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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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **DEC 1, 2013**, and ending **NOV 30, 2014**

Name of foundation

The Smith Family Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

120 Edisto Avenue

Room/suite

A Employer identification number

91-2056433

B Telephone number

803-254-0542

City or town, state or province, country, and ZIP or foreign postal code

Columbia, SC 29205C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐\$ **992,134.** (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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	17.	17.		Statement 1
4 Dividends and interest from securities	17,761.	17,761.		Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	78,556.			
b Gross sales price for all assets on line 6a	428,951.			
7 Capital gain net income (from Part IV, line 2)		78,556.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	2,396.	243.		Statement 3
12 Total. Add lines 1 through 11	98,730.	96,577.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,486.	0.		2,486.
c Other professional fees	9,201.	9,201.		0.
17 Interest				
18 Taxes	1,649.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	13,336.	9,201.		2,486.
25 Contributions, gifts, grants paid	60,000.			60,000.
26 Total expenses and disbursements. Add lines 24 and 25	73,336.	9,201.		62,486.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	25,394.			
b Net investment income (if negative, enter -0-)		87,376.		
c Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,832.	8,166.	8,166.
	2 Savings and temporary cash investments	52,461.	30,020.	30,020.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ Securities)	772,073.	813,264.	953,948.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	826,366.	851,450.	992,134.	
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			
	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 and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	772,073.	771,763.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,832.	1,832.	
	29 Retained earnings, accumulated income, endowment, or other funds	52,461.	77,855.	
	30 Total net assets or fund balances	826,366.	851,450.	
31 Total liabilities and net assets/fund balances	826,366.	851,450.		

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	826,366.
2 Enter amount from Part I, line 27a	2	25,394.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	851,760.
5 Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	310.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	851,450.

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.)
1a Schedule Attached		Various	11/30/14
b Schedule Attached		Various	11/30/14
c Capital Gains Dividends			
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 68,088.		70,275.	<2,187.>
b 342,297.		280,120.	62,177.
c 18,566.			18,566.
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			<2,187.>
b			62,177.
c			18,566.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">2</div> </div>	78,556.
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). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">3</div> </div>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	36,864.	938,613.	.039275
2011	47,608.	841,800.	.056555
2010	41,989.	927,003.	.045295
2009	32,233.	853,853.	.037750
2008	38,772.	740,903.	.052331

2 Total of line 1, column (d)	2	.231206
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	.046241
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	989,828.
5 Multiply line 4 by line 3	5	45,771.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	874.
7 Add lines 5 and 6	7	46,645.
8 Enter qualifying distributions from Part XII, line 4	8	62,486.

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)

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)		1	874.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	874.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	874.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	825.	
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	825.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	50.	
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

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> None		
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? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of Joel Smith, III	Telephone no. 803-254-0542		
Located at 120 Edisto Avenue, Columbia, SC		ZIP+4 29205		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	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.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	975,261.
b	Average of monthly cash balances	1b	29,641.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,004,902.
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	1,004,902.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,074.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	989,828.
6	Minimum investment return. Enter 5% of line 5	6	49,491.

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	49,491.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	874.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	874.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,617.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	50,617.
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	50,617.

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	62,486.
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	62,486.
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	5	874.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,612.

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.

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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				50,617.
2 Undistributed Income, if any, as of the end of 2013				
a Enter amount for 2012 only			43,174.	
b Total for prior years:		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: ▶ \$ 62,486.				
a Applied to 2012, but not more than line 2a			43,174.	
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				19,312.
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				31,305.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Church Health Center 1210 Peabody Avenue Memphis, TN 38104		Public	Charitable	2,000.
Church Health Center 1210 Peabody Avenue Memphis, TN 38104		Public	Charitable	1,000.
Columbia Museum of Art PO Box 2068 Columbia, SC 29202		Public	Charitable	5,000.
Communities in Schools of the Midlands PO Box 8884 Columbia, SC 29202		Public	Charitable	2,500.
Conservation Voters of South Carolina Education Fund (CVSC) 701 Whaley Street, Suite 207 Columbia, SC 29201		Public	Charitable	2,500.
Total	See continuation sheet(s)			60,000.
b Approved for future payment				
None				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	17.		
4 Dividends and interest from securities			14	17,761.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	2,396.		
8 Gain or (loss) from sales of assets other than inventory			14	78,556.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		98,730.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	98,730.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | |
|--|--------------|-----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes |
| | 1a(1) | |
| | 1a(2) | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Robert D. Lyerly,
JR.

