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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

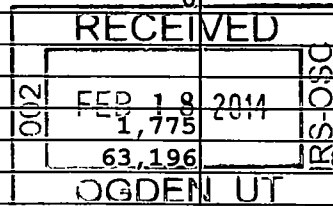
Name of foundation HENRY LAIRD SMITH FOUNDATION		A Employer identification number 62-6271796
Number and street (or P.O. box number if mail is not delivered to street address) 4400 HARDING ROAD		B Telephone number (see instructions) 615-460-9240
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE TN 37205-5215		
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 12,221,112		
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	199,068	198,915		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,257,972			
	b Gross sales price for all assets on line 6a 7,640,284				
	7 Capital gain net income (from Part IV, line 2)		1,257,972		
	8 Net short-term capital gain			0	
	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) STMT 1	11,039	3,727			
12 Total. Add lines 1 through 11	1,468,079	1,460,614	0		
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 (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,775			1,775
	c Other professional fees (attach schedule) STMT 3	63,196	68,457		54,739
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	232	232		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.)				
	24 Total operating and administrative expenses. Add lines 13 through 23	65,203	8,689	0	56,514
	25 Contributions, gifts, grants paid	537,500			537,500
26 Total expenses and disbursements. Add lines 24 and 25	602,703	8,689	0	594,014	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	865,376				
b Net investment income (if negative, enter -0-)		1,451,925			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

DAA

 SCANNED FEB 28 2014
 Operating and Administrative Expenses


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	1,102,298	336,353	336,353
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	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) SEE STMT 5	8,846,745	10,478,066	11,884,759
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,949,043	10,814,419	12,221,112
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. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,949,043	10,814,419	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	9,949,043	10,814,419	
	31 Total liabilities and net assets/fund balances (see instructions)	9,949,043	10,814,419	

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	9,949,043
2 Enter amount from Part I, line 27a	2	865,376
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,814,419
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	10,814,419

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	P	VARIOUS	VARIOUS
b	SEE ATTACHED	P	VARIOUS	VARIOUS
c	SEE ATTACHED	P	VARIOUS	VARIOUS
d	SEE ATTACHED	P	VARIOUS	VARIOUS
e	LONG-TERM CAP. GAIN DIVIDEND			

	(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	863,380		762,179	101,201
b	33,822		25,760	8,062
c	2,372,567		2,306,857	65,710
d	4,230,682		3,287,516	943,166
e	139,833			139,833

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

	(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				101,201
b				8,062
c				65,710
d				943,166
e				139,833

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	1,257,972
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	166,911

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	583,347	10,853,269	0.053749
2011	520,070	10,935,718	0.047557
2010	541,206	10,494,015	0.051573
2009	483,864	10,157,068	0.047638
2008	572,367	12,670,096	0.045175

2	Total of line 1, column (d)	2	0.245692
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	0.049138
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,463,603
5	Multiply line 4 by line 3	5	563,299
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,519
7	Add lines 5 and 6	7	577,818
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	594,014

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	14,519
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	14,519
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	14,519
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,664
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	3,664
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,855
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► EQUITABLE TRUST COMPANY, CO-TTEE 4400 HARDING ROAD, STE 310 Located at ► NASHVILLE TN ZIP+4 ► 37205-5215 Telephone no. ► 615-460-9240			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		☐
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

X

If "Yes" to 6b, file Form 8870.

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
EQUITABLE TRUST COMPANY 4400 HARDING ROAD, SUITE 310 NASHVILLE TN 37205	CO-TRUSTEE 10.00	54,739	0	0
OVERTON T. SMITH 39 ERWIN COURT NASHVILLE TN 37205	TRUSTEE 5.00	0	0	0
MARGARET S. WARNER 4428 SHEPPARD PLACE NASHVILLE TN 37205	TRUSTEE 5.00	0	0	0
RUSSELL O. STEWART 10 SANDY LAKE ROAD CHERRY HILLS VILLAGE CO 80113	TRUSTEE 1.00	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	
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	
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	10,564,886
b	Average of monthly cash balances	1b	1,073,290
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,638,176
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	11,638,176
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	174,573
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,463,603
6	Minimum investment return. Enter 5% of line 5	6	573,180

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	573,180
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,519
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,519
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	558,661
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	558,661
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	558,661

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	594,014
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	594,014
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	14,519
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	579,495

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				558,661
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				28,597
d From 2011				
e From 2012				48,012
f Total of lines 3a through e	76,609			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 594,014				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				558,661
e Remaining amount distributed out of corpus	35,353			
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	111,962			
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				0
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	111,962			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				28,597
c Excess from 2011				
d Excess from 2012				48,012
e Excess from 2013				35,353

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	Prior 3 years			(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).)

N/A

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.

N/A

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 SEE STATEMENT 6				537,500
Total			▶ 3a	537,500
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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			14	199,068	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,257,972	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a					
b	MISCELLANEOUS			14	3,727	
c	IRS REFUND					7,312
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		1,460,767	7,312
13	Total. Add line 12, columns (b), (d), and (e)				13	1,468,079

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

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

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

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

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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.

**Sign
Here**

EQUITABLE TRUST COMPANY
BY: one

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

**Paid
Preparer
Use Only**

Firm's name ►

PURYEAR HAMILTON HAUSMAN & WOOD, PLC

PTIN

Firm's address ►

1000 CORPORATE CENTRE DRIVE, SUITE 200
FRANKLIN, TN 37067

Firm's EIN ▶ **62-0788068**Phone no **615-771-3600**

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 3,727	\$ 3,727	\$
IRS REFUND	7,312		
TOTAL	\$ 11,039	\$ 3,727	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2012 TAX PREP FEE	\$ 1,775		\$	\$ 1,775
TOTAL	\$ 1,775	0	\$ 0	\$ 1,775

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIDUCIARY FEES	\$ 54,739		\$	\$ 54,739
INVESTMENT FEES	8,457	8,457		
TOTAL	\$ 63,196	\$ 8,457	\$ 0	\$ 54,739

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 232	\$ 232	\$	\$
TOTAL	\$ 232	\$ 232	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 8,846,745	\$ 10,478,066	COST	\$ 11,884,759
TOTAL	\$ 8,846,745	\$ 10,478,066		\$ 11,884,759

