



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



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

OMB No 1545-0052

2013

Open to Public Inspection

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.

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation SHIRLEY SMITH FOUNDATION		A Employer identification number 57-1127971
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4284	Room/suite	B Telephone number (see instructions) (864) 760-0008
City or town, state or province, country, and ZIP or foreign postal code ANDERSON, SC 29622		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 369,983	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	10,114	10,114		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,908			
b	Gross sales price for all assets on line 6a	163,936			
7	Capital gain net income (from Part IV, line 2)		5,908		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STM106	2,545	2,545		
12	Total. Add lines 1 through 11	18,567	18,567		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STM108	2,085	1,770		315
c	Other professional fees (attach schedule) STM109	4,110	4,110		
17	Interest				
18	Taxes (attach schedule) (see instructions) STM110	1,229			
19	Depreciation (attach schedule) and depletion	382	382		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STM103	1,880	1,880		
24	Total operating and administrative expenses. Add lines 13 through 23	9,686	8,142		315
25	Contributions, gifts, grants paid	17,400			17,400
26	Total expenses and disbursements. Add lines 24 and 25	27,086	8,142		17,715
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	(8,519)			
b	Net investment income (if negative, enter -0-)		10,425		
c	Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		32,743	16,503	16,503
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STM118		358,109	365,830	353,480	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		390,852	382,333	369,983	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		390,852	382,333	
	30	Total net assets or fund balances (see instructions)		390,852	382,333	
	31	Total liabilities and net assets/fund balances (see instructions)		390,852	382,333	

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	390,852
2	Enter amount from Part I, line 27a	2	(8,519)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	382,333
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	382,333

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a See STM-134			
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 163,936		158,028	5,908
b			
c			
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			5,908
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	5,908
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	(3,173)

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	16,916	334,324	0.050598
2011	19,716	323,035	0.061034
2010	23,257	302,733	0.076823
2009	315	290,477	0.001084
2008	25,800	338,838	0.076143

2 Total of line 1, column (d)	2	0.265682
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053136
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	352,400
5 Multiply line 4 by line 3	5	18,725
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	104
7 Add lines 5 and 6	7	18,829
8 Enter qualifying distributions from Part XII, line 4 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	8	17,715

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	209
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	209
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	209
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	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	209
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ TRUSTEES	Telephone no	▶ 864-760-0008	
Located at ▶ 1912 NORTH MAIN ST, ANDERSON, SC		ZIP+4	▶ 29621	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here	▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		15		
16	At any time during calendar year 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES D YARBROUGH 1912 NORTH MAIN STREET, SC 29621	TRUSTEE 0	0	0	0
SHANNON G PRUSKI 1904 GLADEWOOD, MIDLAND, TX 79707	TRUSTEE 0	0	0	0
DANIEL C GRAINGER PO BOX 4284, ANDERSON, SC 29622	TRUSTEE 0	0	0	0

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

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

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	0
3	
4	

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

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

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	331,541
b	Average of monthly cash balances	1b	26,225
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	357,766
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	357,766
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,366
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	352,400
6	Minimum investment return. Enter 5% of line 5	6	17,620

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	17,620
2a	Tax on investment income for 2013 from Part VI, line 5	2a	209
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	209
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,411
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	17,411
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	17,411

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	17,715
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	17,715
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,715

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				17,411
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			353	
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 ▶ \$ 17,715				
a Applied to 2012, but not more than line 2a			353	
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				17,362
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 instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				49
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
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)

