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Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning 06/01, 2013, and ending 05/31, 2014

Name of foundation: TR U/W NORA & WM SMITH FDN

Number and street (or P O box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: JACKSONVILLE, FL 32203-0200

A Employer identification number: 57-6110584

B Telephone number (see instructions): 877-446-1410

C If exemption application is pending, check here

D 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

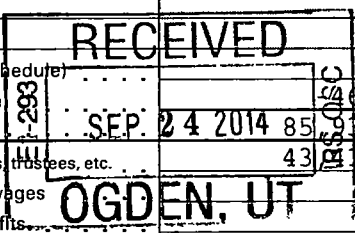
G Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

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, col. (c), line 16)  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)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3 Interest on savings and temporary cash investments . . . . .				
4 Dividends and interest from securities . . . . .	67,678.	65,326.		STMT 1
5 a Gross rents . . . . .				
6 b Net rental income or (loss) . . . . .				
7 a Net gain or (loss) from sale of assets not on line 10	18,722.			
8 Gross sales price for all assets on line 6a . . . . .	1,260,530.			
9 Capital gain net income (from Part IV, line 2) . . . . .		18,722.		
10 Net short-term capital gain . . . . .				
11 Income modifications . . . . .				
12 a Gross sales less returns and allowances . . . . .				
13 b Less Cost of goods sold . . . . .				
14 c Gross profit or (loss) (attach schedule) . . . . .				
15 Other income (attach schedule) . . . . .	48.	48.		STMT 2
16 Total. Add lines 1 through 11 . . . . .	85,937.	84,096.		
17 Compensation of officers, directors, trustees, etc. . . . .	43,914.	26,048.		17,365.
18 Other employee salaries and wages . . . . .				
19 Pension plans, employee benefits . . . . .				
20 Legal fees (attach schedule) . . . . .				
21 Accounting fees (attach schedule) . . . . .	1,300.	NONE	NONE	1,300.
22 Other professional fees (attach schedule) . . . . .	9,257.			9,257.
23 Interest . . . . .				
24 Taxes (attach schedule) (see instructions) . . . . .	34,781.	1,536.		
25 Depreciation (attach schedule) and depletion . . . . .				
26 Occupancy . . . . .				
27 Travel, conferences, and meetings . . . . .				
28 Printing and publications . . . . .				
29 Other expenses (attach schedule) . . . . .		1,211.		
30 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	88,752.	28,795.	NONE	27,922.
31 Contributions, gifts, grants paid . . . . .	256,039.			256,039.
32 Total expenses and disbursements. Add lines 24 and 25 . . . . .	344,791.	28,795.	NONE	283,961.
33 Subtract line 26 from line 12 . . . . .	-258,854.			
34 a Excess of revenue over expenses and disbursements . . . . .		55,301.		
35 b Net investment income (if negative, enter -0-) . . . . .				
36 c Adjusted net income (if negative, enter -0-) . . . . .				

SCANNED SEP 25 2014



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	26,271.	118,134.	118,134.
	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 . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) <b>STMT 7</b> . . . . .	2,433,392.	3,352,353.	3,589,135.
	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) . . . . .			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,459,663.	3,470,487.	3,707,269.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . .</b> ▶ <input checked="" type="checkbox"/>				
	<b>check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	2,459,663.	3,470,487.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,459,663.	3,470,487.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,459,663.	3,470,487.		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 2,459,663.
2	Enter amount from Part I, line 27a . . . . .	2 -258,854.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b> . . . . .	3 1,275,340.
4	Add lines 1, 2, and 3 . . . . .	4 3,476,149.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 11</b> . . . . .	5 5,662.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 3,470,487.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>			
<b>b OTHER GAINS AND LOSSES</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

	(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)
<b>a</b>	657,381.		675,631.	-18,250.
<b>b</b>	603,149.		566,177.	36,972.
<b>c</b>				
<b>d</b>				
<b>e</b>				

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))
<b>a</b>				-18,250.
<b>b</b>				36,972.
<b>c</b>				
<b>d</b>				
<b>e</b>				

<b>2</b> 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 }	<b>2</b>	18,722.
<b>3</b> 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	{ }	<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	165,632.	3,425,546.	0.048352
2011	159,361.	3,250,934.	0.049020
2010	148,749.	3,222,393.	0.046161
2009	139,696.	2,985,008.	0.046799
2008	184,769.	2,842,771.	0.064996

