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

**2013**

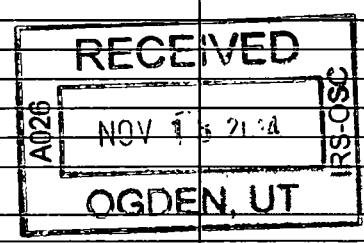
Department of the Treasury  
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**  
▶ **Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

**For calendar year 2013, or tax year beginning** Jul 1 , 2013, **and ending** Jun 30 , 2014

Name of foundation <b>Smith and Davis Foundation, Inc.</b>		<b>A</b> Employer identification number 26-2873407
Number and street (or P O box number if mail is not delivered to street address) 602 Singleton Rd.		<b>B</b> Telephone number (see the instructions) (336) 998-8233
City or town, state or province, country, and ZIP or foreign postal code Mocksville NC 27028		<b>C</b> If exemption application is pending, check here. ▶ <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here . . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ▶ <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ▶ <input type="checkbox"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,594,320.	<b>J</b> 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)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>1</b> Contributions, gifts, grants, etc. received (att sch) . . . . .				
<b>2</b> Cl ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
<b>4</b> Dividends and interest from securities . . . . .	77,587.	52,564.		
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss) . . . . .				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10				
<b>b</b> Gross sales price for all assets on line 6a . . . . .				
<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		15,016.		
<b>8</b> Net short-term capital gain . . . . .			0.	
<b>9</b> Income modifications . . . . .				
<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .				
<b>c</b> Gross profit/(loss) (att sch) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .				
<b>12 Total.</b> Add lines 1 through 11. . . . .	77,587.	67,580.	0.	
<b>13</b> Compensation of officers, directors, trustees, etc . . . . .	14,700.	7,350.		7,350.
<b>14</b> Other employee salaries and wages . . . . .				
<b>15</b> Pension plans, employee benefits . . . . .				
<b>16a</b> Legal fees (attach schedule) . . . . .				
<b>b</b> Accounting fees (attach sch) L-16b Stmt.	1,650.	1,650.		
<b>c</b> Other prof fees (attach sch) . . . . .				
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule)(see instrs) See Line 18 Stmt	1,964.			
<b>19</b> Depreciation (attach sch) and depletion . . . . .				
<b>20</b> Occupancy . . . . .	603.	603.		
<b>21</b> Travel, conferences, and meetings . . . . .	429.	215.		214.
<b>22</b> Printing and publications . . . . .	440.			
<b>23</b> Other expenses (attach schedule)				
Investment expenses	16,088.	16,088.		
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	35,874.	25,906.		7,564.
<b>25</b> Contributions, gifts, grants paid . . . . .	106,500.			
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	142,374.	25,906.		7,564.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b> . . . . .	-64,787.			
<b>b Net investment income</b> (if negative, enter -0-) . . . . .		41,674.		
<b>c Adjusted net income</b> (if negative, enter -0-) . . . . .			0.	



ADMINISTRATIVE EXAMINATIONS SEARCHED NOV 18 2014

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 . . . . .	158,384.	158,950.	158,950.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable . . . . . ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable . . . . . ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach sch) . ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments — U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments — corporate stock (attach schedule) L-10b Stmt . . . . .	52,912.	103,323.	103,323.
	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) . . L-13 Stmt . . . . .	1,330,964.	1,332,047.	1,332,047.	
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).	1,542,260.	1,594,320.	1,594,320.	
LIABILITIES	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, & 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) . . . . .			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X				
	27	Capital stock, trust principal, or current funds . . . . .	1,542,260.	1,594,320.	
	28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,542,260.	1,594,320.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,542,260.	1,594,320.		