1a 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE,

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

NONE,

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

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

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

990APP

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CONCORD BAPTIST CHURCH 1012 CONCORD ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	1,500
SCHORLEMMER PLAYGROUND FUND 2564 MALLETTE STREET VICTORIA, TX 77904	NONE	PC	STATEMENT 127	1,000
GRACE LUTHERAN CHURCH 3000 WEST GOLF COURSE RD MIDLAND, TX 79701	NONE	PC	STATEMENT 127	500
BRANCH OF HOPE 2911-A AZALEA VICTORIA, TX 77904	NONE	PC	STATEMENT 127	1,000
RIDING THERAPY CENTER 557 LOVE ROAD VICTORIA, TX 77904	NONE	PC	STATEMENT 127	500
VICTORIA WEST TENNIS BOOSTER CLUB 307 W. TROPICAL DRIVE VICTORIA, TX 77904	NONE	PC	STATEMENT 127	300
AFTER SCHOOL KIDS CMNTY BIBLE STUDY PO BOX 9803 MIDLAND, TX 79708	NONE	PC	STATEMENT 127	500
PARKWAY CHURCH 4802 JOHN STOCKBAUER DR VICTORIA, TX 77904	NONE	PC	STATEMENT 127	400
Total			3a	
b Approved for future payment				
Total			3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LV FUMC CHILDCARE MINISTRIES PO BOX 155 LA VERNIA, TX 78121	NONE	PC	STATEMENT 127	2,000
CONCORD BAPTIST CHURCH 1012 CONCORD ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	500
CALVARY CHAPEL CHURCH PO BOX 8467 MIDLAND, TX 79708	NONE	PC	STATEMENT 127	500
CONCORD BAPTIST CHURCH 1012 CONCORD RD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	1,500
AMERICAN BRITTANY RESCUE 822 WILD GINGER ROAD SUGAR GROVE, IL 60554	NONE	PC	STATEMENT 127	500
HOSPICE OF THE UPSTATE 1835 ROGERS ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	1,500
ST. JUDE CHILDREN'S RESEARCH 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PC	STATEMENT 127	1,500
THE V FOUNDATION FOR CANCER RESEARC 106 TOWERVIEW COURT CARY, NC 27513	FOUND	PC	STATEMENT 127	3,200
Total			▶ 3a	
b Approved for future payment				
Total			▶ 3b	

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 CONCORD BAPTIST CHURCH 1012 CONCORD ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	500
Total			▶ 3a	17,400
b Approved for future payment				
Total			▶ 3b	

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

PnnVType preparer's name	
--------------------------	--

Preparer's signature

Date

Check	X	
-------	---	--

PTIN	
------	--

KATHRYN GREENE HEENEY

KATHY L. HARRIS
AND ASSOCIATES

5/13/14

self-employed

P00296086

Firm's address ► PO BOX 38

Firm's EIN ▶ 20-1828290

ANDERSON SC 29622

Phone no

864-964-8491

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

Your Social Security Number

SHIRLEY SMITH FOUNDATION

57-1127971

**FORM 990PF, PART XV, LINE 2
APPLICATION SUBMISSION INFORMATION****GRANT PROGRAM****APPLICANT NAME**

JAMES D YARBROUGH

ADDRESS

PO BOX 4285

ANDERSON, SC 29622

TELEPHONE

864-760-0008

EMAIL ADDRESS**FORM & CONTENT**

A WRITTEN APPLICATION WITH A DESCRIPTION OF PROGRAMS FOR WHICH THE CONTRIBUTION IS REQUESTED; THE NAME OF THE ORGANIZATION; AND THE TAX STATUS OF THE ORGANIZATION.

SUBMISSION DEADLINE

NONE

RESTRICTIONS ON AWARD

NO INDIVIDUAL GRANTS OR LOANS. THERE ARE NO GEOGRAPHIC RESTRICTIONS, BUT PREFERENCE GOES TO TEXAS, SC AND LOCAL ORGANIZATIONS.

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

SHIRLEY SMITH FOUNDATION

57-1127971

FORM 990PF, PART II, LINE 13
INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
ABBOTT LABORATORIES	8,162	9,058	11,346
ALTRIA GROUP INC	10,333	9,509	11,517
AT&T INC	10,340	11,230	11,392
ACE LTD		9,998	11,388
AIR PRODUCTS		10,506	11,625
BOEING COMPANY	10,324		
BRISTOL MYERS SQUIBB CO	10,346	7,262	11,640
CHEVRON	9,732	9,322	11,367
CISCO		11,427	11,753
CONS EDISON CO (HOLDING CO)	10,335		
DIAGEO PLC NEW SPONS ADR	10,276	10,526	11,785
DUKE ENERGY CORP NEW	10,320	10,256	11,042
TOTAL	<u>90,168</u>	<u>99,094</u>	<u>114,855</u>