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
BABY HEALTH SERVICE	1590 HARRODSBURG RD.	NONE	PUB. CHARITY	DONATION	5,000
LEXINGTON KY 40504	3414 HILLSBORO PIKE	NONE	PUB. CHARITY	DONATION	1,000
BOY SCOUTS OF AMERICA	P.O. BOX 22276	NONE	PUB. CHARITY	DONATION	5,000
NASHVILLE TN 37215	P.O. BOX 101	NONE	PUB. CHARITY	DONATION	1,000
CAMP HORSIN' AROUND	1940 HIGHWAY 107 SOUTH	NONE	PUB. CHARITY	DONATION	2,000
LEXINGTON KY 40522	1200 FORREST PARK DRIVE	NONE	PUB. CHARITY	DONATION	8,500
CASHIER'S COMMUNITY FUND	P.O. BOX 522	NONE	PUB. CHARITY	DONATION	1,000
CASHIERS NC 28717	900 BROADWAY	NONE	PUB. CHARITY	DONATION	20,000
CASHIERS HISTORICAL SOCIE	1420 WILSON PIKE	NONE	PUB. CHARITY	DONATION	6,500
CASHIERS NC 28717	14 E CACHE LA POUDRE ST.	NONE	PUB. CHARITY	DONATION	500
CHEEKWOOD	695 S. COLORADO BLVD	NONE	PUB. CHARITY	DONATION	1,000
NASHVILLE TN 37205	622 W 113TH STREET	NONE	PUB. CHARITY	DONATION	3,500
CHERRY HILLS LAND PRESERVE	P.O. BOX 90727	NONE	PUB. CHARITY	DONATION	10,000
ENGLEWOOD CO 80151	2 VICTORY AVENUE, STE 300	NONE	PUB. CHARITY	DONATION	
CHRIST CHURCH CATHEDRAL					
NASHVILLE TN 37203					
CHURCH OF THE GOOD SHEPHE					
BRENTWOOD TN 37027					
COLORADO COLLEGE					
COLORADO SPRINGS CO 80903					
COLORADO OPERA					
DENVER CO 80246					
COLUMBIA UNIVERSITY SCHOOL OF ENGIN					
NEW YORK NY 10025					
CUMBERLAND HEIGHTS					
NASHVILLE TN 37209					
CUMBERLAND RIVER COMPACT					
NASHVILLE TN 37213					

Federal Statements

**Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
CYSTIC FIBROSIS FOUNDATION		6931 ARLINGTON RD, 2ND FL					
BETHESDA MD 20814	NONE	PUB. CHARITY DONATION					1,000
DENVER CENTER FOR PERFORMING ARTS		1101 13TH ST.					
DENVER CO 80204	NONE	PUB. CHARITY DONATION					1,000
ENSWORTH SCHOOL		211 ENSWORTH PLACE					
NASHVILLE TN 37205	NONE	PUB. CHARITY DONATION					750
EPISCOPAL HIGH SCHOOL		1200 NORTH QUAKER LANE					
ALEXANDRIA VA 22302	NONE	PUB. CHARITY DONATION					1,000
FIFTY FORWARD		174 RAINS AVENUE					
NASHVILLE TN 37203	NONE	PUB. CHARITY DONATION					1,000
FRIENDS OF RADNOR LAKE		2606 EUGENIA AVENUE					
NASHVILLE TN 37211	NONE	PUB. CHARITY DONATION					1,000
FRIENDS OF WARNER PARKS		50 VAUGHN ROAD					
NASHVILLE TN 37221	NONE	PUB. CHARITY DONATION					2,000
FRIST CENTER FOR VISUAL A		919 BROADWAY					
NASHVILLE TN 37203	NONE	PUB. CHARITY DONATION					2,000
GIRLS SCOUTS		4522 GRANNY WHITE PIKE					
NASHVILLE TN 37204	NONE	PUB. CHARITY DONATION					500
HARPETH HALL SCHOOL		3801 HOBBS ROAD					
NASHVILLE TN 37215	NONE	PUB. CHARITY DONATION					6,500
KENT DENVER SCHOOL		4000 EAST QUINCY AVENUE					
ENGLEWOOD CO 80113	NONE	PUB. CHARITY DONATION					3,250
KENTUCKY CHILDREN'S HOSPI		800 ROSE STREET, #MN150					
LEXINGTON KY 40536	NONE	PUB. CHARITY DONATION					1,000
KENTUCKY EDUCATIONAL TELE		600 COOPER DRIVE					
LEXINGTON KY 40502	NONE	PUB. CHARITY DONATION					1,000
KIPS BAY BOYS AND GIRLS C		1930 RANDALL AVENUE					
BRONX NY 10473	NONE	PUB. CHARITY DONATION					3,000
LEXINGTON CLINIC		1221 SOUTH BROADWAY					
LEXINGTON KY 40504	NONE	PUB. CHARITY DONATION					2,000
MCNEILLY CENTER FOR CHILD		400 MERIDIAN STREET					
NASHVILLE TN 37207	NONE	PUB. CHARITY DONATION					1,000
METRO CARE RING		P.O. BOX 300459					
DENVER CO 80203	NONE	PUB. CHARITY DONATION					2,250
MONTGOMERY BELL ACADEMY		4001 HARDING ROAD					
NASHVILLE TN 37205	NONE	PUB. CHARITY DONATION					1,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (Continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
NASHVILLE OPERA		3622 REDMON STREET					
NASHVILLE TN 37209	NONE	PUB. CHARITY DONATION					1,000
NASHVILLE PUBLIC LIBRARY		615 CHURCH STREET					
NASHVILLE TN 37219	NONE	PUB. CHARITY DONATION					5,000
NASHVILLE PUBLIC RADIO		P.O. BOX 305172					
NASHVILLE TN 37230	NONE	PUB. CHARITY DONATION					1,000
NASHVILLE PUBLIC TELEVISI		161 RAINS AVENUE					
NASHVILLE TN 37203	NONE	PUB. CHARITY DONATION					2,000
NASHVILLE SYMPHONY		1 SYMPHONY PLACE					
NASHVILLE TN 37201	NONE	PUB. CHARITY DONATION					5,000
NATURE CONSERVANCY OF TN		2021 21ST AVENUE SOUTH					
NASHVILLE TN 37212	NONE	PUB. CHARITY DONATION					1,000
NEW YORK BOTANICAL GARDEN		BRONX RIVER PKWY AT FORDH					
BRONX NY 10458	NONE	PUB. CHARITY DONATION					1,500
NEW YORK UNIV STERN SCHOO		25 W 4TH STREET					
NEW YORK NY 10012	NONE	PUB. CHARITY DONATION					1,250
NEW YORK UNIVERSITY SCHOO		40 WASHINGTON SQUARE S.					
NEW YORK NY 10012	NONE	PUB. CHARITY DONATION					1,250
PRINCETON UNIVERSITY		330 ALEXANDER STREET					
PRINCETON NJ 08540	NONE	PUB. CHARITY DONATION					500
ROBIN HOOD FOUNDATION		826 BROADWAY					
NEW YORK NY 10003	NONE	PUB. CHARITY DONATION					1,000
RONALD MCDONALD HOUSE CH		2144 FAIRFAX AVENUE					
NASHVILLE TN 37212	NONE	PUB. CHARITY DONATION					5,000
SAINT AUGUSTINE CHAPEL		P.O. BOX 6330B					
NASHVILLE TN 37235	NONE	PUB. CHARITY DONATION					1,000
SAINT JOHN'S EPISCOPAL CA		413 CUMBERLAND AVENUE					
KNOXVILLE TN 37902	NONE	PUB. CHARITY DONATION					5,000
SCARSDALE PUBLIC LIBRARY		54 OLMSTEAD ROAD					
SCARSDALE NY 10583	NONE	PUB. CHARITY DONATION					1,000
SECOND HARVEST		331 GREAT CIRCLE ROAD					
NASHVILLE TN 37228	NONE	PUB. CHARITY DONATION					18,500
SILOAM FAMILY HEALTH CENTER		820 GALE LANE					
NASHVILLE TN 37204	NONE	PUB. CHARITY DONATION					2,000
ST. JAMES THE LESS SCARSD		10 CHURCH LANE SOUTH					
SCARSDALE NY 10583	NONE	PUB. CHARITY DONATION					3,500

