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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052




2013


Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation MW SMITH JR FOUNDATION		A Employer identification number 63-6018078	
Number and street (or P O box number if mail is not delivered to street address) PO DRAWER 1628		B Telephone number (see instructions) (251) 342-0402	
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 366331628		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,560,984		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual MODIFIED CASH BASIS <input checked="" type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13	13		
	4 Dividends and interest from securities.	66,908	66,908		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	117,978			
	b Gross sales price for all assets on line 6a 646,395				
	7 Capital gain net income (from Part IV , line 2)		117,978		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	184,899	184,899		
	13 Compensation of officers, directors, trustees, etc	13,310	4,063		9,247
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,575	3,788		3,788
	c Other professional fees (attach schedule)	19,050	19,050		0
	17 Interest	6,859	6,859		0
	18 Taxes (attach schedule) (see instructions)	478	478		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,500	0		1,500
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	48,772	34,238		14,535
	25 Contributions, gifts, grants paid	62,600			62,600
	26 Total expenses and disbursements. Add lines 24 and 25	111,372	34,238		77,135
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	73,527			
	b Net investment income (if negative, enter -0-)		150,661		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	173,735	143,355	143,355
	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 schedule) ▶ _____ 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)	429,101	 495,530	511,538
	b	Investments—corporate stock (attach schedule)	1,172,929	 1,314,198	2,373,834
	c	Investments—corporate bonds (attach schedule).	608,020	 504,041	532,257
	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	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,383,785	2,457,124	3,560,984	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,383,785	2,457,124	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,383,785	2,457,124	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,383,785	2,457,124		

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 2,383,785
2	Enter amount from Part I, line 27a	2 73,527
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 2,457,312
5	Decreases not included in line 2 (itemize) ▶  _____	5 188
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 2,457,124

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 643,454		528,417	115,037
b 2,941			2,941
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			115,037
b			2,941
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	117,978
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	147,654	2,984,584	0 049472
2011	117,839	2,825,191	0 041710
2010	136,977	2,884,924	0 047480
2009	123,983	2,561,412	0 048404
2008	108,759	2,262,113	0 048079

2 Total of line 1, column (d).	2	0 235145
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047029
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,275,550
5 Multiply line 4 by line 3.	5	154,046
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,507
7 Add lines 5 and 6.	7	155,553
8 Enter qualifying distributions from Part XII, line 4.	8	77,135

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,013
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	3,013
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,013
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	960
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	960
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,053
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of REGIONS BANK TRUST DEPARTMENT Telephone no (251) 438-8387 Located at 11 NORTH WATER STREET - 28TH FLOOR MOBILE AL ZIP+4 36602			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total number of other employees paid over \$50,000.

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,198,005
b	Average of monthly cash balances.	1b	127,426
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,325,431
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,325,431
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	49,881
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,275,550
6	Minimum investment return. Enter 5% of line 5.	6	163,778

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	163,778
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,013
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,013
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	160,765
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	160,765
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	160,765

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	77,135
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	77,135
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	77,135
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				160,765
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			2,022	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 77,135				
a Applied to 2012, but not more than line 2a			2,022	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				75,113
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				85,652
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

MARY MARTIN RISER
1809 YUILLE LANE
DAPHNE, AL 36526
(251) 510-1311

b

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

NO PRESCRIBED FORM, LETTER TO OUTLINE REQUEST

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	62,600
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

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

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

d

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

(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 (other than section 501(c)(3)) or in section 527?

☐ Yes

☒ No

2b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge.

2014-11-04

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name

CLIFTON T JACKSON

Preparer's Signature

Date

2014-11-04

Check if self-employed

☒

PTIN

P01269673

Firm's name

SMITH DUKES & BUCKALEW LLP

Firm's EIN

63-0191630

Firm's address

3800 AIRPORT BLVD MOBILE, AL 366081667

Phone no


(251) 343-1200

Form 990-PF (2013)

