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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

FLORA BERNICE SMITH FOUNDATION

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

PO BOX 4967

A Employer identification number

51-0181016

City or town, state or province, country, and ZIP or foreign postal code

SYRACUSE, NY 13221

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

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

I Fair market value of all assets at end of year **\$ 3,043,301.** (Part I, column (d) must be on cash basis)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	53,163.	53,163.	53,163.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	240,133.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		240,133.		
	8 Net short-term capital gain			N/A	
	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	293,296.	293,296.	53,163.	
		6,750.	4,388.	0.	2,362.
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	6,398.	3,838.	0.	2,560.
	b Accounting fees				
	c Other professional fees	STMT 3	21,691.	0.	0.
	17 Interest	STMT 4	2,894.	2,644.	0.
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	37,733.	32,561.	0.	4,922.
	25 Contributions, gifts, grants paid	149,118.			149,118.
	26 Total expenses and disbursements Add lines 24 and 25	186,851.	32,561.	0.	154,040.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	106,445.			
	b Net investment income (if negative, enter -0-)		260,735.		
	c Adjusted net income (if negative, enter -0-)			53,163.	

Assets	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
	1 Cash - non-interest-bearing		118,675.	112,572.
	2 Savings and temporary cash investments			
	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		528,950.	555,600.
	b Investments - corporate stock		1,039,920.	1,172,636.
	c Investments - corporate bonds			1,551,821.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other		827,096.	780,278.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,514,641.	2,621,086.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds		2,507,891.	2,613,220.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		6,750.	7,866.
	30 Total net assets or fund balances		2,514,641.	2,621,086.
	31 Total liabilities and net assets/fund balances		2,514,641.	2,621,086.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,514,641.
2	Enter amount from Part I, line 27a	2	106,445.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,621,086.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,621,086.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a			240,133.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			240,133.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	240,133.	
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	240,133.	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments:
6a	2013 estimated tax payments and 2012 overpayment credited to 2013
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 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?	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
1c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <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? <i>If "Yes," attach a detailed description of the activities</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NY</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>MACKENZIE HUGHES LLP</u> Located at ► <u>101 S. SALINA ST., SYRACUSE, NY</u>	Telephone no. ► <u>315-233-8239</u>	ZIP+4 ► <u>13202</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input type="checkbox"/>
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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	<input checked="" type="checkbox"/>
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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

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
SEE STATEMENT 5		6,750.	0.	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
NONE				

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

►

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

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

Total. Add lines 1 through 3 ►

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,887,744.
b	Average of monthly cash balances	1b	90,246.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,977,990.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,977,990.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,670.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,933,320.
6	Minimum investment return Enter 5% of line 5	6	146,666.

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	146,666.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,612.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,612.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	144,054.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	144,054.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	144,054.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	154,040.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	154,040.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	154,040.
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		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				144,054.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	48,792.			
f Total of lines 3a through e	48,792.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 154,040.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				144,054.
e Remaining amount distributed out of corpus	9,986.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	58,778.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	58,778.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	48,792.			
e Excess from 2013	9,986.			

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

N/A

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 ►

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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)				
<i>a Paid during the year</i>				
AURORA OF CENTRAL NEW YORK INC., 518 JAMES STREET SYRACUSE, NY 13203		PUBLIC CHARITY	TELEPHONES, COMPUTERS, BANNER, PROMOTIONAL PRODUCTS, AUTO REFRACTOR, DATABASE UPDATE	13,954.
BOYS & GIRLS CLUB OF SYRACUSE 2100 E FAYETTE ST SYRACUSE, NY 13224		PUBLIC CHARITY	VAN REPAIR AND COMPUTER EQUIPMENT	13,000.
CENTRAL NEW YORK SOCIETY FOR PREVENTION OF CRUELTY ANIMALS 5870 EAST MOLLOY ROAD SYRACUSE, NY 13211		PUBLIC CHARITY	UPGRADE REAR KENNELS	29,701.
CROUSE IRVING MEMORIAL HOSPITAL 736 IRVING AVENUE SYRACUSE, NY 13210		PUBLIC CHARITY	DIGITAL TOMOSYNTHESIS	30,000.
ELMCREST CHILDREN'S CENTER 900 SALT SPRINGS ROAD SYRACUSE, NY 13224		PUBLIC CHARITY	3RD YEAR OF GRANT FOR LITERACY CENTER	16,667.
Total	SEE CONTINUATION SHEET(S)			► 3a 149,118.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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						
4 Dividends and interest from securities						53,163.
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						240,133.
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.		0.	293,296.
13 Total. Add line 12, columns (b), (d), and (e)					13	293,296.
(See worksheet in line 13 instructions to verify calculations.)						