Robert D. Gentry

2-24-15

P00863014

Firm's name ► Nexsen Pruet

Firm's EIN ► 57-0386425

Firm's address ► 227 West Trade Street, Suite 1550
Charlotte, NC 28202

Phone no. **704-388-5324**

Form **990-PF** (2013)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Conservation Voters of South Carolina Education Fund (CVSC) 701 Whaley Street, Suite 207 Columbia, SC 29201		Public	Charitable	2,500.
Cooperative Ministries 3821 West Beltline Blvd. Columbia, SC 29204		Public	Charitable	2,500.
Indian Waters Council 715 Betsy Drive Columbia, SC 29210		Public	Charitable	2,500.
Memphis Athletic Ministries 2107 Ball Road Memphis, TN 38114		Public	Charitable	1,000.
Memphis Athletic Ministries 2107 Ball Road Memphis, TN 38114		Public	Charitable	1,000.
Midlands Mediation Center PO Box 5942 Columbia, SC 29250		Public	Charitable	5,000.
Palmetto Conservation Foundation 732 King Street Columbia, SC 29205		Public	Charitable	10,000.
Scarborough-Hamer Foundation, Kensington Mansion 4010 McCords Ferry Road, PO Box 237 Eastover, SC 29044		Public	Charitable	2,500.
The University of the South Capital Campaign 735 University Avenue Sewanee, TN 37383		Public	Charitable	20,000.
Total from continuation sheets				47,000.

The Smith Family Fund
91-2056433

Form 990 PF, Part XV – Name, address and phone number for applications

Joel A. Smith, III
120 Edisto Avenue
Columbia, SC 29205
803-254-0542

SETTLEMENT DATE

CLASSIFIED LIST
OF TRANSACTIONS

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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
05/20/14	BARCLAYS CAPITAL LE 05/15 PURC 3.00 SHR @ 71.77000000 MISC .00 COMM .07 ACCOUNT 07-02-002-2797272		-215.38	215.38	
	TOTAL FOR ASSET		-4,610.03	4,610.03	
	TOTAL PURCHASE OF ASSETS		-391,893.68	391,893.68	
	PROCEEDS FROM SALES				
	TRANSOCEAN LTD SWITZERLAND CUSIP NO: H8817H100				
12/02/13	UBS SECURITIES LLC 11/26 SALE 95.00 SHR @ 50.40000000 MISC .09 COMM 2.38 ACCOUNT 07-02-002-0188748		4,785.53	-5,309.12	-523.59
	ABBOTT LABS CUSIP NO: 002824100				
12/02/13	CREDIT SUISSE SEC (USA) INC 11/26 SALE 80.00 SHR @ 38.15000000 MISC .06 COMM 2.00 ACCOUNT 07-02-002-0188748		3,049.94	-1,856.25	1,193.69
03/25/14	MORGAN STANLEY & CO., INC. 03/20 SALE 60.00 SHR @ 39.02000000 MISC .05 COMM 1.50 ACCOUNT 07-02-002-0188748		2,339.65	-1,392.19	947.46
	TOTAL FOR ASSET		5,389.59	-3,248.44	2,141.15
	ABBVIE INC CUSIP NO: 00287Y109				
12/02/13	BARCLAYS CAPITAL LE 11/26 SALE 135.00 SHR @ 48.83000000 MISC .12 COMM 3.38		6,588.55	-3,396.85	3,191.70

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SMITH FAMILY FOUNDATION - COMB

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	ACCOUNT 07-02-002-0188748				
AMGEN INC					
CUSIP NO: 031162100					
03/25/14	BERNSTEIN, SANFORD C., & CO., INC		1,898.88	-1,713.53	185.35
	03/20 SALE 15.00 SHR @ 126.620000				
	MISC .04 COMM .37				
	ACCOUNT 07-02-002-0188748				
APPLE INC					
CUSIP NO: 037833100					
12/02/13	J.P. MORGAN SECURITIES INC.		18,755.99	-8,930.96	9,825.03
	11/26 SALE 35.00 SHR @ 535.920000				
	MISC .33 COMM .88				
	ACCOUNT 07-02-002-0188748				
CELANESE CORP DEL					
SER A COM					
CUSIP NO: 150870103					
12/02/13	BARCLAYS CAPITAL LE		6,709.28	-5,546.98	1,162.30
	11/26 SALE 120.00 SHR @ 55.9367000				
	MISC .12 COMM 3.00				
	ACCOUNT 07-02-002-0188748				
CHICAGO BRDG & IRON CO N V					
NETHERLANDS					
CUSIP NO: 167250109					
12/02/13	CREDIT SUISSE SEC (USA) INC		5,752.76	-2,803.30	2,949.46
	11/26 SALE 75.00 SHR @ 76.7300000				
	MISC .11 COMM 1.88				
	ACCOUNT 07-02-002-0188748				
07/01/14	STERNE, AGEE & LEACH, INC.		2,986.26	-2,555.08	431.18
	06/26 SALE 44.00 SHR @ 67.9010000				
	MISC .07 COMM 1.32				
	ACCOUNT 07-02-002-2797272				

