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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

A Employer identification number
38-2978504

Number and street (or P O box number if mail is not delivered to street address)
PERE MARQUETTE DEPOT-1000 ADAMS STREET NO 200

Room/suite

B Telephone number (see instructions)
(989) 892-0591

City or town, state or province, country, and ZIP or foreign postal code
BAY CITY, MI 48708

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private 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)* ▶$ 2,476,885

J Accounting method ☐ 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	12,451	12,451		
	4 Dividends and interest from securities	38,365	38,365		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	176,122			
	b Gross sales price for all assets on line 6a 555,345				
	7 Capital gain net income (from Part IV, line 2)		176,122		
	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	226,938	226,938		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,800	0		2,800
	c Other professional fees (attach schedule)	16,487	0		16,487
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,444	907		20
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	300	0		300
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	930	265		665
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,961	1,172		20,272
	25 Contributions, gifts, grants paid	80,500			80,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	106,461	1,172		100,772
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	120,477			
	b **Net investment income** (if negative, enter -0-)		225,766		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	248,519	182,867	182,867
	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)	122,376	122,376	122,612
	b Investments—corporate stock (attach schedule)	1,258,844	1,370,655	1,779,372
	c Investments—corporate bonds (attach schedule)	304,692	377,944	378,356
	11 Investments—land, buildings, and equipment basis ▶ 13,500			
	Less accumulated depreciation (attach schedule) ▶	13,500	13,500	13,500
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	160	160	160
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	16	18	18
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,948,107	2,067,520	2,476,885
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 ▶)	2,566	1,517	
	23 **Total liabilities** (add lines 17 through 22)	2,566	1,517	
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	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	1,945,541	2,066,003	
	30 **Total net assets or fund balances** (see instructions)	1,945,541	2,066,003	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,948,107	2,067,520	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,945,541
2	Enter amount from Part I, line 27a	2	120,477
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,066,018
5	Decreases not included in line 2 (itemize) ▶	5	15
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,066,003

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
a	See Additional Data Table			
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	176,122
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 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	90,741	2,250,919	0 040313
2012	105,844	2,061,242	0 051350
2011	91,957	2,033,223	0 045227
2010	89,605	1,947,678	0 046006
2009	108,501	1,801,357	0 060233

2	**Total** of line 1, column (d)	2	0 243129
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 048626
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,448,256
5	Multiply line 4 by line 3	5	119,049
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,258
7	Add lines 5 and 6	7	121,307
8	Enter qualifying distributions from Part XII, line 4	8	100,772

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	4,515
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,515
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,515
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 4,000		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	4,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	2
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	517
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ N/A

14 The books are in care of ▶ DOMINIC MONASTIERE Telephone no ▶ (989) 892-0591

Located at ▶ PERE MARQUETTE DEPOT-1000 ADAMS STREET BAY CITY MI ZIP+4 ▶ 48708

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ **15**

16	At any time during calendar year 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?		Yes	No
		16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2,413,557
b	Average of monthly cash balances		1b	58,482
c	Fair market value of all other assets (see instructions)		1c	13,500
d	**Total** (add lines 1a, b, and c)		1d	2,485,539
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	2,485,539
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	37,283
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,448,256
6	**Minimum investment return.** Enter 5% of line 5		6	122,413

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	122,413
2a	Tax on investment income for 2014 from Part VI, line 5	2a 4,515		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,515
3	Distributable amount before adjustments Subtract line 2c from line 1		3	117,898
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	117,898
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	117,898

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	100,772
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	100,772
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	100,772

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				117,898
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			91,865	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 100,772				
a Applied to 2013, but not more than line 2a			91,865	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2014 distributable amount				8,907
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				108,991
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)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part 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 Additional Data Table				
Total . . . . . ▶ **3a**				80,500
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

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			14	12,451	
4 Dividends and interest from securities			14	38,365	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	176,122	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		226,938	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	226,938

(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)

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

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

******	2015-05-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
AMY L RODRIGUEZ CPA		2015-05-12		P00239377

Firm's name ▶ WEINLANDER FITZHUGH

Firm's EIN ▶ 38-2272300

Firm's address ▶ 1600 CENTER AVE BAY CITY, MI 48708

Phone no (989) 893-5577

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 SHS ALTRIA GROUP INC		2010-12-22	2014-08-13
200 SHS ALTRIA GROUP INC		2013-08-06	2014-08-13
50 SHS AMERICAN ELEC PWR INC COM		2013-05-24	2014-10-29
70 SHS APPLE INC		2009-09-24	2014-10-29
1100 SHS APPLIED MATLS INC COM		2009-09-24	2014-08-05
300 SHS APPLIED MATLS INC COM		2011-12-29	2014-08-05
50000 SHS BP CAPITAL PLC		2010-12-27	2014-05-08
3333 SHS CDK GLOBAL HOLDINGS LLC		2009-05-28	2014-10-16
100 SHS CVS		2011-12-29	2014-03-28
250 SHS DEERE & CO		2009-10-20	2014-03-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,985		12,655	8,330
8,394		7,076	1,318
2,864		2,398	466
7,495		1,834	5,661
22,858		14,362	8,496
6,234		3,201	3,033
50,000		51,567	-1,567
8		5	3
7,392		4,115	3,277
22,145		11,467	10,678

