Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST 017999

A Employer identification number: 16-6484804

Number and street (or P O box number if mail is not delivered to street address): PO BOX 6437 | Room/suite:

B Telephone number (see instructions): 607-273-0037

City or town, state or province, country, and ZIP or foreign postal code: ITHACA, NY 14851-6437

C If exemption application is pending, check here ▶ [X]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation

[X] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E 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)* ▶ $ 11,823,069.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

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 ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	422,174.	422,174.	422,174.	STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,029,691.			
	b Gross sales price for all assets on line 6a 12,456,883.				
	7 Capital gain net income (from Part IV, line 2)		1,029,691.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	1,451,865.	1,451,865.	422,174.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	100,267.	100,267.	100,267.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	20,506.	20,506.	20,506.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	120,773.	120,773.	120,773.	
	25 Contributions, gifts, grants paid	351,201.			351,201.
	26 **Total expenses and disbursements** Add lines 24 and 25	471,974.	120,773.	120,773.	351,201.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	979,891.			
	b **Net investment income** (if negative, enter -0-)		1,331,092.		
	c **Adjusted net income** (if negative, enter -0-)			301,401.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	214,981.	187,345.	187,345.
	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)	1,221,665.		
	b	Investments - corporate stock (attach schedule)	6,255,637.		
	c	Investments - corporate bonds (attach schedule)	1,222,170.	11,249,907.	11,635,724.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,542,908.		
	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)	10,457,361.	11,437,252.	11,823,069.
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)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	10,457,361.	11,437,252.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,457,361.	11,437,252.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,457,361.	11,437,252.	

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	10,457,361.
2	Enter amount from Part I, line 27a	2	979,891.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,437,252.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,437,252.

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	PUBLICLY TRADED SECURITIES			
b				
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	12,456,883.		11,427,192.	1,029,691.
b				
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				1,029,691.
b				
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	1,029,691.
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 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))
2013	258,995.	11,180,742.	0.023164
2012	287,257.	287,257.	1.000000
2011	167,614.	167,614.	1.000000
2010	229,796.	229,796.	1.000000
2009	354,887.	354,887.	1.000000

2	**Total** of line 1, column (d)	2	4.023164
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	0.804633
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,931,195.
5	Multiply line 4 by line 3	5	9,600,233.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,311.
7	Add lines 5 and 6	7	9,613,544.
8	Enter qualifying distributions from Part XII, line 4	8	351,201.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b . . .	1	26,622.
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	
3	Add lines 1 and 2 . . .	3	26,622.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	26,622.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . 6a: 7,500.		
b	Exempt foreign organizations - tax withheld at source . . . 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c: 20,000.		
d	Backup withholding erroneously withheld . . . 6d:		
7	Total credits and payments Add lines 6a through 6d . . .	7	27,500.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .	8	7.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	871.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 871. **Refunded** ▶	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? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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*	2		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* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
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? . . . *If "Yes," attach the statement required by General Instruction T*	5		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? . . .	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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* . . .	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

			Yes	No
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		
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 ▶ TOMPKINS TRUST COMPANY Telephone no. ▶ (607)273-0037			
	Located at ▶ 119 E SENECA ST 2ND FL, ITHACA, NY ZIP+4 ▶ 14850			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, 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		
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) [ ] Yes [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? [ ] Yes [X] No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

			Yes	No
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 4945(d)(4)(A)? (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		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? . . .	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
TOMPKINS TRUST COMPANY, TRUSTEE 119 E SENECA ST 2ND FL, ITHACA, NY 14850	TRUSTEE	100,267.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . ▶ **NONE**

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,843,956.
b	Average of monthly cash balances	1b	268,932.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,112,888.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,112,888.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	181,693.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,931,195.
6	**Minimum investment return.** Enter 5% of line 5	6	596,560.

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	596,560.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	26,622.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	26,622.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	569,938.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	569,938.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	569,938.

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	351,201.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	351,201.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	351,201.

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				569,938.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			NONE	
b	Total for prior years 20 12 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2014				
a	From 2009 ... 266,751.				
b	From 2010 ... 232,032.				
c	From 2011 ... 173,292.				
d	From 2012 ... NONE				
e	From 2013 ... NONE				
f	**Total** of lines 3a through e	672,075.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 351,201.				
a	Applied to 2013, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2014 distributable amount				351,201.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	218,737.			218,737.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	453,338.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	48,014.			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	405,324.			
10	Analysis of line 9				
a	Excess from 2010 ... 232,032.				
b	Excess from 2011 ... 173,292.				
c	Excess from 2012 ... NONE				
d	Excess from 2013 ... NONE				
e	Excess from 2014 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2014	Prior 3 years (b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				351,201.
Total . . . . . . ▶ **3a**				351,201.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	422,174.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,029,691.	
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)				1,451,865.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,451,865.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