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 1,542,260.
2	Enter amount from Part I, line 27a . . . . .	2 -64,787.
3	Other increases not included in line 2 (itemize) . . . . . ▶ See Other Increases Stmt	3 116,847.
4	Add lines 1, 2, and 3 . . . . .	4 1,594,320.
5	Decreases not included in line 2 (itemize) . . . . . ▶	5
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 1,594,320.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 24.347 SH PIMCO FDS GLOBAL MULTI-ASSET FD INSTL CL	P	12/13/12	09/20/13
b 4149 SH FIRST TRUST PORTFOLIOS BALANCED INCOME SELECT PORT SERIES 21	P	08/17/11	08/12/13
c 3147 SH FIRST TRUST PORTFOLIOS GLOBAL DIVIDEND PORT SERIES 26	P	10/04/11	08/12/13
d 6255.822 SH PIMCO FDS GLOBAL MULTI-ASSET FD INSTL CL	P	01/10/12	09/20/13
e See Columns (a) thru (d)			

(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 253.		279.	-26.
b 45,251.		42,450.	2,801.
c 34,197.		29,908.	4,289.
d 65,123.		70,008.	-4,885.
e See Columns (e) thru (h)		192,896.	12,837.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-26.
b			2,801.
c			4,289.
d			-4,885.
e See Columns (i) thru (l)			12,837.

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	15,016.
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	-11.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . .  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	6,214.	0.	0.000000
2011	6,157.	0.	0.000000
2010	6,680.		
2009			
2008			
2 Total of line 1, column (d) . . . . .			0.000000
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 . . . . .			0.000000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .			0.
5 Multiply line 4 by line 3 . . . . .			0.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			417.
7 Add lines 5 and 6 . . . . .			417.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			7,564.

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

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	417.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	417.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	417.
<b>6</b> Credits/Payments:		
<b>a</b> 2013 estimated tax pmts and 2012 overpayment credited to 2013	<b>6 a</b>	1,200.
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,200.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	783.
<b>11</b> Enter the amount of line 10 to be Credited to 2014 estimated tax <b>440.</b> Refunded	<b>11</b>	343.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>1 b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
<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>		
<b>1 c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ _____ (2) On foundation managers . . . ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4 b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NC - North Carolina</u>		
<b>8 b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address . . . . . ▶ N/A	13	X	
14	The books are in care of ▶ <u>John A Singleton</u> Telephone no. ▶ <u>(336) 998-8233</u> Located at ▶ <u>602 Singleton Rd Mocksville NC</u> ZIP + 4 ▶ <u>27028</u>			
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		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.

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. . . . .  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .

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? . . . . .

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .

Yes  No

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

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

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

Yes  No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .

5 b			
6 b			X
7 b			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John A. Singleton 602 Singleton Road Mocksville NC 27028	Pres/Dir 1.00	6,500.	0.	0.
James H. Evans, M.D. 228 Holly Lane Mocksville NC 27028	VP/Dir 1.00	3,400.	0.	0.
Donna Lawrence 197 Twin Cedars Golf Rd. Mocksville NC 27028	Sec/Tres/Dir 1.00	2,800.	0.	0.
See information about Officers, Directors, Trustees, Etc.		2,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 . . . . . None

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . . ▶		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 -----	
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 instructions	
3 -----	
Total. Add lines 1 through 3 . . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	
b	Average of monthly cash balances	1 b	
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	0.

**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	0.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	417.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	417.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0.

**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	1 a	7,564.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,564.
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	417.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	7,147.

**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 . . . . .				0.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	2,940.			
b From 2009 . . . . .	5,421.			
c From 2010 . . . . .	6,680.			
d From 2011 . . . . .	6,919.			
e From 2012 . . . . .	7,126.			
f Total of lines 3a through e . . . . .	29,086.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 7,564.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required – see instructions) . . . . .				
c Treated as distributions out of corpus (Election required – see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .	7,564.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	36,650.			
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 . . . . .				
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 . . . . .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	2,940.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	33,710.			
10 Analysis of line 9				
a Excess from 2009 . . . . .	5,421.			
b Excess from 2010 . . . . .	6,680.			
c Excess from 2011 . . . . .	6,919.			
d Excess from 2012 . . . . .	7,126.			
e Excess from 2013 . . . . .	7,564.			

