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Form 990-PF

Return of Private Foundation

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

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

OMB No 1545-0052

2013





Open to Public Inspection

Department of the Treasury
Internal Revenue Service


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation VIVIAN L SMITH FOUNDATION		A Employer identification number 76-0101380	
Number and street (or P O box number if mail is not delivered to street address) 1900 WEST LOOP SOUTH NO 1050		B Telephone number (see instructions) (713) 986-8030	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 770273207		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 89,233,777	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10	10		
	4 Dividends and interest from securities.	1,884,978	1,884,978		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,750,159			
	b Gross sales price for all assets on line 6a 23,663,456				
	7 Capital gain net income (from Part IV, line 2) . . .		4,750,159		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	43,188	43,188		
	12 Total. Add lines 1 through 11	6,678,335	6,678,335		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,238	7,119		7,119
	c Other professional fees (attach schedule)	530,392	480,392		50,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	83,319	23,319		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,354	26,774		1,580
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	656,303	537,604		58,699
	25 Contributions, gifts, grants paid	3,888,000			3,888,000
	26 Total expenses and disbursements. Add lines 24 and 25	4,544,303	537,604		3,946,699
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,134,032			
	b Net investment income (if negative, enter -0-)		6,140,731		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	5,467	5,339	5,339	
	2	Savings and temporary cash investments	5,395	5,798	5,798	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	112,519			
	10a	Investments—U S and state government obligations (attach schedule)	3,803,035		4,889,337	4,747,259
	b	Investments—corporate stock (attach schedule)	49,102,017		42,561,651	56,898,788
	c	Investments—corporate bonds (attach schedule).	17,994,058		16,627,539	16,248,925
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	22,272		8,976,599	11,327,668
	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)	71,044,763	73,066,263	89,233,777		
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0	0		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	71,044,763	73,066,263		
	30	Total net assets or fund balances (see page 17 of the instructions)	71,044,763	73,066,263		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	71,044,763	73,066,263			

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	71,044,763
2	Enter amount from Part I, line 27a	2	2,134,032
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	73,178,795
5	Decreases not included in line 2 (itemize) ▶ 	5	112,532
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	73,066,263

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PASSTHROUGH K-1 CAPITAL GAIN	P		2013-12-31
c	CAPITAL GAINS DISTRIBUTIONS	P		
d	CAPITAL GAINS DIVIDENDS	P		
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 22,157,022		18,913,297	3,243,725
b 696,063			696,063
c 806,514			806,514
d 3,857			3,857
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			3,243,725
b			696,063
c			806,514
d			3,857
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	4,750,159
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	

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 page 18 of 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	3,971,247	80,113,173	0 049570
2011	3,734,678	81,291,432	0 045942
2010	3,369,172	76,093,496	0 044277
2009	4,165,552	69,415,189	0 060009
2008	4,202,869	82,746,444	0 050792

2 Total of line 1, column (d).	2	0 250590
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 050118
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	86,137,956
5 Multiply line 4 by line 3.	5	4,317,062
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	61,407
7 Add lines 5 and 6.	7	4,378,469
8 Enter qualifying distributions from Part XII, line 4.	8	3,946,699

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 page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	122,815
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	122,815
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	122,815
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	106,362
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	166,362
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	354
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	43,193
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 43,193 Refunded		11	0

Part VII-A Statements Regarding Activities				
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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	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>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶RE SMITH INTERESTS INC Telephone no ▶(713) 986-8030			
	Located at ▶1900 WEST LOOP SOUTH 1050 HOUSTON TX ZIP +4 ▶770273207			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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).	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?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)?

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?