Tamara S. Amici | 08/13/2015 | VICE PRESIDENT

Signature of officer or trustee | Date | Title

TAMARA S AMICI

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
AFLAC INC 2.65% DUE 02/15/2017	1,634.	1,634.	1,634.
ABBVIE INC COM	1,357.	1,357.	1,357.
ALTRIA GROUP INC COM	1,539.	1,539.	1,539.
AMERICAN EXPRESS CO COM	175.	175.	175.
AMGEN INC COM	308.	308.	308.
APPLE INC COM	381.	381.	381.
ARCHER DANIELS MIDLAND CO COM	1,001.	1,001.	1,001.
AUTOMATIC DATA PROCESSING	367.	367.	367.
C R BARD INC 1.375 DUE 01/15/2018	1,203.	1,203.	1,203.
BAXTER INTL INC COM	642.	642.	642.
BELLSOUTH 5.20% DUE 12/15/2016	1,473.	1,473.	1,473.
BERKSHIRE HATHAWAY 2.45% DUE 12/15/2015	694.	694.	694.
BLACKROCK FDS II STRG OPP INSTL	18,936.	18,936.	18,936.
CF INDS HLDGS INC COM	221.	221.	221.
CA INC COM	1,390.	1,390.	1,390.
CALAMOS INV TR NEW STRAT INC INST	5,099.	5,099.	5,099.
CAPITAL ONE FINL CORP COM	224.	224.	224.
CARDINAL HEALTH INC COM	316.	316.	316.
CENTERPOINT ENERGY INC COM	1,715.	1,715.	1,715.
CHEVRON CORP NEW COM	1,429.	1,429.	1,429.
CISCO SYS INC COM	374.	374.	374.
CONOCOPHILLIPS COM	2,316.	2,316.	2,316.
COSTCO WHSL CORP NEW COM	138.	138.	138.
DELAWARE GROUP GLOBAL&INTL F EMERG MKT I	2,096.	2,096.	2,096.
DISNEY WALT CO COM DISNEY	757.	757.	757.
WALT DISNEY CO 1.35% DUE 08/16/2016	829.	829.	829.
DISCOVER FINL SVCS COM	219.	219.	219.
DOUBLELINE TOTAL RETURN BD	9,370.	9,370.	9,370.
EBAY INC 1.35% DUE 07/15/2017	-2,476.	-2,476.	-2,476.
EUROPACIFIC GROWTH FD SHS CL F-2	11,492.	11,492.	11,492.
EUROPACIFIC GROWTH FD SHS CL F-2	9,563.	9,563.	9,563.
EXELON CORP COM	2,418.	2,418.	2,418.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
EXXON MOBIL CORP COM	318.	318.	318.
FEDERAL FARM CREDIT BANKS 3.17% DUE 06/2	357.	357.	357.
FEDERAL HOME LN BANKS 2.50% DUE 06/27/20	535.	535.	535.
FEDERAL HOME LN BANKS 2.14% DUE12/05/202	736.	736.	736.
FEDERAL FARM CREDIT BANKS 2.35% DUE 06/2	542.	542.	542.
FEDERAL HOME LN MTGE CORP 2.10% DUE 11/1	688.	688.	688.
FEDERAL HOME LN MTGE CORP 2.00% DUE 07/2	1,267.	1,267.	1,267.
FEDERAL NATIONAL MTGE ASSOC 4.125 DUE 04	5,122.	5,122.	5,122.
FEDERAL NATIONAL MTGE ASSOC 1.75% DUE 01	1,089.	1,089.	1,089.
FEDERAL NATIONAL MTGE ASSOC 2.25% DUE 12	602.	602.	602.
FIDELITY ADVISOR SER II FL RT HI INCM	14,125.	14,125.	14,125.
FIDELITY SECS FD FD ADV RE INST	9,829.	9,829.	9,829.
GENERAL DYNAMICS CORP COM	631.	631.	631.
GENERAL ELECTRIC CO COM	1,876.	1,876.	1,876.
GE CAP CORP 1.60% DUE 11/20/2017	656.	656.	656.
GOLDMAN SACHS GROUP INC COM	218.	218.	218.
GOLDMAN SACHS GROUP 5.35% DUE 01/15/2016	3,611.	3,611.	3,611.
HARRIS CORP DEL COM	1,077.	1,077.	1,077.
HELMERICH & PAYNE INC COM	1,727.	1,727.	1,727.
HEWLETT PACKARD CO 2.60% DUE 09/15/2017	1,322.	1,322.	1,322.
HOME DEPOT INC COM	941.	941.	941.
INTEL CORP COM	1,413.	1,413.	1,413.
INTERNATIONAL BUSINESS MACHS COM	214.	214.	214.
ISHARES TR CORE US AGGBD ET	47,861.	47,861.	47,861.
ISHARES CORE S&P MCP ETF	1,363.	1,363.	1,363.
ISHARES CORE S&P SCP ETF	541.	541.	541.
ISHARES SP SMCP600VL ETF	645.	645.	645.
JPMORGAN CHASE & CO COM	1,513.	1,513.	1,513.
JOHNSON & JOHNSON COM	1,634.	1,634.	1,634.
KIMBERLY CLARK CORP COM	852.	852.	852.
KRAFT FOODS GROUP INC COM	1,597.	1,597.	1,597.
LILLY ELI & CO COM	1,348.	1,348.	1,348.
LORD ABBETT INVT TR SH DURA INCM I	16,009.	16,009.	16,009.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MARATHON PETE CORP	236.	236.	236.
MAXIM INTEGRATED PRODS INC COM	619.	619.	619.
MCKESSON CORP COM	216.	216.	216.
MERCK & CO INC NEW COM	862.	862.	862.
MERGER FUND	6,433.	6,433.	6,433.
METLIFE INC COM	1,507.	1,507.	1,507.
MICROSOFT CORP COM	1,654.	1,654.	1,654.
MICROSOFT CORP 4.20% DUE 06/01/2019	1,248.	1,248.	1,248.
FEDERATED PRIME CASH OBL (INCOME) FD #85	17.	17.	17.
FEDERATED PRIME OBLIGATIONS FD 396 GRP 5	9.	9.	9.
NATIONAL OILWELL VARCO INC COM	167.	167.	167.
NEUBERGER BERMAN INCOME FDS STRG INCM IN	29,623.	29,623.	29,623.
NEUBERGER BERMAN ALTRNTIVE F ABSOL RTNMU	5,318.	5,318.	5,318.
NIKE INC CL B	403.	403.	403.
NVIDIA CORP COM	151.	151.	151.
ORACLE CORP COM	156.	156.	156.
PIMCO FDS TOTAL RETURN FUND	7,721.	7,721.	7,721.
PIMCO TOTAL RETURN	719.	719.	719.
PEPSICO INC 1.25% DUE 08/13/2017	796.	796.	796.
PFIZER INC COM	1,864.	1,864.	1,864.
PHILIP MORRIS INTL INC COM	2,025.	2,025.	2,025.
POWERSHARES GLOBAL ETF TRUST AGG PFD POR	3,814.	3,814.	3,814.
PRECISION CASTPARTS CORP COM	7.	7.	7.
PROCTER & GAMBLE CO COM	810.	810.	810.
PROCTER & GAMBLE 3.50% DUE 02/15/2015	2,071.	2,071.	2,071.
PUBLIC SVC ENTERPRISE GROUP COM	2,255.	2,255.	2,255.
RIDGEWORTH FDS SEIX FLRT HI I	29,598.	29,598.	29,598.
RIDGEWORTH FLOATING RATE I SEIX	5,309.	5,309.	5,309.
STANLEY BLACK & DECKER INC COM	297.	297.	297.
STATE STR CORP COM	202.	202.	202.
STRYKER CORP COM	215.	215.	215.
TECO ENERGY INC COM	2,854.	2,854.	2,854.
TJX COS INC NEW COM	152.	152.	152.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TARGET CORP COM	316.	316.	316.
TEMPLETON INCOME TR GLB BD ADVSOR	58,228.	58,228.	58,228.
TEMPLETON GLOBAL BOND ADV	4,020.	4,020.	4,020.
3M CO COM	1,067.	1,067.	1,067.
TRAVELERS COMPANIES INC COM	734.	734.	734.
TYSON FOODS INC CL A	149.	149.	149.
UNITED STATES TREAS NTS 1.75% DUE 07/31/	539.	539.	539.
UNITED STATES TREAS NTS 1.00% DUE 02/15/	313.	313.	313.
UNITED STATES TREAS NTS 2.125 DUE 02/29/	286.	286.	286.
VANGUARD TAX MANAGED INTL FD FTSE DEV MK	23,828.	23,828.	23,828.
VERIZON COMMUNICATIONS INC COM	2,200.	2,200.	2,200.
WALGREEN CO COM	1,151.	1,151.	1,151.
WASTE MGMT INC DEL COM	580.	580.	580.
WELLS FARGO & CO NEW COM	383.	383.	383.
WISDOMTREE TR EMG MKTS SMCAP	9,072.	9,072.	9,072.
WISDOMTREE TR EMERG MKTS ETF	10,460.	10,460.	10,460.
WORLDCOM INC GA NEW MCI GROUP COM	61.	61.	61.
TOTAL	422,174.	422,174.	422,174.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FEDERAL TAX PAYMENT - PRIOR YE	11,247.	11,247.	11,247.
FEDERAL ESTIMATES - PRINCIPAL	7,500.	7,500.	7,500.
FOREIGN TAXES ON NONQUALIFIED	1,759.	1,759.	1,759.
TOTALS	20,506.	20,506.	20,506.

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

RECIPIENT NAME:
SAVE THE CHILDREN FEDERATION INC
ADDRESS:
54 WILTON ROAD PO BOX 960
WESTPORT, CT 06880
AMOUNT OF GRANT PAID .... 10,536.

RECIPIENT NAME:
see attached
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
TAX EX 501(C)(3)

RECIPIENT NAME:
ENVIRONMENTAL DEFENSE FUND
ATTN KATHERINE NOLAN BROWN
ADDRESS:
257 PARK AVENUE
NEW YORK, NY 10010
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
AUDUBON
ATTN: ROSE TESONE, BEQUEST MANAGER
ADDRESS:
225 VARICK STREET, 7TH FL
NEW YORK, NY 10014
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
FRESH AIR FUND
ATTN JENNY MORGENTHAU
ADDRESS:
633 THIRD AVE 14TH FL
NEW YORK, NY 10017
AMOUNT OF GRANT PAID .... 24,584.

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

RECIPIENT NAME:
CARE PLANNED GIVING
ATTN: JANE CRONIN, ASSOC GENERAL COUNSEL
ADDRESS:
151 ELLIS STREET, NE
ATLANTA, GA 30303
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
US FUND FOR UNICEF OFFICE OF PLANNED GIV
ATTN: RICHARD ESSERMAN
ADDRESS:
125 MAIDEN LANE
NEW YORK, NY 10038
AMOUNT OF GRANT PAID .... 3,512.

RECIPIENT NAME:
THE SALVATION ARMY
ATTN THOMAS SCHENK
ADDRESS:
440 WEST NYACK ROAD
WEST NYACK, NY 10994
AMOUNT OF GRANT PAID .... 42,144.

RECIPIENT NAME:
NEW YORK TIMES NEEDIEST CASES FUND
ATTN MICHAEL GOLDEN
ADDRESS:
PO BOX 5193 GENERAL POST OFFICE
NEW YORK, NY 10087
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
ADIRONDACK COUNCIL
ADDRESS:
103 HAND AVENUE #3
ELIZABETHTOWN, NY 12932-0640
AMOUNT OF GRANT PAID .... 10,536.

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

RECIPIENT NAME:
FRANZISKA RACKER CENTERS
ATTN: DAN BROWN
ADDRESS:
3226 WILKINS ROAD
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 10,536.

RECIPIENT NAME:
SPCA OF TOMPKINS COUNTY
ATTN JIM BOUDERAU
ADDRESS:
1640 HANSHAW ROAD
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 1,756.

RECIPIENT NAME:
LEGACY FOUNDATION
TOMPKINS TRUST COMPANY
ADDRESS:
ATTN: JANET HEWITT
ITHACA, NY 14851-0460
AMOUNT OF GRANT PAID .... 47,324.

RECIPIENT NAME:
CHILD DEVELOPMENT COUNCIL OF CENTRAL NY
ATTN: DIANE FELDMAN CFO
ADDRESS:
609 WEST CLINTON STREET
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
CHALLENGE INDUSTRIES, INC
ATTN: EMILY PARKER, DIR OF DEVELOPMENT
ADDRESS:
SOUTH HILL BUSINESS PARK
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
LONGVIEW AN ITHACARE COMMUNITY
ATTN KERRY BARNES
ADDRESS:
1 BELLA VISTA DRIVE
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 3,512.