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

N/A

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

---

**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 of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines:

---

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

**Part VII** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> S/A				106,500.
<b>Total . . . . .</b>				<b>▶ 3 a</b> 106,500.
b <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3 b</b>





Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	652.			
Excise Tax	1,312.			
<b>Total</b>	<b>1,964.</b>			

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Excess of asset's value at end of year over its beginning of year value	116,847.
<b>Total</b>	<b>116,847.</b>

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
6 SH VAN KAMPEN INVT GRADE MUN TR UNIT 30	P	07/08/08	07/25/13
6 SH VAN KAMPEN INVT GRADE MUN TR UNIT 30	P	07/08/08	08/25/13
6 SH VAN KAMPEN INVT GRADE MUN TR UNIT 30	P	07/08/08	09/25/13
6 SH VAN KAMPEN INVT GRADE MUN TR UNIT 30	P	07/08/08	12/25/13
30 SH VAN KAMPEN INVT INSD INCM TR UNIT 116	P	12/10/08	10/25/13
30 SH VAN KAMPEN INVT INSD INCM TR UNIT 116	P	12/10/08	11/25/13
0.4 SH VERIZON COMMUNICATIONS	P	02/24/14	02/24/14
0.3636 SH VODAFONE GROUP PLC NEW	P	02/24/14	02/24/14
120 SH FRONTIER COMMUNICATIONS	P	03/18/10	02/27/14
3349 SH FT HIGH DIV EQTY PRT9 CS	P	05/08/12	03/03/14
4796 SH FT BAL INC SLCT SER 27C	P	06/19/12	06/02/14
5256 SH FT STR INC ADV SL CE31C	P	08/28/12	06/23/14
2000 SH NEXTERA ENERGY 8.75% PFD	P	03/13/09	03/03/14

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

Columns (e) thru (h)

(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)
1,241.		1,241.	0.
459.		459.	0.
985.		985.	0.
84.		84.	0.
4,202.		4,202.	0.
1,686.		1,686.	0.
19.		19.	0.
15.		0.	15.
601.		967.	-366.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (e) thru (h)**

Continued

(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)
40,868.		32,364.	8,504.
51,908.		48,959.	2,949.
53,665.		51,930.	1,735.
50,000.		50,000.	0.
<b>Total</b>		<u>192,896.</u>	<u>12,837.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income  
**Columns (i) thru (l)**

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			0.
			0.
			0.
			0.
			0.
			0.
			0.
			0.
			0.
			15.
			-366.
			8,504.
			2,949.
			1,735.
			0.
<b>Total</b>			<u>12,837.</u>

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Horace E. Moore, Jr. 626 Hidden Valley Rd Salisbury NC 28147	Dir	1,000.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

**Information about Officers, Directors, Trustees, Etc.**

(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
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Amelia G. Latham 2811 US HWY 64 East Mocksville NC 27028	Dir 1.00	1,000.	0.	0.

Total

2,000.      0.      0.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Barry Michael, CPA, P.A.	Preparation of Form 990-PF	1,650.			

Total

1,650.

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
S/A	103,323.	103,323.
Total	<u>103,323.</u>	<u>103,323.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Mutual Funds - S/A	885,880.	885,880.
Preferreds/fixed rate cap secs - S/A	51,430.	51,430.
Unit Investment Trust - S/A	394,737.	394,737.
Total	<u>1,332,047.</u>	<u>1,332,047.</u>