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	THE FOUNDATION IS A TESTAMENTARY TRUST CREATED UNDER THE WILL OF FLORENCE BERNICE SMITH. THE PRINCIPAL OF THE TRUST IS INVESTED AND UNDER THE TERMS OF THE WILL THE NET INCOME IS DISTRIBUTED ANNUALLY AS THE TRUSTEES DETERMINE AMONG CERTAIN PUBLIC CHARITIES NAMED IN THE WILL.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

- (1) Cash
- (2) Other assets

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign
Here

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

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

Signature of officer or trustee

Date

Title

Signature of officer or trustee		Date	File No.
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	<u>MARY ANNE CODY</u>	<u>MARY ANNE CODY</u>	<u>5/13/14</u>
	Firm's name ► MACKENZIE HUGHES LLP		Firm's EIN ► 01-0690915
Firm's address ► P.O. BOX 4967 SYRACUSE, NY 13221-4967		Phone no. 315-474-7571	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HOUSE OF PROVIDENCE ASSOCIATION 1654 W. ONONDAGA ST SYRACUSE, NY 13204		PUBLIC CHARITY/CHURCH	DRIVEWAY PARKING LOT REPAIR	13,153.
ST MARY'S OF THE LAKE JORDAN ROAD SKANEATELES, NY 13850		PUBLIC CHARITY/CHURCH	SOFFIT REPAIR, COMPUTER EQUIPMENT	10,000.
ST. JOSEPH'S HOSPITAL 301 PROSPECT AVENUE SYRACUSE, NY 13203		PUBLIC CHARITY	WIRELESS PHONES WITH LICENSES	17,643.
ST THOMAS PREPARATORY 240 E ONONDAGA STREET SYRACUSE, NY 13202		PUBLIC CHARITY/CHURCH	TUITION ASSISTANCE	5,000.
Total from continuation sheets				45,796.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	53,163.	0.	53,163.	53,163.	53,163.
TO PART I, LINE 4	53,163.	0.	53,163.	53,163.	53,163.
FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	6,000.	0.	0.	0.	0.
LEGAL DISBURSEMENTS	398.	0.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	6,398.	0.	0.	0.	0.
FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAL FEES + INV MGMT FEES	21,691.	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	21,691.	0.	0.	0.	0.
FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	2,894.	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,894.	0.	0.	0.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	5
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GAY POMEROY 101 S. SALINA ST SYRACUSE, NY	TRUSTEE 2.00	1,688.	0.	0.
MARY ANNE CODY 101 S. SALINA ST SYRACUSE, NY	TRUSTEE 2.00	1,688.	0.	0.
ANNE RUFFER 101 S. SALINA ST SYRACUSE, NY	TRUSTEE 2.00	1,687.	0.	0.
EDWARD SPENCER 101 S. SALINA ST SYRACUSE, NY	TRUSTEE 2.00	1,687.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,750.	0.	0.

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period: 1/01/2013 to 12/31/2013

Entity: 357 Flora Bernice Smith Foundation
 Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Amazon.Com Inc.					
CUSIP # 023135106					
20.00000	8/11/2011	2/06/2013	5,315.45	3,933.80	1,381.65
20.00000	11/25/2011	2/06/2013	5,315.45	3,765.88	1,549.57
American Express Co.					
CUSIP # 025816109					
300.00000	6/26/2009	5/08/2013	21,200.19	6,913.26	14,286.93
Autodesk					
CUSIP # 052769106					
370.00000	5/23/2012	8/08/2013	13,034.70	11,068.05	1,966.65
Carnival Corp. (paired stock)					
CUSIP # 143658300					
650.00000	3/21/2011	4/24/2013	21,706.82	25,288.31	-3,581.49
170.00000	12/13/2011	4/24/2013	5,677.17	5,747.16	-69.99
Discover Financial Services					
CUSIP # 254709108					
30.00000	5/17/2011	4/17/2013	1,281.60	726.56	555.04
530.00000	8/15/2011	4/17/2013	22,641.51	11,892.02	10,749.49
230.00000	1/18/2012	4/17/2013	9,825.56	5,992.44	3,833.12
FNMA 5.25% due 9/15/16					
CUSIP # 31359MW41					
40,000.00000	8/30/2010	6/20/2013	45,750.80	47,208.40	-1,457.60
Google Inc. Cl A					
CUSIP # 38259P508					
10.00000	1/29/2010	5/20/2013	9,089.68	5,461.90	3,627.78
Manning & Napier Core Bond Series FD #123					
CUSIP # 563821404					
8,733.35900	9/09/2005	12/09/2013	97,988.29	88,643.59	9,344.70
20.54900	9/21/2007	12/09/2013	230.56	210.83	19.73
158.36400	2/26/2008	12/09/2013	1,776.84	1,572.55	204.29
140.16900	9/17/2008	12/09/2013	1,572.70	1,394.70	178.00
177.55900	12/19/2011	12/09/2013	1,992.21	1,953.15	39.06