RECIPIENT NAME:
UNITY HOUSE
ADDRESS:
34 WRIGHT AVE, SUITE C
AUBURN, NY 13021
AMOUNT OF GRANT PAID .... 3,512.

RECIPIENT NAME:
TOMPKINS CNTY PUBLIC LIBRARY FOUNDATION
ATTN SUZANNE SMITH JABLONSKI
ADDRESS:
101 E GREEN STREET
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 1,756.

RECIPIENT NAME:
BEECHTREE CARE CENTER
ADDRESS:
ATTN: BUSINESS OFFICE
ITHACA, NY 14850-5406
AMOUNT OF GRANT PAID .... -5,180.

RECIPIENT NAME:
HOSPICARE
ATTN DALE JOHNSON
ADDRESS:
172 E KING ROAD
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 3,512.

RECIPIENT NAME:
WILDERNESS SOCIETY
ATTN WILLIAM KLASS
ADDRESS:
1615 M STREET NW
WASHINGTON, DC 20036
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
NATURE CONSERVANCY
ADDRESS:
1815 LYNN ST
ARLINGTON, VA 22203-1606
AMOUNT OF GRANT PAID .... 129,945.

RECIPIENT NAME:
PROJECT HOPE HEALTH SCIENCES CENTER
ADDRESS:
ATTN: RICHARD RUMSEY, VP
MILLWOOD, VA 22646
AMOUNT OF GRANT PAID .... 7,024.

RECIPIENT NAME:
HABITAT FOR HUMANITY INC
ATTN KATIE DICKERSON
ADDRESS:
121 HABITAT STREET
AMERICUS, GA 31709-3498
AMOUNT OF GRANT PAID .... 7,024.

TOTAL GRANTS PAID: 351,201.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2014

Name of estate or trust	Employer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	4,254,653.	4,183,090.		71,563.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . ▶	7	71,563.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	8,192,028.	7,244,102.		947,926.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	10,202.
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . ▶	16	958,128.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			71,563.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			958,128.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			138.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			1,029,691.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or b** $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,500			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the **smaller** of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $12,150			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
444. COSTCO WHSL CORP NEW	04/11/2013	03/13/2014	51,059.00	47,077.00			3,982.00
1094. DISCOVER FINL SVCS C	04/11/2013	03/13/2014	63,304.00	47,135.00			16,169.00
396. GOLDMAN SACHS GROUP I	12/20/2013	03/13/2014	66,662.00	69,314 00			-2,652.00
281. HELMERICH & PAYNE INC	12/20/2013	03/13/2014	27,127.00	22,926 00			4,201.00
1960. HERTZ GLOBAL HOLDING	04/11/2013	03/13/2014	51,059 00	47,140 00			3,919.00
594 STANLEY BLACK & DECKE	04/11/2013	03/13/2014	47,122.00	47,423.00			-301 00
704. STRYKER CORP COM	04/11/2013	03/13/2014	57,639 00	47,055.00			10,584.00
1992 TYSON FOODS INC CL A	04/11/2013	03/13/2014	80,567.00	47,300.00			33,267.00
834. ASTRAZENECA PLC SPONS	03/13/2014	04/30/2014	65,647.00	55,459.00			10,188.00
55 ISHARES TR CORE US AGG	03/13/2014	08/13/2014	6,020.00	5,940.00			80.00
826.653 FIDELITY ADVISOR S HI INCM	02/18/2014	09/12/2014	8,184.00	8,250.00			-66.00
43073.045 FIDELITY ADVISOR RT HI INCM	03/13/2014	09/12/2014	426,423 00	429,869 00			-3,446 00
1005.025 FIDELITY ADVISOR HI INCM	04/30/2014	09/12/2014	9,950.00	10,000.00			-50.00
9970. ISHARES TR CORE US A	03/13/2014	09/12/2014	1,082,453.00	1,076,787 00			5,666.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www irs gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Social security number or taxpayer identification number: 16-6484804

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
1809.211 LORD ABBETT INVT INCM I	02/18/2014	09/12/2014	8,160 00	8,250.00			-90.00
99028.314 LORD ABBETT INVT INCM I	03/13/2014	09/12/2014	446,618.00	451,569.00			-4,951.00
2197.802 LORD ABBETT INVT INCM I	04/30/2014	09/12/2014	9,912.00	10,000.00			-88 00
760.369 PIMCO FDS TOTAL RE	02/18/2014	09/12/2014	8,265 00	8,250 00			15.00
40296.614 PIMCO FDS TOTAL	03/13/2014	09/12/2014	438,024 00	437,621.00			403 00
922.509 PIMCO FDS TOTAL RE	04/30/2014	09/12/2014	10,028.00	10,000.00			28.00
1817.181 RIDGEWORTH FDS SE	02/18/2014	09/12/2014	16,318.00	16,500 00			-182.00
95728 434 RIDGEWORTH FDS S I	03/13/2014	09/12/2014	859,641.00	868,257.00			-8,616.00
2212.389 RIDGEWORTH FDS SE	04/30/2014	09/12/2014	19,867 00	20,000.00			-133.00
75. ABBVIE INC COM	03/13/2014	10/17/2014	3,988.00	3,857.00			131.00
337. ALTRIA GROUP INC COM	03/13/2014	10/17/2014	15,269.00	12,206.00			3,063.00
1928.311 BLACKROCK FDS II INSTL	09/12/2014	10/17/2014	19,707.00	19,900.00			-193.00
81. CHEVRON CORP NEW COM	03/13/2014	10/17/2014	9,070 00	9,293.00			-223.00
3760.87 DOUBLELINE TOTAL R	09/12/2014	10/17/2014	41,445.00	41,144.00			301.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Social security number or taxpayer identification number: 16-6484804

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
30. GENERAL DYNAMICS CORP	03/13/2014	10/17/2014	3,628.00	3,269.00			359.00
67. HOME DEPOT INC COM	03/13/2014	10/17/2014	6,074.00	5,352.00			722.00
810. ISHARES TR CORE US AG	03/13/2014	10/17/2014	89,383 00	87,482 00			1,901 00
69 LILLY ELI & CO COM	03/13/2014	10/17/2014	4,307.00	4,066.00			241.00
1146. MAXIM INTEGRATED PRO	03/13/2014	10/17/2014	30,340 00	36,890 00			-6,550.00
5493.114 NEUBERGER BERMAN STRG INCM INSTL	09/16/2014	10/17/2014	61,962.00	62,237.00			-275.00
48 PHILIP MORRIS INTL INC	03/13/2014	10/17/2014	4,080.00	3,830.00			250.00
180. POWERSHARES GLOBAL ET PFD PORT	03/13/2014	10/17/2014	2,589.00	2,560.00			29.00
121. PUBLIC SVC ENTERPRISE	03/13/2014	10/17/2014	4,538.00	4,379.00			159.00
499. TECO ENERGY INC COM	03/13/2014	10/17/2014	9,071.00	8,353.00			718.00
12. 3M CO COM	03/13/2014	10/17/2014	1,647.00	1,586.00			61.00
72. TRAVELERS COMPANIES IN	03/13/2014	10/17/2014	6,662.00	5,964.00			698.00
1603. TORONTO DOMINION BK ADR	10/17/2014	10/28/2014	78,435.00	76,238.00			2,197.00
.88 HALYARD HEALTH INC COM	03/13/2014	11/13/2014	33.00	32.00			1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
62.5 HALYARD HEALTH INC CO	03/13/2014	11/14/2014	2,320.00	2,278.00			42.00
1.5 HALYARD HEALTH INC COM	10/17/2014	11/14/2014	56.00	52.00			4.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			4,254,653.	4,183,090.			71,563.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Social security number or taxpayer identification number: 16-6484804

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
50000 UNITED STATES TREAS DUE 02/15/2014	03/02/2011	02/15/2014	50,000.00	50,176.00			-176.00
1143.46 PIMCO FDS PAC INVT COMM REALSTR I	12/13/2012	03/04/2014	6,861.00	6,976.00			-115.00
30799 354 PIMCO FDS PAC IN COMM REALSTR I	02/28/2011	03/04/2014	184,796 00	297,830.00			-113,034.00
1137.395 PIMCO FDS PAC INV COMM REALSTR I	12/06/2011	03/04/2014	6,824.00	8,633.00			-1,809.00
7215 414 PIMCO FDS PAC INV COMM REALSTR I	11/15/2011	03/04/2014	43,292.00	57,579.00			-14,287.00
760 AMERICAN EXPRESS CO C	11/19/2010	03/13/2014	69,633.00	32,307 00			37,326.00
100. AMGEN INC COM	02/22/2011	03/13/2014	12,515.00	5,203.00			7,312.00
100. AMGEN INC COM	11/10/2009	03/13/2014	12,515.00	5,412 00			7,103.00
200. AMGEN INC COM	04/14/2009	03/13/2014	25,029.00	9,554 00			15,475.00
105. AMGEN INC COM	12/09/2008	03/13/2014	13,140 00	6,063.00			7,077.00
504. ANHEUSER BUSCH INBEV SPONSORED ADR	07/05/2012	03/13/2014	51,362.00	39,580.00			11,782.00
100. APPLE INC COM	03/18/2011	03/13/2014	53,396.00	33,122.00			20,274.00
25 APPLE INC COM	03/06/2009	03/13/2014	13,349.00	2,104.00			11,245.00
284. ARCHER DANIELS MIDLAN	12/24/2012	03/13/2014	12,104.00	7,861.00			4,243.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Social security number or taxpayer identification number: 16-6484804

