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

2013

Department 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.

For calendar year **2013**, or tax year beginning _____, 2013, and ending _____

Herman & Patsy Smith Charitable Foundatn
3700 CHEEK SPARGER RD #180
Bedford, TX 76021-3058

A	Employer identification number 75-2610418
B	Telephone number (see the instructions) 817-540-4942
C	If exemption application is pending, check here <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"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ **4,189,550.**

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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	6,490.	6,490.	N/A	
	4 Dividends and interest from securities	68,135.	68,135.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	116,223.			
	b Gross sales price for all assets on line 6a 8,437,714.				
	7 Capital gain net income (from Part IV, line 2)		116,223.		
	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/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1	17,681.	18,951.			
12 Total. Add lines 1 through 11	208,529.	209,799.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	1,925.	770.		1,155.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	1,053.	1,053.		
	19 Depreciation (attach sch) and depletion	509.	509.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	1,270.	1,263.		7.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,757.	3,595.		1,162.
	25 Contributions, gifts, grants paid Part XV	241,500.			241,500.
26 Total expenses and disbursements. Add lines 24 and 25	246,257.	3,595.		242,662.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-37,728.				
b Net investment income (if negative, enter -0-)		206,204.			
c Adjusted net income (if negative, enter -0-)					

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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		8,178.	6,688.	6,688.
	2	Savings and temporary cash investments		1,451,301.	606,462.	606,462.
	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 sch)				
		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) Statement 9		3,446,158.	4,256,406.	4,189,550.
	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)		-124.	-124.	-124.	
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)		4,905,513.	4,869,432.	4,802,576.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue		201.	1,855.	
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		201.	1,855.	
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.			<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds		4,905,312.	4,867,577.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		4,905,312.	4,867,577.		
31	Total liabilities and net assets/fund balances (see instructions)		4,905,513.	4,869,432.		

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	4,905,312.
2	Enter amount from Part I, line 27a	2	-37,728.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,867,584.
5	Decreases not included in line 2 (itemize) See Statement 5	5	7.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30.	6	4,867,577.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 6			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
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	116,223.
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	N/A

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 (column (b) divided by column (c))
2012	226,634.	4,902,073.	0.046232
2011	218,949.	5,061,343.	0.043259
2010	204,859.	4,333,801.	0.047270
2009	238,127.	4,120,133.	0.057796
2008	244,713.	4,805,265.	0.050926

2 Total of line 1, column (d)	2	0.245483
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	0.049097
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,761,540.
5 Multiply line 4 by line 3	5	233,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,062.
7 Add lines 5 and 6	7	235,839.
8 Enter qualifying distributions from Part XII, line 4	8	242,662.

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

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

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,062.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,062.
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	2,062.
6 Credits/Payments:		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	18,350.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	18,350.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,288.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 16,288. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 ▶ <u>Madelyn Ivey</u> Telephone no ▶ <u>817-540-4942</u> Located at ▶ <u>3700 CHEEK SPARGER RD STE 180 BEDFORD TX</u> ZIP + 4 ▶ <u>76021-3058</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ▶	16		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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
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?	1 c	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 ▶ 20 __, 20 __, 20 __, 20 __.		
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.)	2 b	N/A
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 __		
3 a	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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

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

5 a 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) N/A

6 a 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.

7 a 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

5 b	N/A	
6 b		X
7 b		

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
PATSY R. SMITH 3700 CHEEK SPARGER RD STE 180 BEDFORD, TX 76021-3058	Director/P/T 1.00	0.	0.	0.
MADELYN B. IVEY 3700 CHEEK SPARGER RD STE 180 BEDFORD, TX 76021-3058	Director/VP/ 2.00	0.	0.	0.
LINDA L. HAMILTON 3700 CHEEK SPARGER RD STE 180 BEDFORD, TX 76021-3058	Director 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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (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	0.

BAA

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	3,020,777.
b Average of monthly cash balances	1b	1,813,274.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,834,051.
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	4,834,051.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	72,511.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,761,540.
6 Minimum investment return. Enter 5% of line 5	6	238,077.