Federal Statements

**Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
ST. JOSEPH HOSPITAL FOUND DENVER CO 80218		NONE	1835 FRANKLIN STREET PUB. CHARITY	DONATION			1,000
ST. LUKE'S COMMUNITY HOUS- NASHVILLE TN 37209		NONE	5601 NEW YORK AVENUE PUB. CHARITY	DONATION			10,000
TENNESSEE PARKS GREENWAYS FOUNDATIO NASHVILLE TN 37212		NONE	1205-A LINDEN AVENUE PUB. CHARITY	DONATION			1,000
THE HERMITAGE NASHVILLE TN 37076		NONE	4580 RACHELS LANE PUB. CHARITY	DONATION			27,000
THE LAND TRUST FOR TENNES NASHVILLE TN 37202		NONE	P.O. BOX 23473 PUB. CHARITY	DONATION			100,000
THE LEXINGTON SCHOOL LEXINGTON KY 40504		NONE	1050 LANE ALLEN ROAD PUB. CHARITY	DONATION			7,000
THE SALVATION ARMY NASHVILLE TN 37213		NONE	140 N 1ST STREET PUB. CHARITY	DONATION			5,000
TRAVELERS REST NASHVILLE TN 37220		NONE	636 FARRELL PKWY PUB. CHARITY	DONATION			10,000
UNITED WAY OF WESTCHESTER WHITE PLAINS NY 10606		NONE	336 CENTRAL PARK AVE PUB. CHARITY	DONATION			3,500
UNIVERSITY OF MICHIGAN LA ANN ARBOR MI 48109		NONE	625 SOUTH STATE STREET PUB. CHARITY	DONATION			2,000
UNIVERSITY OF THE SOUTH SEWANEE TN 37383		NONE	735 UNIVERSITY AVENUE PUB. CHARITY	DONATION			1,000
VANDERBILT COLLEGE OF ART NASHVILLE TN 37240		NONE	301 KIRKLAND HALL PUB. CHARITY	DONATION			2,000
VANDERBILT DEPT OF NEUROL NASHVILLE TN 37232		NONE	1301 MEDICAL CENTER DRIVE PUB. CHARITY	DONATION			100,000
VANDERBILT INGRAM CANCER NASHVILLE TN 37232		NONE	691 PRESTON BUILDING PUB. CHARITY	DONATION			5,000
VANDERBILT LAW SCHOOL NASHVILLE TN 37203		NONE	131 21ST AVENUE SOUTH PUB. CHARITY	DONATION			2,000
VANDERBILT UNIVERSITY NASHVILLE TN 37240		NONE	2201 WEST END AVENUE PUB. CHARITY	DONATION			102,000
YWCA OF MIDDLE TENNESSEE NASHVILLE TN 37203		NONE	1000 CHURCH STREET PUB. CHARITY	DONATION			5,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Address					
TOTAL					537,500

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO 990-PF, PART II LINE 10(b)

12/31/2013

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Money Market Funds</u>								
114,650.47	Northern Trust Inst Muni Portfolio	100.000	114,650.47	114,650.47	0.00	8.77%	11.47	0.01%
* * Sub Total * *								
			114,650.47	114,650.47	0.00	8.77%	11.47	0.01%
<u>Common Stock</u>								
1,268	Advance Auto Parts Inc	110.680	107,260.09	140,342.24	33,082.15	10.74%	304.32	0.22%
1,880	American Eagle Outfitters Inc	14.400	38,718.92	27,072.00	-11,646.92	2.07%	940.00	3.47%
71	Apple Computer	561.020	28,454.50	39,832.42	11,377.92	3.05%	866.20	2.17%
945	Baxter Intl	69.550	60,991.38	65,724.75	4,733.37	5.03%	1,852.20	2.82%
1,310	CareFusion Corporation	39.820	37,316.27	52,164.20	14,847.93	3.99%	0.00	0.00%
3,285	Cisco Systems Inc	22.430	61,809.24	73,682.55	11,873.31	5.64%	2,233.80	3.03%
515	Expedia Inc	69.660	25,973.65	35,874.90	9,901.25	2.74%	309.00	0.86%
1,235	Houghton Mifflin Harcourt Co	16.960	19,122.19	20,945.60	1,823.41	1.60%	0.00	0.00%
2,460	Lexington Realty Trust	10.210	28,991.70	25,116.60	-3,875.10	1.92%	1,623.60	6.46%
2,060	Lifelock Inc	16.410	30,647.55	33,804.60	3,157.05	2.59%	0.00	0.00%
845	Magellan Health Services Inc	59.910	46,394.80	50,623.95	4,229.15	3.87%	0.00	0.00%
255	McKesson Corp	161.400	23,263.76	41,157.00	17,893.24	3.15%	244.80	0.59%
2,190	Molson Coors Brewing Co - B	56.150	106,000.00	122,968.50	16,968.50	9.41%	2,803.20	2.28%
1,655	Penney J C Co Inc	9.150	13,535.19	15,143.25	1,608.06	1.16%	0.00	0.00%
2,283	Pfizer Inc	30.630	57,132.54	69,928.29	12,795.75	5.35%	2,374.32	3.40%
1,105	Silver Wheaton Corp	20.190	39,359.89	22,309.95	-17,049.94	1.71%	397.80	1.78%
	Silver Wheaton Corporation							
1,510	Transocean Ltd Switz	49.420	72,416.40	74,624.20	2,207.80	5.71%	3,382.40	4.53%
1,560	Tyco International Ltd	41.040	50,258.70	64,022.40	13,763.70	4.90%	998.40	1.56%
1,100	US Silica Holdings Inc	34.110	16,612.31	37,521.00	20,908.69	2.87%	550.00	1.47%

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO 990-PF, PART II LINE 10(b)

12/31/2013

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
870	Viacom Inc Class B	87.340	46,422.61	75,985.80	29,563.19	5.81%	1,044.00	1.37%
3,164	Zoetis Inc	32.690	97,137.17	103,431.16	6,293.99	7.91%	911.23	0.88%
* * Sub Total * *			1,007,818.86	1,192,275.36	184,456.50	91.22%	20,835.27	1.75%
* * Grand Total * *			1,122,469.33	1,306,925.83	184,456.50		20,846.74	1.60%
Principal Cash : -19,549.62		Income Cash : 19,549.62		Invested Income : 0.00				

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO 990-PF, PART II LINE 10(b)