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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
122 AUTOZONE INC COM	07/05/2012	03/13/2014	65,333 00	44,856 00			20,477.00
405. BAXTER INTL INC COM	08/11/2008	03/13/2014	27,252.00	28,700.00			-1,448.00
200. BAXTER INTL INC COM	05/03/2010	03/13/2014	13,458.00	9,522.00			3,936.00
50. BAXTER INTL INC COM	11/10/2009	03/13/2014	3,364.00	2,875.00			489.00
60. CF INDS HLDGS INC COM	12/24/2012	03/13/2014	15,106.00	12,046.00			3,060.00
161. CF INDS HLDGS INC COM	07/05/2012	03/13/2014	40,533.00	32,226.00			8,307.00
10345.009 CALAMOS INV TR N INST	03/18/2010	03/13/2014	133,140 00	119,913.00			13,227.00
745. CAPITAL ONE FINL CORP	12/24/2012	03/13/2014	54,779.00	43,627.00			11,152.00
825. CARDINAL HEALTH INC C	09/01/2011	03/13/2014	60,007.00	35,066.00			24,941.00
220. CARDINAL HEALTH INC C	12/24/2012	03/13/2014	16,002.00	9,174.00			6,828.00
393. CELGENE CORP COM	12/24/2012	03/13/2014	61,999.00	31,161.00			30,838.00
1175. CISCO SYS INC COM	03/18/2011	03/13/2014	25,402 00	20,292.00			5,110.00
100. CISCO SYS INC COM	02/17/2009	03/13/2014	2,162 00	1,542.00			620.00
200. CISCO SYS INC COM	08/20/2010	03/13/2014	4,324.00	4,448.00			-124.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
125 CISCO SYS INC COM	01/08/2009	03/13/2014	2,702.00	2,156.00			546.00
600. CISCO SYS INC COM	02/22/2011	03/13/2014	12,971.00	11,262.00			1,709.00
100. DISNEY WALT CO COM DI	08/20/2010	03/13/2014	8,056.00	3,287.00			4,769.00
100. DISNEY WALT CO COM DI	08/21/2009	03/13/2014	8,056.00	2,687.00			5,369.00
50. DISNEY WALT CO COM DIS	02/17/2009	03/13/2014	4,028.00	897 00			3,131.00
300. DISNEY WALT CO COM DI	01/08/2009	03/13/2014	24,168.00	6,821.00			17,347.00
30 DISNEY WALT CO COM DIS	08/11/2008	03/13/2014	2,417 00	986.00			1,431.00
300. DISNEY WALT CO COM DI	04/14/2009	03/13/2014	24,168.00	5,741.00			18,427.00
875 DIRECTV COM	12/24/2012	03/13/2014	68,618.00	43,967.00			24,651.00
1695.932 EUROPACIFIC GROWT F-2	08/26/2010	03/13/2014	81,557.00	60,630 00			20,927.00
5. EXXON MOBIL CORP COM	12/24/2012	03/13/2014	468.00	435.00			33.00
100. EXXON MOBIL CORP COM	08/21/2009	03/13/2014	9,359.00	7,002.00			2,357.00
100. EXXON MOBIL CORP COM	08/11/2008	03/13/2014	9,359 00	7,754.00			1,605.00
100 EXXON MOBIL CORP COM	12/19/2005	03/13/2014	9,359.00	5,776.00			3,583 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
100 EXXON MOBIL CORP COM	02/09/2007	03/13/2014	9,359.00	7,529 00			1,830.00
100. EXXON MOBIL CORP COM	01/08/2009	03/13/2014	9,359.00	7,868.00			1,491.00
50000. FEDERAL FARM CREDIT DUE 06/23/2014	06/15/2009	03/13/2014	50,250.00	50,000.00			250.00
100000 FEDERAL HOME LN BA DUE 06/27/2022	06/05/2012	03/13/2014	95,955.00	100,000.00			-4,045 00
125000. FEDERAL HOME LN BA DUE12/05/2022	11/26/2012	03/13/2014	115,626.00	124,875 00			-9,249.00
100000. FEDERAL FARM CREDI 2 35% DUE 06/21/2021	06/19/2012	03/13/2014	97,215.00	100,035.00			-2,820.00
100000. FEDERAL HOME LN MT 2.10% DUE 11/16/2020	04/30/2012	03/13/2014	97,665.00	100,000.00			-2,335.00
100000. FEDERAL HOME LN MT 2 00% DUE 07/26/2021	06/27/2012	03/13/2014	94,855.00	99,600.00			-4,745.00
300000 FEDERAL NATIONAL M 4.125 DUE 04/15/2014	03/30/2004	03/13/2014	300,750.00	297,375.00			3,375.00
100000. FEDERAL NATIONAL M 1.75% DUE 01/30/2019	01/13/2012	03/13/2014	99,535.00	99,800.00			-265.00
125000. FEDERAL NATIONAL M 2.25% DUE 12/27/2023	11/27/2012	03/13/2014	113,131.00	125,000 00			-11,869.00
7138.088 FIDELITY SECS FD INST	11/15/2011	03/13/2014	82,374.00	73,308.00			9,066.00
7242 209 FLEMING CAP MUT F MORGAN CL I	02/28/2012	03/13/2014	258,764.00	185,690 00			73,074 00
125000. GE CAP CORP 1.60% 11/20/2017	11/26/2012	03/13/2014	125,764.00	125,000.00			764.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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100000. GOLDMAN SACHS GROU 01/15/2016	03/24/2008	03/13/2014	107,624.00	99,000.00			8,624.00
100000. HEWLETT PACKARD CO 09/15/2017	08/16/2012	03/13/2014	103,000 00	99,034.00			3,966.00
200. INTEL CORP COM	06/12/2008	03/13/2014	4,922.00	4,443 00			479.00
117. INTEL CORP COM	12/09/2008	03/13/2014	2,879.00	1,699 00			1,180.00
300. INTEL CORP COM	02/04/2008	03/13/2014	7,383.00	6,450.00			933.00
100. INTERNATIONAL BUSINES	03/27/2007	03/13/2014	18,507.00	9,444.00			9,063.00
50 INTERNATIONAL BUSINESS	09/21/2005	03/13/2014	9,253.00	3,885.00			5,368.00
75. INTERNATIONAL BUSINESS	07/22/2005	03/13/2014	13,880.00	6,318.00			7,562 00
1253. ISHARES CORE S&P MCP	12/24/2012	03/13/2014	171,191.00	127,480.00			43,711.00
838. ISHARES CORE S&P SCP	12/24/2012	03/13/2014	92,388.00	65,188.00			27,200.00
2436. ISHARES SP SMCP600VL	12/24/2012	03/13/2014	274,456.00	196,439.00			78,017.00
40. JPMORGAN CHASE & CO CO	06/12/2008	03/13/2014	2,301.00	1,524.00			777.00
6. JOHNSON & JOHNSON COM	03/27/2007	03/13/2014	561.00	361.00			200.00
25. JOHNSON & JOHNSON COM	02/09/2007	03/13/2014	2,337.00	1,642.00			695.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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563. MARATHON PETE CORP	12/24/2012	03/13/2014	52,542.00	35,379.00			17,163.00
450. MCKESSON CORP COM	12/24/2012	03/13/2014	82,974.00	43,794 00			39,180.00
4746.379 MERGER FD SH BEN	03/18/2010	03/13/2014	76,037.00	75,135.00			902.00
274. METLIFE INC COM	03/09/2006	03/13/2014	14,313.00	13,560.00			753 00
50. MICROSOFT CORP COM	05/30/2006	03/13/2014	1,899.00	1,172.00			727.00
97. MICROSOFT CORP COM	02/09/2007	03/13/2014	3,685.00	2,821.00			864.00
100000. MICROSOFT CORP 4.2 06/01/2019	05/20/2009	03/13/2014	111,112 00	100,210 00			10,902.00
265. NATIONAL OILWELL VARC	12/24/2012	03/13/2014	19,854.00	17,885.00			1,969.00
378 NATIONAL OILWELL VARC	02/21/2012	03/13/2014	28,320.00	32,071.00			-3,751.00
200. NIKE INC CL B	08/21/2009	03/13/2014	15,868.00	5,566 00			10,302.00
640. NIKE INC CL B	06/19/2009	03/13/2014	50,777.00	18,115.00			32,662 00
3560 NVIDIA CORP COM	12/24/2012	03/13/2014	63,877.00	43,894.00			19,983.00
200. ORACLE CORP COM	02/04/2008	03/13/2014	7,585.00	4,064 00			3,521.00
750. ORACLE CORP COM	06/22/2007	03/13/2014	28,442.00	14,693.00			13,749.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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50. ORACLE CORP COM	02/17/2009	03/13/2014	1,896.00	853.00			1,043.00
100. ORACLE CORP COM	08/20/2010	03/13/2014	3,792 00	2,296.00			1,496.00
100. ORACLE CORP COM	12/24/2012	03/13/2014	3,792.00	3,359.00			433.00
100 ORACLE CORP COM	01/08/2009	03/13/2014	3,792.00	1,743.00			2,049.00
100000 PEPSICO INC 1.25% 08/13/2017	08/16/2012	03/13/2014	99,855.00	99,705.00			150.00
11. PFIZER INC COM	12/24/2012	03/13/2014	346.00	276.00			70.00
200 PRECISION CASTPARTS C	12/09/2008	03/13/2014	51,577.00	11,080.00			40,497.00
35. PRECISION CASTPARTS CO	06/12/2008	03/13/2014	9,026.00	3,647.00			5,379.00
70. PRICELINE GRP INC	12/24/2012	03/13/2014	92,208.00	43,179.00			49,029.00
200. PROCTER & GAMBLE CO C	04/14/2009	03/13/2014	15,874.00	9,502.00			6,372.00
50 PROCTER & GAMBLE CO CO	05/03/2010	03/13/2014	3,968 00	3,144.00			824.00
100. PROCTER & GAMBLE CO C	02/04/2008	03/13/2014	7,937.00	6,657.00			1,280 00
140. PROCTER & GAMBLE CO C	05/30/2006	03/13/2014	11,112.00	7,689 00			3,423.00
150 PROCTER & GAMBLE CO C	06/22/2007	03/13/2014	11,905 00	9,246.00			2,659.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Social security number or taxpayer identification number: 16-6484804