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

1 Minimum investment return from Part X, line 6	1	238,077.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,062.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,062.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	236,015.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	236,015.
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	236,015.

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	242,662.
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	242,662.
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	2,062.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	240,600.

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				236,015.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			241,443.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 242,662.				
a Applied to 2012, but not more than line 2a			241,443.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				1,219.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				234,796.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

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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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 See Statement 8				
Total				▶ 3a 241,500.
b Approved for future payment				
Total				▶ 3b

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 17,681.	\$ 18,951.	
Total	<u>\$ 17,681.</u>	<u>\$ 18,951.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	\$ 1,925.	\$ 770.		\$ 1,155.
Total	<u>\$ 1,925.</u>	<u>\$ 770.</u>		<u>\$ 1,155.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX FROM K-1	\$ 24.	\$ 24.		
FOREIGN TAX WITHHELD ON DIVIDENDS	601.	601.		
SEVERANCE TAX WITHHELD ON ROYALTIES	428.	428.		
Total	<u>\$ 1,053.</u>	<u>\$ 1,053.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADMIN EXP ON ROYALTIES	\$ 155.	\$ 155.		
SCH K-1 CHARITABLE CONTRIBUTIONS	7.			\$ 7.
SCH K-1 SECT 59(e) (2) EXPENDITURES	473.	473.		
WHITING TRUST EXPENSES	635.	635.		
Total	<u>\$ 1,270.</u>	<u>\$ 1,263.</u>		<u>\$ 7.</u>

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Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

SCH K-1 NONDUCTIBLE EXPENSES

Total \$ 7.
 \$ 7.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	3,250 PROSHARES TR ULTRASHORT OIL & GAS NEW	Purchased	10/10/2012	1/02/2013
2	500 PROSHARES TR ULTRASHORT OIL & GAS NEW	Purchased	10/19/2012	1/02/2013
3	2,000 PEPSICO INC	Purchased	3/06/2012	1/17/2013
4	3,500 SECTOR SPDR TR SHS BEN INT ENERGY	Purchased	12/20/2012	1/25/2013
5	500 CONTINENTAL RES INC OKLA COM	Purchased	5/02/2012	2/20/2013
6	200 CONTINENTAL RES INC OKLA COM	Purchased	7/16/2012	2/20/2013
7	150 CONTINENTAL RES INC OKLA COM	Purchased	7/31/2012	2/20/2013
8	800 DUKE ENERGY CORP COM USD0.001 ISIN #US2	Purchased	9/27/2012	2/20/2013
9	25 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	2/03/2012	2/20/2013
10	250 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	2/27/2012	2/20/2013
11	2,275 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	3/05/2012	2/20/2013
12	450 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	3/08/2012	2/20/2013
13	800 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	3/21/2012	2/20/2013
14	700 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	5/02/2012	2/20/2013
15	500 ENERGY XXI (BERMUDA) COM STK USD0.005 I	Purchased	9/24/2012	2/20/2013
16	4,000 KODIAK OIL & GAS CORP COM NPV	Purchased	1/07/2013	2/20/2013
17	3,000 MCMORAN EXPLORATION CO	Purchased	1/17/2012	2/20/2013
18	2,000 MCMORAN EXPLORATION CO	Purchased	3/13/2012	2/20/2013
19	2,500 MCMORAN EXPLORATION CO	Purchased	10/19/2012	2/20/2013
20	2,000 MICROSOFT CORP	Purchased	1/05/2012	2/20/2013
21	300 MICROSOFT CORP	Purchased	5/07/2012	2/20/2013
22	1,500 NEWFIELD EXPLORATION CO	Purchased	2/14/2013	2/20/2013
23	300 OASIS PETROLEUM INC COM USD0.01	Purchased	2/09/2012	2/20/2013
24	500 OASIS PETROLEUM INC COM USD0.01	Purchased	2/21/2012	2/20/2013
25	800 OASIS PETROLEUM INC COM USD0.01	Purchased	3/06/2012	2/20/2013
26	900 OASIS PETROLEUM INC COM USD0.01	Purchased	12/21/2012	2/20/2013
27	550 OASIS PETROLEUM INC COM USD0.01	Purchased	1/07/2013	2/20/2013
28	1,500 PROCTER & GAMBLE CO	Purchased	6/25/2012	2/20/2013
29	5,850 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	4/16/2012	2/20/2013
30	550 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	4/25/2012	2/20/2013
31	1,000 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	9/05/2012	2/20/2013
32	1,100 WHITING PETE CORP NEW COM	Purchased	3/22/2012	2/20/2013