Manning & Napier Financial Serv Series
 CUSIP # 563821800

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period: 1/01/2013 to 12/31/2013

Entity: 357 Flora Bernice Smith Foundation
 Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
4,817.00000	4/28/2006	5/06/2013	32,693.46	55,058.31	-22,364.85
9.16800	9/19/2006	5/06/2013	62.22	108.64	-46.42
66.97400	12/29/2006	5/06/2013	454.56	837.84	-383.28
67.89100	9/24/2007	5/06/2013	460.78	781.43	-320.65
352.57600	2/27/2008	5/06/2013	2,392.97	3,264.85	-871.88
Manning & Napier Life Sciences Series					
CUSIP # 563821792					
2,525.00000	3/05/2004	5/13/2013	35,526.75	31,486.75	4,040.00
Mondelez International Inc.					
CUSIP # 611662107					
780.00000	5/07/2010	8/19/2013	24,753.56	15,113.36	9,640.20
Monsanto Co., new, Del					
CUSIP # 61166W101					
200.00000	6/09/2010	1/03/2013	19,688.79	9,953.24	9,735.55
80.00000	6/09/2010	6/05/2013	8,159.03	3,981.30	4,177.73
Moody's Corp.					
CUSIP # 615369105					
210.00000	11/22/2011	2/05/2013	11,529.06	6,840.31	4,688.75
Nestle SA CHF 1-0					
CUSIP # 628530107					
430.00000	12/09/2002	4/08/2013	31,676.44	8,636.66	23,039.78
100.00000	1/25/2008	4/08/2013	7,366.62	4,251.66	3,114.96
Norfolk Southern Corp.					
CUSIP # 655844108					
110.00000	9/26/2011	1/18/2013	7,170.87	6,973.24	197.63
Pall Corp.					
CUSIP # 696429307					
300.00000	6/06/2012	8/23/2013	21,223.01	16,433.16	4,789.85
Qualcomm Inc.					
230.00000					
100.00000	6/08/2010	9/19/2013	15,683.70	8,396.08	7,287.62
100.00000	8/10/2012	9/19/2013	6,819.00	6,126.23	692.77
Southwest Airlines Co.					
CUSIP # 844741108					
180.00000	2/20/2009	1/17/2013	1,989.16	1,263.73	725.43

Statement #

Entity. 357 Flora Bernice Smith Foundation

SCHEDULE D - Long Term Capital Gains & Losses

Federal Id #: 51-0181016

Period: 1/01/2013 to 12/31/2013

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
1,470.00000	3/11/2009	1/17/2013	16,244.81	7,568.89	8,675.92
520.00000	3/11/2009	3/12/2013	6,258.73	2,677.43	3,581.30
160.00000	3/11/2009	4/26/2013	2,116.38	823.82	1,292.56
1,520.00000	5/17/2012	5/20/2013	21,357.65	12,336.96	9,020.69
Telenor ASA					
CUSIP # 4732495					
760.00000	5/20/2011	6/21/2013	15,907.21	13,106.58	2,800.63
320.00000	5/20/2011	8/28/2013	7,003.04	5,518.56	1,484.48
660.00000	5/20/2011	12/06/2013	15,537.85	11,382.03	4,155.82
Toyota Motor Corp. Spons ADR					
CUSIP # 892331307					
50.00000	6/16/2011	1/18/2013	4,798.47	3,988.69	809.78
140.00000	6/16/2011	4/08/2013	14,744.90	11,168.35	3,576.55
US Treasury Note 3.25% due 12/31/16					
CUSIP # 912828MD9					
38,000.00000	1/31/2012	6/20/2013	41,360.63	42,696.56	-1,335.93
36,000.00000	1/31/2012	6/26/2013	38,846.25	40,449.38	-1,603.13
Virgin Media Inc.					
CUSIP # 92769L101					
730.00000	8/12/2011	2/08/2013	32,982.19	16,180.73	16,801.46
530.00000	8/12/2011	2/11/2013	23,510.27	11,546.06	11,964.21
Walt Disney Co.					
CUSIP # 254687106					
320.00000	11/18/2008	12/05/2013	22,710.89	6,502.75	16,208.14
70.00000	3/06/2009	12/05/2013	4,968.01	1,148.47	3,819.54
Total			760,396.79	588,374.65	172,022.14