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.255328
<b>3</b> 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	<b>3</b>	0.051066
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	3,648,187.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	186,298.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	553.
<b>7</b> Add lines 5 and 6	<b>7</b>	186,851.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	283,961.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 6,972, with 556 refunded, resulting in a final amount of 6,416.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?'. Responses are marked with 'Yes' or 'No' (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of BANK OF AMERICA TAX SERVICES Telephone no (877) 446-1410
Located at PO BOX 40200, JACKSONVILLE, FL ZIP+4 32203-0200
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here X
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 X
See the 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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . . 4b X



**Part 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		NONE
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ▶</b>		NONE

**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 NONE	
-----	
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 NONE		
-----		
2		
-----		
All other program-related investments See instructions		
3 NONE		
-----		
<b>Total. Add lines 1 through 3 . . . . . ▶</b>		

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,609,174.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	94,569.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,703,743.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,703,743.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	55,556.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,648,187.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	182,409.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	182,409.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	553.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	553.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	181,856.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	181,856.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	181,856.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	283,961.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	283,961.
<b>5</b>	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)	<b>5</b>	553.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	283,408.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				181,856.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			126,569.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>283,961.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			126,569.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				157,392.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				24,464.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4 for each year listed, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, Complete 3a, b, or c for the alternative test relied upon, Assets alternative test, Endowment alternative test, Support alternative test.

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<p><b>a</b> Paid during the year</p> <p>SEE STATEMENT 20</p>				256,039.
<b>Total</b> .....				<b>3a</b> 256,039.
<b>b</b> Approved for future payment				
<b>Total</b> .....				<b>3b</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Sign Here [Signature] 07/02/2014 SVP Tax BANK OF AMERICA, N.A.

May the IRS discuss this return with the preparer shown below (see instructions)? [ ] Yes [X] No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [ ] if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,086.	1,086.
FOREIGN DIVIDENDS	10,376.	10,376.
NONDIVIDEND DISTRIBUTIONS	2,352.	
DOMESTIC DIVIDENDS	21,602.	21,602.
OTHER INTEREST	2,559.	2,559.
FOREIGN INTEREST	83.	83.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	225.	225.
US GOVERNMENT INTEREST REPORTED AS QUALI	493.	493.
NONQUALIFIED FOREIGN DIVIDENDS	4,047.	4,047.
NONQUALIFIED DOMESTIC DIVIDENDS	24,855.	24,855.
TOTAL	67,678.	65,326.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-463.	48.
PARTNERSHIP INCOME		
TOTALS	-463.	48.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,300.			1,300.
TOTALS	1,300.	NONE	NONE	1,300.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	9,257.	9,257.
TOTALS	9,257.	9,257.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	804.	804.
EXCISE TAX - PRIOR YEAR	25,720.	
EXCISE TAX ESTIMATES	7,525.	
FOREIGN TAXES ON QUALIFIED FOR	453.	453.
FOREIGN TAXES ON NONQUALIFIED	279.	279.
TOTALS	34,781.	1,536.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP EXPENSES		1,211.
TOTALS		1,211.

TR U/W NORA & WM SMITH FDN

57-6110584

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
H5833N103 NOBLE CORP COM	11,245.		
20825C104 CONOCOPHILLIPS COM	18,562.		
30231G102 EXXON MOBIL CORP COM	8,960.		
718546104 PHILLIPS 66 COM	5,516.		
013817101 ALCOA INC COM	23,248.		
74005P104 PRAXAIR INC COM	13,751.		
H6169Q108 PENTAIR LTD COM	815.		
H89128104 TYCO INTL LTD NEW F	2,352.		
00101J106 ADT CORP COM	1,517.		
369604103 GENERAL ELEC CO COM	35,733.		
911312106 UNITED PARCEL SVC IN	22,343.		
913017109 UNITED TECHNOLOGIES	28,860.		
94106L109 WASTE MGMT INC DEL C	11,676.		
548661107 LOWES COS INC COM	27,103.		
654106103 NIKE INC CL B	19,573.		
054303102 AVON PRODS INC COM	12,089.		
126650100 CVS CAREMARK CORP CO	4,101.		
191216100 COCA COLA CO COM	3,158.		
713448108 PEPSICO INC COM	23,393.		
742718109 PROCTER & GAMBLE CO	18,168.		
931142103 WAL-MART STORES INC	5,927.		
G2554F113 COVIDIEN PLC COM	3,838.		
37733W105 GLAXOSMITHKLINE PLC	11,155.		
478160104 JOHNSON & JOHNSON CO	10,458.		
717081103 PFIZER INC COM	24,230.		
881624209 TEVA PHARMACEUTICAL	23,392.		
94973V107 WELLPOINT INC COM	6,446.		
949746101 WELLS FARGO & CO NEW	33,058.		
H84989104 TE CONNECTIVITY LTD	3,484.		