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Part II Long-Term.

Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
100000. PROCTER & GAMBLE 3 02/15/2015	06/18/2009	03/13/2014	102,500 00	99,437 00			3,063.00
200. STATE STR CORP COM	11/10/2009	03/13/2014	13,018.00	8,590.00			4,428.00
383. STATE STR CORP COM	08/21/2009	03/13/2014	24,929.00	20,559.00			4,370.00
50. STATE STR CORP COM	05/03/2010	03/13/2014	3,254.00	2,190 00			1,064.00
100. STATE STR CORP COM	08/20/2010	03/13/2014	6,509.00	3,682.00			2,827 00
45. STATE STR CORP COM	12/24/2012	03/13/2014	2,929.00	2,088.00			841.00
1050 TJX COS INC NEW COM	05/03/2010	03/13/2014	64,352 00	24,895.00			39,457 00
735. TARGET CORP COM	12/24/2012	03/13/2014	44,345.00	43,938.00			407.00
50000. UNITED STATES TREAS DUE 07/31/2015	03/02/2011	03/13/2014	51,063 00	49,801.00			1,262 00
25000. UNITED STATES TREAS DUE 02/29/2016	03/02/2011	03/13/2014	25,867.00	25,004.00			863.00
9531. VANGUARD TAX MANAGED FTSE DEV MKT ETF	12/24/2012	03/13/2014	388,848.00	333,394.00			55,454.00
140 WALGREEN CO COM	09/09/2011	03/13/2014	9,422 00	5,009 00			4,413.00
300. WELLS FARGO & CO NEW	08/20/2010	03/13/2014	14,384.00	7,320.00			7,064.00
975 WELLS FARGO & CO NEW	06/01/2009	03/13/2014	46,749.00	25,408.00			21,341.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1979. WISDOMTREE TR EMG MK	12/24/2012	03/13/2014	88,946 00	94,904.00			-5,958.00
5376. WISDOMTREE TR EMERG	12/24/2012	03/13/2014	244,934.00	298,153 00			-53,219.00
650. ACCENTURE PLC IRELAND	12/24/2012	03/13/2014	53,697.00	43,232 00			10,465 00
100000. AFLAC INC 2.65% DU	02/14/2012	03/24/2014	103,807.00	100,818.00			2,989 00
125000 C R BARD INC 1 375 01/15/2018	11/26/2012	03/24/2014	122,648.00	126,233 00			-3,585.00
100000. BELLSOUTH 5.20% DU	03/18/2008	03/24/2014	110,055 00	98,750 00			11,305.00
100000. BERKSHIRE HATHAWAY 12/15/2015	04/08/2011	03/24/2014	102,969.00	99,564.00			3,405.00
100000. WALT DISNEY CO 1.3 08/16/2016	08/19/2011	03/24/2014	101,222 00	99,315.00			1,907.00
75000. EBAY INC 1.35% DUE	08/16/2012	03/24/2014	74,646 00	75,129.00			-483.00
151.362 FIDELITY ADVISOR S HI INCM	07/03/2012	08/14/2014	1,500.00	1,483.00			17.00
331.126 LORD ABBETT INVT T INCM I	07/09/2013	08/14/2014	1,500.00	1,507.00			-7.00
136 488 PIMCO FDS TOTAL RE	07/03/2012	08/14/2014	1,500.00	1,546.00			-46.00
333 704 RIDGEWORTH FDS SEI	07/03/2012	08/14/2014	3,000.00	2,933.00			67.00
112.867 TEMPLETON INCOME T ADVSOR	07/03/2012	08/14/2014	1,500.00	1,457 00			43.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Social security number or taxpayer identification number: 16-6484804

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
2061.707 FLEMING CAP MUT F MORGAN CL I	02/28/2012	08/20/2014	78,365.00	52,862.00			25,503.00
525.26 FLEMING CAP MUT FD MORGAN CL I	12/17/2012	08/20/2014	19,965.00	17,159.00			2,806.00
857. ISHARES CORE S&P SCP	12/24/2012	08/20/2014	93,299.00	66,666 00			26,633.00
839. ISHARES SP SMCP600VL	12/24/2012	08/20/2014	94,647.00	67,657.00			26,990.00
126. WISDOMTREE TR EMG MKT	12/24/2012	08/20/2014	6,171.00	6,042.00			129.00
4950.679 FIDELITY ADVISOR HI INCM	07/03/2012	09/12/2014	49,012.00	48,517.00			495.00
25.358 FIDELITY ADVISOR SE HI INCM	12/10/2012	09/12/2014	251 00	251.00			
3951.613 FIDELITY ADVISOR HI INCM	12/24/2012	09/12/2014	39,121.00	39,200.00			-79.00
1708.133 FIDELITY ADVISOR HI INCM	02/04/2013	09/12/2014	16,911.00	17,013.00			-102.00
2407.035 FIDELITY ADVISOR HI INCM	02/06/2013	09/12/2014	23,830.00	23,950.00			-120.00
1674.372 FIDELITY ADVISOR HI INCM	02/20/2013	09/12/2014	16,576.00	16,660.00			-84.00
1708.542 FIDELITY ADVISOR HI INCM	02/25/2013	09/12/2014	16,915.00	17,000 00			-85.00
1708.543 FIDELITY ADVISOR HI INCM	03/01/2013	09/12/2014	16,915 00	17,000 00			-85.00
1701.702 FIDELITY ADVISOR HI INCM	03/22/2013	09/12/2014	16,847.00	17,000.00			-153.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Social security number or taxpayer identification number