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
33	1,650 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	4/16/2012	2/21/2013
34	450 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	7/02/2012	2/21/2013
35	850 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	8/06/2012	2/21/2013
36	550 TRIANGLE PETROLEUM CORPORATION COM STK	Purchased	12/11/2012	2/21/2013
37	1,000 SPDR GOLD TR GOLD SHS	Purchased	9/21/2012	3/01/2013
38	1,000 SPDR GOLD TR GOLD SHS	Purchased	10/15/2012	3/01/2013
39	1,000 OASIS PETROLEUM INC COM USD0.01	Purchased	1/27/2012	3/06/2013
40	200 OASIS PETROLEUM INC COM USD0.01	Purchased	2/09/2012	3/06/2013
41	300 OASIS PETROLEUM INC COM USD0.01	Purchased	5/08/2012	3/06/2013
42	900 OASIS PETROLEUM INC COM USD0.01	Purchased	6/15/2012	3/06/2013
43	600 OASIS PETROLEUM INC COM USD0.01	Purchased	8/06/2012	3/06/2013
44	100 V F CORP	Purchased	7/10/2012	3/06/2013
45	22,000 PROSHARES TR ULTRASHORT OIL & GAS NEW	Purchased	2/20/2013	3/08/2013
46	6,750 PROSHARES TR ULTRASHORT OIL & GAS NEW	Purchased	2/22/2013	3/08/2013
47	450 DUKE ENERGY CORP COM USD0.001 ISIN #US2	Purchased	9/27/2012	3/14/2013
48	1,250 DUKE ENERGY CORP COM USD0.001 ISIN #US2	Purchased	11/21/2012	3/14/2013
49	2,200 AT&T INC COM	Purchased	11/05/2012	4/05/2013
50	100 HALCON RES CORP COM NEW	Purchased	2/05/2013	4/16/2013
51	2,500 COCA COLA CO	Purchased	2/05/2013	4/19/2013
52	2,500 WELLS FARGO & CO NEW	Purchased	12/17/2012	4/19/2013
53	300 EOG RESOURCES INC	Purchased	4/18/2013	4/24/2013
54	2,500 PROSHARES TR ULTRASHORT OIL & GAS NEW	Purchased	4/24/2013	5/03/2013
55	6,250 PROSHARES SHORT RUSSELL 2000 PROSHARES	Purchased	5/01/2013	5/03/2013
56	5,000 PROSHARES SHORT S&P 500 PROSHARES	Purchased	2/05/2013	5/03/2013
57	3,250 PROSHARES SHORT S&P 500 PROSHARES	Purchased	2/20/2013	5/03/2013
58	2,500 PROSHARES TR ULTRASHORT OIL & GAS NEW	Purchased	4/24/2013	5/06/2013
59	3,750 PROSHARES SHORT RUSSELL 2000 PROSHARES	Purchased	5/01/2013	5/06/2013
60	3,750 PROSHARES SHORT S&P 500 PROSHARES	Purchased	2/20/2013	5/06/2013
61	3,000 PROSHARES SHORT S&P 500 PROSHARES	Purchased	2/27/2013	5/06/2013
62	1,500 PROSHARES SHORT S&P 500 PROSHARES	Purchased	4/09/2013	5/06/2013
63	25,000 PROSHARES SHORT S&P 500 PROSHARES	Purchased	5/09/2013	5/14/2013
64	1,250 3D SYSTEMS CORP DEL COM NEW	Purchased	5/14/2013	5/16/2013
65	900 ALASKA AIR GROUP INC	Purchased	5/08/2013	5/20/2013
66	1,125 TENET HEALTHCARE CORP COM NEW	Purchased	5/06/2013	5/20/2013
67	1,125 TENET HEALTHCARE CORP COM NEW	Purchased	5/15/2013	5/20/2013
68	800 GREEN MTN COFFEE ROASTERS INC	Purchased	5/17/2013	5/23/2013
69	1,500 OCWEN FINL CORP COM NEW	Purchased	5/14/2013	5/23/2013
70	2,500 3D SYSTEMS CORP DEL COM NEW	Purchased	5/28/2013	6/03/2013
71	2,750 FINANCIAL ENGINES INC COM USD0.0001	Purchased	5/28/2013	6/03/2013
72	1,750 FIESTA RESTAURANT GROUP COM USD0.01	Purchased	5/17/2013	6/04/2013
73	5,000 HAVERTY FURNITURE COS INC	Purchased	5/28/2013	6/04/2013