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

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

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
See Additional Data Table				

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

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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
FAYEZ SAROFIM & CO PO BOX 973701 DALLAS, TX 75397	INVESTMENT MANAGEMENT	77,866
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVE 42ND FLOOR NEW YORK, NY 10017		
THE MITCHELL GROUP 1100 LOUISIANA SUITE 5000 HOUSTON, TX 77002	INVESTMENT MANAGEMENT	71,508
LOWERY ASSET CONSULTING LLC 20 NORTH WACKER DR STE 1475 CHICAGO, IL 60606		
	INVESTMENT MANAGEMENT	65,941
	INVESTMENT MANAGEMENT	52,180
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	0
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	75,273,122
b	Average of monthly cash balances.	1b	848,912
c	Fair market value of all other assets (see instructions).	1c	11,327,668
d	Total (add lines 1a, b, and c).	1d	87,449,702
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	87,449,702
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,311,746
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	86,137,956
6	Minimum investment return. Enter 5% of line 5.	6	4,306,898

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	4,306,898
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	122,815
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	122,815
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,184,083
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,184,083
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,184,083

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	3,946,699
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,946,699
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,946,699
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				4,184,083
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,871,882	
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 ▶ \$ 3,946,699				
a Applied to 2012, but not more than line 2a			3,871,882	
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.				74,817
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				4,109,266
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)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

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

AMY MECKEL VIVIAN L SMITH FOUNDATIO
1900 WEST LOOP SOUTH SUITE 1050
HOUSTON,TX 770273207
(713) 986-8030

b

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

NO SPECIFIC FORM REQUIRED APPLICANTS MUST SPECIFY PURPOSE AND INCLUDE PROOF THAT THEY ARE QUALIFYING SEC 509(A)(1),(2) OR (3) ORGANIZATIONS

c

Any submission deadlines

GRANTS MUST BE SUBMITTED BY FEB 15,MAY 15,AUG 15,AND OCT 25 PRECEDING THE QUARTERLY MEETINGS

d

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

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS ALL RECEIPIENTS MUST BE QUALIFYING SEC 509(A)(1),(2), OR (3) ORGANIZATIONS THERE ARE NO RESTRICTIONS TO GEOGRAPHICAL AREAS OR CHARITABLE FIELDS

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 Additional Data Table				
Total			3a	3,888,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD H SKINNER	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
SUZANNE R BENSON	PRESIDENT/TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
SANDRA SMITH DOMPIER	TRUSTEE 1 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
H DEVON GRAHAM JR	VICE PRESIDENT 8 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
AMY M MECKEL	SEC/TREA 10 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
CYNTHIA J ADKINS	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
RANSOM C LUMMIS	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				
KIRBY COHN MCCOOL	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON,TX 77027				


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BLANTON MUSEUM OF ART 200 E MARTIN LUTHER KING JR BLVD AUSTIN,TX 78701		PC	GENERAL SUPPORT	5,000
KINKAID SCHOOL 201 KINKAID SCHOOL DR HOUSTON,TX 77024		PC	GENERAL SUPPORT	15,000
TEXAS EXES ALUMNI ASSOCIATION 2110 SAN JACINTO BLVD AUSTIN,TX 78712		PC	GENERAL SUPPORT	2,000
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA,GA 30303		PC	GENERAL SUPPORT	75,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY,TX 77447		PC	GENERAL SUPPORT	10,000
COMMUNITIES IN SCHOOLS INC 1235 N LOOP WEST STE 300 HOUSTON,TX 77008		PC	GENERAL SUPPORT	100,000
DISCOVERY GREEN 1500 MCKINNEY ST HOUSTON,TX 77010		PC	GENERAL SUPPORT	50,000
JOHN P MCGOVERN MUSEUM OF HEALTH 1515 HERMANN DRIVE HOUSTON,TX 77004		PC	GENERAL SUPPORT	50,000
MAKE A WISH FOUNDATION 4741 M 24TH STREET SUITE 400 PHEONIX,AZ 85016		PC	GENERAL SUPPORT	15,000
THE ROSE FOUNDATION 1970 BROADWAY SUITE 600 OAKLAND,CA 94612		PC	GENERAL SUPPORT	50,000
SPAY NEUTER ASSISTANCE PROGRAM PO BOX 70286 HOUSTON,TX 77270		PC	GENERAL SUPPORT	15,000
SUNSHINE KIDS FOUNDATION 2814 VIRGINIA ST HOUSTON,TX 77098		PC	GENERAL SUPPORT	25,000
TREES FOR HOUSTON PO BOX 270477 HOUSTON,TX 77277		PC	GENERAL SUPPORT	5,000
YES PREP PUBLIC SCHOOLS INC 6201 BONHOMME STE 168N HOUSTON,TX 77036		PC	GENERAL SUPPORT	100,000
UNITY THEATRE COMPANY 300 CHURCH ST BRENHAM,TX 77833		PC	GENERAL SUPPORT	5,000
Total  3a				3,888,000