Statement #
SCHEDULE D - Short Term Capital Gains & Losses
 Period: 1/01/2013 to 12/31/2013

Entity: 357 Flora Bernice Smith Foundation
 Federal Id # 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Adecco SA - Reg; Common 280.00000	8/09/2012	7/23/2013	18,058.67	13,046.33	5,012.34
Air Products & Chemicals Inc. CUSIP # 009158106	170.00000	6/06/2012	5/07/2013	15,146.04	13,077.42
Amazon.Com Inc CUSIP # 023135106	20.00000	3/08/2012	2/06/2013	5,315.45	3,605.83
	50.00000	11/14/2012	2/06/2013	13,288.60	11,471.42
Apple Inc. CUSIP # 037833100	30.00000	7/09/2013	12/23/2013	16,374.80	12,560.24
Autodesk CUSIP # 052769106	280.00000	5/23/2012	2/13/2013	10,871.17	8,375.83
Caterpillar Inc Del. CUSIP # 149123101	70.00000	5/06/2013	9/30/2013	5,930.55	5,827.95
Exelon Corp. CUSIP # 30161n101	600.00000	6/27/2013	10/28/2013	16,844.40	18,396.04
Federal Home Loan Mortgage Corp 6.25% due 7/15/32 CUSIP # 3134A4KX1	31,000.00000	3/13/2013	11/01/2013	40,352.08	44,465.47
FNMA Mtn 5.375% due 6/12/17 CUSIP # 31398ADM1	40,000.00000	1/29/2013	6/26/2013	46,105.60	47,809.60
	56,000.00000	1/29/2013	7/08/2013	64,461.60	66,933.44
	26,000 00000	5/23/2013	7/08/2013	29,928.60	30,864.60
	82,000.00000	5/23/2013	7/12/2013	94,719.02	97,342.20
Johnson & Johnson CUSIP # 478160104	50.00000	11/20/2012	5/08/2013	4,281.87	3,453.45
					828.42

Statement #
SCHEDULE D - Short Term Capital Gains & Losses
 Period: 1/01/2013 to 12/31/2013

Entity. 357 Flora Bernice Smith Foundation
 Federal Id #. 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Manpower Inc. WIS					
CUSIP # 56418H100					
50.00000	8/01/2012	2/04/2013	2,534.20	1,736.59	797.61
190.00000	8/01/2012	2/04/2013	9,754.01	6,599.05	3,154.96
10.00000	8/01/2012	2/08/2013	521.34	347.32	174.02
McGraw-Hill Companies, Inc.					
CUSIP # 580645109					
290.00000	2/04/2013	11/01/2013	20,713.12	16,626.39	4,086.73
Moodys Corp.					
CUSIP # 615369105					
220.00000	7/27/2012	2/05/2013	12,078.07	7,884.34	4,193.73
Myriad Genetics Inc.					
CUSIP # 62855J104					
720.00000	6/26/2013	10/04/2013	18,418.78	18,758.74	-339.96
Norfolk Southern Corp.					
CUSIP # 655844108					
130.00000	2/22/2012	1/18/2013	8,474.66	8,913.52	-438.86
Novo Nordisk A/S - B					
210.00000	10/31/2012	5/31/2013	35,241.90	34,062.02	1,179.88
Petroleo Brasileiro SA Petrobras					
CUSIP # 71654V101					
690.00000	7/30/2012	4/08/2013	12,151.17	12,833.11	-681.94
Southwest Airlines Co.					
CUSIP # 844741108					
380.00000	5/17/2012	4/26/2013	5,026.41	3,084.24	1,942.17
Universal Health Services CI B					
CUSIP # 913903100					
300.00000	11/20/2012	4/03/2013	19,166.36	12,400.02	6,766.34
US Treasury Note 2.375% due 7/31/17					
CUSIP # 912828NR7					
64,000.00000	9/12/2012	8/02/2013	67,160.00	69,400.00	-2,240.00
Verifone Systems Inc.					