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
74	4,000 ISHARES BARCLAYS 20+ YEAR TREAS BOND FD	Purchased	5/17/2013	6/20/2013
75	1,000 PROSHARES SHORT S&P 500 PROSHARES	Purchased	6/25/2013	6/25/2013
76	3,825 PROSHARES TR ULTRASHORT OIL & GAS NEW 1	Purchased	6/06/2013	7/05/2013
77	10,000 SPDR SER TR S&P BK ETF	Purchased	6/05/2013	7/05/2013
78	1,000 SPDR SER TR S&P BK ETF	Purchased	6/25/2013	7/05/2013
79	3,500 PROSHARES SHORT S&P 500 PROSHARES	Purchased	7/09/2013	7/11/2013
80	3,000 PROSHARES SHORT S&P 500 PROSHARES	Purchased	7/09/2013	7/24/2013
81	3,500 SELECT SECTOR SPDR TR SHS BEN INT MATER	Purchased	7/09/2013	7/24/2013
82	1,500 SELECT SECTOR SPDR TR SHS BEN INT MATER	Purchased	7/05/2013	7/24/2013
83	10,000 SECTOR SPDR TR SHS BEN INT INDUSTRIAL	Purchased	5/14/2013	7/25/2013
84	500 SECTOR SPDR TR SHS BEN INT CONSUMER STA	Purchased	7/03/2013	7/25/2013
85	3,500 SELECT SECTOR SPDR TR CONSUMER DISCRETI	Purchased	7/09/2013	7/25/2013
86	100 TOYOTA MOTOR CORP ADR-EACH REP 2 ORD NP	Purchased	7/05/2013	7/29/2013
87	500 HEWLETT-PACKARD CO DE	Purchased	7/05/2013	8/20/2013
88	7,500 PROSHARES ULTRA S&P 500 PROSHARES	Purchased	8/16/2013	8/23/2013
89	15,000 PROSHARES SHORT S&P 500 PROSHARES	Purchased	9/06/2013	9/10/2013
90	800 KODIAK OIL & GAS CORP COM NPV	Purchased	7/09/2013	9/12/2013
91	450 KODIAK OIL & GAS CORP COM NPV	Purchased	7/15/2013	9/12/2013
92	1,500 HCA HLDGS INC COM USD0.01	Purchased	7/03/2013	9/20/2013
93	150 HCA HLDGS INC COM USD0.01	Purchased	7/09/2013	9/20/2013
94	550 HCA HLDGS INC COM USD0.01	Purchased	7/16/2013	9/20/2013
95	300 HCA HLDGS INC COM USD0.01	Purchased	8/06/2013	9/20/2013
96	1,250 KODIAK OIL & GAS CORP COM NPV	Purchased	7/15/2013	10/01/2013
97	250 FACEBOOK INC COM USD0.000006 CL A	Purchased	11/05/2013	11/07/2013
98	2,500 MICROSOFT CORP	Purchased	4/11/2013	11/18/2013
99	1,000 NASDAQ OMX GROUP INC	Purchased	9/09/2013	11/25/2013
100	1,000 NASDAQ OMX GROUP INC	Purchased	9/12/2013	11/25/2013
101	1 CALL (VFC) V F CORP JAN 19 13 \$165 (100 SHS)	Purchased	1/18/2013	11/20/2012
102	5 CALL (DUK) DUKE ENERGY CORP COM MAR 16 13 \$70 (100 SHS)	Purchased	3/07/2008	2/28/2013
103	5 CALL (DUK) DUKE ENERGY CORP COM MAR 16 13 \$70 (100 SHS)	Purchased	3/08/2013	2/28/2013
104	7 CALL (FCX) FREEPORT MCMORAN APR 20 13 \$35 (100 SHS)	Purchased	4/19/2013	3/12/2013
105	2 CALL (IBM) INTL BUSINESS MACH JUN 14 13 \$210 (100 SHS)	Purchased	6/14/2013	5/17/2013
106	25 CALL (MSFT) MICROSOFT CORP JUN 22 13 \$35 (100 SHS)	Purchased	6/21/2013	5/17/2013
107	7 CALL (HFC) HOLLYFRONTIER SEP 21 13 \$47.5 (100 SHS)	Purchased	8/08/2013	7/10/2013
108	7 CALL (CNW) CON WAY INC SEP 21 13 \$45 (100 SHS)	Purchased	9/20/2013	8/20/2013
109	15 CALL (DRI) DARDEN RESTAURANTS SEP 21 13 \$50 (100 SHS)	Purchased	9/20/2013	8/20/2013
110	20 CALL (UNH) UNITEDHEALTH GROUP OCT 19 13 \$80 (100 SHS)	Purchased	9/20/2013	9/16/2013

