The books are in the care of ► **400 CALDWELL TRACE - BIRMINGHAM, AL 35242**
Telephone No. ► **(205) 202-4076** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

- If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions.	
	Name of exempt organization or other filer, see instructions. J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION, INC.	Employer identification number (EIN) or 20-2224138
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DUDLEY HOPTON-JONES SIMS & FREEMAN PLLP - PO B	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35201	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

AHRIAN TYLER DUDLEY

• The books are in the care of **400 CALDWELL TRACE - BIRMINGHAM, AL 35242**

Telephone No **(205) 202-4076**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME NEEDED TO OBTAIN DOCUMENTATION FROM THIRD PARTIES
ESSENTIAL TO FILING A COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Paul M. Freeman** Title **CPA / AGENT**

Date **8/1/2014**

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. J. CRAIG AND PAGE T. SMITH SCHOLARSHIP FOUNDATION, INC.	Employer identification number (EIN) or 20-2224138
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DUDLEY HOPTON-JONES SIMS & FREEMAN PLLP - PO	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35201	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

AHRIAN TYLER DUDLEY

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Telephone No. ► **(205) 202-4076**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.