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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	TOTAL FOR ASSET		8,739.02	-5,358.38	3,380.64
	CITIGROUP INC NEW COM CUSIP NO: 172967424 07/08/14 J.P. MORGAN SECURITIES INC. 07/02 SALE 152.00 SHR @ 48.0017000 MISC .16 COMM 3.80 ACCOUNT 07-02-002-2797272		7,292.30	-7,853.23	-560.93 5-7
	COCA COLA CO CUSIP NO: 191216100 12/02/13 BARCLAYS CAPITAL LE 11/26 SALE 125.00 SHR @ 40.4900000 MISC .09 COMM 3.13 ACCOUNT 07-02-002-0188748		5,058.03	-2,521.87	2,536.16
	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES CUSIP NO: 19765H362 11/13/14 MUTUAL FUND AGENT PROCEEDS REDEMPTION 502.513 UNITS @ 9.9499 ACCOUNT 07-02-002-0188748		5,000.00	-5,025.13	-25.13
	11/25/14 MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,246.075 UNITS @ 9.9600 ACCOUNT 07-02-002-0188748		12,410.91	-12,424.64	-13.73
	TOTAL FOR ASSET		17,410.91	-17,449.77	-38.86
	COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES CUSIP NO: 19765L694 11/13/14 MUTUAL FUND AGENT PROCEEDS REDEMPTION 1,661.130 UNITS @ 6.0199		10,000.00	-9,911.70	88.30

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SMITH FAMILY FOUNDATION - COMB

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	ACCOUNT 07-02-002-0188748				
11/25/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 2,075.985 UNITS @ 6.0100		12,476.67	-12,372.87	103.80
	ACCOUNT 07-02-002-0188748				
	TOTAL FOR ASSET		<u>22,476.67</u>	<u>-22,284.57</u>	<u>192.10</u>
	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES CUSIP NO: 19765N488				
11/13/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 544.662 UNITS @ 9.1800		5,000.00	-5,032.68	-32.68
	ACCOUNT 07-02-002-0188748				
11/25/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 2,687.001 UNITS @ 9.1800		24,666.67	-24,827.89	-161.22
	ACCOUNT 07-02-002-0188748				
	TOTAL FOR ASSET		<u>29,666.67</u>	<u>-29,860.57</u>	<u>-193.90</u>
	CULLEN HIGH DIVIDEND EQUITY FUND CL I CUSIP NO: 230001406				
03/21/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 3,032.710 UNITS @ 16.3900		49,706.12	-38,381.33	11,324.79
	ACCOUNT 07-02-002-0188748				
	CUMMINS INC CUSIP NO: 231021106				
12/02/13	MORGAN STANLEY & CO., INC. 11/26 SALE 50.00 SHR @ 131.200000 MISC .12 COMM 1.25		6,558.63	-4,602.30	1,956.33
	ACCOUNT 07-02-002-0188748				

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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
EMC CORP CUSIP NO: 268648102 03/25/14	CREDIT SUISSE SEC (USA) INC 03/20 SALE 124.00 SHR @ 27.7275000 MISC .08 COMM 3.10 ACCOUNT 07-02-002-0188748		3,435.03	-2,969.22	465.81
ECOLAB INC CUSIP NO: 278865100 07/30/14	PIPER JAFFRAY 07/25 SALE 17.00 SHR @ 110.300000 MISC .04 COMM .51 ACCOUNT 07-02-002-2797272		1,874.55	-1,867.20	7.35
EXXON MOBIL CORP CUSIP NO: 30231G102 12/02/13	J.P. MORGAN SECURITIES INC. 11/26 SALE 170.00 SHR @ 94.6800000 MISC .29 COMM 4.25 ACCOUNT 07-02-002-0188748		16,091.06	-6,988.30	9,102.76
FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INSTL CUSIP NO: 315807552 11/25/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 914.123 UNITS @ 9.8300 ACCOUNT 07-02-002-0188748		8,985.83	-9,077.24	-91.41
FREEPORT-MCMORAN INC CUSIP NO: 35671D857 12/02/13	BERNSTEIN, SANFORD C., & CO, INC 11/26 SALE 195.00 SHR @ 35.3926000 MISC .13 COMM 4.88 ACCOUNT 07-02-002-0188748		6,896.55	-6,654.12	242.43