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
111	35 CALL (UNH) UNITEDHEALTH GROUP OCT 19 13	\$80 (100 SHS) Purchased	9/30/2013	9/16/2013
112	25 CALL (MSFT) MICROSOFT CORP OCT 19 13	\$35 (100 SHS) Purchased	10/18/2013	8/23/2013
113	2500 BUCKEYE PARTNERS LP	Purchased	9/20/2012	1/18/2013
114	1000 LINN ENERGY LLC	Purchased	5/31/2012	2/20/2013
115	2500 NUSTAR ENERGY LP	Purchased	9/05/2012	1/23/2013
116	SECURITIES LITIGATION SETTLEMENT	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	66,551.		68,190.	-1,639.				\$ -1,639.
2	10,239.		9,997.	242.				242.
3	143,749.		124,708.	19,041.				19,041.
4	268,471.		254,703.	13,768.				13,768.
5	41,888.		44,996.	-3,108.				-3,108.
6	16,755.		13,586.	3,169.				3,169.
7	12,566.		9,681.	2,885.				2,885.
8	55,131.		51,269.	3,862.				3,862.
9	784.		893.	-109.				-109.
10	7,844.		9,724.	-1,880.				-1,880.
11	71,378.		82,865.	-11,487.				-11,487.
12	14,119.		16,364.	-2,245.				-2,245.
13	25,100.		28,759.	-3,659.				-3,659.
14	21,962.		26,251.	-4,289.				-4,289.
15	15,687.		18,223.	-2,536.				-2,536.
16	36,829.		37,488.	-659.				-659.
17	48,376.		40,471.	7,905.				7,905.
18	32,251.		26,308.	5,943.				5,943.
19	40,313.		30,333.	9,980.				9,980.
20	56,141.		55,326.	815.				815.
21	8,421.		9,186.	-765.				-765.
22	38,634.		43,456.	-4,822.				-4,822.
23	11,175.		8,969.	2,206.				2,206.
24	18,625.		16,448.	2,177.				2,177.
25	29,800.		23,976.	5,824.				5,824.
26	33,525.		28,279.	5,246.				5,246.
27	20,487.		18,362.	2,125.				2,125.
28	116,109.		89,483.	26,626.				26,626.
29	41,063.		36,101.	4,962.				4,962.
30	3,861.		3,449.	412.				412.
31	7,019.		6,977.	42.				42.
32	55,322.		59,745.	-4,423.				-4,423.
33	10,824.		10,182.	642.				642.
34	2,952.		2,483.	469.				469.
35	5,576.		5,210.	366.				366.
36	3,608.		3,242.	366.				366.
37	152,526.		171,975.	-19,449.				-19,449.
38	152,526.		167,939.	-15,413.				-15,413.
39	36,866.		32,628.	4,238.				4,238.
40	7,373.		5,979.	1,394.				1,394.
41	11,060.		8,492.	2,568.				2,568.
42	33,179.		22,004.	11,175.				11,175.
43	22,119.		16,044.	6,075.				6,075.