12/31/2013

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Money Market Funds</u>								
221,650.44	Northern Trust Inst Muni Portfolio	100.000	221,650.44	221,650.44	0.00	2.03%	22.17	0.01%
* * Sub Total * *								
			221,650.44	221,650.44	0.00	2.03%	22.17	0.01%
<u>High Yield Funds</u>								
30,262.346	Hartford Floating Rate Instl	9.040	270,961.11	273,571.61	2,610.50	2.51%	11,672.13	4.27%
* * Sub Total * *								
			270,961.11	273,571.61	2,610.50	2.51%	11,672.13	4.27%
<u>Common Stock</u>								
1,250	3D Systems Corp	92.930	66,787.50	116,162.50	49,375.00	1.06%	0.00	0.00%
1,500	AbbVie Inc	52.810	57,412.12	79,215.00	21,802.88	0.73%	2,400.00	3.03%
1,250	Allstate Corp	54.540	66,739.85	68,175.00	1,435.15	0.62%	1,250.00	1.83%
175	Amazon Com Inc	398.790	63,823.78	69,788.25	5,964.47	0.64%	0.00	0.00%
800	American Express Co	90.730	45,889.62	72,584.00	26,694.38	0.67%	736.00	1.01%
700	Apache Corp	85.940	64,880.13	60,158.00	-4,722.13	0.55%	560.00	0.93%
1,150	Bank of Nova Scotia	62.550	62,446.30	71,932.50	9,486.20	0.66%	2,678.60	3.72%
2,000	BB&T Corp	37.320	70,436.60	74,640.00	4,203.40	0.68%	1,840.00	2.47%
650	Becton Dickinson & Co	110.490	68,786.77	71,818.50	3,031.73	0.66%	1,417.00	1.97%
250	Biogen Idec	279.572	34,244.13	69,893.00	35,648.87	0.64%	0.00	0.00%
450	Chevron Corp	124.910	48,044.91	56,209.50	8,164.59	0.52%	1,800.00	3.20%
600	Concho Resources	108.000	58,527.30	64,800.00	6,272.70	0.59%	0.00	0.00%
450	Diageo ADR PLC New	132.420	54,231.25	59,589.00	5,357.75	0.55%	1,349.30	2.26%
1,150	Dicks Sporting Goods Inc	58.100	63,106.25	66,815.00	3,708.75	0.61%	575.00	0.86%
950	Dominion Resources Inc VA New	64.690	61,263.22	61,455.50	192.28	0.56%	2,137.50	3.48%
2,850	General Electric Co	28.030	73,909.62	79,885.50	5,975.88	0.73%	2,508.00	3.14%
250	Grainger W W Inc	255.420	39,889.32	63,855.00	23,965.68	0.59%	930.00	1.46%

HENRY LAIRD SMITH FOUNDATION

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ATTACHMENT TO 990-PF, PART II LINE 10(b)

12/31/2013

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
1,250	IAC/Interactive Corp	68.651	70,905.00	85,813.75	14,908.75	0.79%	1,200.00	1.40%
350	Intercontinental Exchange Group Inc	224.920	48,026.33	78,722.00	30,695.67	0.72%	910.00	1.16%
1,100	Intl Flavors & Fragrances Inc	85.980	89,915.36	94,578.00	4,662.64	0.87%	1,716.00	1.81%
600	Kimberly Clark Corp	104.460	50,709.12	62,676.00	11,966.88	0.57%	1,944.00	3.10%
1,700	Legg Mason Inc	43.480	64,450.40	73,916.00	9,465.60	0.68%	884.00	1.20%
1,350	MetLife	53.920	71,391.13	72,792.00	1,400.87	0.67%	1,485.00	2.04%
1,200	Micros Systems Inc	57.370	58,236.00	68,844.00	10,608.00	0.63%	0.00	0.00%
850	Nike Inc Cl B	78.640	56,347.52	66,844.00	10,496.48	0.61%	816.00	1.22%
2,050	Oracle Corporation	38.260	57,311.33	78,433.00	21,121.67	0.72%	984.00	1.25%
700	Pepsico Inc	82.940	46,420.57	58,058.00	11,637.43	0.53%	1,589.00	2.74%
700	Philip Morris International	87.130	42,843.36	60,991.00	18,147.64	0.56%	2,632.00	4.32%
1,000	Qualcomm Corp	74.250	59,641.04	74,250.00	14,608.96	0.68%	1,400.00	1.89%
650	Schlumberger Ltd	90.110	60,471.32	58,571.50	-1,899.82	0.54%	812.50	1.39%
850	Scripps Networks Interactive Cl A	86.410	58,139.15	73,448.50	15,309.35	0.67%	510.00	0.69%
950	Starwood Hotels & Resorts Worldwide	79.450	69,236.29	75,477.50	6,241.21	0.69%	1,282.50	1.70%
450	Union Pacific Corp	168.000	51,627.37	75,600.00	23,972.63	0.69%	1,422.00	1.88%
750	United Parcel Service Cl B	105.080	71,306.25	78,810.00	7,503.75	0.72%	1,860.00	2.36%
350	Visa Inc Cl A	222.680	54,136.55	77,938.00	23,801.45	0.71%	560.00	0.72%
* * Sub Total * *			2,081,532.76	2,522,739.50	441,206.74	23.11%	42,188.40	1.67%
Large Cap Funds								
31,056.87	BBH Core Select N	21.400	617,100.00	684,617.02	47,517.02	6.09%	0.00	0.00%
29,754.867	DFA US Core Equity 1	16.540	412,700.00	492,145.50	79,445.50	4.51%	6,813.86	1.38%
32,806.041	DFA US Large Company	14.560	412,700.00	477,655.96	64,955.96	4.38%	8,529.57	1.79%
32,817.239	Lazard US Equity Concentrated Instl	12.590	411,200.00	413,169.04	1,969.04	3.79%	4,442.47	1.08%

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Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
21,190.976	Touchstone Sands Capital Instl Growth	22.340	403,900.00	473,406.40	69,506.40	4.34%	20.83	0.00%
	* * Sub Total * *		2,257,600.00	2,520,993.92	263,393.92	23.11%	19,806.73	0.79%
8,841.251	<u>Mid Cap Funds</u> Westport Instl	32.650	228,900.00	288,666.85	59,766.85	2.64%	426.15	0.15%
	* * Sub Total * *		228,900.00	288,666.85	59,766.85	2.64%	426.15	0.15%
6,396.335	<u>Small Cap Funds</u> Brown Capital Management Small Instl	74.110	327,682.39	474,032.39	146,350.00	4.34%	0.00	0.00%
	* * Sub Total * *		327,682.39	474,032.39	146,350.00	4.34%	0.00	0.00%
46,344.92	<u>Developed International Funds</u> Causeway International Value Instl	16.170	646,200.00	749,397.36	103,197.36	6.87%	7,623.74	1.02%
116,963.511	DFA International Core Equity	12.810	1,332,900.00	1,498,302.58	165,402.58	13.73%	36,375.65	2.43%
	* * Sub Total * *		1,979,100.00	2,247,699.94	268,599.94	20.60%	43,999.39	1.96%
37,601.481	<u>Emerging Market Funds</u> Lazard Emerging Markets Equity Instl	18.670	740,953.96	702,019.65	-38,934.31	6.43%	13,447.04	1.92%
	* * Sub Total * *		740,953.96	702,019.65	-38,934.31	6.43%	13,447.04	1.92%
28,208.978	<u>Multi Strategy Funds</u> Gabelli ABC Advisor	10.160	279,833.06	286,603.22	6,770.16	2.63%	0.00	0.00%
29,607.247	IVA Worldwide Instl	17.820	481,384.73	527,601.14	46,216.41	4.83%	7,274.50	1.38%
33,214.447	Pimco All Asset Instl	12.080	422,157.45	401,230.52	-20,926.93	3.68%	19,662.29	4.90%
	* * Sub Total * *		1,183,375.24	1,215,434.88	32,059.64	11.14%	26,936.79	2.22%
2,196	<u>Gold Bullion Funds</u> SPDR Gold Shares	116.120	187,877.95	254,999.52	67,121.57	2.34%	0.00	0.00%
	* * Sub Total * *		187,877.95	254,999.52	67,121.57	2.34%	0.00	0.00%