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			8,330
			1,318
			466
			5,661
			8,496
			3,033
			-1,567
			3
			3,277
			10,678

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 SHS ENTERGY CORP		2009-02-25	2014-04-23
100 SHS GILEAD SCIENCES INC		2010-05-28	2014-07-23
50 SHS GILEAD SCIENCES INC		2010-05-28	2014-10-29
300 SHS HALLIBURTON CO COM		2011-03-24	2014-05-29
100 SHS IBM		2009-07-31	2014-08-05
400 SHS KOHLS CORP COM		2010-05-28	2014-08-13
100 SHS KOHLS CORP COM		2011-03-24	2014-08-13
100 SHS LOCKHEED MARTIN CORP		2009-09-08	2014-03-28
50 SHS LOCKHEED MARTIN CORP		2009-09-08	2014-10-29
250 SHS M&T BANK CORP		2013-05-24	2014-09-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
14,296		13,541	755
8,959		1,811	7,148
5,571		905	4,666
19,212		13,806	5,406
18,653		11,882	6,771
21,816		20,468	1,348
5,454		5,271	183
16,059		7,422	8,637
9,316		3,711	5,605
31,482		25,962	5,520

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			755
			7,148
			4,666
			5,406
			6,771
			1,348
			183
			8,637
			5,605
			5,520

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 SHS MYLAN INC		2012-11-26	2014-07-23
500 SHS MYLAN INC		2012-11-26	2014-10-29
500 SHS NEWMONT MNG CORP		2013-05-24	2014-02-26
800 SHS ORACLE CORP COM		2009-09-24	2014-03-20
140 1050 SHS T ROWE PRICE EMERGING MARKETS		2010-06-14	2014-03-28
146 947 SHS T ROWE PRICE EMERGING MARKETS		2012-03-02	2014-03-28
154 31 SHS T ROWE PRICE EMERGING MARKETS		2012-05-25	2014-03-28
627 164 SHS T ROWE PRICE EMERGING MARKETS		2009-07-29	2014-10-29
91 132 SHS T ROWE PRICE EMERGING MARKETS		2012-05-25	2014-10-29
443 525 SHS T ROWE PRICE EMERGING MARKETS		2013-05-24	2014-10-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
21,019		10,740	10,279
25,604		13,425	12,179
11,866		16,095	-4,229
30,775		16,968	13,807
4,444		4,000	444
4,661		4,880	-219
4,895		4,401	494
21,298		15,466	5,832
3,095		2,599	496
15,062		15,000	62

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			10,279
			12,179
			-4,229
			13,807
			444
			-219
			494
			5,832
			496
			62

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 SHS TIME WARNER CABLE INC		2012-05-25	2014-03-28
200 SHS TIME WARNER CABLE INC		2012-05-25	2014-05-07
200 SHS TYSON FOODS INC CL A		2013-10-24	2014-03-28
300 SHS WALMART STORES INC		2007-07-05	2014-03-28
500 SHS WASTE MANAGEMENT		2009-09-08	2014-07-25
3333 SHS PARAGON OFFSHORE LTD		2008-03-11	2014-08-14
166 3333 SHS PARAGON OFFSHORE LTD		2008-03-11	2014-09-17
66 6667 SHS PARAGON OFFSHORE LTD		2009-05-28	2014-09-17
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
13,530		7,703	5,827
28,225		15,406	12,819
8,594		5,700	2,894
22,809		14,511	8,298
22,045		15,109	6,936
3		6	-3
1,164		2,981	-1,817
467		774	-307
16,596			16,596

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			5,827
			12,819
			2,894
			8,298
			6,936
			-3
			-1,817
			-307
			16,596

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DOMINIC MONASTIERE 333 E MAIN MIDLAND,MI 48640	TTEE/PRES/TREAS 0 00	0	0	0
ROBERT D SAROW 900 CENTER AVE BAY CITY,MI 48708	TTEE/SECRETARY 0 00	0	0	0
JEAN HILL 6156 N ABBE ROAD COMINS,MI 48619	TTEE/V-P 0 00	0	0	0
BARBARA L ENGELHARDT 903 SAGINAW STREET BAY CITY,MI 48708	TTEE 0 00	0	0	0
THOMAS H TABOR 2313 VINA COURT BAY CITY,MI 48708	TTEE 0 00	0	0	0