Statement #

Entity: 357 Flora Bernice Smith Foundation

Federal Id #: 51-0181016

SCHEDULE D - Short Term Capital Gains & Losses

Period: 1/01/2013 to 12/31/2013

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
CUSIP # 92342Y109					
290.00000	10/15/2012	9/24/2013	6,865.96	8,738.80	-1,872.84
Western Union Co.					
CUSIP # 959802109					
1,520.00000	7/24/2012	3/06/2013	21,677.70	25,840.21	-4,162.51
		Total	621,462.13	604,454.17	17,007.96

Report Date 5/08/2014

Entity: 357 Flora Bernice Smith Foundation

Schedule A-1

Realized Increases on Principal

From 1/01/2013 Thru 12/31/2013

Date	Cpl#	Trans#	Description	Proceeds	Fiduciary Carrying Value	Increase
Section 4						
<u>Capital Gain Dividends</u>						
	30. P61		<u>Manning & Napier Core Bond Series FD #123</u>			
9/18/2013		2026	L/T capital gain distribution on 28,970.767 sl @ 0.017/Share	492.50	0.00	492.50
12/19/2013		2249	L/T capital gain distribution on 19,785.703 sl @ 0.3517/Share	6,958.63	0.00	6,958.63
			Account Subtotal	7,451.13	0.00	7,451.13
	31 P92		<u>Manning & Napier Emerging Markets Fund</u>			
9/18/2013		2038	L/T capital gain distribution on 2,910.779 sl @ 0.0732/Share	213.07	0.00	213.07
12/20/2013		2262	L/T capital gain distribution on 2,928.491 sl @ 0.861799/Share	2,523.77	0.00	2,523.77
			Account Subtotal	2,736.84	0.00	2,736.84
	32. P129		<u>Manning & Napier Global Fixed Income Series</u>			
9/18/2013		2035	L/T capital gain distribution on 8,748.000 sl @ 0.0005/Share	4.37	0.00	4.37
	33. P81		<u>Manning & Napier Inflation Focus Equity Ser</u>			
2/06/2013		1542	L/T capital gain distribution on 2,784.972 sl @ 0.013591/Share	37.85	0.00	37.85
12/20/2013		2266	L/T capital gain distribution on 2,795.447 sl @ 0.4636/Share	1,295.97	0.00	1,295.97
			Account Subtotal	1,333.82	0.00	1,333.82
	34. P63		<u>Manning & Napier International Series</u>			
12/19/2013		2251	L/T capital gain distribution on 11,980.658 sl @ 0.351901/Share	4,216.00	0.00	4,216.00
	35. P64		<u>Manning & Napier Life Sciences Series</u>			
2/06/2013		1538	L/T capital gain distribution on 6,282.424 sl @ 0.390599/Share	2,453.91	0.00	2,453.91
9/18/2013		2031	L/T capital gain distribution on 4,119.500 sl @ 0.0765/Share	315.14	0.00	315.14
12/19/2013		2255	L/T capital gain distribution on 4,163.758 sl @ 2.019399/Share	8,408.29	0.00	8,408.29
			Account Subtotal	11,177.34	0.00	11,177.34
	36 P65		<u>Manning & Napier Real Estate Fund</u>			
2/06/2013		1544	L/T capital gain distribution on 4,854.110 sl @ 0.3715/Share	1,803.30	0.00	1,803.30
9/18/2013		2042	L/T capital gain distribution on 5,012.116 sl @ 0.184599/Share	925.23	0.00	925.23

Report Date 5/08/2014

Entity: 357 Flora Bernice Smith Foundation

Schedule A-1

Realized Increases on Principal

From 1/01/2013 Thru 12/31/2013

Date	Cpl#	Trans#	Description	Proceeds	Fiduciary Carrying Value	Increase
12/19/2013		2241	L/T capital gain distribution on 5,079.193 sl @ 1.1266/Share	5,722.22	0.00	5,722.22
			Account Subtotal	8,450.75	0.00	8,450.75
	37. P66		<u>Manning & Napier Small Cap Series</u>			
12/19/2013		2245	L/T capital gain distribution on 5,600.046 sl @ 0.713599/Share	3,996.19	0.00	3,996.19
	38. P67		<u>Manning & Napier Technology Series</u>			
12/19/2013		2247	L/T capital gain distribution on 5,280.009 sl @ 0.390999/Share	2,064.48	0.00	2,064.48
	39. P68		<u>Manning & Napier World Opportunities</u>			
12/20/2013		2260	L/T capital gain distribution on 5,886.385 sl @ 0.0485/Share	285.49	0.00	285.49
			Total Capital Gain Dividends	41,716.41	0.00	41,716.41
				717,013.00	503,810.39	213,202.61
			Schedule A-1 Total Realized Increases on Principal			