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
44	16,308.		13,924.	2,384.				\$ 2,384.
45	376,977.		381,698.	-4,721.				-4,721.
46	115,663.		119,542.	-3,879.				-3,879.
47	31,434.		28,839.	2,595.				2,595.
48	87,317.		74,920.	12,397.				12,397.
49	82,355.		76,194.	6,161.				6,161.
50	676.		804.	-128.				-128.
51	100,637.		94,953.	5,684.				5,684.
52	91,487.		84,954.	6,533.				6,533.
53	35,340.		33,842.	1,498.				1,498.
54	40,904.		43,324.	-2,420.				-2,420.
55	132,184.		136,505.	-4,321.				-4,321.
56	148,142.		159,898.	-11,756.				-11,756.
57	96,292.		103,711.	-7,419.				-7,419.
58	40,236.		43,324.	-3,088.				-3,088.
59	79,095.		81,903.	-2,808.				-2,808.
60	110,864.		119,666.	-8,802.				-8,802.
61	88,692.		95,762.	-7,070.				-7,070.
62	44,346.		45,845.	-1,499.				-1,499.
63	728,299.		736,166.	-7,867.				-7,867.
64	56,834.		62,633.	-5,799.				-5,799.
65	55,466.		60,470.	-5,004.				-5,004.
66	50,807.		52,748.	-1,941.				-1,941.
67	50,807.		52,748.	-1,941.				-1,941.
68	57,484.		63,010.	-5,526.				-5,526.
69	60,311.		64,673.	-4,362.				-4,362.
70	114,790.		119,408.	-4,618.				-4,618.
71	116,117.		119,920.	-3,803.				-3,803.
72	61,591.		54,958.	6,633.				6,633.
73	125,871.		120,758.	5,113.				5,113.
74	441,797.		468,120.	-26,323.				-26,323.
75	30,055.		30,044.	11.				11.
76	245,106.		249,857.	-4,751.				-4,751.
77	292,833.		294,208.	-1,375.				-1,375.
78	29,283.		30,044.	-761.				-761.
79	140,235.		137,643.	2,592.				2,592.
80	120,321.		117,980.	2,341.				2,341.
81	144,603.		142,451.	2,152.				2,152.
82	88,690.		86,161.	2,529.				2,529.
83	313,652.		276,891.	36,761.				36,761.
84	15,683.		14,526.	1,157.				1,157.
85	157,139.		153,479.	3,660.				3,660.
86	12,048.		12,465.	-417.				-417.
87	12,986.		12,657.	329.				329.
88	616,031.		615,383.	648.				648.
89	420,585.		429,608.	-9,023.				-9,023.
90	9,019.		7,638.	1,381.				1,381.
91	5,073.		3,773.	1,300.				1,300.
92	61,248.		53,868.	7,380.				7,380.
93	6,125.		5,573.	552.				552.
94	22,458.		21,172.	1,286.				1,286.
95	12,250.		11,551.	699.				699.
96	15,520.		10,481.	5,039.				5,039.

Herman & Patsy Smith Charitable Foundatn

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
97	11,873.		12,257.	-384.				\$ -384.
98	92,088.		72,229.	19,859.				19,859.
99	39,530.		30,617.	8,913.				8,913.
100	39,531.		31,235.	8,296.				8,296.
101	201.		0.	201.				201.
102	217.		108.	109.				109.
103	217.		108.	109.				109.
104	442.		0.	442.				442.
105	300.		0.	300.				300.
106	1,047.		0.	1,047.				1,047.
107	582.		1,336.	-754.				-754.
108	512.		0.	512.				512.
109	1,255.		0.	1,255.				1,255.
110	1,076.		0.	1,076.				1,076.
111	1,890.		184.	1,706.				1,706.
112	3,247.		0.	3,247.				3,247.
113	10,641.		0.	10,641.				10,641.
114	4,518.		0.	4,518.				4,518.
115	9,261.		0.	9,261.				9,261.
116	436.		0.	436.				436.
								Total \$ <u>116,223.</u>