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK	TRUSTEE 1 00	4,063	0	0
POST OFFICE BOX 1628 MOBILE,AL 36633				
MARY MARTIN RISER	CHAIRMAN 1 00	2,523	0	0
1809 YUILLE LANE DAPHNE,AL 36526				
JOHN H MARTIN III	COMMITTEE MEMBER 1 00	1,681	0	0
553 FAIRHOPE AVE FAIRHOPE,AL 36532				
MALCOLM PEARSON	COMMITTEE MEMBER 1 00	1,681	0	0
149 BOBBITT ROAD MEDINA,TN 38355				
LOUIS M FINLAY JR	COMMITTEE MEMBER 1 00	1,681	0	0
PO BOX 131 JACKSON,AL 36545				
SANDY SMITH	COMMITTEE MEMBER/SECRETARY 4 00	1,681	0	0
103 BROUGHTON ST MONROEVILLE,AL 36460				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOBILE SYMPHONY ORCHESTRA 257 DAUPHIN STREET MOBILE,AL 36602		501(C)(3)	COMMUNITY WELFARE	5,000
MONROE COUNTY PUBLIC LIBRARY 121 PINEVILLE ROAD MONROEVILLE,AL 36460		509(A)(1)	COMMUNITY WELFARE	2,500
SOUTHERN CHOCTAW HIGH SCHOOL 10941 HIGHWAY 17 GILBERTOWN,AL 36908		509(A)(1)	EDUCATION	7,500
ALABAMA FREE CLINIC PO BOX 1284 BAY MINETTE,AL 36507		501(C)(3)	COMMUNITY WELFARE	5,000
CITY OF MONROEVILLE 125 EAST CLAIBORNE STREET MONROEVILLE,AL 36460		501(C)(3)	COMMUNITY WELFARE	1,000
CLARKE COUNTY MUSEUM 116 W COBB STREET GROVE HILL,AL 36451		501(C)(3)	EDUCATION	5,500
HUNTING HERITAGE FOUNDATION PO BOX 242064 MONTGOMERY,AL 36124		501(C)(3)	COMMUNITY WELFARE	16,000
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL STREET NE WASHINGTON,DC 20002		501(C)(3)	COMMUNITY WELFARE	600
PERDUE HILLCLAIBORNE FOUNDATION PO BOX 9 PERDUE HILL,AL 36740		501(C)(3)	EDUCATION	10,000
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE,AL 36604		501(C)(3)	COMMUNITY WELFARE	4,500
ST STEPHENS HISTORICAL COMMISSION 19241 COUNTY ROAD 34 SAINT STEPHENS,AL 36569		501(C)(3)	EDUCATION	5,000
Total  3a				62,600

TY 2013 Accounting Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,575	3,788		3,788

TY 2013 Investments Corporate
Bonds Schedule

Name: MW SMITH JR FOUNDATION
EIN: 63-6018078

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AFLAC	9,427	10,315
AT&T	9,151	10,255
ANHEUSR-BUSCH	11,056	11,407
BARCLAYS BANK PLC	9,967	10,264
CA INC	10,238	11,243
CATERPILLER INC	19,669	21,286
CITIGROUP INC.	22,093	22,133
COMCAST CORP	9,135	10,541
CREDIT SUISSE NEW YORK	0	0
CSX CORP	10,308	10,431
DIRECT TV HOLDGS/FING 25459HAN5	11,110	11,236
GENERAL ELECTRIC CAPITAL CORP 369622SM8	10,198	11,371
GENERAL ELECTRIC CAPITAL CORP 36962G3P7	0	0
GOLDMAN SACHS 38141EA25	9,764	10,983
GOLDMAN SACHS 38141EA33	0	0
HESS CORPORATION	10,144	11,322
HEWLETT-PACKARD CO.	10,990	11,236
JP MORGAN CHASE & CO.	9,129	10,641
MONDELEZ INTERNATIONAL	9,999	10,516
MERRILL LYNCH & CO. INC SERIES	9,181	10,603
MERRILL LYNCH & CO.	9,278	11,536
MORGAN STANLEY SERIES	9,059	10,352
MORGAN STANLEY	11,070	11,165
ONTARIO	0	0
ORACLE CORPORATION	9,166	10,342
PETROBAS INT'L FIN CO	20,621	21,376
PFIZER INC.	9,813	10,684
PRUDENTIAL FINANCIAL	10,038	11,022
TALISMAN ENERGY INC.	9,989	11,148
TARGET CORP	9,872	11,191
TIME WARNER CABLE	0	0
VERIZON COMMUNICATIONS	9,119	10,541
WACHOVIA CORP	10,067	11,308
AMERICAN EXPRESS CREDIT CORP SERIES	11,105	11,288
BHP BILLITON FIN USA LTD	21,976	22,104
DUKE ENERGY CORPORATION	11,027	11,315
INTEL CORP	10,992	11,390
INTERNATIONAL BUSINESS MACHINES	21,413	21,551
SUNTRUST BKS INC	9,993	10,588
TOYOTA MOTOR CREDIT CORP SERIES MTN	9,975	10,431
WAL MART STORES INC	11,939	11,515
APPLE INC	10,987	10,758
CISCO SYSTEMS INC.	10,927	10,807
KRAFT FOODS INC 50076QAK2	11,085	11,113
MARATHON OIL CORP	10,999	11,039
ROYAL BANK OF CANADA	21,990	21,944
FORD MOTOR CREDIT DTD 6/6/14	10,012	10,004
BRANCH BANKING & TRUST CALLABLE DTD 3/4/14	9,970	9,962