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE BEACON 199 MAIN ST BEACON,NY 12508		PC	GENERAL SUPPORT	10,000
HOUSTON ACHIEVEMENT PLACE 245 W 17TH STREET HOUSTON,TX 77008		PC	GENERAL SUPPORT	10,000
MENNINGER CLINIC 12301 MAIN STREET HOUSTON,TX 77035		PC	GENERAL SUPPORT	100,000
RISE SCHOOL OF HOUSTON 5618 H MARK CROSSWELL JR ST HOUSTON,TX 77021		PC	GENERAL SUPPORT	50,000
WAY STATION PO BOX 3826 FREDERICK,MD 21705		PC	GENERAL SUPPORT	15,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON,TX 77019		PC	GENERAL SUPPORT	25,000
DEPRESSION BIPOLAR SUPPORT ALLIANCE PO BOX 27607 HOUSTON,TX 77227		PC	GENERAL SUPPORT	12,000
HOUSTON CENTER FOR LITERACY 2401 PORTSMOUTH 230 HOUSTON,TX 77098		PC	GENERAL SUPPORT	10,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON,TX 77030		PC	GENERAL SUPPORT	100,000
SPECIAL OLYMPICS TEXAS 7715 CHEVY CHASE DR STE 120 AUSTIN,TX 78752		PC	GENERAL SUPPORT	25,000
ARCHWAY ACADEMY 6221 MAIN ST HOUSTON,TX 77030		PC	GENERAL SUPPORT	10,000
CHRISTUS STEHLIN FOUNDATION 10301 STELLA LINK SUITE A HOUSTON,TX 77025		PC	GENERAL SUPPORT	50,000
MENIL FOUNDATION INC 1519 BRANARD ST HOUSTON,TX 77006		PC	GENERAL SUPPORT	38,000
SMALL STEPS NURTURING CENTER 2902 JENSEN DRIVE HOUSTON,TX 77026		PC	GENERAL SUPPORT	30,000
TEXAS CHILDRENS HOSPITAL 6621 FANNIN STREET HOUSTON,TX 77030		PC	GENERAL SUPPORT	100,000
Total ▶ 3a				3,888,000


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TIRR FOUNDATION 4605 POST OAK PLACE SUITE 222 HOUSTON,TX 77027		PC	GENERAL SUPPORT	100,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON,TX 77006		PC	GENERAL SUPPORT	50,000
UT HEALTH SCIENCE CENTER 7000 FANNIN STREET HOUSTON,TX 77030		PC	GENERAL SUPPORT	105,000
YMCA OF GREATER HOUSTON PO BOX 3007 HOUSTON,TX 77253		PC	GENERAL SUPPORT	50,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA BCM160 HOUSTON,TX 77030		PC	GENERAL SUPPORT	135,000
CASA DE ESPERANZA PO BOX 66581 HOUSTON,TX 77266		PC	GENERAL SUPPORT	10,000
HERMANN PARK CONSERVANCY 6201 A HERMANN PARK DRIVE HOUSTON,TX 77030		PC	GENERAL SUPPORT	50,000
MONARCH INSTITUTE FOR NEUROLOGICAL DIFFERENCES 2815 ROSEFIELD DR HOUSTON,TX 77080		PC	GENERAL SUPPORT	100,000
NEIGHBORHOOD CENTERS INC PO BOX 271389 HOUSTON,TX 77277		PC	GENERAL SUPPORT	50,000
UT HEALTH SCIENCE CENTER 7000 FANNIN STREET HOUSTON,TX 77030		PC	GENERAL SUPPORT	100,000
BEREN ACADEMY 11333 CLIFFWOOD DR HOUSTON,TX 77035		PC	GENERAL SUPPORT	10,000
JOHN H REAGAN HIGH SCHOOL DEVELOPMENT AND SCHOLARSHIP FOUNDATION INC 1200 SMITH ST STE 1111 HOUSTON,TX 77002		PC	GENERAL SUPPORT	25,000
EPISCOPAL HIGH SCHOOL 4650 BISSONET ST BELLAIRE,TX 77401		PC	GENERAL SUPPORT	102,000
GOODWILL INDUSTRIES OF HOUSTON 1140 WEST LOOP NORTH HOUSTON,TX 77055		PC	GENERAL SUPPORT	50,000
ST FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT HOUSTON,TX 77024		PC	GENERAL SUPPORT	100,000
Total  3a				3,888,000