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Entity: 357 Flora Bernice Smith Foundation

Schedule A-3

Realized Increases on Income Assets

From 1/01/2013 Thru 12/31/2013

Date	Cpl#	Trans#	Description	Proceeds	Carrying Value	Fiduciary Increase
Section 4						
<u>Capital Gains Dividends</u>						
	1. P92		<u>Manning & Napier Emerging Markets Fund</u>			
12/20/2013		2264	S/T capital gain distribution on 2,928.491 s @ 0.293001/Share	858.05	0.00	858.05
	2. P129		<u>Manning & Napier Global Fixed Income Series</u>			
9/18/2013		2036	S/T capital gain distribution on 8,748.000 s @ 0.0004/Share	3.50	0.00	3.50
	3. P81		<u>Manning & Napier Inflation Focus Equity Ser</u>			
9/18/2013		2040	S/T capital gain distribution on 2,788.441 s @ 0.030501/Share	85.05	0.00	85.05
12/20/2013		2268	S/T capital gain distribution on 2,795.447 s @ 0.133499/Share	373.19	0.00	373.19
			Account Subtotal	458.24	0.00	458.24
	4. P63		<u>Manning & Napier International Series</u>			
12/19/2013		2253	S/T capital gain distribution on 11,980.658 @ 0.0158/Share	189.29	0.00	189.29
	5. P64		<u>Manning & Napier Life Sciences Series</u>			
2/06/2013		1540	S/T capital gain distribution on 6,282.424 s @ 0.3448/Share	2,166.18	0.00	2,166.18
9/18/2013		2033	S/T capital gain distribution on 4,119.500 s @ 0.083901/Share	345.63	0.00	345.63
12/19/2013		2257	S/T capital gain distribution on 4,163.758 s @ 1.0924/Share	4,548.49	0.00	4,548.49
			Account Subtotal	7,060.30	0.00	7,060.30
	6. P65		<u>Manning & Napier Real Estate Fund</u>			
2/06/2013		1546	S/T capital gain distribution on 4,854.110 s @ 0.0917/Share	445.12	0.00	445.12
9/18/2013		2043	S/T capital gain distribution on 5,012.116 s @ 0.012001/Share	60.15	0.00	60.15
12/19/2013		2243	S/T capital gain distribution on 5,079.193 s @ 0.061299/Share	311.35	0.00	311.35
			Account Subtotal	816.62	0.00	816.62
	Total Capital Gains Dividends			9,386.00	0.00	9,386.00

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Schedule G***Principal Remaining on Hand***

Description		From 1/01/2013 Thru 12/31/2013	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2013
Section 2					
<u>Stocks</u>					
P109	Accor S.A Shares	440.000000	13,036.38	13,036.38	20,796.01
P99	Alcoa Corp. Shares	5,350.000000	46,551.18	46,551.18	56,870.50
P84	Alexandria Real Estate Equities Inc. Shares	90.000000	5,908.26	5,908.26	5,725.80
P141	Anheuser-Busch Inbev Shares	310.000000	27,209.12	27,209.12	33,002.72
P101	Apache Corp. Shares	100.000000	9,279.15	9,279.15	8,594.00
P145	Apple Inc. Shares	70.000000	29,307.22	29,307.22	39,271.40
P7	Baker Hughes, Inc. Shares	510.000000	22,554.82	34,996.20	28,182.60
P9	Becton Dickinson & Co. Shares	240.000000	17,834.76	21,009.60	26,517.60
P100	Biomed Property Trust (REIT) Shares	290.000000	5,446.40	5,446.40	5,254.80
P153	Cameron International Corp. Shares	590.000000	33,364.66	33,364.66	35,122.70
P132	Caterpillar Inc Del. Shares	270.000000	22,479.23	22,479.23	24,518.70
P13	Cerner Corp. Shares	680.000000	5,539.02	19,964.63	37,903.20
P143	CH Robinson Worldwide Inc. Shares	500.000000	27,524.44	27,524.44	29,175.00
P80	Corp Office Properties Trust REIT Shares	250.000000	5,950.97	5,950.97	5,922.50
P162	D R Horton Inc Shares	470 000000	9,619.45	9,619.45	10,490.40