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DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	GENERAL ELEC CO CUSIP NO: 369604103 10/15/14 CREDIT SUISSE SEC (USA) INC 10/09 SALE 38.00 SHR @ 25.1987000 MISC .02 COMM .95 ACCOUNT 07-02-002-2797272		956.58	-1,026.61	-70.03 5-7
	11/20/14 ISI GROUP, INC. 11/17 SALE 180.00 SHR @ 26.6406000 MISC .11 COMM 5.40 ACCOUNT 07-02-002-2797272		4,789.80	-4,809.85	-20.05 5-7
	TOTAL FOR ASSET		5,746.38	-5,836.46	-90.08
	GOOGLE INC CL A COM CUSIP NO: 38259P508 03/25/14 GOLDMAN, SACHS & CO. 03/20 SALE 1.00 SHR @ 1199.58000 MISC .03 COMM .03 ACCOUNT 07-02-002-0188748		1,199.52	-1,127.66	71.86 5-7
	HOME DEPOT INC CUSIP NO: 437076102 09/22/14 J.P. MORGAN SECURITIES INC. 09/17 SALE 21.00 SHR @ 90.8750000 MISC .04 COMM .63 ACCOUNT 07-02-002-2797272		1,907.70	-1,702.46	205.24 5-7
	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101 12/02/13 BARCLAYS CAPITAL LE 11/26 SALE 50.00 SHR @ 177.930000 MISC .16 COMM 1.25 ACCOUNT 07-02-002-0188748		8,895.09	-4,088.88	4,806.21

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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
ISHARES MSCI BRAZIL CAPPED ETF					
	CUSIP NO: 464286400				
	03/25/14 BERNSTEIN, SANFORD C. & CO, INC				
	03/20 SALE 119.00 SHR @ 41.5219000		4,938.02	-7,222.25	-2,284.23
	MISC .11 COMM 2.98				
	ACCOUNT 07-02-002-0188748				
ISHARES MSCI CHILE CAPPED ETF					
	CUSIP NO: 464286640				
	03/25/14 GOLDMAN, SACHS & CO.				
	03/20 SALE 120.00 SHR @ 42.8208000		5,135.38	-8,733.46	-3,598.08
	MISC .12 COMM 3.00				
	ACCOUNT 07-02-002-0188748				
ISHARES MSCI EMERGING MARKETS ETF					
	CUSIP NO: 464287234				
	05/06/14 CREDIT SUISSE SEC (USA) INC				
	05/01 SALE 145.00 SHR @ 41.3400000		5,990.54	-6,391.67	-401.13
	MISC .13 COMM 3.63				
	ACCOUNT 07-02-002-0188748				
KALMAR GROWTH-WITH-VALUE SMALL CAP FUND					
	CUSIP NO: 483438404				
	09/30/14 MUTUAL FUND AGENT				
	PROCEEDS REDEMPTION 1,085.782 UNITS				
	@ 19.9800		21,693.92	-19,096.56	2,597.36
	ACCOUNT 07-02-002-0188748				
PEPSICO INC					
	CUSIP NO: 713448108				
	05/20/14 CREDIT SUISSE SEC (USA) INC				
	05/15 SALE 39.00 SHR @ 86.8400000		3,385.71	-3,310.13	75.58
	MISC .08 COMM .97				
	ACCOUNT 07-02-002-2797272				