HENRY LAIRD SMITH FOUNDATION

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ATTACHMENT TO 990-PF, PART II LINE 10(b)

12/31/2013

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Real Estate Funds</u>								
12,384 142	REMS Real Estate Value Opportunity Fund	15.530	212,264 20	192,325.73	-19,938 47	1.76%	3,717.94	1 93%
	* * Sub Total * *		212,264 20	192,325 73	-19,938.47	1 76%	3,717 94	1.93%
	* * Grand Total * *		9,691,898.05	10,914,134.43	1,222,236.38		162,216 74	1 49%
Principal Cash : -98,798.49		Income Cash : 98,798.49	Invested Income : 0.00					

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12/31/2013

* * Schedule D * *

Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/ Loss
185	Anadarko Petroleum 032511107	07/30/2013	P	11/26/2013	Short	16,668.50	16,238.86	429.64
100	Anadarko Petroleum 032511107	07/30/2013	P	12/13/2013	Short	7,486.63	8,777.76	-1,291.13
95	Anadarko Petroleum 032511107	07/30/2013	P	12/16/2013	Short	7,514.02	8,338.87	-824.85
300	Anadarko Petroleum 032511107	07/30/2013	P	12/13/2013	Short	22,881.77	26,333.28	-3,451.51
332	Big Lots Inc 089302103	10/02/2012	P	05/03/2013	Short	11,971.78	9,831.91	2,139.87
313	Big Lots Inc 089302103	10/02/2012	P	05/02/2013	Short	11,392.34	9,269.25	2,123.09
200	Big Lots Inc 089302103	12/06/2012	P	03/05/2013	Short	6,657.31	5,975.12	682.19
20	Big Lots Inc 089302103	12/06/2012	P	05/02/2013	Short	727.94	597.51	130.43
200	Big Lots Inc 089302103	12/06/2012	P	03/04/2013	Short	6,580.21	5,975.12	605.09
340	CareFusion Corporation 14170T101	10/02/2012	P	05/30/2013	Short	12,478.49	9,685.14	2,793.35
555	Cisco Systems Inc 17275R102	10/02/2012	P	06/21/2013	Short	13,526.94	10,442.66	3,084.28
755	Cisco Systems Inc 17275R102	10/02/2012	P	02/12/2013	Short	15,890.58	14,205.78	1,684.80
100	Comcast Corp New Cl A Spl 20030N200	10/02/2012	P	03/05/2013	Short	3,908.91	3,473.73	435.18
560	Comcast Corp New Cl A Spl 20030N200	10/02/2012	P	04/17/2013	Short	21,785.81	19,452.89	2,332.92
273	Comcast Corp New Cl A Spl 20030N200	10/02/2012	P	03/04/2013	Short	10,514.63	9,483.28	1,031.35
172	Comcast Corp New Cl A Spl 20030N200	10/02/2012	P	03/05/2013	Short	6,710.73	5,974.81	735.92
540	ConocoPhillips 20825C104	10/02/2012	P	01/11/2013	Short	31,448.24	30,929.53	518.71
280	Corrections Corp America 22025Y407	10/02/2012	P	05/02/2013	Short	10,195.19	9,367.57	827.62
300	Corrections Corp America 22025Y407	10/02/2012	P	01/18/2013	Short	11,299.93	10,036.68	1,263.25
160	Corrections Corp America 22025Y407	10/02/2012	P	01/02/2013	Short	5,862.26	5,352.90	509.36
280	Corrections Corp America 22025Y407	10/02/2012	P	05/03/2013	Short	10,344.92	9,367.56	977.36
69	Corrections Corp America 22025Y407	05/21/2013	F	05/29/2013	Short	2,457.89	2,684.11	-226.22
0.660	Corrections Corp America 22025Y407	05/21/2013	F	05/30/2013	Short	23.74	25.67	-1.93
320	CVS/Caremark Corp 126650100	10/02/2012	P	04/18/2013	Short	18,188.42	15,484.03	2,704.39
320	CVS/Caremark Corp 126650100	10/02/2012	P	04/17/2013	Short	18,276.68	15,484.04	2,792.64

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380	General Motors Co 37045V100	12/19/2012	P 09/16/2013	Short	13,807.93	10,445.06	3,362.87
140	General Motors Co 37045V100	01/02/2013	P 08/15/2013	Short	4,884.93	4,125.72	759.21
10	General Motors Co 37045V100	01/02/2013	P 09/16/2013	Short	363.37	294.69	68.68
270	General Motors Co 37045V100	03/12/2013	P 09/16/2013	Short	9,810.90	7,683.90	2,127.00
360	General Motors Co 37045V100	04/19/2013	P 09/16/2013	Short	13,081.20	10,505.45	2,575.75
745	Gilead Sciences Inc 375558103	10/02/2012	P 03/15/2013	Short	33,627.87	25,736.95	7,890.92
145	Gilead Sciences Inc 375558103	10/02/2012	P 03/06/2013	Short	6,545.01	5,009.21	1,535.80
148	Hasbro Inc 418056107	01/04/2013	P 03/27/2013	Short	6,462.28	5,334.66	1,127.62
282	Hasbro Inc 418056107	01/04/2013	P 03/28/2013	Short	12,361.16	10,164.69	2,196.47
135	Hasbro Inc 418056107	01/18/2013	P 03/27/2013	Short	5,894.64	5,205.04	689.60
712	Hewlett-Packard Co 428236103	01/02/2013	P 04/17/2013	Short	14,572.17	10,684.49	3,887.68
713	Hewlett-Packard Co 428236103	01/02/2013	P 04/17/2013	Short	14,604.76	10,699.49	3,905.27
600	Janus Capital Group Inc 47102X105	10/02/2012	P 05/14/2013	Short	5,126.22	5,539.50	-413.28
850	Janus Capital Group Inc 47102X105	10/02/2012	P 05/15/2013	Short	7,279.83	7,847.63	-567.80
1,250	Janus Capital Group Inc 47102X105	10/02/2012	P 05/22/2013	Short	10,681.69	11,540.62	-858.93
200	Janus Capital Group Inc 47102X105	10/02/2012	P 05/20/2013	Short	1,764.32	1,846.50	-82.18
225	Lear Corp 521865204	10/02/2012	P 01/02/2013	Short	10,654.54	8,767.49	1,887.05
768	Lender Processing Services Inc 52602E102	05/07/2013	P 05/30/2013	Short	25,697.83	21,624.04	4,073.79
80	Lender Processing Services Inc 52602E102	05/07/2013	P 05/30/2013	Short	2,668.73	2,252.50	416.23
600	Lender Processing Services Inc 52602E102	05/15/2013	P 05/23/2013	Short	19,686.07	17,311.92	2,374.15
232	Lender Processing Services Inc 52602E102	05/15/2013	P 05/30/2013	Short	7,762.88	6,693.94	1,068.94
15	Lender Processing Services Inc 52602E102	05/15/2013	P 05/23/2013	Short	493.20	432.80	60.40
528	Lexington Realty Trust 529043101	03/08/2013	P 11/26/2013	Short	5,447.12	6,377.24	-930.12
527	Lexington Realty Trust 529043101	03/08/2013	P 12/02/2013	Short	5,389.79	6,365.16	-975.37
37	Magellan Health Services Inc 559079207	06/20/2013	P 11/21/2013	Short	2,230.45	2,077.20	153.25