Form 990PF Part XV Line 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				
REGIS SCHOOL OF THE SACRED HEART 7330 WESTVIEW DR HOUSTON,TX 77055		PC	GENERAL SUPPORT	30,000
AMAZING PLACE INC 3735 DREXEL DR HOUSTON,TX 77027		PC	GENERAL SUPPORT	25,000
CORNERSTONE RECOVERY 6699 PORTWEST DRIVE SUITE 140 HOUSTON,TX 77024		PC	GENERAL SUPPORT	25,000
CAMP FOR ALL FOUNDATION 10500 NW FREEWAY HOUSTON,TX 77092		PC	GENERAL SUPPORT	50,000
CHILDRENS ASSESSMENT CENTER FOUNDATION 2500 BOLSOVER HOUSTON,TX 77005		PC	GENERAL SUPPORT	50,000
ST JOHNS SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019		PC	GENERAL SUPPORT	120,000
SHRINERS HOSPITALS FOR CHILDREN PO BOX 31356 TAMPA,FL 33631		PC	GENERAL SUPPORT	50,000
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ ST HOUSTON,TX 77004		PC	GENERAL SUPPORT	25,000
ST LUKES EPISCOPAL HOSPITAL 232 S WOODS MILL RD CHESTERFIELD,MO 63017		PC	GENERAL SUPPORT	100,000
CHILD ADVOCATES INC 2401 PORTSMOUTH HOUSTON,TX 77098		PC	GENERAL SUPPORT	20,000
ST JOHNS UNITED METHODIST CHURCH 2019 CRAWFORD ST HOUSTON,TX 77002		PC	GENERAL SUPPORT	25,000
UNIVERSITY OF TEXAS 215 E 24TH ST AUSTIN,TX 78712		PC	GENERAL SUPPORT	210,500
TEXAS HEART INSTITUTE 6770 BERTNER HOUSTON,TX 77030		PC	GENERAL SUPPORT	100,000
ASIA SOCIETY TEXAS CENTER 1370 SOUTHMORE BLVD HOUSTON,TX 77004		PC	GENERAL SUPPORT	10,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON,TX 77054		PC	GENERAL SUPPORT	10,000
Total  3a				3,888,000


Form 990PF Part XV Line 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				
CANCARE INC PO BOX 79362 HOUSTON,TX 77279		PC	GENERAL SUPPORT	10,000
CHRIST CHURCH CATHEDRAL 1117 TEXAS ST HOUSTON,TX 77002		PC	GENERAL SUPPORT	5,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA,MD 20814		PC	GENERAL SUPPORT	50,000
DEPELCHIN CHILDRENS CENTER 4950 MEMORIAL DR HOUSTON,TX 77007		PC	GENERAL SUPPORT	15,000
EPILEPSEY FOUNDATION 8301 PROFESSIONAL PLACE EAST LANDOVER,MD 20785		PC	GENERAL SUPPORT	15,000
GATEWAY ACADENY 7310 BOWIE ST HOUSTON,TX 77012		PC	GENERAL SUPPORT	10,000
GOOD SAMARITAN FOUNDATION 5615 KIRBY DR STE 610 HOUSTON,TX 77005		PC	GENERAL SUPPORT	50,000
HEALTHCARE FOR THE HOMELESS- HOUSTON PO BOX 66690 HOUSTON,TX 77266		PC	GENERAL SUPPORT	5,000
HERITAGE SOCIETY AT SAM HOUSTON 1100 BAGBY ST HOUSTON,TX 77002		PC	GENERAL SUPPORT	50,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON,TX 77029		PC	GENERAL SUPPORT	30,000
HOUSTON SYMPHONY 615 LOUISIANA SUITE 102 HOUSTON,TX 77002		PC	GENERAL SUPPORT	10,000
HSPVA FRIENDS 4119 MONTROSE BLVD STE 210 HOUSTON,TX 77006		PC	GENERAL SUPPORT	10,000
KARL YOUNG BASEBALL 9977 W SAM HOUSTON PKWY 150 HOUSTON,TX 77064		PC	GENERAL SUPPORT	10,000
KELSEY RESEARCH FOUNDATION 5615 KIRBY DR STE 660 HOUSTON,TX 77005		PC	GENERAL SUPPORT	25,000
MARBRIDGE FOUNDATION PO BOX 2250 MANCHACA,TX 78652		PC	GENERAL SUPPORT	2,500
Total  3a				3,888,000