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SETTLEMENT DATE

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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	PIMCO EMERGING LOCAL BD FUND INSTL CL CUSIP NO: 72201F516				
09/11/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 285.491 UNITS @ 9.4300 ACCOUNT 07-02-002-0188748		2,692.18	-3,146.11	-453.93
	PROCTER & GAMBLE CO CUSIP NO: 742718109				
12/02/13	CREDIT SUISSE SEC (USA) INC 11/26 SALE 77.00 SHR @ 84.9600000 MISC .12 COMM 1.93 ACCOUNT 07-02-002-0188748		6,539.87	-3,318.70	3,221.17
	PRUDENTIAL GLOBAL REAL ESTATE FUND CL Z CUSIP NO: 744336504				
11/13/14	MUTUAL FUND AGENT PROCEEDS REDEMPTION 405.022 UNITS @ 24.6900 ACCOUNT 07-02-002-0188748		10,000.00	-9,818.19	181.81
	QUALCOMM INC CUSIP NO: 747525103				
12/02/13	BARCLAYS CAPITAL LE 11/26 SALE 105.00 SHR @ 73.3710000 MISC .14 COMM 2.63 ACCOUNT 07-02-002-0188748		7,701.19	-4,839.96	2,861.23
	SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO: 806857108				
07/08/14	J.P. MORGAN SECURITIES INC. 07/02 SALE 3.00 SHR @ 117.507600 MISC .01 COMM .08 ACCOUNT 07-02-002-2797272		352.44	-300.85	51.59

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CLASSIFIED LIST
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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	SELECT SECTOR SPDR TR FINANCIAL				
	SHS BEN INT				
	CUSIP NO: 81369Y605				
	07/30/14 MORGAN STANLEY & CO., INC.				
	07/25 SALE 163.00 SHR @ 22.9200000		3,730.99	-3,664.71	66.28
	MISC .08 COMM 4.89				
	ACCOUNT 07-02-002-2797272				
	STARBUCKS CORP				
	CUSIP NO: 855244109				
	08/25/14 COWEN AND COMPANY LLC		3,590.08	-3,643.91	-53.83
	08/20 SALE 46.00 SHR @ 78.0769000				
	MISC .08 COMM 1.38				
	ACCOUNT 07-02-002-2797272				
	TEMPLETON GLOBAL BD FUND				
	ADVISOR CL				
	CUSIP NO: 880208400				
	11/13/14 MUTUAL FUND AGENT		5,000.00	-5,083.27	-83.27
	PROCEEDS REDEMPTION 378.501 UNITS				
	@ 13.2100				
	ACCOUNT 07-02-002-0188748				
	11/25/14 MUTUAL FUND AGENT		12,704.72	-12,906.54	-201.82
	PROCEEDS REDEMPTION 961.023 UNITS				
	@ 13.2199				
	ACCOUNT 07-02-002-0188748				
	TOTAL FOR ASSET		<u>17,704.72</u>	<u>-17,989.81</u>	<u>-285.09</u>
	ETRACS ALERIAN MLP INFRA INDEX				
	ETF				
	CUSIP NO: 902641646				
	08/25/14 MORGAN STANLEY & CO., INC.		1,945.98	-1,721.94	224.04
	08/20 SALE 43.00 SHR @ 45.2863000				
	MISC .04 COMM 1.29				
	ACCOUNT 07-02-002-2797272				

SETTLEMENT DATE

CLASSIFIED LIST
OF TRANSACTIONS

12/01/13 THROUGH 11/30/14

ACCOUNT

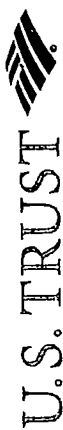
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SMITH FAMILY FOUNDATION - COMB

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
	VICTORY LARGE CAP GROWTH FUND				
	CL I				
	CUSIP NO: 92646A666				
11/13/14	MUTUAL FUND AGENT				
	PROCEEDS REDEMPTION 506.586 UNITS				
	@ 19.7399				
	ACCOUNT 07-02-002-0188748				
			10,000.00	-8,287.75	1,712.25
11/25/14	MUTUAL FUND AGENT				
	PROCEEDS REDEMPTION 1,281.882 UNITS				
	@ 19.9400				
	ACCOUNT 07-02-002-0188748				
			25,560.73	-20,971.58	4,589.15
			<u>35,560.73</u>	<u>-29,259.33</u>	<u>6,301.40</u>
	TOTAL FOR ASSET				
	WELLS FARGO & CO				
	NEW COM				
	CUSIP NO: 949746101				
07/08/14	J.P. MORGAN SECURITIES INC.				
	07/02 SALE 16.00 SHR @ 52.6369000				
	MISC .02 COMM .40				
	ACCOUNT 07-02-002-2797272				
			841.77	-785.24	56.53
	WISDOMTREE JAPAN HEDGED EQUITY				
	FUND				
	CUSIP NO: 97717W851				
03/25/14	MORGAN STANLEY & CO., INC.				
	03/20 SALE 590.00 SHR @ 45.2567000				
	MISC .59 COMM 14.75				
	ACCOUNT 07-02-002-0188748				
			26,686.11	-28,715.96	-2,029.85
	YUM BRANDS INC				
	CUSIP NO: 988498101				
12/02/13	BERNSTEIN, SANFORD C., & CO, INC				
	11/26 SALE 75.00 SHR @ 77.7300000				
	MISC .11 COMM 1.88				
	ACCOUNT 07-02-002-0188748				
			5,827.76	-1,666.50	4,161.26