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48	Magellan Health Services Inc 559079207	06/20/2013	P 11/21/2013 Short	2,893.86	2,694.74	199.12
43	Magellan Health Services Inc 559079207	07/11/2013	P 11/18/2013 Short	2,639.42	2,462.33	177.09
10	Magellan Health Services Inc 559079207	07/11/2013	P 11/21/2013 Short	602.83	572.63	30.20
52	Magellan Health Services Inc 559079207	07/12/2013	P 11/18/2013 Short	3,191.86	3,008.25	183.61
73	McKesson Corp 58155Q103	10/16/2012	P 08/14/2013 Short	9,015.71	6,729.10	2,286.61
72	McKesson Corp 58155Q103	10/16/2012	P 08/16/2013 Short	8,803.90	6,636.92	2,166.98
685	Microsoft Corp 594918104	10/26/2012	P 08/23/2013 Short	23,691.33	19,161.64	4,529.69
380	Microsoft Corp 594918104	10/26/2012	P 08/07/2013 Short	11,869.09	10,629.82	1,239.27
320	Microsoft Corp 594918104	11/01/2012	P 08/07/2013 Short	9,995.02	9,365.60	629.42
460	Newell Rubbermaid Inc 651229106	10/02/2012	P 01/08/2013 Short	10,147.14	8,677.62	1,469.52
625	Newell Rubbermaid Inc 651229106	10/02/2012	P 01/04/2013 Short	14,114.12	11,790.25	2,323.87
445	Pfizer Inc 717081103	10/02/2012	P 01/11/2013 Short	11,884.92	11,136.21	748.71
500	Pfizer Inc 717081103	10/02/2012	P 05/17/2013 Short	14,483.47	12,512.60	1,970.87
98	Sysco Corp 871829107	10/02/2012	P 07/26/2013 Short	3,376.89	3,099.50	277.39
88	Sysco Corp 871829107	10/02/2012	P 07/31/2013 Short	3,037.74	2,783.22	254.52
850	Sysco Corp 871829107	10/02/2012	P 08/15/2013 Short	27,583.97	26,883.37	700.60
89	Sysco Corp 871829107	10/02/2012	P 07/30/2013 Short	3,102.76	2,814.85	287.91
120	Sysco Corp 871829107	06/03/2013	P 07/24/2013 Short	4,193.36	4,023.84	169.52
80	Sysco Corp 871829107	06/03/2013	P 07/26/2013 Short	2,756.65	2,682.56	74.09
235	Sysco Corp 871829107	06/03/2013	P 07/24/2013 Short	8,212.00	7,885.43	326.57
250	Tyco International Ltd H89128104	04/26/2013	P 08/12/2013 Short	8,661.42	8,127.98	533.44
485	US Silica Holdings Inc 90346E103	11/09/2012	P 02/28/2013 Short	11,727.51	7,324.52	4,402.99
185	US Silica Holdings Inc 90346E103	11/09/2012	P 10/31/2013 Short	6,472.79	2,793.89	3,678.90
310	US Silica Holdings Inc 90346E103	11/09/2012	P 02/01/2013 Short	6,222.24	4,681.65	1,540.59
200	US Silica Holdings Inc 90346E103	11/09/2012	P 02/19/2013 Short	4,002.15	3,020.42	981.73
85	US Silica Holdings Inc 90346E103	11/09/2012	P 11/04/2013 Short	2,989.82	1,283.68	1,706.14
115	US Silica Holdings Inc 90346E103	04/30/2013	P 10/31/2013 Short	4,023.63	2,264.17	1,759.46

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190	US Silica Holdings Inc 90346E103	04/30/2013	P 10/10/2013 Short	5,930.26	3,740.82	2,189.44
55	US Silica Holdings Inc 90346E103	04/30/2013	P 10/15/2013 Short	1,817.44	1,082.87	734.57
100	US Silica Holdings Inc 90346E103	04/30/2013	P 10/15/2013 Short	3,306.19	1,968.85	1,337.34
110	Viacom Inc Class B 92553P201	10/02/2012	P 04/16/2013 Short	7,207.69	5,917.74	1,289.95
110	Viacom Inc Class B 92553P201	10/02/2012	P 04/15/2013 Short	7,128.74	5,917.74	1,211.00
90	Viacom Inc Class B 92553P201	10/02/2012	P 01/07/2013 Short	5,119.65	4,841.78	277.87
25	Vornado Realty Trust 929042109	01/18/2013	P 06/21/2013 Short	1,935.97	2,105.77	-169.80
300	Vornado Realty Trust 929042109	01/18/2013	P 06/21/2013 Short	23,307.40	25,269.18	-1,961.78
107	Wal-Mart Stores Inc 931142103	10/02/2012	P 04/11/2013 Short	8,299.30	7,880.75	418.55
125	Wal-Mart Stores Inc 931142103	10/02/2012	P 07/26/2013 Short	9,675.77	9,206.49	469.28
460	Wal-Mart Stores Inc 931142103	10/02/2012	P 08/06/2013 Short	35,857.52	33,879.87	1,977.65
108	Wal-Mart Stores Inc 931142103	10/02/2012	P 04/10/2013 Short	8,395.30	7,954.41	440.89
0.370	Zoetis Inc 98978V103	04/23/2013	P 07/09/2013 Short	10.72	11.69	-0.97
300	CareFusion Corporation 14170T101	10/02/2012	P 11/18/2013 Long	11,601.87	8,545.71	3,056.16
20	McKesson Corp 58155Q103	10/16/2012	P 10/21/2013 Long	2,815.76	1,843.59	972.17
20	McKesson Corp 58155Q103	10/16/2012	P 10/18/2013 Long	2,827.93	1,843.59	984.34
270	Pfizer Inc 717081103	10/02/2012	P 10/23/2013 Long	8,261.47	6,756.80	1,504.67
270	Pfizer Inc 717081103	10/02/2012	P 10/24/2013 Long	8,298.95	6,756.81	1,542.14
0.520	Pfizer Inc 717081103	10/02/2012	P 11/12/2013 Long	15.70	13.01	2.69
				897,201.98	109,263.77	
					787,938.21	