TR U/W NORA & WM SMITH FDN

57-6110584

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
00846U101 AGILENT TECHNOLOGIES	11,197.		
053015103 AUTOMATIC DATA PROCE	14,794.		
11133T103 BROADRIDGE FINL SOLU	1,675.		
17275R102 CISCO SYS INC COM	16,887.		
57772K101 MAXIM INTEGRATED PRO	20,086.		
594918104 MICROSOFT CORP COM	24,959.		
747525103 QUALCOMM INC COM	20,189.		
871503108 SYMANTEC CORP COM	16,357.		
00206R102 AT&T INC COM	31,481.		
97381W104 WINDSTREAM CORP COM	1,130.		
30161N101 EXELON CORP COM	28,359.		
4812A2389 JP MORGAN US LARGE C	250,000.		
780905691 ROYCE OPPORTUNITY FU	100,000.		
19765J608 COLUMBIA MID CAP IND	257,045.		
19765J814 COLUMBIA SMALL CAP I	60,177.		
19765N245 COLUMBIA DIVIDEND IN	100,000.		
19765P596 COLUMBIA SMALL CAP G	103,346.		
19765N468 COLUMBIA INTERMEDIAT	207,332.		
19765N518 COLUMBIA CORPORATE I	407,464.		
19765Y886 COLUMBIA BOND FUND C	203,517.		
19765H636 COLUMBIA MARSICO INT	143,246.		
464287507 ISHARES CORE S&P MID		94,371.	108,452.
464287655 ISHARES RUSSELL 2000		60,201.	68,845.
73935S105 POWERSHARES DB COMMO		148,104.	147,876.
921943858 VANGUARD FTSE DEVELO		138,534.	155,112.
922908553 VANGUARD REIT ETF		253,922.	272,992.
466001864 IVY ASSET STRATEGY F		184,060.	198,198.
38145C646 GOLDMAN SACHS STRATE		308,588.	307,426.
693390841 PIMCO HIGH YIELD FD		37,622.	37,855.

TR U/W NORA & WM SMITH FDN

57-6110584

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
202671913 AGGREGATE BOND CTF		290,747.	293,718.
207543877 SMALL CAP GROWTH LEA		66,580.	71,966.
29099J109 EMERGING MARKETS STO		256,477.	271,221.
302993993 MID CAP VALUE CTF		136,325.	149,090.
303995997 SMALL CAP VALUE CTF		67,448.	72,539.
323991307 MID CAP GROWTH CTF		126,058.	129,005.
45399C107 DIVIDEND INCOME COMM		334,519.	357,170.
99Z466163 HIGH QUALITY CORE CO		175,227.	188,849.
99Z466197 INTERNATIONAL FOCUS		376,767.	421,755.
99Z501647 STRATEGIC GROWTH COM		296,803.	337,066.
TOTALS	2,433,392.	3,352,353.	3,589,135.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
ADJUST FOR PRIOR YEAR END SALES	1,224,854.
COMMON TRUST FUND ADJUSTMENT	44,963.
PARTNERSHIP ADJUSTMENT	5,520.
ROUNDING	3.
TOTAL	----- 1,275,340. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
COST ADJUSTMENTS	2,152.
SALES ADJUSTMENTS	3,510.
	-----
TOTAL	5,662.
	=====

TR U/W NORA & WM SMITH FDN  
 Schedule D Detail of Short-term Capital Gains and Losses