01-335



Bank of America Private Wealth Management

SETTLEMENT DATE

CLASSIFIED LIST
OF TRANSACTIONS

12/01/13 THROUGH 11/30/14

ACCOUNT
07-02-002-2797280

SMITH FAMILY FOUNDATION - COMB

PAGE 90

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH	FEDERAL TAX COST	REALIZED GAIN/LOSS
TOTAL	PROCEEDS FROM SALES		410,385.27	-350,394.72	59,990.55
TOTAL	PRINCIPAL ASSET ACTIVITY		18,491.59	41,498.96	59,990.55
			68087.94	70,275.07- 5-T	2187.13 -
			372,297.33	280119.55- L-T	62177.68

SETTLEMENT DATE

ASSET SUMMARY

ACCOUNT
07-02-002-2797280

AS OF 11/30/14

SMITH FAMILY FOUNDATION - COMB

PAGE 2

	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
CASH AND CASH EQUIVALENTS	38,186.60	38,186.60	3.849	0.060	22.91
MONEY MARKET FUNDS					
FIXED INCOME					
MUTUAL FUNDS-FIXED	119,210.91	118,879.11	11.982	3.466	4,120.85
EQUITIES					
CONSUMER DISCRETIONARY	26,787.69	30,296.66	3.054	1.617	489.78
CONSUMER STAPLES	12,905.31	14,594.11	1.471	2.163	315.61
ENERGY	12,999.59	11,817.50	1.191	1.422	168.05
FINANCIALS	19,959.05	21,268.59	2.144	2.464	524.04
HEALTH CARE	8,103.74	8,534.28	0.860	1.540	131.46
INDUSTRIALS	32,624.81	36,188.95	3.648	1.575	569.97
INFORMATION TECHNOLOGY	32,943.66	40,423.14	4.074	0.806	325.64
MATERIALS	14,110.26	14,109.73	1.422	1.957	276.14
MUTUAL FUNDS-EQUITY	321,037.78	403,714.73	40.692	0.564	2,276.77
OTHER EQUITIES	191,850.73	233,545.05	23.540	2.241	5,232.88
TOTAL EQUITIES	673,322.62	814,492.74	82.095	1.266	10,310.34
BALANCED FUNDS					
MUTUAL FUNDS-BALANCED	20,730.16	20,575.78	2.074	4.565	939.22
ACCOUNT TOTAL	851,450.29	992,134.23	100.000	1.552	15,393.32

Cost

119,210.91

673,322.62

20,730.16

813,263.69

MARKET VALUE

118,879.11

814,492.74

20,575.78

953,947.63

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
S Trust I/M	17.	17.	
Total to Part I, line 3	17.	17.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
S Trust I/M	36,327.	18,566.	17,761.	17,761.	
o Part I, line 4	36,327.	18,566.	17,761.	17,761.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Return of capital	153.	0.	
Tracs Alerian MLP Infra	243.	243.	
Recovery Proceeds	2,000.	0.	
Total to Form 990-PF, Part I, line 11	2,396.	243.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Expenses Pruet	2,486.	0.		2,486.
o Form 990-PF, Pg 1, ln 16b	2,486.	0.		2,486.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
S Trust Agency Fees	9,201.	9,201.		0.	
o Form 990-PF, Pg 1, ln 16c	9,201.	9,201.		0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Excise Tax	1,516.	0.		0.	
Foreign Tax	133.	0.		0.	
o Form 990-PF, Pg 1, ln 18	1,649.	0.		0.	

Form 990-PF	Explanation Concerning Part VII-A, Line 8b	Statement	7
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Explanation

The South Carolina Attorney General no longer requires the filing of Forms 990-PF with them.