	PROCEEDS	COST	GAIN/(LOSS)
SHORT TERM	863,380.30	762,178.70	101,201.60
LONG TERM	33,821.68	25,759.51	8,062.17

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* * Schedule D * *

Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/ Loss
900	Abbott Laboratories 002824100	11/14/2012	P	09/04/2013	Short	29,783.90	27,786.81	1,997.09
1,200	Abbott Laboratories 002824100	04/11/2013	P	06/05/2013	Short	43,567.28	44,996.52	-1,429.24
650	Abbott Laboratories 002824100	04/11/2013	P	09/04/2013	Short	21,510.60	24,373.12	-2,862.52
800	AbbVie Inc 00287Y109	04/11/2013	P	06/05/2013	Short	34,515.72	34,662.88	-147.16
1,550	Bank of Nova Scotia 064149107	08/16/2012	P	05/29/2013	Short	88,345.98	82,600.74	5,745.24
50	Bank of Nova Scotia 064149107	04/11/2013	P	05/29/2013	Short	2,849.87	2,871.28	-21.41
150	BCE Inc 05534B760	02/06/2013	P	08/12/2013	Short	6,002.25	6,723.68	-721.43
400	Biogen Idec 09062X103	11/14/2012	P	07/31/2013	Short	87,632.03	54,790.60	32,841.43
2,000	BMC Software 055921100	08/17/2012	P	06/05/2013	Short	90,239.83	85,542.00	4,697.83
100	BMC Software 055921100	03/19/2013	P	06/05/2013	Short	4,511.99	4,399.74	112.25
350	CF Industries Holdings 125269100	05/03/2012	P	03/18/2013	Short	70,345.06	69,959.33	385.73
200	CF Industries Holdings 125269100	05/03/2012	P	03/27/2013	Short	38,413.12	39,976.76	-1,563.64
100	CF Industries Holdings 125269100	05/25/2012	P	03/27/2013	Short	19,206.56	16,634.76	2,571.80
450	CF Industries Holdings 125269100	11/15/2012	P	03/27/2013	Short	86,429.52	87,852.96	-1,423.44
850	Chevron Corp 166764100	07/17/2012	P	06/05/2013	Short	103,603.51	91,281.33	12,322.18
50	Chevron Corp 166764100	07/17/2012	P	01/17/2013	Short	5,761.60	5,369.49	392.11
2,500	China Mobile Ltd ADR 16941M109	03/01/2012	P	03/01/2013	Short	135,978.95	131,950.75	4,028.20
318.960	Cohen & Steers Realty Instl 19247U106	07/19/2012	P	06/05/2013	Short	14,158.55	14,200.00	-41.45
154.090	Cohen & Steers Realty Instl 19247U106	07/30/2012	P	06/05/2013	Short	6,839.92	6,900.00	-60.08
196.210	Cohen & Steers Realty Instl 19247U106	10/19/2012	P	06/05/2013	Short	8,709.81	8,700.00	9.81
2,300	ConocoPhillips 20825C104	07/05/2012	P	01/31/2013	Short	133,447.84	127,360.89	6,086.95
150	Diageo ADR PLC New 25243Q205	11/27/2012	P	05/29/2013	Short	18,169.83	18,077.09	92.74
4,150	EMC Corp 268648102	05/01/2012	P	03/01/2013	Short	95,896.04	119,497.59	-23,601.55
450	EMC Corp 268648102	06/06/2012	P	03/01/2013	Short	10,398.37	10,926.00	-527.63
450	EMC Corp 268648102	07/19/2012	P	03/01/2013	Short	10,398.37	11,479.46	-1,081.09

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1,550	Exxon Mobil Corp 30231G102	07/02/2012	P 03/18/2013 Short	137,877.32	131,485.26	6,392.06
8,724.960	Gabelli ABC Advisor 36239V207	02/17/2012	P 02/04/2013 Short	86,726.10	86,551.60	174.50
30.060	Gabelli ABC Advisor 36239V207	11/05/2012	P 02/04/2013 Short	298.80	300.00	-1.20
12,676.670	IVA International Instl 45070A404	09/20/2012	P 06/05/2013 Short	209,165.10	202,700.00	6,465.10
350	Kimberly Clark Corp 494368103	11/14/2012	P 06/05/2013 Short	33,655.69	29,580.32	4,075.37
350	Lockheed Martin Corp 539830109	06/07/2012	P 02/07/2013 Short	30,415.09	29,272.46	1,142.63
50	Lockheed Martin Corp 539830109	10/05/2012	P 02/07/2013 Short	4,345.01	4,730.00	-384.99
1,400	Mattel Inc 577081102	06/06/2012	P 06/05/2013 Short	61,621.05	44,300.62	17,320.43
50	Merck & Co Inc 58933Y105	04/11/2013	P 11/01/2013 Short	2,249.46	2,377.75	-128.29
2,500	Oracle Corporation 68389X105	05/31/2012	P 05/08/2013 Short	83,023.14	65,944.50	17,078.64
350	O'Reilly Automotive Inc 67103H107	06/06/2012	P 01/23/2013 Short	31,409.49	34,495.02	-3,085.53
600	Petsmart Inc 716768106	08/16/2012	P 03/14/2013 Short	37,368.84	42,294.66	-4,925.82
100	Petsmart Inc 716768106	11/08/2012	P 03/14/2013 Short	6,228.14	6,679.73	-451.59
1,100	Petsmart Inc 716768106	11/16/2012	P 03/14/2013 Short	68,509.54	73,360.43	-4,850.89
7,872.340	Pimco All Asset Instl 722005626	09/20/2012	P 02/06/2013 Short	99,899.99	99,742.55	157.44
1,250	Qualcomm Corp 747525103	06/07/2012	P 05/08/2013 Short	80,416.58	73,187.38	7,229.20
1,400	Scripps Networks Interactive Cl A 811065101	04/11/2013	P 06/05/2013 Short	91,319.29	95,758.60	-4,439.31
1,850	Teradata Corp 88076W103	07/02/2012	P 02/07/2013 Short	114,968.08	133,098.43	-18,130.35
150	Visa Inc Cl A 92826C839	11/27/2012	P 08/01/2013 Short	26,353.86	22,084.28	4,269.58
150	Abbott Laboratories 002824100	12/28/2011	P 06/05/2013 Long	5,445.91	4,033.99	1,411.92
1,150	Abbott Laboratories 002824100	02/28/2012	P 06/05/2013 Long	41,751.98	31,430.68	10,321.30
150	AbbVie Inc 00287Y109	12/28/2011	S 06/05/2013 Long	6,471.70	4,374.52	2,097.18
1,150	AbbVie Inc 00287Y109	02/28/2012	S 06/05/2013 Long	49,616.34	34,083.90	15,532.44
1,650	American Express Co 025816109	06/07/2012	P 07/31/2013 Long	122,402.46	91,976.78	30,425.68
150	BCE Inc 05534B760	12/02/2011	P 08/12/2013 Long	6,002.25	5,937.93	64.32
2,100	BCE Inc 05534B760	12/02/2011	P 05/22/2013 Long	98,866.28	83,131.02	15,735.26
950	BCE Inc 05534B760	06/07/2012	P 08/12/2013 Long	38,014.26	38,834.57	-820.31