16-6484804

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2547.453 FIDELITY ADVISOR HI INCM	04/22/2013	09/12/2014	25,220.00	25,500.00			-280 00
846.614 FIDELITY ADVISOR S HI INCM	05/13/2013	09/12/2014	8,381.00	8,500.00			-119.00
1332.197 FIDELITY ADVISOR HI INCM	07/16/2013	09/12/2014	13,189.00	13,282.00			-93.00
1653.306 FIDELITY ADVISOR HI INCM	07/29/2013	09/12/2014	16,368.00	16,500 00			-132.00
46213.844 LORD ABBETT INVT INCM I	07/09/2013	09/12/2014	208,424.00	210,273.00			-1,849.00
2912.719 LORD ABBETT INVT INCM I	07/16/2013	09/12/2014	13,136 00	13,282.00			-146.00
3610.502 LORD ABBETT INVT INCM I	07/29/2013	09/12/2014	16,283.00	16,500.00			-217.00
4276.574 PIMCO FDS TOTAL R	07/03/2012	09/12/2014	46,486 00	48,454.00			-1,968.00
259.95 PIMCO FDS TOTAL RET	12/13/2012	09/12/2014	2,826.00	2,858.00			-32.00
3456.79 PIMCO FDS TOTAL RE	12/24/2012	09/12/2014	37,575.00	39,200.00			-1,625.00
1517 664 PIMCO FDS TOTAL R	02/04/2013	09/12/2014	16,497.00	17,013.00			-516.00
2138.393 PIMCO FDS TOTAL R	02/06/2013	09/12/2014	23,244.00	23,950.00			-706.00
1488.829 PIMCO FDS TOTAL R	02/20/2013	09/12/2014	16,184.00	16,660.00			-476.00
1512.455 PIMCO FDS TOTAL R	02/25/2013	09/12/2014	16,440.00	17,000 00			-560.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

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1512.456 PIMCO FDS TOTAL R	03/01/2013	09/12/2014	16,440.00	17,000.00			-560.00
1513 802 PIMCO FDS TOTAL R	03/22/2013	09/12/2014	16,455.00	17,000.00			-545.00
2254 641 PIMCO FDS TOTAL R	04/22/2013	09/12/2014	24,508.00	25,500 00			-992.00
754.885 PIMCO FDS TOTAL RE	05/13/2013	09/12/2014	8,206.00	8,500.00			-294 00
1230 954 PIMCO FDS TOTAL R	07/16/2013	09/12/2014	13,380.00	13,282 00			98.00
1529.195 PIMCO FDS TOTAL R	07/29/2013	09/12/2014	16,622.00	16,500.00			122.00
11042.861 RIDGEWORTH FDS S I	07/03/2012	09/12/2014	99,165.00	97,067.00			2,098.00
9003.341 RIDGEWORTH FDS SE	12/24/2012	09/12/2014	80,850 00	80,850 00			
3546.402 RIDGEWORTH FDS SE	02/04/2013	09/12/2014	31,847 00	32,024.00			-177.00
5310.421 RIDGEWORTH FDS SE	02/06/2013	09/12/2014	47,688 00	47,900.00			-212.00
3476.718 RIDGEWORTH FDS SE	02/20/2013	09/12/2014	31,221.00	31,360.00			-139.00
3547.672 RIDGEWORTH FDS SE	02/25/2013	09/12/2014	31,858 00	32,000.00			-142.00
3547 672 RIDGEWORTH FDS SE	03/01/2013	09/12/2014	31,858 00	32,000.00			-142.00
3532 009 RIDGEWORTH FDS SE	03/22/2013	09/12/2014	31,717.00	32,000.00			-283.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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5286 344 RIDGEWORTH FDS SE	04/22/2013	09/12/2014	47,471 00	48,000 00			-529.00
1868 132 RIDGEWORTH FDS SE	05/13/2013	09/12/2014	16,776.00	17,000.00			-224.00
2941.75 RIDGEWORTH FDS SEI	07/16/2013	09/12/2014	26,417.00	26,564.00			-147.00
3650.442 RIDGEWORTH FDS SE	07/29/2013	09/12/2014	32,781.00	33,000 00			-219.00
1296. ARCHER DANIELS MIDLA	12/24/2012	10/17/2014	57,875.00	35,873.00			22,002.00
50. CHEVRON CORP NEW COM	02/09/2007	10/17/2014	5,599 00	3,666.00			1,933 00
100 CHEVRON CORP NEW COM	02/04/2008	10/17/2014	11,197 00	8,208 00			2,989.00
50. CHEVRON CORP NEW COM	08/11/2008	10/17/2014	5,599.00	4,175 00			1,424.00
100. CHEVRON CORP NEW COM	01/08/2009	10/17/2014	11,197.00	7,430.00			3,767 00
100. CHEVRON CORP NEW COM	08/21/2009	10/17/2014	11,197.00	6,984.00			4,213.00
10. CONOCOPHILLIPS COM	07/05/2012	10/17/2014	693.00	556.00			137.00
150. EXELON CORP COM	08/11/2008	10/17/2014	5,181.00	11,142.00			-5,961.00
100. EXELON CORP COM	01/08/2009	10/17/2014	3,454.00	5,485.00			-2,031.00
56. EXELON CORP COM	04/14/2009	10/17/2014	1,934.00	2,620 00			-686.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
357.566 FIDELITY SECS FD F INST	11/15/2011	10/17/2014	4,151 00	3,672 00			479.00
331. INTEL CORP COM	12/09/2008	10/17/2014	10,437.00	4,806.00			5,631.00
37 JOHNSON & JOHNSON COM	03/27/2007	10/17/2014	3,649.00	2,227 00			1,422.00
3. MICROSOFT CORP COM	02/09/2007	10/17/2014	131 00	87 00			44.00
100. MICROSOFT CORP COM	03/27/2007	10/17/2014	4,371.00	2,798.00			1,573.00
83. MICROSOFT CORP COM	09/14/2007	10/17/2014	3,628 00	2,411.00			1,217.00
929.057 TEMPLETON INCOME T ADVSOR	07/03/2012	10/17/2014	12,171.00	11,994.00			177.00
55. VERIZON COMMUNICATIONS	08/11/2008	10/17/2014	2,632 00	1,829.00			803.00
2. VERIZON COMMUNICATIONS	01/08/2009	10/17/2014	96.00	60.00			36.00
1958. WISDOMTREE TR EMG MK	12/24/2012	10/17/2014	87,521.00	93,897.00			-6,376.00
133. WISDOMTREE TR EMERG M	12/24/2012	10/17/2014	6,272.00	7,376.00			-1,104.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			8,192,028.	7,244,102.			947,926.

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For the Account of *GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

Report Date *07/08/2015 7:38 AM*

Previous Close Date *07/07/2015*

Account Number *23 01 7999 0 0G*

Reconstruct Account Holdings As Of 12/31/2014

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
00287Y109	ABBVIE INC COM	1,002 0000	51,529 75	65 44	65,570 88	12/31/2014
02209S103	ALTRIA GROUP INC COM	1,202 0000	43,534 52	49 27	59,222 54	12/31/2014
09256H286	BLACKROCK FDS II STRG OPP INSTL	84,503 2690	872,073 72	10 11	854,328 05	12/31/2014
12673P105	CA INC COM	2,127 0000	65,884 51	30 45	64,767 15	12/31/2014
128119880	CALAMOS INV TR NEW STRAT INC INST	29,453 0880	367,825 55	12 82	377,588 59	12/31/2014
15189T107	CENTERPOINT ENERGY INC COM	2,473 0000	59,349 97	23 43	57,942 39	12/31/2014
20825C104	CONOCOPHILLIPS COM	826 0000	47,474 13	69 06	57,043 56	12/31/2014
245914817	DELAWARE GROUP GLOBAL&INTL FEMERG MKT INST	11,701 1180	206,221 84	14 49	169,549 20	12/31/2014
258620103	DOUBLELINE TOTAL RETURN BD	77,772 3930	850,829 97	10 97	853,163 15	12/31/2014
29875E100	EUROPACIFIC GROWTH FD SHS CL F-2	13,206 2500	480,027 12	47 02	620,957 88	12/31/2014
30161N101	EXELON CORP COM	2,151 0000	68,971 93	37 08	79,759 08	12/31/2014
316389444	FIDELITY SECS FD FD ADV RE INST	16,121 8650	166,426 18	11 64	187,658 51	12/31/2014
369550108	GENERAL DYNAMICS CORP COM	309 0000	33,674 79	137 62	42,524 58	12/31/2014
369604103	GENERAL ELECTRIC CO COM	2,255 0000	34,788 67	25 27	56,983 85	12/31/2014
413875105	HARRIS CORP DEL COM	872 0000	63,475 49	71 82	62,627 04	12/31/2014
423452101	HELMERICH & PAYNE INC COM	664 0000	54,756 08	67 42	44,766 88	12/31/2014
437076102	HOME DEPOT INC COM	623 0000	49,765 24	104 97	65,396 31	12/31/2014
458140100	INTEL CORP COM	1,167 0000	20,083 02	36 29	42,350 43	12/31/2014
464287226	ISHARES TR CORE US AGGBD ET	15,579 0000	1,682,805 12	110 12	1,715,559 48	12/31/2014
464287507	ISHARES CORE S&P MCP ETF	721 0000	74,246 10	144 80	104,400 80	12/31/2014
46625H100	JPMORGAN CHASE & CO COM	986 0000	32,163 74	62 58	61,703 88	12/31/2014
478160104	JOHNSON & JOHNSON COM	557 0000	33,710 24	104 57	58,245 49	12/31/2014
494368103	KIMBERLY CLARK CORP COM	519 0000	54,935 90	115 54	59,965 26	12/31/2014
50076Q106	KRAFT FOODS GROUP INC COM	1,004 0000	56,055 84	62 66	62,910 64	12/31/2014
532457108	LILLY ELI & CO COM	871 0000	51,327 94	68 99	60,090 29	12/31/2014
58933Y105	MERCK & CO INC NEW COM	1,000 0000	56,302 62	56 79	56,790 00	12/31/2014
589509108	MERGER FD SH BEN INT	11,936 3590	189,357 12	15 63	186,565 29	12/31/2014