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Principal Remaining on Hand

Description		From 1/01/2013 Thru 12/31/2013	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2013
P83	Digital Realty Trust Inc. Shares	90.000000	5,093.80	5,093.80	4,420.80
P111	DirecTV Group Holdings Cl A Shares	720.000000	33,364.94	33,364.94	49,723.20
P98	Dupont Fabros Technology Inc. Shares	280.000000	6,311.76	6,311.76	6,918.80
P156	Ebay Inc. Shares	540.000000	27,326.19	27,326.19	29,627.10
P17	Electronic Arts Inc. Shares	2,400.000000	45,218.55	46,226.21	55,056.00
P18	EMC Corp. Mass. Shares	2,940.000000	61,027.25	72,900.97	73,941.00
P103	EOG Resources Inc. Shares	80.000000	8,433.54	8,433.54	13,427.20
P158	General Electric Co. Shares	1,200.000000	28,644.37	28,644.37	33,636.00
P19	Google Inc. Cl A Shares	30.000000	15,508.15	15,693.75	33,621.30
P20	Hess Corp. Shares	1,430.000000	71,308.65	83,055.04	118,690.00
P144	Imperial Tobacco Group PLC Shares	690.000000	24,119.44	24,119.44	26,718.94
P125	Johnson & Johnson Shares	350.000000	24,174.17	24,174.17	32,056.50
P130	Joy Global Inc. Shares	270.000000	14,595.44	14,595.44	15,792.30
P21	Juniper Networks Inc. Shares	2,730.000000	51,839.43	51,839.43	61,616.10
P120	Kraft Foods Group, Inc. Shares	260.000000	8,112.16	8,112.16	14,016.60
P157	LuLuLemon Athletica Inc. W/I Shares	370.000000	23,765.66	23,765.66	21,841.10

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Principal Remaining on Hand

From 1/01/2013 Thru 12/31/2013

	Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2013
P128	McGraw-Hill Companies, Inc. Shares	280.000000	15,083.62	15,083.62	21,896.00
P27	Monsanto Co., new, Del Shares	280.000000	18,101.71	18,363.49	32,634.00
P28	Nestle SA CHF 1- 0 Shares	660.000000	44,083.90	44,083.90	48,460.11
P134	Peabody Energy Corp. Shares	930 000000	18,104.37	18,104.37	18,162.90
P30	Qiagen N.V. Shares	650.000000	9,633.89	9,633.89	15,476.50
P31	Qualcomm Inc. Shares	660.000000	40,862.38	40,862.38	49,005.00
P104	Range Resources Corp. Shares	220.000000	13,348.12	13,348.12	18,548.20
P160	Realogy Holdings Shares	440.000000	18,165.89	18,165.89	21,766.80
P33	Schlumberger Ltd. Shares	360.000000	23,813.26	29,431.80	32,439.60
P161	Sinclair Broadcast Group Inc. Cl A Shares	340.000000	10,896.49	10,896.49	12,148.20
P133	Starz Shares	830.000000	19,161.52	19,161.52	24,269.20
P37	Syngenta A.G. Shares	50.000000	15,182.69	17,270.49	19,969.64
P155	Teleflex Inc. Shares	120.000000	9,280.49	9,280.49	11,263.20
P38	Time Warner Inc. Shares	680 000000	21,587.55	24,133.20	47,409.60
P159	Tribune Company Shares	160.000000	9,924.40	9,924.40	12,384.00
P154	Twenty-first Century Fox, Inc Shares	1,260 000000	39,006.54	39,006.54	44,314.20

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Principal Remaining on Hand

From 1/01/2013 Thru 12/31/2013

Description			Tax Basis	Fiduciary Carry Value	Market Value 12/31/2013
P39	Unilever PLC Sponsd ADR, new Shares	773.000000	19,733.83	24,614.85	31,847.60
P123	Verifone Systems Inc Shares	570.000000	14,811.73	14,811.73	15,287.40
P122	Viacom Inc. Cl B Shares	610.000000	35,072.07	35,072.07	53,277.40
P43	Walt Disney Co. Shares	280.000000	5,689.91	11,454.80	21,392.00
P44	Weatherford International Ltd./Switzerland Shares	1,600.000000	26,062.32	29,905.15	24,784.00
P131	Yum! Brands, Inc. Shares	220.000000	14,580.85	14,580.85	16,634.20
<i>Line 10b</i>		Total Stocks	1,172,636.09	1,252,493.80	1,551,820.62