PG 02

FORM 990PF, PART II, LINE 13
INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
DOW		9,286	12,743
GENERAL ELECTRIC CO	10,346	9,042	11,857
GENERAL MILLS INC	9,998		
FORD		10,364	10,384
INTEL CORP	10,318	8,487	11,816
FIFTH THIRD		10,098	11,672
JOHNSON & JOHNSON	10,320	8,412	10,899
KIMBERLY CLARK CORP	10,321		
KINDER MORGAN MGMT LLC	54		
JP MORGAN		10,536	11,521
MERCK & CO INC NEW COM	10,328		
KLA TENCOR		11,281	11,281
REPSOL		9,437	11,305
TOTAL	<u>61,685</u>	<u>86,943</u>	<u>103,478</u>

Federal Supporting Statements

2013 PG 03

Name(s) as shown on return

FEIN

SHIRLEY SMITH FOUNDATION

57-1127971

FORM 990PF, PART II, LINE 13
INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
OCCIDENTAL		10,773	11,222
PEARSON PLC SPONS ADR	6,971	7,014	11,715
PEPSICO INC	10,235	9,137	11,114
PFIZER INC	8,302	7,040	10,935
PHILLIP MORRIS INTL INC	7,178	8,029	11,327
PROCTER & GAMBLE CO	10,366	9,130	10,828
RAYTHEON CO NEW	10,339		
SIEMENS		8,762	12,050
SOUTHERN CO	10,341		
TOTAL	63,732	59,885	79,191

PG 04

FORM 990PF, PART II, LINE 13
INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
UPS		9,465	11,454
TIME WARNER CABLE INC	10,370		
TORONTO DOMINION BK NEW CANADA	10,311		
TRAVELERS COS INC/THE	8,411	6,995	11,318
VERIZON COMMUNICATIONS INC	10,351		
XCEL ENERGY INC	10,349	11,098	11,204
OIL WELL NEW MEXICO	92,732	92,350	21,980
TOTAL	142,524	119,908	55,956

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

FEIN

SHIRLEY SMITH FOUNDATION

57-1127971

FORM 990PF, GENERAL EXPLANATION ATTACHMENT (1)

Statement #127

PART VII-A QUESTION 8B**STATEMENT 127**

THE OFFICE OF THE ATTORNEY GENERAL OF SC NO LONGER REQUIRES REPORTING FROM PRIVATE FOUNDATIONS.

PART XV SUPPLEMENTARY INFORMATION

PURPOSE OF GRANT OR CONTRIBUTION IS TO FURTHER THEIR GENERAL CHARITABLE PROGRAMS

Federal Supporting Statements

2013 PG 01

Your Social Security Number

57-1127971

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

STATEMENT #103

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
FOREIGN TAX	141	141	0	0
PRODUCTION EXPENSE	1,394	1,394	0	0
STATE TAX W/H	125	125	0	0
PRODUCTION TAX	220	220	0	0
ORDINARY INCOME PTP K-1	0	0	0	0
TOTALS	1,880	1,880	0	0

PG 01

STATEMENT #106

FORM 990PF, PART I, LINE 11 - OTHER INCOME SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
GAS OIL INCOME	2,545	2,545	0
TOTALS	2,545	2,545	0

Federal Supporting Statements

2013 PG 01

Your Social Security Number

57-1127971

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

STATEMENT #108

FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
PROFESSIONAL FEES	2,085	1,770	0	315
TOTALS	2,085	1,770	0	315

PG 01

STATEMENT #109

FORM 990PF, PART I, LINE 16(C) - OTHER PROFESSIONAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
INVESTMENT SERVICES	4,110	4,110	0	0
TOTALS	4,110	4,110	0	0

Federal Supporting Statements

2013 PG 01

Your Social Security Number

57-1127971

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TAXES	1,229	0	0	0
TOTALS	1,229	0	0	0