TY 2013 Investments Corporate
Stock Schedule

Name: MW SMITH JR FOUNDATION
EIN: 63-6018078

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO.	929	2,149
ALLERGAN INC.	0	0
AMERICAN EXPRESS CO	401	1,897
AUTOZONE INC	18,318	83,117
BLACKROCK INC	0	0
BROOKFIELD ASSET MGMT	45,389	68,451
BUCKEYE TECHNOLOGIES INC.	0	0
CVS/CAREMARK CORPORATION	1,127	2,261
CHEVRON CORP	838	3,264
CISCO SYSTEMS INC.	867	1,367
CORRECTIONS CORP OF AMERICA	44,451	77,165
EMC CORP MASS	760	1,844
EXXON MOBIL CORP	2,370	3,020
FEDEX CORP	37,091	84,773
FISERV INC	29,776	72,384
FLOW SERVE CORP	35,996	110,410
GANNETT INC	49,821	117,412
GENERAL ELECTRIC CO	1,025	1,445
GOOGLE INC CL A	1,562	2,876
HCC INS HLDGS INC.	48,915	85,645
HOWARD HUGHES CORP	34,152	95,487
INTEL CORP	1,161	2,008
JOHNSON & JOHNSON	2,346	3,139
JP MORGAN CHASE & CO	1,349	3,169
LIBERTY VENTURES 53071M104	27,347	89,108
MERCK & CO NEW	1,033	1,736
MSC INDL DIRECT INC. CL A	35,484	85,120
NEXTERA ENERGY	1,640	3,074
ORACLE CORPORATION	1,135	2,027
PEPSICO INC	1,736	3,127

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PROCTOR & GAMBLE	2,334	2,751
PRUDENTIAL FINANCIAL INC.	664	1,775
QUALCOMM INC	1,214	2,772
SSCHLUMBERGER LTD	846	2,359
SCRIPPS NEWTORKS INTERACTIVE	19,245	65,723
SHIRE PLC SPONSORED ADR	21,118	89,486
SIRUS XM RADIO	40,101	77,850
STRYKER CORP	984	2,108
TEXAS INSTRUMENTS	2,441	3,345
THERMO FISHER SCIENTIFIC, INC.	44,152	99,002
UNITED TECHNOLOGIES CORP	1,180	2,655
VERIZON COMMUNICATIONS 92343V104	823	1,468
VISA INC. CLASS A SHS	871	2,107
WILLIS GROUP HOLDINGS	41,790	60,620
DANAHER CORP DEL	2,183	3,149
DUN & BRADSTREET CORP DEL NE	61,537	81,548
PRAXAIR INC	1,974	2,657
STANLEY BLACK & DECKER INC.	39,138	56,644
ENSCO PLC-CL A SEDOL #B4VLR19 ISINS #GB00B4LR192	24,201	37,510
ANADARKO PETROLEUM CORP	1,460	2,189
APPLE INC	2,351	2,788
CITIGROUP INC RR	3,947	3,768
WALT DISNEY CO	2,111	3,001
FORD MOTOR COMPANY COM	2,443	2,845
HONEYWELL INTERNATIONAL INC	1,501	1,859
LIBERTY VENTURES-SER A 53071M880	4,724	27,601
MCKESSON CORP	1,575	2,793
PHILLIPS 66	1,395	2,011
TIFFANY & CO	1,150	2,005
WELLS FARGO & CO	1,870	2,891

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ZEBRA TECHNOLOGIES CORP CL A	39,232	85,201
AMERICAN CENTURY SMALL CAP VALUE INST CL	11,291	12,791
JP MORGAN MID CAP VALUE FD CL I	9,855	12,786
VIRTUS SMALL-MID CAP FUND-I	10,265	12,171
WALTER INVESTMENT MANAGEMENT (REIT)	67,748	58,816
INVESCO INTERNATIONAL GROWTH FD CL R5	17,667	21,432
MFS RESH INTL FD CL I	17,919	21,133
VIRTUS EMERGING MARKETS OPPORTUNITY-I	7,420	7,420
AMDOCS LTD ORD	55,701	73,433
ACCENTURE PLC SEDOL	1,385	1,617
OPEN TEXT CORP	54,037	94,921
BALLY TECHNOLOGIES	32,173	32,531
DIRECTV	52,921	76,934
LAS VEGAS SANDS CORP	1,704	1,524
STARBUCKS CORP	2,867	3,095
TRIBUNE MEDIA COMPANY	59,154	63,788
THE HERSHEY COMPANY	1,453	1,461
AMERICAN INTL GROUP INC	3,010	3,002
INVESCO LTD	2,955	3,398
CELGENE CORP	1,583	1,717
EXPRESS SCRIPTS HOLDING CO	2,805	3,120
GILEAD SCIENCES	2,123	2,902
MYLAN INC	1,388	1,547
GROUP CGI INC CL A SUB VTG	38,782	44,705
TELEFLEX	36,951	47,520
UNION PAC CORP	1,565	1,995
EATON CORP PLC ISIN	3,007	3,087
AUTO DESK INC	1,412	2,255
CITRIX SYSTEM INC	1,769	1,876
INTUIT INC	1,224	1,611

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ECOLAB INC	2,615	2,783
LYONDELLBASELL INDUSTRIES- CL A	1,484	1,953
NATIONWIDE GENEVA MID CAP GROWTH FUND	10,391	12,554

TY 2013 Investments Government Obligations Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

US Government Securities - End of Year Book Value:	495,530
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US Government Securities - End of Year Fair Market Value:	511,538
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2013 Other Decreases Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Description	Amount
TIMING DIFFERENCE BOOK AND TAX	188

TY 2013 Other Expenses Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	500	0		500
SECRETARY EXPENSE	1,000	0		1,000

TY 2013 Other Professional Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	19,050	19,050		0

TY 2013 Taxes Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	416	416		0
FEDERAL INCOME TAX PAYMENTS	62	62		0