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: PATSY R. SMITH
Care Of:
Street Address: 3700 CHEEK SPARGER RD STE 180
City, State, Zip Code: BEDFORD, TX 76021-3058
Telephone:
E-Mail Address:
Form and Content: APPLICATION PACKET AVAILABLE UPON REQUEST
Submission Deadlines: JUNE 1 OR NOVEMBER 1
Restrictions on Awards: EXEMPT ORGANIZATIONS UNDER IRC SECT. 501(C)3 ONLY

Herman & Patsy Smith Charitable Foundatn

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Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BAYLOR UNIVERSITY P. O. BOX 97026 WACO, TX 76798		PUBLIC	SCHOLARSHIP	\$ 20,000.
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX		PUBLIC	NATIONS BUILDING	160,000.
HOME BUILDERS INSTITUTE 1201 15TH STREET N.W. WASHINGTON, D.C. 20, DC 20005		PUBLIC	CONSTRUCTION TRADES TRAINING	5,000.
WOODLAND HEIGHT BAPTIST CHURCH 3712 CENTRAL DRIVE BEDFORD, TX 76021		PUBLIC	LOTTIE MOON CHRISTMAS OFFERING	5,000.
WOODLAND HEIGHT BAPTIST CHURCH 3712 CENTRAL DRIVE BEDFORD, TX 76021		PUBLIC	WALKWAY IMPROVEMENTS/ PAINTING	8,500.
TEXAS BAPTIST MEN 5351 CATRON DALLAS, TX 75227		PUBLIC	DISASTER RELIEF/MISSIONS	5,000.
DALLAS BAPTIST UNIVERSITY 3000 MOUNTAIN CREEK PARKWAY DALLAS, TX 75211		PUBLIC	CHAIR OF PRAYER	5,000.
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023		PUBLIC	BIBLES FOR ARMED SERVICES	20,000.
WOODLAND HEIGHT BAPTIST CHURCH 3712 CENTRAL DRIVE BEDFORD, TX 76021		PUBLIC	BUDGET FUND	6,000.
AMERICAN HEART ASSOCIATION P O BOX 7851 PHOENIX, AZ 85062		PUBLIC	REDUCTION OF HEART DISEASE/STROKE	500.
WOODLAND HEIGHTS BAPTIST CHURCH 3712 CENTRAL DRIVE BEDFORD, TX 76021		PUBLIC	ANNIE ARMSTRONG MISSIONS	5,000.

Herman & Patsy Smith Charitable Foundatn

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
WOODLAND HEIGHTS BAPTIST CHURCH 3712 CENTRAL DRIVE BEDFORD, TX 76021		PUBLIC	STAFF GIFTS	\$ 500.
DENISON FORUM ON TRUTH AND CULTURE 17304 PRESTON RD, SUITE 1060 DALLAS, TX 75252		PUBLIC	ONLINE MINISTRY	1,000.
			Total	\$ <u>241,500.</u>