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

Your Social Security Number

SHIRLEY SMITH FOUNDATION

57-1127971

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	GAINS MINUS EXCESS OR LOSSES
BANK OF NOVA SCOTIA	P	2013-04-03	2013-07-09	9,736		10,544	(808)	(808)
BOEING COMPANY	P	2012-12-13	2013-02-01	10,356		10,324	32	32
CONS EDISON CO	P	2012-11-05	2013-02-11	10,092		10,335	(243)	(243)
DOW CHEMICAL	P	2013-02-11	2013-12-04	890		744	146	146
FORD MOTOR	P	2013-06-19	2013-12-04	314		293	21	21
GENL MILLS INC	P	2012-11-05	2013-03-11	2,529		2,186	343	343
KIMBERLY CLARK CORP	P	2012-11-05	2013-09-04	11,362		10,321	1,041	1,041
MERCK & CO INC NEW COM	P	2012-11-05	2013-02-04	9,316		10,328	(1,012)	(1,012)
OCCIDENTAL PEROLEUM CRP	P	2013-09-18	2013-12-04	94		91	3	3
OCCIDENTAL PEROLEUM CRP	P	2013-03-07	2013-06-27	9,629		10,508	(879)	(879)
QUALCOMM INC	P	2012-11-05	2013-02-01	9,663		10,339	(676)	(676)
RAYTHEON CO NEW	P	2013-02-11	2013-12-04	1,119		950	169	169
REPSOL SA SPON ADR	P	2013-02-06	2013-06-25			357	(357)	(357)
SIEMENS A G SPON ADR	P	2013-02-06	2013-12-04	1,272		1,007	265	265
SIEMENS A G SPON ADR	P	2012-11-05	2013-10-02	9,504		10,341	(837)	(837)
SOUTHERN CO	P	2012-11-05	2013-02-01	9,928		10,370	(442)	(442)
TIME WARNER CABLE INC	P	2012-11-05	2013-06-27	10,008		10,311	(303)	(303)
TORONTO DOMINION BK NEW CANADA	P	2013-06-27	2013-12-04	101		87	14	14
UPS	P	2012-11-05	2013-02-11	10,369		10,351	18	18
VERISON COMMUNICATION INC	P	2013-05-10	2013-11-01	9,384		10,783	(1,399)	(1,399)
VOLVO AKTIEBOLAGET	P	2008-05-22	2013-12-04	5,157		2,969	2,188	2,188
ABBVIE INC	P	2009-05-19	2013-12-04	1,983		896	1,087	1,087
ABBVIE INC	P	2010-11-12	2013-12-04	744		381	363	363
ABBVIE INC	P	2012-11-05	2013-12-04	961		824	137	137
ALTRIA GROUP INC	P	2012-11-05	2013-12-04	4,710		3,084	1,626	1,626
BRISTOL MYERS	P	2008-05-22	2013-12-04	488		410	78	78
CHEVRON CORP	P	2012-11-05	2013-12-04	69		64	5	5
DUKE ENERGY CORP	P	2012-11-05	2013-12-04	1,602		1,304	298	298
GENL ELECTRIC CO	P	2012-02-24	2013-03-11	7,357		6,103	1,254	1,254
GENL MILLS INC	P	2012-02-28	2013-03-11	2,069		1,708	361	361
GENL MILLS INC	P	2012-11-05	2013-12-04	2,392		1,831	561	561
INTL PAPER CO	P	2012-11-05	2013-12-04	2,529		1,909	620	620
JOHNSON & JOHNSON	P	2008-10-08	2013-02-14	3		1	2	2
KINDER MORGAN MGMT	P	2008-10-08	2013-05-15	3		1	2	2
KINDER MORGAN MGMT	P	2008-10-08	2013-05-15					

Federal Supporting Statements

2013 PG 02

Your Social Security Number

57-1127971

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR		GAIN OR LOSS	GAINS MINUS	
						OTHER BASIS			EXCESS OR LOSSES	
KINDER MORGAN MGMT	P	2008-10-08	2013-08-14	3		1		2		2
KINDER MORGAN MGMT	P	2008-10-08	2013-11-14	3		1		2		2
KINDER MORGAN MGMT	P	2008-10-08	2013-12-04	150		51		99		99
PEPSICO INC	P	2008-05-22	2013-12-04	1,323		1,097		226		226
PFIZER INC	P	2008-05-22	2013-12-04	1,991		1,262		729		729
PROCTER & GAMBLE CO	P	2012-11-05	2013-12-04	1,498		1,236		262		262
TRAVELERS COS INC	P	2011-07-25	2013-12-04	2,221		1,416		805		805
ACE LTD	P	2013-08-05	2013-12-04	1,014		909		105		105
TOTAL				163,936		158,028		5,908		5,908