SMITH AND DAVIS FOUNDATION  
 JOHN A. SINGLETON, DIRECTOR ID # 26-2873407

JUNE 30, 2014

**Form 990-PF**

Schedules - Page 2

THIS PERIOD THIS YEAR THIS PERIOD THIS YEAR

**Portfolio detail**  
**Cash and Sweep Balances**

*PART II, 1.*

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.12	0.00	1,991.71	0.00
BANK DEPOSIT SWEEP	9.84	0.01	156,958.47	15.69
Interest Period 06/01/14 - 06/30/14				
<b>Total Cash and Sweep Balances</b>	<b>9.97</b>		<b>\$158,950.18</b>	<b>\$15.69</b>

\* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

**Stocks, options & ETFs**

*PART II, 10 b.*

**Stocks and ETFs**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
AT&T INC									
Acquired 02/07/14 S	2.22	1,000	32.20	32,205.10	35.3600	35,360.00	3,154.90	1,840.00	5.20
VANGUARD INTL EQUITY ET									
INDEX FDS FTSE EMERGING									
MKTS ETF									
VWVO									
Acquired 09/23/13 S	2.71	1,000	41.55	41,557.00	43.1300	43,130.00	1,573.00	1,084.00	2.51

ASSET ADVISOR

072 N2 N299

**SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR**

JUNE 30, 2014  
ID NUMBER: 26-2873407

**Stocks, options & ETFs  
Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>VERIZON COMMUNICATIONS</b>									
COM									
VZ									
Acquired 02/24/14 S	0.64	210	48.11	10,104.15	48.9300	10,275.30	171.15	445.20	4.33
<b>VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR</b>									
VOD									
Acquired 07/29/11 L	0.91	436	51.48	22,700.50	33.3900	14,558.04	-8,142.46	995.38	6.83
<b>Total Stocks and ETFs</b>	<b>6.48</b>			<b>\$106,566.75</b>		<b>\$103,323.34</b>	<b>-\$3,243.41</b>	<b>\$4,364.58</b>	<b>4.22</b>
<b>Total Stocks, options &amp; ETFs</b>	<b>6.48</b>			<b>\$106,566.75</b>		<b>\$103,323.34</b>	<b>-\$3,243.41</b>	<b>\$4,364.58</b>	<b>4.22</b>

*PART II, 13.*

**Mutual Funds**

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

**Open End Mutual Funds**

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>AMERICAN INCOME FUND OF AMERICA CLASS F2 AMEFX</b>									
On Reinvestment		2,959	14200	50,007.50	64,272.53	14,265.03			
Acquired 10/14/11 L nc		2,640,42600	18.93	50,007.50	57,350.08	7,342.58			
Acquired 01/03/13 L									
<b>Total</b>	<b>7.63</b>	<b>5,599,56800</b>		<b>\$100,015.00</b>	<b>21,7200</b>	<b>\$121,622.61</b>	<b>\$21,607.61</b>	<b>\$3,891.69</b>	<b>3.20</b>
<b>BLACKROCK GLOBAL ALLOCATION FUND INC CLASS C MCLOX</b>									
On Reinvestment		2,469	81300	45,007.50	50,334.76	5,327.26			
Acquired 12/10/12 L		123	34100	2,380.48	2,513.71	133.23			
Reinvestments S									
<b>Total</b>	<b>3.31</b>	<b>2,593,15400</b>		<b>\$47,387.98</b>	<b>20,3800</b>	<b>\$52,848.47</b>	<b>\$5,460.49</b>	<b>\$339.70</b>	<b>0.64</b>

SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR

JUNE 30, 2014  
ID NUMBER 26-2843407

**Mutual Funds**  
**Open End Mutual Funds continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>FIDELITY ADVISOR</b>									
STRATEGIC REAL RETURN FD CLASS T									
FSRTX									
On Reinvestment									
Acquired 01/26/09 L nc		3,571.42900	7.00	25,007.50		34,749.97	9,742.47		
Acquired 08/30/12 L		2,502.50300	9.99	25,007.50		24,349.38	-658.12		
Reinvestments L m		156.31300	8.93	1,396.90		1,520.93	124.03		
Reinvestments S		46.40300	9.13	423.66		451.50	27.84		
<b>Total</b>	<b>3.83</b>	<b>6,276.64800</b>		<b>\$51,835.56</b>	<b>9.7300</b>	<b>\$61,071.78</b>	<b>\$9,236.22</b>	<b>\$1,054.47</b>	<b>1.73</b>
<b>Client Investment (Excluding Reinvestments)</b>									
<b>Gain/Loss on Client Investment (Including Reinvestments)</b>									
						\$45,007.50			
						\$7,840.97			
<b>FRANKLIN CUSTODIAN FDS</b>									
INCOME SER ADV CL AD									
FRIAX									
Acquired 07/10/08 L nc		3,396.07800	2.31	7,844.93		8,693.93	849.00		
Acquired 04/24/14 S		20,000	2.50	50,000.00		51,200.02	1,200.02		
<b>Total</b>	<b>3.76</b>	<b>23,396.07800</b>		<b>\$57,844.93</b>	<b>2.5600</b>	<b>\$59,893.95</b>	<b>\$2,049.02</b>	<b>\$2,971.30</b>	<b>4.96</b>
<b>FUNDAMENTAL INVS INC</b>									
CLASS F2									
FINFX									
On Reinvestment									
Acquired 05/13/10 L nc		863.89600	34.73	30,014.22		46,589.90	16,575.68		
Reinvestments L m		46.56700	37.33	1,738.65		2,511.35	772.70		
Reinvestments S		37.67100	50.84	1,915.48		2,031.61	116.13		
<b>Total</b>	<b>3.21</b>	<b>948.13400</b>		<b>\$33,668.35</b>	<b>53.9300</b>	<b>\$51,132.86</b>	<b>\$17,464.51</b>	<b>\$591.63</b>	<b>1.16</b>
<b>Client Investment (Excluding Reinvestments)</b>									
<b>Gain/Loss on Client Investment (Including Reinvestments)</b>									
						\$30,014.22			
						\$21,118.64			
<b>GOLDMAN SACHS TR</b>									
STRATEGIC INCOME FD CL									
INSTL SHS									
GSZIX									
On Reinvestment									
Acquired 09/23/13 S	3.15	4,761.90500	10.50	50,000.00	10.5600	50,285.71	285.71	1,342.85	2.67

**SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR**

JUNE 30, 2014  
ID NUMBER 26-2873407

**Mutual Funds**

**Open End Mutual Funds continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>JOHN HANCOCK FUNDS II</b>									
GLOBAL ABSOLUTE RETURN STRATEGIES FD CL C JHACX									
On Reinvestment									
Acquired 10/23/12 L		4,686.03600	10.67	50,007.50	52,061.81	2,054.31			
Reinvestments L		32.46300	10.66	346.06	360.69	14.63			
Reinvestments S		20.02100	11.02	220.83	222.45	1.62			
<b>Total</b>	<b>3.30</b>	<b>4,738.52000</b>		<b>\$50,574.39</b>	<b>11.1100</b>	<b>\$52,644.95</b>	<b>\$2,070.56</b>	<b>\$221.76</b>	<b>0.42</b>
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
\$50,007.50 \$2,637.45									
<b>LORD ABBETT SECS TR</b>									
INTL DIVIDEND INCOME FD CLASS F LIDFX									
On Reinvestment									
Acquired 01/10/12 L	5.30	8,873.48400	7.88	70,007.50	84,564.30	14,556.80		3,496.15	4.13
<b>Total</b>	<b>2.07</b>	<b>850.15900</b>	<b>24.77</b>	<b>21,058.43</b>	<b>38.8400</b>	<b>11,961.74</b>		<b>255.04</b>	<b>0.77</b>
NEW PERSPECTIVE FD A ANWPX									
Acquired 02/26/10 L nc									
On Reinvestment									
Acquired 06/10/10 L nc		21,582.73400	2.78	60,007.50	63,884.68	3,877.18			
Reinvestments L m		538.64800	2.93	1,581.87	1,594.52	12.65			
Reinvestments S		351.43300	2.81	991.04	1,040.33	49.29			
<b>Total</b>	<b>4.17</b>	<b>22,472.81500</b>		<b>\$62,580.41</b>	<b>2.9600</b>	<b>\$66,519.53</b>	<b>\$3,939.12</b>	<b>\$3,236.08</b>	<b>4.86</b>
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
\$60,007.50 \$6,512.03									

**SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR**

JUNE 30, 2014  
ID NUMBER: 26-2873407

**Mutual Funds**

**Open End Mutual Funds continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
RUSSELL US SMALL CAP EQUITY FUND CLASS S RLESX									
On Reinvestment		1,539.88300	32.47	50,000.00	48,875.87	-1,124.13			
Acquired 09/23/13 S Reinvestments S		226.23100	30.66	6,936.25	7,180.58	244.33			
<b>Total</b>	<b>3.52</b>	<b>1,766.11400</b>		<b>\$56,936.25</b>	<b>31.7400</b>	<b>\$56,056.45</b>	<b>-\$879.80</b>	<b>\$188.97</b>	<b>0.34</b>
Client Investment (Excluding Reinvestments)									
Gain/Loss on Client Investment (Including Reinvestments)									
\$50,000.00 \$6,056.45									
TRANSAMERICA FDS FLEXIBLE INCOME CLASS I TFXIX									
On Reinvestment		5,747.64500	8.69	50,007.50	9.5500	54,890.00	4,882.50	2,103.63	3.83
Acquired 10/23/09 L nc	3.44								
CAPITAL INCOME BLDG IN SHS CL F-2 CAIFX									
On Reinvestment		874.27900	57.19	50,000.00	61.1300	53,444.67	3,444.67	1,840.35	3.44
Acquired 05/28/13 L	3.35								
VANGUARD STAR FUND TOTAL INTL STOCK INDEX FD ADMIRAL SHS VTIAV									
On Reinvestment		950.52700	26.30	25,000.00	29.1200	27,679.34	2,679.34	847.87	3.06
Acquired 08/13/13 S	1.74								
<b>Total Open End Mutual Funds</b>	<b>51.79</b>			<b>\$726,916.30</b>		<b>\$825,674.79</b>	<b>\$98,758.49</b>	<b>\$22,381.49</b>	<b>2.71</b>

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS  
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR

JUNE 30, 2014  
ID NUMBER:26-2873407

**Mutual Funds**

**Closed End Mutual Funds**

Closed End Fund shares are priced at the market which may be more or less than its net asset value.

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
NEUBERGER BERMAN MLP INCOME FUND INC NML Acquired 03/25/13 L	1.90	1,500	19.16 20.00	28,740.00 30,000.00	20.1900	30,285.00	1,545.00	1,890.00	6.24
TORTOISE MLP FD INC NTG Acquired 07/27/10 L nc	1.88	1,000	19.75 25.00	19,750.43 25,000.00	29.9200	29,920.00	10,169.57	1,665.00	5.63
<b>Total Closed End Mutual Funds</b>	<b>3.78</b>			<b>\$48,490.43 \$55,000.00</b>		<b>\$60,205.00</b>	<b>\$11,714.57</b>	<b>\$3,575.00</b>	<b>5.94</b>
<b>Total Mutual Funds</b>	<b>55.56</b>			<b>\$775,406.73 \$781,916.30</b>		<b>\$885,879.79</b>	<b>\$110,473.06</b>	<b>\$25,956.49</b>	<b>2.93</b>

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**Preferreds/Fixed Rate Cap Securities**

*PART II, 13.*

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
DOMINION RES INC 8.375% SER A/CALLABLE 6/15/14 DUE 06/15/64 DRU Acquired 06/10/09 L nc	1.60	1,000	25.00	25,000.00	25.5200	25,520.00	520.00	2,094.00	8.20
QWEST CORP 7% PFD SR UNSEC DUE 07/01/52 CALLABLE 07/01/17 CTU									

SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR

JUNE 30, 2014  
ID NUMBER: 26-2873407

**Preferreds/Fixed Rate Cap Securities**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 06/14/12 L nc	1.63	1,000	25.00	25,000.00	25.9100	25,910.00	910.00	1,750.00	6.75
<b>Total Preferreds/Fixed Rate Cap Securities</b>	<b>3.23</b>			<b>\$50,000.00</b>		<b>\$51,430.00</b>	<b>\$1,430.00</b>	<b>\$3,844.00</b>	<b>7.47</b>

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**Unit Investment Trusts**

*PART II, 13.*

**Equity Trusts**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
FIRST TRUST PORTFOLIOS HIGH DIVIDEND EQUITY PORT SER 11 CASH CUSIP 30280J353 Acquired 09/21/12 L	5.03	6,475	9.37 10.07	60,686.94 65,203.25	12,3900	80,225.25	19,538.31	2,583.52	3.22
FIRST TRUST PORTFOLIOS REIT GROWTH&INCM SELECT PORT SER 21-CASH CUSIP 30280N180 Acquired 11/20/12 L	3.62	5,577	9.10 9.23	50,764.96 51,503.60	10,3600	57,777.72	7,012.76	2,398.11	4.15
FIRST TRUST PORT LP SR LN&TD DUR C/E PORT SR 28 CASH CUSIP 30281B607 Acquired 01/08/13 L	2.00	3,520	9.94 9.98	35,022.28 35,152.48	9,0600	31,891.20	-3,131.08	2,006.40	6.29
FIRST TRUST PORTFOLIOS GLOBAL DIVIDEND PORTFOLIO SERIES 32 CASH CUSIP 30271S156 Acquired 02/20/13 L	2.22	3,076	9.99	30,732.01	11,5000	35,374.00	4,641.99	1,128.89	3.19

ASSET ADVISOR

072 N2 N299

SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR

JUNE 30, 2014  
ID NUMBER:26-2873407

**Unit Investment Trusts**  
**Equity Trusts continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
FIRST TRUST PORT LP BALANCED INCM SELECT PORT SR 35 CASH CUSIP 30275S251 Acquired 02/28/13 L	1.34	2,029	9.84 9.85	19,965.38 20,004.93	10.5400	21,385.66	1,420.28	986.09	4.61
FIRST TRUST PORTFOLIOS DEEP VALUE SUB-10 DIV PORT SERIES 8 FEE CASH CUSIP 30281K524 Acquired 05/28/13 L	3.75	4,796	10.42 10.42	49,997.72 49,998.78	12.4700	59,806.12	9,808.40	1,266.14	2.11
FIRST TRUST HIGH DIVIDEND EQUITY ALLOCATION SER 10 F/C CUSIP 30283B852 Acquired 03/04/14 S	2.73	4,096	9.97	40,860.88	10.6400	43,581.44	2,720.56	1,654.78	3.79
<b>Total Equity Trusts</b>	<b>20.70</b>			<b>\$288,030.17</b> <b>\$293,455.93</b>		<b>\$330,041.39</b>	<b>\$42,011.22</b>	<b>\$12,023.93</b>	<b>3.64</b>

**Municipal Trusts**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
VAN KAMPEN INSD INCOME TR UNIT SER 95 MONTHLY CUSIP 92114K568 Acquired 08/14/08 L nc	1.10	25	698.92 980.16	17,473.00 24,504.00	702.1200	17,553.00	80.00	891.00	5.07
VAN KAMPEN INVT INSD INCM TR UNIT 116 MONTHLY CASH CUSIP 92116B202 Acquired 12/10/08 L nc	1.07	30	517.15 881.10	15,514.50 26,433.00	566.6200	16,998.60	1,484.10	942.30	5.54