Form 990PF Part XV Line 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				
NEW HOPE HOUSING INC 1117 TEXAS AVE HOUSTON,TX 77002		PC	GENERAL SUPPORT	25,000
PALMER DRUG ABUSE PROGRAM THREE MEMORIAL CITY PLAZA HOUSTON,TX 77024		PC	GENERAL SUPPORT	15,000
PROJECT GRAD HOUSTON 3000 RICHMOND AVE HOUSTON,TX 77098		PC	GENERAL SUPPORT	50,000
ST LUKES UNITED METHODIST CHURCH 3471 WESTHEIMER RD HOUSTON,TX 77027		PC	GENERAL SUPPORT	50,000
RONALD MCDONALD HOUSE HOUSTON 1907 HOLCOMBE BLVD HOUSTON,TX 77030		PC	GENERAL SUPPORT	50,000
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD GALVESTON,TX 77555		PC	GENERAL SUPPORT	10,000
WOODS PROJECT 2700 SOUTHWEST FREEWAY SUITE B HOUSTON,TX 77098		PC	GENERAL SUPPORT	10,000
CATHEDRAL HEALTH & OUTREACH MINISTRIES 1117 TEXAS AVE HOUSTON,TX 77002		PC	GENERAL SUPPORT	5,000
CRIME STOPPERS OF HOUSTON INC PO BOX 541654 HOUSTON,TX 77254		PC	GENERAL SUPPORT	25,000
JAMES A BAKER III INSTITUTE FOR PUBLIC POLICY 6100 MAIN ST HOUSTON,TX 77005		PC	GENERAL SUPPORT	5,000
JULIE ROGERS GIFT OF LIFE PROGRAM 2390 DOWLEN RD BEAUMONT,TX 77706		PC	GENERAL SUPPORT	10,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON,TX 77024		PC	GENERAL SUPPORT	100,000
YELLOWSTONE ACADEMY 3000 TRULLEY HOUSTON,TX 77004		PC	GENERAL SUPPORT	1,000
HOUSTON ZOO INC 1513 CAMBRIDGE STREET HOUSTON,TX 77030		PC	GENERAL SUPPORT	100,000
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON,TX 77265		PC	GENERAL SUPPORT	25,000
Total  3a				3,888,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
NEUHAUS EDUCATION CENTER 4433 BISSONNET BELLAIRE, TX 77401		PC	GENERAL SUPPORT	30,000
JONES GRADUATE SCHOOL AT RICE UNIVERSITY 6100 MAIN ST HOUSTON, TX 77005		PC	GENERAL SUPPORT	5,000
HOUSTON JUNIOR FORUM INC PO BOX 7941 HOUSTON, TX 77270		PC	GENERAL SUPPORT	15,000
STAR OF HOPE MISSION 6897 ARDMORE HOUSTON, TX 77054		PC	GENERAL SUPPORT	7,500
CHILDREN'S DEFENSE FUND TEXAS 5410 BELLAIRE BLVD 203 BELLAIRE, TX 77401		PC	GENERAL SUPPORT	7,500
UNIVERSITY OF HOUSTON SUGAR LAND 14000 UNIVERSITY BLVD SUGAR LAND, TX 77479		PC	GENERAL SUPPORT	50,000
Total  3a				3,888,000

TY 2013 Accounting Fees Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX COMPLIANCE SERVICES	14,238	7,119		7,119