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450	Biogen Idec 09062X103	09/01/2010	P	07/31/2013	Long	98,586.04	24,869.65	73,716.39
450	Biogen Idec 09062X103	01/26/2012	P	07/31/2013	Long	98,586.04	53,114.09	45,471.95
1,250	BMC Software 055921100	08/17/2012	P	09/11/2013	Long	57,812.50	53,463.75	4,348.75
6,159.640	Cohen & Steers Realty Instl 19247U106	03/30/2010	P	06/05/2013	Long	273,426.46	208,319.07	65,107.39
150	ConocoPhillips 20825C104	12/01/2011	P	01/31/2013	Long	8,703.12	8,303.99	399.13
550	Diageo ADR PLC New 25243Q205	08/26/2011	P	05/29/2013	Long	66,622.71	42,222.51	24,400.20
700	Diageo ADR PLC New 25243Q205	01/26/2012	P	05/29/2013	Long	84,792.53	62,578.39	22,214.14
1,200	Enbridge Inc 29250N105	04/20/2012	P	10/07/2013	Long	49,130.75	47,859.84	1,270.91
2,250	Enbridge Inc 29250N105	04/20/2012	P	06/05/2013	Long	96,333.87	89,737.20	6,596.67
50	Enbridge Inc 29250N105	04/20/2012	P	07/31/2013	Long	2,231.47	1,994.16	237.31
50	Enbridge Inc 29250N105	06/19/2012	P	10/07/2013	Long	2,047.11	1,967.62	79.49
200	Grainger W W Inc 384802104	12/06/2010	P	08/12/2013	Long	51,559.17	26,430.32	25,128.85
100	Grainger W W Inc 384802104	01/11/2011	P	08/12/2013	Long	25,779.58	13,369.24	12,410.34
200	Grainger W W Inc 384802104	06/28/2012	P	08/12/2013	Long	51,559.16	36,463.46	15,095.70
650	Intercontinental Exchange Inc 45865V100	03/09/2012	P	06/05/2013	Long	107,743.55	92,203.02	15,540.53
6,213.940	IVA Worldwide Instl 45070A206	09/24/2010	P	03/01/2013	Long	103,213.58	99,298.79	3,914.79
700	Kimberly Clark Corp 494368103	08/26/2011	P	06/05/2013	Long	67,311.39	47,318.04	19,993.35
200	Kimberly Clark Corp 494368103	11/16/2011	P	06/05/2013	Long	19,231.83	14,189.84	5,041.99
750	Kimberly Clark Corp 494368103	04/20/2012	P	06/05/2013	Long	72,119.34	57,689.18	14,430.16
13,600.640	Lazard Emerging Markets Equity Instl 52106N889	03/30/2010	P	11/12/2013	Long	260,044.20	258,820.14	1,224.06
3,409.480	Lazard Emerging Markets Equity Instl 52106N889	08/27/2010	P	11/12/2013	Long	65,189.28	64,746.04	443.24
81.880	Lazard Emerging Markets Equity Instl 52106N889	10/16/2012	P	11/12/2013	Long	1,565.60	1,600.00	-34.40
1,150	Lockheed Martin Corp 539830109	11/30/2011	P	02/07/2013	Long	99,935.29	90,509.49	9,425.80
7,746.380	Longleaf Partners Small Cap 543069207	08/08/2012	P	11/08/2013	Long	240,757.55	224,800.00	15,957.55
1,200	Mattel Inc 577081102	10/14/2011	P	06/05/2013	Long	52,818.04	32,861.76	19,956.28

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1,200	Mattel Inc 577081102	10/14/2011	P	08/29/2013	Long	48,588.47	32,861.76	15,726.71
50	Mattel Inc 577081102	10/14/2011	P	07/17/2013	Long	2,182.52	1,369.24	813.28
1,900	Merck & Co Inc 58933Y105	02/24/2012	P	05/08/2013	Long	85,992.83	72,940.81	13,052.02
1,200	Merck & Co Inc 58933Y105	02/24/2012	P	11/01/2013	Long	53,987.06	46,067.88	7,919.18
50	Merck & Co Inc 58933Y105	02/24/2012	P	05/22/2013	Long	2,387.97	1,919.49	468.48
100	Oracle Corporation 68389X105	05/31/2012	P	06/05/2013	Long	3,408.94	2,637.78	771.16
1,100	O'Reilly Automotive Inc 67103H107	09/07/2011	P	01/23/2013	Long	98,715.52	75,052.78	23,662.74
50	O'Reilly Automotive Inc 67103H107	11/15/2011	P	01/23/2013	Long	4,487.07	3,897.37	589.70
1,250	Pepsico Inc 713448108	02/02/2012	P	06/05/2013	Long	101,472.73	82,893.87	18,578.86
4,068.000	Permanent Portfolio 714199106	08/27/2010	P	07/16/2013	Long	187,860.42	166,300.00	21,560.42
1,518.420	Permanent Portfolio 714199106	09/24/2010	P	07/16/2013	Long	70,120.64	64,775.79	5,344.85
1,831.310	Permanent Portfolio 714199106	09/24/2010	P	03/01/2013	Long	88,635.16	78,123.47	10,511.69
138.680	Permanent Portfolio 714199106	06/06/2012	P	07/16/2013	Long	6,404.29	6,500.00	-95.71
1,400	Petsmart Inc 716768106	06/21/2011	P	03/14/2013	Long	87,193.97	62,848.24	24,345.73
100	Philip Morris International 718172109	12/28/2011	P	05/22/2013	Long	9,441.40	7,885.08	1,556.32
850	Philip Morris International 718172109	01/26/2012	P	05/22/2013	Long	80,251.86	65,287.57	14,964.29
1,150	Raytheon Company 755111507	09/14/2011	P	01/30/2013	Long	62,223.84	47,205.78	15,018.06
1,250	Raytheon Company 755111507	01/26/2012	P	01/30/2013	Long	67,634.61	62,065.13	5,569.48
1,800	Ross Stores Inc 778296103	03/09/2010	P	02/19/2013	Long	106,708.99	46,613.52	60,095.47
350	Ross Stores Inc 778296103	01/07/2011	P	02/19/2013	Long	20,748.97	11,182.25	9,566.72
1,361	SPDR Gold Shares 78463V107	10/04/2007	P	05/01/2013	Long	190,917.21	99,419.42	91,497.79
9	SPDR Gold Shares 78463V107	08/25/2008	P	05/01/2013	Long	1,262.49	728.37	534.12
650	Union Pacific Corp 907818108	02/02/2012	P	10/04/2013	Long	100,005.70	74,572.88	25,432.82
800	Ventas Inc 92276F100	09/14/2011	P	08/01/2013	Long	52,102.29	40,690.16	11,412.13
250	Ventas Inc 92276F100	09/14/2011	P	06/05/2013	Long	17,392.92	12,715.67	4,677.25
1,150	Ventas Inc 92276F100	02/14/2012	P	06/05/2013	Long	80,007.44	67,021.77	12,985.67
250	Visa Inc Cl A 92826C839	09/21/2011	P	08/01/2013	Long	43,923.08	22,957.85	20,965.23

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400	Visa Inc Cl A 92826C839	09/21/2011	P 03/18/2013 Long	63,293.78	36,732.56	26,561.22
150	Visa Inc Cl A 92826C839	11/16/2011	P 03/18/2013 Long	23,735.17	14,202.96	9,532.21
250	Visa Inc Cl A 92826C839	07/02/2012	P 08/01/2013 Long	43,923.08	31,513.85	12,409.23
				6,603,248.83		1,008,875.18
					5,594,373.65	

	PROCEEDS	COST	GAIN/(LOSS)
SHORT TERM	2,372,567.07	2,306,857.37	65,709.70
LONG TERM	4,230,681.76	3,287,516.28	943,165.48