SMITH AND DAVIS FOUNDATION  
JOHN A. SINGLETON, DIRECTOR

JUNE 30, 2014  
ID NUMBER: 26-2873407

**Unit Investment Trusts**  
**Municipal Trusts continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>VAN KAMPEN INVESTMENTS</b>									
INSURED INCOME TRUST SERIES 157 MONTHLY CUSIP 92116E826 Acquired 12/10/08 L nc	1.11	20	884.73 901.70	17,694.71 18,034.00	886.3700	17,727.40	32.69	966.20	5.45
<b>VAN KAMPEN INSURED</b>									
INCOME TRUST UNIT 124 MONTHLY CASH CUSIP 92116B368 Acquired 08/20/08 L nc	0.57	10	925.32 928.16	9,253.20 9,281.60	906.3800	9,063.80	-189.40	491.20	5.41
<b>VAN KAMPEN INSD</b>									
INCOME TR UNIT SER 78 MONTHLY CUSIP 92114K220 Acquired 08/20/08 L nc	0.18	5	550.02 1,002.56	2,750.10 5,012.80	576.0940	2,880.47	130.37	128.25	4.45
<b>VAN KAMPEN INV T GRADE</b>									
MUN TR UNIT 30 MONTHLY CUSIP 920915683 Acquired 07/08/08 L nc	0.03	6	116.82 945.83	700.92 5,674.98	78.7500	472.50	-228.42	21.36	4.52
<b>Total Municipal Trusts</b>	<b>4.06</b>			<b>\$63,386.43 \$88,940.38</b>		<b>\$64,695.77</b>	<b>\$1,309.34</b>	<b>\$3,440.31</b>	<b>5.32</b>
<b>Total Unit Investment Trusts</b>	<b>24.76</b>			<b>\$351,416.60 \$382,396.31</b>		<b>\$394,737.16</b>	<b>\$43,320.56</b>	<b>\$15,464.24</b>	<b>3.92</b>

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Smith and Davis Foundation, Inc  
EIN 26-2873407

Part XV  
Line 3a

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Davie County Schools	2, Student Services	\$ 2,000
Davie County Storehouse of Jesus	3, Well being of County Residents	5,000
Davie County Foundation Class of 76	2, Services	3,000
Davie County Red Cross	2, Services	2,000
Davie County Smart Start	2, Services	2,000
Town of Cooleemee	2, Services	15,000
Cooleemee Historical Association	2, Services	2,000
Davie County - Dare	2, Services	4,000
Davie County - Law Enforcement	2, Services	2,000
Iredell Hospital	2, Services	3,000
Liberty University - Roten	2, Scholarship	1,500
NC State Univ. - Stephens	2, Scholarship	1,500
NC State Univ - McDaniel	2, Scholarship	3,000
NC State Univ - Weatherman	2, Scholarship	3,000
Gardner Webb - Lathem	2, Scholarship	1,500
Salem College - Presley	2, Scholarship	3,000
Davidson Community College - Neely	2, Scholarship	1,500
UNCC - Harold	2, Scholarship	1,500
WCU - Stephens	2, Scholarship	1,500
Jerusalem Baptist Church	2, Ministeral Fund	3,000
Jerusalem Fire Department	3, Services	10,000
Camp Manna Ministries	3, Services	4,000
The Dragon Fly House Childrens Advocacy	3, Services	7,000
Franklin Presbyterian Church	3, Services	3,000
Holy National Episcopal	3, Services	3,000
Land Trust of NC	3, Services	5,000
UNC-TV	3, Services	3,000
Davie Community Foundation	2, Services	2,500
Davie County Humane Society	2, Services	8,000
		<u>\$ 106,500</u>

Notes

- 1 Distributions directed by Trust of Decedent whose bequest funded this Foundation
- 2 Distributions suggested by Decedent's Trust
- 3 Wholly discretionary distributions by Board of Directors

All churches located in or near Davie County, NC.