57-6110584

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
<b>OTHER GAINS AND LOSSES</b>					
618.082 AGGREGATE BOND CTF	05/31/2013	03/21/2014	10,257.00	10,290.00	-33.00
603.604 SMALL CAP GROWTH LEADERS CTF	05/31/2013	02/28/2014	13,233.00	11,141.00	2,092.00
1010.061 EMERGING MARKETS STOCK COMMON TRUST FUND	05/31/2013	11/30/2013	48,123.00	47,225.00	898.00
401.809 MID CAP VALUE CTF	05/31/2013	03/21/2014	11,261.00	10,124.00	1,137.00
575.041 SMALL CAP VALUE CTF	05/31/2013	03/21/2014	14,080.00	12,714.00	1,366.00
1082.661 DIVIDEND INCOME COMMON TRUST FUND	05/31/2013	06/30/2013	46,156.00	46,889.00	-733.00
1326.255 DIVIDEND INCOME COMMON TRUST FUND	05/31/2013	11/30/2013	61,248.00	58,157.00	3,091.00
224.242 DIVIDEND INCOME COMMON TRUST	05/31/2013	03/21/2014	10,629.00	10,052.00	577.00
6226. POWERSHARES DB COMMODITY INDEX	05/31/2013	09/30/2013	160,200.00	159,002.00	1,198.00
138. POWERSHARES DB COMMODITY INDEX	05/31/2013	03/21/2014	3,558.00	3,598.00	-40.00
3631.691 HIGH QUALITY CORE COMMON	05/31/2013	06/30/2013	40,383.00	41,326.00	-943.00
3972.957 HIGH QUALITY CORE COMMON	05/31/2013	11/30/2013	48,701.00	45,455.00	3,246.00
394.737 HIGH QUALITY CORE COMMON TRUST	05/31/2013	03/21/2014	4,967.00	4,631.00	336.00
1934.44 STRATEGIC GROWTH COMMON TRUST FUND	05/31/2013	06/30/2013	19,653.00	20,124.00	-471.00
1307.452 STRATEGIC GROWTH COMMON TRUST FUND	05/31/2013	10/18/2013	15,000.00	13,519.00	1,481.00
5565.347 STRATEGIC GROWTH COMMON TRUST FUND	05/31/2013	11/30/2013	65,753.00	57,463.00	8,290.00
1394.521 STRATEGIC GROWTH COMMON TRUST FUND	05/31/2013	03/21/2014	16,748.00	14,467.00	2,281.00
<b>TOTAL OTHER GAINS AND LOSSES</b>			589,950.00	566,177.00	23,773.00
<b>Totals</b>			589,950.00	566,177.00	23,773.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -1,615.00  
-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -1,615.00  
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 20,334.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS -5,520.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 14,814.00  
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

111 WESTMINSTER ST  
PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 43,414.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION: 43,414.

=====

TR U/W NORA & WM SMITH FDN  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

57-6110584

RECIPIENT NAME:  
BRENTON THURSTON  
ADDRESS:  
111 WESTMINSTER ST.  
PROVIDENCE, RI 02903  
RECIPIENT'S PHONE NUMBER: 866-461-7287  
FORM, INFORMATION AND MATERIALS:  
NO FORM  
SUBMISSION DEADLINES:  
FEBRUARY 1  
RESTRICTIONS OR LIMITATIONS ON AWARDS:  
NO RESTRICTIONS

STATEMENT 15

RECIPIENT NAME:  
EAGLE RANCH  
ADDRESS:  
5500 UNION CHURCH RD  
CHESTNUT MOUNTAIN, GA 30502  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CHILDREN'S RESTORATION NETWORK  
ADDRESS:  
11285 ELKINS RD.  
ROSWELL, GA 30076  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
CAPERS PREPARATORY CHRISTIAN  
ACADEMY  
ADDRESS:  
1941 BEES FERRY RD.  
CHARLESTON, SC 29414  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ANGEL FLIGHT SOARS  
ADDRESS:  
2000 AIRPORT RD  
CHAMBLEE, GA 30341  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 6,342.

RECIPIENT NAME:  
SEA HAVEN FOR YOUTH  
ADDRESS:  
PO BOX 600  
N. MYRTLE BEACH, SC 29597  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,500.

RECIPIENT NAME:  
FROM GOD TO YOU MINISTRIES  
ADDRESS:  
1104 HICKORY LN  
ANDERSON, SC 29624  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

A CHILD'S HAVEN

ADDRESS:

1124 RUTHERFORD RD  
GREENVILLE, SC 29609

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:

GATEWAY HOUSE, INC.

ADDRESS:

PO BOX 4241  
GREENVILLE, SC 29608

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

PRESBYTERIAN COLLEGE

ADDRESS:

503 S. BROAD ST.  
CLINTON, SC 29325

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 63,899.

RECIPIENT NAME:  
THORNWELL HOME  
FOR CHILDREN  
ADDRESS:  
PO BOX 60  
CLINTON, SC 29325-0060  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 63,899.

RECIPIENT NAME:  
GREENVILLE RESCUE MISSION/  
MIRACLE HILL MINISTRIES  
ADDRESS:  
PO BOX 2546  
GREENVILLE, SC 29602  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 12,780.

RECIPIENT NAME:  
COLUMBIA THEOLOGICAL  
SEMINARY  
ADDRESS:  
PO BOX 520  
DECATUR, GA 30031-0520  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 38,339.

TR U/W NORA & WM SMITH FDN

57-6110584

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SECOND PRESBYTERIAN  
CHURCH

ADDRESS:

105 RIVER STREET  
GREENVILLE, SC 29601-2537

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 12,780.

TOTAL GRANTS PAID:

256,039.

=====

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.