Herman & Patsy Smith Charitable Foundatn

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STATEMENT 9
Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Stock Name	# Shares	Book Value	FMV
Apple Inc	700	321,253	392,714
Aqua America Inc	4,000	100,328	94,360
AT & T	2,300	81,315	80,868
Bank of America	17,500	255,449	272,475
Coca Cola Co	1,000	38,882	41,310
ConocoPhillips	2,000	121,436	141,300
Con Way Inc	1,725	71,878	68,500
Darden Restaurants	2,000	96,308	108,740
Emerald Oil Inc	3,000	23,037	22,980
Energy XXI (Bermuda)	3,350	102,255	90,651
Exelon Corp	7,500	275,992	205,425
Family Dollar Stores Inc	750	46,755	48,728
Ford Mtr Co	1,500	25,061	23,145
Freeport McMoran Copper & Gold	700	22,884	26,418
Halcon Res Corp	30,000	185,221	115,800
Hollyfrontier Corp	2,200	95,883	109,318
Intl Business Mach	250	49,975	46,893
Jones Energy Inc	4,000	57,674	57,920
Kinder Morgan Inc Delaware	4,500	168,241	162,000
Kodiak Oil & Gas Corp	2,500	18,683	28,025
Newfield Exploration Co	2,500	61,283	61,575
Northern Oil & Gas	9,875	177,739	148,816
Potash Corp	2,950	122,830	97,232
Realty Income Corp	1,500	57,922	55,995
Triangle Petroleum Corp	12,500	105,320	104,000
UnitedHealth Group	5,550	343,753	417,915
Verizon Communications	1,850	91,767	90,909
V F Corp	1,200	58,079	74,808
Wells Fargo & Co	2,500	101,658	113,500
Wellpoint Inc	2,500	224,824	230,975
WPX Energy Inc	6,000	105,968	122,280
Permian Basin Royalty Tr	7,500	96,080	96,450
Whiting USA Tr II Tr Unit	12,500	249,364	164,625
Powershares Exchange Traded Fd	10,000	301,308	272,900
	170,400	4,256,406	4,189,550

Herman & Patsy Smith Charitable Foundatn

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Other Income Producing Activities
Interest on savings & cash investments

PASSTHROUGH FROM BUCKEYE PARTNERS LP K-1	\$	2.
PASSTHROUGH FROM LINN ENERGY LLC K-1		4.
PASSTHROUGH FROM NUSTAR ENERGY LP K-1		20.
NATIONAL FINANCIAL SERVICES LLC		1,980.
NATIONAL FINANCIAL SERVICES LLC-WHZ OID		4,484.
Total	\$	<u>6,490.</u>

Other Income Producing Activities
Dividends/interest from securities.

PASSTHROUGH FROM BUCKEYE PARTNERS LP K-1	\$	2.
NATIONAL FINANCIAL SERVICES LLC		103,214.
NATL FINANCIAL SVC LLC-2013 RECEIPT/2012 1099		1,298.
NATIONAL FINANCIAL SERVICES LLC-WHZ PRINCIPAL PMTS		-36,379.
Total	\$	<u>68,135.</u>

Other Income Producing Activities
Other investment income [O]

PASSTHRU ORDINARY GAIN ON SALES FROM BUCKEY PARTNERS K-1	\$	3,326.
PASSTHRU ORDINARY GAIN ON SALES FROM LINN ENERGY K-1		3,966.
PASSTHRU ORDINARY GAIN ON SALES FROM NUSTAR ENERGY K-1		4,632.
PASSTHRU FROM K-1'S		1,234.
PERMIAN BASIN ROYALTY TRUST ..		5,793.
Total	\$	<u>18,951.</u>

Operating & Administrative Exp. (990-PF)
Book depreciation (see Screen 37)[O]

DEPLETION FROM LINN ENERGY LLC		509.
Total	\$	<u>509.</u>

Balance Sheet
Corporate stock (Form 990-PF)[O]

SEE STATEMENT #9		4,256,406.
Total	\$	<u>4,256,406.</u>

Balance Sheet
Deferred revenue

CALL (CNW) CON WAY INC JAN 18 14 \$42.5 (100 SHS)		1,855.
Total	\$	<u>1,855.</u>

FMV of Assets (990-PF)
Corporate stock [O]

SEE STATEMENT #9

Total \$ 4,189,550.
\$ 4,189,550.

Herman & Patsy Smith Charitable Foundatn

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IRC SECTION 751 STATEMENT #1

The taxpayer has reported ordinary income upon the disposition of units in Buckeye Partners, LP, as provided by the Partnership. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available from the Partnership upon request.

IRC SECTION 751 STATEMENT #2

The taxpayer has reported ordinary income upon the disposition of units in Linn Energy, LLC, as provided by the Managing Member. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the Managing Member upon request.

IRC SECTION 751 STATEMENT #3

The taxpayer has reported ordinary income upon the disposition of units in Nustar Energy L.P., as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request.