Reconstruct Account Holdings As Of 12/31/2014

CUSIP	Secunty Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
59156R108	METLIFE INC COM	1,148 0000	49,080 98	54 09	62,095 32	12/31/2014
594918104	MICROSOFT CORP COM	1,267 0000	31,664 71	46 45	58,852 15	12/31/2014
60934N61X	FEDERATED PRIME CASH OBL (INCOME) FD #854	33,904 6600	33,904 66	1 00	33,904 66	12/31/2014
60934N70X	FEDERATED PRIME OBLIGATIONS FD 396 GRP 55453	153,767 0400	153,767 04	1 00	153,767 04	12/31/2014
64128K751	NEUBERGER BERMAN INCOME FDS STRG INCM INSTL	214,941 7410	2,435,289 91	11 13	2,392,301 58	12/31/2014
64128R855	NEUBERGER BERMAN ALTRNTIVE FABSOL RTNMUL I	17,379 7630	192,571 19	10 77	187,180 05	12/31/2014
717081103	PFIZER INC COM	1,942 0000	49,307 05	31 15	60,493 30	12/31/2014
718172109	PHILIP MORRIS INTL INC COM	655 0000	52,268 93	81 45	53,349 75	12/31/2014
73936T565	POWERSHARES GLOBAL ETF TRUSTAGG PFD PORT	5,073 0000	72,138 06	14 70	74,573 10	12/31/2014
742718109	PROCTER & GAMBLE CO COM	660 0000	54,697 29	91 09	60,119 40	12/31/2014
744573106	PUBLIC SVC ENTERPRISE GROUP COM	1,951 0000	70,610 40	41 41	80,790 91	12/31/2014
872375100	TECO ENERGY INC COM	3,991 0000	66,809 34	20 49	81,775 59	12/31/2014
87936R106	TELEFONICA BRASIL SA SPONSORED ADR	3,643 0000	72,074 58	17 68	64,408 24	12/31/2014
880208400	TEMPLETON INCOME TR GLB BD ADVSOR	79,337 7290	1,037,266 76	12 41	984,581 22	12/31/2014
88579Y101	3M CO COM	408 0000	53,917 16	164 32	67,042 56	12/31/2014
89417E109	TRAVELERS COMPANIES INC COM	595 0000	49,289 51	105 85	62,980 75	12/31/2014
921943858	VANGUARD TAX MANAGED INTL FDFTSE DEV MKT ETF	17,577 0000	618,753 97	37 88	665,816 76	12/31/2014
92343V104	VERIZON COMMUNICATIONS INC COM	1,143 0000	45,348 80	46 78	53,469 54	12/31/2014
931422109	WALGREEN CO COM	898 0000	34,225 56	76 05	68,292 90	12/30/2014
94106L109	WASTE MGMT INC DEL COM	1,546 0000	73,867 74	51 32	79,340 72	12/31/2014
97717W281	WISDOMTREE TR EMG MKTS SMCAP	4,202 0000	201,509 85	43 16	181,358 32	12/31/2014
97717W315	WISDOMTREE TR EMERG MKTS ETF	3,996 0000	221,618 16	42 16	168,471 36	12/31/2014
	Total Securities	**831,628.2750**	**11,437,578.75**		**11,823,396.42**	
	Income Cash		**-327.25**		**-327.25**	
	Principal Cash		**0.00**		**0 00**	
	TOTAL		**11,437,251.50**		**11,823,069.17**	

For the Account of *GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

Report Date **07/08/2015 7:40 AM**
Previous Close Date **07/07/2015**

Account Number *23 01 7999 0 0G*

Reconstruct Account Holdings As Of 12/31/2013

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
001055AH5	AFLAC INC 2 65% DUE 02/15/2017	100,000 0000	100,818 00	103 191	103,191 00	12/31/2013
025816109	AMERICAN EXPRESS CO COM	760 0000	32,306 54	90 73	68,954 80	12/31/2013
031162100	AMGEN INC COM	505 0000	26,231 78	114 08	57,610 40	12/31/2013
03524A108	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	504 0000	39,580 23	106 46	53,655 84	12/31/2013
037833100	APPLE INC COM	125 0000	35,225 98	561 02	70,127 50	12/31/2013
039483102	ARCHER DANIELS MIDLAND CO COM	1,580 0000	43,734 24	43 40	68,572 00	12/31/2013
053332102	AUTOZONE INC COM	122 0000	44,856 39	477 94	58,308 68	12/31/2013
067383AD1	C R BARD INC 1 375 DUE 01/15/2018	125,000 0000	126,232 50	96 471	120,588 75	12/31/2013
071813109	BAXTER INTL INC COM	655 0000	41,096 89	69 55	45,555 25	12/31/2013
079860AL6	BELLSOUTH 5 20% DUE 12/15/2016	100,000 0000	98,750 00	110 532	110,532 00	12/31/2013
084664BN0	BERKSHIRE HATHAWAY 2 45% DUE 12/15/2015	100,000 0000	99,564 00	103 633	103,633 00	12/31/2013
125269100	CF INDS HLDGS INC COM	221 0000	44,272 15	233 04	51,501 84	12/31/2013
128119880	CALAMOS INV TR NEW STRAT INC INST	21,123 4510	246,466 47	12 83	271,013 88	12/31/2013
14040H105	CAPITAL ONE FINL CORP COM	745 0000	43,627 13	76 61	57,074 45	12/31/2013
14149Y108	CARDINAL HEALTH INC COM	1,045 0000	44,239 64	66 81	69,816 45	12/31/2013
151020104	CELGENE CORP COM	393 0000	31,160 93	168 968	66,404 42	12/31/2013
166764100	CHEVRON CORP NEW COM	400 0000	30,461 99	124 91	49,964 00	12/31/2013
17275R102	CISCO SYS INC COM	2,200 0000	39,700 45	22 43	49,346 00	12/31/2013
20825C104	CONOCOPHILLIPS COM	752 0000	42,457 84	70 65	53,128 80	12/31/2013
22160K105	COSTCO WHSL CORP NEW COM	444 0000	47,077 28	119 02	52,844 88	12/31/2013
254687106	DISNEY WALT CO COM DISNEY	880 0000	20,419 72	76 40	67,232 00	12/31/2013
25468PCM6	WALT DISNEY CO 1 35% DUE 08/16/2016	100,000 0000	99,315 00	101 15	101,150 00	12/31/2013
254709108	DISCOVER FINL SVCS COM	1,094 0000	47,135 43	55 95	61,209 30	12/31/2013
25490A309	DIRECTV COM	875 0000	43,967 00	69 06	60,427 50	12/31/2013
278642AG8	EBAY INC 1 35% DUE 07/15/2017	75,000 0000	75,153 54	99 43	74,572 50	12/31/2013
29875E10C	EUROPACIFIC GROWTH FD SHS CL F-2	14,333 4940	514,298 02	48 98	702,054 54	12/31/2013
30161N101	EXELON CORP COM	735 0000	35,621 15	27 39	20,131 65	12/31/2013