TY 2013 General Explanation Attachment

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Identifier	Return Reference	Explanation
	FORM 990PF, PART VII-B, LINE 1A (2)(3) (4) AND LINE 1B	THE FOUNDATION'S BOOKKEEPING, CASH AND PROPERTY MANAGEMENT FUNCTIONS ARE PERFORMED BY R E SMITH INTERESTS INC , A MANAGEMENT COMPANY OWNED BY THE R E SMITH TESTAMENTARY TRUST PARTNERSHIP, A DISQUALIFIED PERSON IN THIS CAPACITY, THE MANAGEMENT COMPANY PAYS EXPENSES ON THE FOUNDATION'S BEHALF WHICH ARE LATER REIMBURSED FROM THE FOUNDATION'S FUNDS IN EXCHANGE FOR THESE SERVICES, THE FOUNDATION REMITTED TO R E SMITH INTERESTS, INC A MANAGEMENT FEE IN THE AMOUNT OF \$100,000 WHICH REPRESENTS REASONABLE PAYMENT FOR SUCH SERVICES THE FOUNDATION HAS ANSWERED "YES" TO QUESTIONS 1A (2), (3) AND (4) SINCE IT PAYS FOR SERVICES PROVIDED EITHER DIRECTLY OR INDIRECTLY BY A DISQUALIFIED PERSON AS DESCRIBED ABOVE HOWEVER, THE PAYMENT FOR THESE SERVICES IS AN EXCEPTED ACT UNDER SEC 4941(D)(2)(E) SINCE THE PAYMENTS ARE FOR "PERSONAL SERVICES" WHICH ARE NECESSARY TO CARRY OUT THE EXEMPT PURPOSES OF THE FOUNDATION AND ARE "REASONABLE" IN AMOUNT AS THOSE TERMS ARE USED IN THE REGULATIONS AND OTHER AUTHORITATIVE PRONOUNCEMENTS

**TY 2013 Investments Corporate
Bonds Schedule****Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FRANKLIN TEMPLETON BONDS	2,914,996	2,773,749
FX STRATEGY GLOBAL	2,030,415	1,786,963
INVESTMENT - EATON VANCE	3,773,564	3,714,660
PIMCO	7,908,564	7,973,553

**TY 2013 Investments Corporate
Stock Schedule****Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DANA	4,698,443	6,189,568
DRIEHAUS ACTIVE INCOME	2,438,986	2,226,192
FORWARD TACTICAL GROWTH	2,874,538	2,982,683
INVESTMENT - FAYEZ SAROFIM	6,048,981	13,036,635
INVESTMENT - INVESTORS TREASURY	661,672	661,672
IVY ASSET STRATEGY	2,422,234	3,515,831
LEUTHOLD CORE INVESTMENT	2,792,325	3,154,201
MANNING OVERSEAS	5,833,520	5,956,318
MITCHELL	6,735,038	9,292,381
WCM	2,046,714	3,204,919
LUTHER KING	4,009,200	4,392,549
DENT GROWTH FUND	2,000,000	2,285,839

TY 2013 Investments Government Obligations Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

US Government Securities - End of

Year Book Value:

4,889,337

US Government Securities - End of

Year Fair Market Value:

4,747,259

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2013 Investments - Other Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RANGER	AT COST	2,673,816	3,403,128
SILCHESTER INTERNATIONAL	AT COST	6,302,783	7,924,540

TY 2013 Other Decreases Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Description	Amount
ADJUSTMENT FOR PRIOR PERIOD ACCRUAL	112,532

TY 2013 Other Expenses Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	725	0		725
DELIVERY SERVICE AND OTHER EXPENSES	855	0		855
OTHER INVESTMENT EXPENSES	2,917	2,917		0
BANK FEES	134	134		0
K-1 PASSTHROUGH OTHER DEDUCTIONS	23,723	23,723		0

TY 2013 Other Income Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 PASSTHROUGH OTHER INCOME	42,740	42,740	42,740
OTHER INVESTMENT INCOME	448	448	448

TY 2013 Other Professional Fees Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	100,000	50,000		50,000
INVESTMENT MANAGEMENT FEES	430,392	430,392		0

TY 2013 Taxes Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	23,319	23,319		0
FEDERAL EXCISE TAX	60,000	0		0