Section 3

Bonds

P118	American Express Cred Mtn 2.8% due 9/19/16 Par Value	25,000.000000	26,712.00	26,712.00	26,122.00
P117	Amgen Inc. 2.3% due 6/15/16 Par Value	25,000.000000	26,063.25	26,063.25	25,775.75
P146	Bank of America Mtn 3.75% due 7/12/16 Par Value	5,000.000000	5,272.35	5,272.35	5,315.60
P147	Citigroup Inc. 3.953% due 6/15/16 Par Value	5,000.000000	5,291.35	5,291.35	5,319.50
P105	FHLMC 2.375% due 1/13/22 Par Value	36,000.000000	36,964.08	36,964.08	34,414.56
P136	FHLMC GD Pool #C09044 3 5% due 6/1/43 Par Value	47,512 000000	47,925.15	47,925.15	45,954.59
P55	FNMA Pool #995681 @ 6 0% due 5/01/38 Par Value	74,781.010000	23,407.84	23,703.90	18,384.91
P138	FNMA Pool #A00800 @ 3 0% due 4/1/27 Par Value	32,741 189000	31,407.82	31,407.82	30,675.72

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From 1/01/2013 Thru 12/31/2013

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2013
P137	FNMA Pool #AB8464 2.5% due 2/1/43	25,831.23	25,831.23	24,403.69
	Par Value 27,599.080000			
P94	FNMA Pool #AE0217 @ 4.5% due 8/1/40	64,052.72	64,052.72	59,956.06
	Par Value 126,233.830000			
P139	FNMA Pool #AT8912 @ 3.0% due 7/1/43	25,098.98	25,098.98	23,765.87
	Par Value 25,447.000000			
P149	GE Capital Mtn 1.5% due 7/12/16	15,022.80	15,022.80	15,158.55
	Par Value 15,000.000000			
P151	Goldman Sachs 5.35% due 1/15/16	38,078.95	38,078.95	37,875.95
	Par Value 35,000.000000			
P150	JP Morgan Chase Mtn 3.15% due 7/5/16	26,099.50	26,099.50	26,209.50
	Par Value 25,000.000000			
P152	Morgan Stanley Mtn 1.75% due 2/25/16	34,923.35	34,923.35	35,469.70
	Par Value 35,000.000000			
P115	NBC Universal Media 2.1% due 4/1/14	25,567.75	25,567.75	25,106.75
	Par Value 25,000.000000			
P119	US Treasury Note 2.375% due 7/31/17	26,025.00	26,025.00	25,078.08
	Par Value 24,000.000000			
P113	Verizon Communications Inc. 5.55% due 2/15/16	29,022.75	29,022.75	27,340.50
	Par Value 25,000.000000			
P148	Wells Fargo Co. 2.625% due 12/15/16	15,653.25	15,653.25	15,709.20
	Par Value 15,000.000000			
P116	Western Union Co. 6.5% due 2/26/14	27,180.25	27,180.25	25,217.00
	Par Value 25,000.000000			

Line 10g Total Bonds

555,600.37 555,896.43 533,253.48

Section 4

Mutual Funds and Unit Trusts

P61	Manning & Napier Core Bond Series FD #123 Shares/Units 20,432.416000	208,313.77	231,760.71	219,444.15
P92	Manning & Napier Emerging Markets Fund Shares/Units 3,232.066000	32,842.46	32,842.46	36,845.55

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Description		From 1/01/2013 Thru 12/31/2013	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2013
P129	Manning & Napier Global Fixed Income Series Shares/Units	8,748.816000	87,400.39	87,400.39	86,788.25
P81	Manning & Napier Inflation Focus Equity Ser Shares/Units	2,940.339000	29,730.86	29,730.86	35,225.26
P63	Manning & Napier International Series Shares/Units	12,440.021000	118,713.36	118,443.46	123,280.61
P64	Manning & Napier Life Sciences Series Shares/Units	5,196.994000	61,971.84	68,508.38	66,937.27
P65	Manning & Napier Real Estate Fund Shares/Units	5,545.827000	62,450.64	71,535.84	73,870.40
P66	Manning & Napier Small Cap Series Shares/Units	5,939.858000	76,189.76	59,380.64	72,169.26
P67	Manning & Napier Technology Series Shares/Units	5,429.069000	53,635.81	69,139.38	77,527.11
P68	Manning & Napier World Opportunities Shares/Units	5,919.012000	49,028.88	53,816.43	53,567.06
<i>Line 12</i> Total Mutual Funds and Unit Trusts			780,277.77	822,558.55	845,654.92
Section 5					
<u>Cash and Money Accounts</u>					
P74	Wilmington US Treasury Money Market Fund		104,703.50	104,703.50	104,703.50
Total Cash and Money Accounts			104,703.50	104,703.50	104,703.50
Total Of All Assets			2,613,217.73	2,735,652.28	3,035,432.52