For the Account of *GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

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30231G102	EXXON MOBIL CORP COM	505 0000	36,364 29	101 20	51,106 00	12/31/2013
31331GYZ6	FEDERAL FARM CREDIT BANKS 3 17% DUE 06/23/2014	50,000 0000	50,000 00	101 436	50,718 00	12/31/2013
313379S75	FEDERAL HOME LN BANKS 2 50% DUE 06/27/2022	100,000 0000	100,000 00	93 136	93,136 00	12/31/2013
313381CV5	FEDERAL HOME LN BANKS 2 14% DUE12/05/2022	125,000 0000	124,875 00	91 115	113,893 75	12/31/2013
3133EAVF2	FEDERAL FARM CREDIT BANKS 2 35% DUE 06/21/2021	100,000 0000	100,035 40	94 507	100,035 40	12/31/2013
3134G3UL2	FEDERAL HOME LN MTGE CORP 2 10% DUE 11/16/2020	100,000 0000	100,000 00	94 786	94,786 00	12/31/2013
3134G3YP9	FEDERAL HOME LN MTGE CORP 2 00% DUE 07/26/2021	100,000 0000	99,600 00	93 145	93,145 00	12/31/2013
31359MUT8	FEDERAL NATIONAL MTGE ASSOC 4 125 DUE 04/15/2014	300,000 0000	297,375 00	101 142	303,426 00	12/31/2013
3136FTZZ5	FEDERAL NATIONAL MTGE ASSOC 1 75% DUE 01/30/2019	100,000 0000	99,800 00	98 675	98,675 00	12/31/2013
3136G13X5	FEDERAL NATIONAL MTGE ASSOC 2 25% DUE 12/27/2023	125,000 0000	125,000 00	88 218	110,272 50	12/31/2013
315916783	FIDELITY ADVISOR SER II FL RT HI INCM	26,366 9090	261,856 27	9 96	262,614 41	12/31/2013
316389444	FIDELITY SECS FD FD ADV RE INST	23,617 5190	243,406 54	11 06	261,209 76	12/31/2013
33912810C	JP MORGAN MID CAP VALUE FD INSTI	9,829 1760	255,711 79	35 12	345,200 66	12/31/2013
369604103	GENERAL ELECTRIC CO COM	2,105 0000	30,986 42	28 03	59,003 15	12/31/2013
36962G6K5	GE CAP CORP 1 60% DUE 11/20/2017	125,000 0000	125,000 00	99 342	124,177 50	12/31/2013
38141G104	GOLDMAN SACHS GROUP INC COM	396 0000	69,314 38	177 26	70,194 96	12/31/2013
38141GEE0	GOLDMAN SACHS GROUP 5 35% DUE 01/15/2016	100,000 0000	99,000 00	108 217	108,217 00	12/31/2013
423452101	HELMERICH & PAYNE INC COM	846 0000	69,022 44	84 08	71,131 68	12/31/2013
42805T105	HERTZ GLOBAL HOLDINGS INC COM	1,960 0000	47,140 16	28 62	56,095 20	12/31/2013
428236BW2	HEWLETT PACKARD CO 2 60% DUE 09/15/2017	100,000 0000	99,034 00	101 605	101,605 00	12/31/2013
458140100	INTEL CORP COM	2,115 0000	37,480 97	25 955	54,894 83	12/31/2013
459200101	INTERNATIONAL BUSINESS MACHSCOM	225 0000	19,647 22	187 57	42,203 25	12/31/2013
464287507	ISHARES CORE S&P MCP ETF	1,945 0000	197,884 11	133 81	260,260 45	12/31/2013
464287804	ISHARES CORE S&P SCP ETF	1,695 0000	131,854 05	109 13	184,975 35	12/31/2013
464287879	ISHARES SP SMCP600VL ETF	3,275 0000	264,095 68	111 26	364,376 50	12/31/2013
46625H100	JPMORGAN CHASE & CO COM	1,000 0000	32,214 45	58 48	58,480 00	12/31/2013
478160104	JOHNSON & JOHNSON COM	625 0000	37,940 23	91 59	57,243 75	12/31/2013

For the Account of *GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

Account Number *23 01 7999 0 0G*

Report Date **07/08/2015 7:40 AM**
Previous Close Date **07/07/2015**

Reconstruct Account Holdings As Of 12/31/2013

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
543916688	LORD ABBETT INVT TR SH DURA INCM I	53,068 1910	241,561 62	4 55	241,460 27	12/31/2013
56585A102	MARATHON PETE CORP COM	563 0000	35,378 92	91 73	51,643 99	12/31/2013
58155Q103	MCKESSON CORP COM	450 0000	43,793 95	161 40	72,630 00	12/31/2013
58950910C	MERGER FUND	16,473 4480	261,172 51	16 01	263,739 90	12/31/2013
59156R108	METLIFE INC COM	1,330 0000	58,130 02	53 92	71,713 60	12/31/2013
594918104	MICROSOFT CORP COM	1,600 0000	40,953 36	37 41	59,856 00	12/31/2013
594918AC8	MICROSOFT CORP 4 20% DUE 06/01/2019	100,000 0000	100,210 00	110 223	110,223 00	12/31/2013
60934N61X	FEDERATED PRIME CASH OBL (INCOME) FD #854	34,844 0500	34,844 05	1 00	34,844 05	12/31/2013
60934N70X	FEDERATED PRIME OBLIGATIONS FD 396 GRP 55453	180,136 8300	180,136 83	1 00	180,136 83	12/31/2013
637071101	NATIONAL OILWELL VARCO INC COM	643 0000	49,955 80	79 53	51,137 79	12/31/2013
654106103	NIKE INC CL B	840 0000	23,681 48	78 64	66,057 60	12/31/2013
67066G104	NVIDIA CORP COM	3,560 0000	43,894 45	16 02	57,031 20	12/31/2013
68389X105	ORACLE CORP COM	1,300 0000	27,006 98	38 26	49,738 00	12/31/2013
69339070C	PIMCO TOTAL RETURN	23,583 0760	264,463 08	10 69	252,103 08	12/31/2013
713448CB2	PEPSICO INC 1 25% DUE 08/13/2017	100,000 0000	99,656 40	98 929	98,929 00	12/31/2013
717081103	PFIZER INC COM	1,750 0000	43,907 32	30 63	53,602 50	12/31/2013
72200566C	PIMCO FDS PAC INVT MGMT SER COMM REALSTR I	40,295 6230	371,017 14	5 49	221,222 97	12/31/2013
740189105	PRECISION CASTPARTS CORP COM	235 0000	14,726 65	269 30	63,285 50	12/31/2013
741503403	PRICELINE GRP INC	70 0000	43,178 80	1,162 40	81,368 00	12/31/2013
742718109	PROCTER & GAMBLE CO COM	640 0000	36,237 79	81 41	52,102 40	12/31/2013
742718DM8	PROCTER & GAMBLE 3 50% DUE 02/15/2015	100,000 0000	99,437 00	103 309	103,309 00	12/31/2013
76628T67C	RIDGEWORTH FLOATING RATE I SEIX	57,087 4680	512,698 00	9 06	517,212 46	12/31/2013
854502101	STANLEY BLACK & DECKER INC COM	594 0000	47,422 94	80 69	47,929 86	12/31/2013
857477103	STATE STR CORP COM	778 0000	37,109 25	73 39	57,097 42	12/31/2013
863667101	STRYKER CORP COM	704 0000	47,055 36	75 14	52,898 56	12/31/2013
872540109	TJX COS INC NEW COM	1,050 0000	24,894 55	63 73	66,916 50	12/31/2013
87612E106	TARGET CORP COM	735 0000	43,938 23	63 27	46,503 45	12/31/2013

For the Account of *GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

Report Date ***07/08/2015 7:40 AM***

Previous Close Date ***07/07/2015***

Account Number *23 01 7999 0 0G*

Reconstruct Account Holdings As Of 12/31/2013

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
88020840C	TEMPLETON GLOBAL BOND ADV	19,792 6150	262,328 52	13 09	259,085 33	12/31/2013
902494103	TYSON FOODS INC CL A	1,992 0000	47,299 84	33 46	66,652 32	12/31/2013
912828NP1	UNITED STATES TREAS NTS 1 75% DUE 07/31/2015	50,000 0000	49,800 78	102 332	51,166 00	12/31/2013
912828QH6	UNITED STATES TREAS NTS 1 00% DUE 02/15/2014	50,000 0000	50,175 78	100 137	50,068 50	12/31/2013
912828QJ2	UNITED STATES TREAS NTS 2 125 DUE 02/29/2016	25,000 0000	25,003 91	103 648	25,912 00	12/31/2013
921943858	VANGUARD TAX MANAGED INTL FDFTSE DEV MKT ETF	25,675 0000	898,111 50	41 68	1,070,134 00	12/31/2013
92343V104	VERIZON COMMUNICATIONS INC COM	505 0000	15,102 51	49 14	24,815 70	12/31/2013
931422109	WALGREEN CO COM	971 0000	35,206 72	57 44	55,774 24	12/31/2013
949746101	WELLS FARGO & CO NEW COM	1,275 0000	32,728 35	45 40	57,885 00	12/31/2013
97717W281	WISDOMTREE TR EMG MKTS SMCAP	8,265 0000	396,353 86	46 09	380,933 85	12/31/2013
97717W315	WISDOMTREE TR EMERG MKTS ETF	9,505 0000	527,147 30	51 03	485,040 15	12/31/2013
G1151C101	ACCENTURE PLC IRELAND SHS CLASS A	650 0000	43,231 50	82 22	53,443 00	12/31/2013
	Total Securities	**3,066,958.8500**	**10,457,361.74**		**11,865,281.55**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**0.00**		**0.00**	
	TOTAL		**10,457,361.74**		**11,865,281.55**	