Form 990PF Part XV Line 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*				
BAY AREA COMMUNITY FOUNDATION 1000 ADAMS ST BAY CITY,MI 48708	N/A	PUBLIC	GENERAL FUND-COLLEGE RESOURCE CENTER	10,000
DELTA COLLEGE FOUNDATION 1961 DELTA RD UNIVERSITY CENTER,MI 48710	N/A	PUBLIC	ALLIED SCIENCE BUILDING GRANT	12,500
BAY AREA COMMUNITY FOUNDATION 1000 ADAMS ST BAY CITY,MI 48708	N/A	PUBLIC	GENERAL FUND - ART & SOL	1,000
BAY AREA COMMUNITY FOUNDATION 1000 ADAMS ST BAY CITY,MI 48708	N/A	PUBLIC	GENERAL FUND - COMM ADV NETWORK	1,250
BAY CITY PLAYERS 1214 COLUMBUS AVE BAY CITY,MI 48708	N/A	PUBLIC	GENERAL FUND - CAPITAL CAMPAIGN	25,000
BAY COUNTY WOMEN'S CENTER 3411 EAST MIDLAND RD BAY CITY,MI 48870	N/A	PUBLIC	GENERAL FUND - SECURITY SYSTEM	2,500
CHILD ABUSE AND NEGLECT COUNCIL 1311 N MICHIGAN AVE SAGINAW,MI 48602	N/A	PUBLIC	GENERAL FUND - CASA PROGRAM	5,000
GREAT LAKES BAY FOUNDATION 117 MAIN ST FREELAND,MI 48623	N/A	PUBLIC	GENERAL FUND - 2013 LEADERSHIP INSTITUTE	1,000
GREAT LAKES BAY FOUNDATION 117 MAIN ST FREELAND,MI 48623	N/A	PUBLIC	GENERAL FUND - LEADERSHIP INSTITUTE	2,000
GREAT LAKES BAY FOUNDATION 117 MAIN ST FREELAND,MI 48623	N/A	PUBLIC	GENERAL FUND - STEM INITIATIVE	2,500
HOSPICE OF MICHIGAN 989 SPAULDING AVE SE ADA,MI 49301	N/A	PUBLIC	GENERAL FUND - DEVELOPMENT OF HOSPICE PROGRAM FOR BAY COUNTY	1,500
SVSU FOUNDATION 7400 BAY RD UNIVERSITY CENTER,MI 48710	N/A	PUBLIC	GENERAL FUND - SCHOLARSHIP FOR SUCCESS	10,000
THE STATE THEATER 913 WASHINGTON AVE BAY CITY,MI 48708	N/A	PUBLIC	GENERAL FUND - LIGHTING & SOUND SYSTEM	5,000
UNITED WAY OF BAY COUNTY 919 WASHINGTON AVE BAY CITY,MI 48708	N/A	PUBLIC	GENERAL FUND - COMM ADV NETWORK PROGRAM	1,250
Total . . . . . ▶ **3a**				80,500

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TY 2014 Accounting Fees Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION AND ACCOUNTING	2,800	0		2,800

TY 2014 Investments Corporate Bonds Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BP CAP MKTS PLC NOTE	0	0
AT&T NOTE 2.95% DUE 5/15/2016	50,685	51,263
GENERAL ELECTRIC CAP CORP MTN	49,934	51,213
HEWLETT PACKARD CO NOTE	52,392	51,339
WESTPAC BANKING CORP MED TM NT	24,912	25,269
JPMORGAN CHASE & CO	25,398	25,238
THERMO FISHER	25,298	24,803
VODAFONE	24,506	24,682
ALTERA CORP 2.500% 11/15/18	25,352	25,159
ASTRAZENICA PLC 1.950% 9/18/19	24,622	24,949
EMC CORP	25,048	24,880
GILEAD SCIENCES INC 2.050% 4/01/19	24,922	25,004
TEVA PHA FIN IV 2.250% 3/18/20	24,875	24,557

TY 2014 Investments Corporate Stock Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEMICAL FINANCIAL CORP	100,963	154,027
CHEVRON CORP	8,317	22,436
EXXON MOBIL CORP COM	8,694	18,490
SBC COMMUNICATIONS INC/AT&T NEW	27,842	20,154
JOHNSON & JOHNSON	17,169	31,371
WALMART	0	0
NOBLE CORPORATION	26,336	11,599
LOOMIS SAYLES SM CAP	41,449	53,063
METLIFE	27,343	27,045
APPLE INC	9,171	38,633
APPLIED MATERIALS INC	0	0
AUTOMATIC DATA PROCESSING, INC	12,986	33,348
DEERE & CO	0	0
ENTERGY CORP	0	0
HARBOR INTL FUND #11	145,000	150,444
INTERNATIONAL BUSINESS MACHINE	0	0
LAZARD EMERGING MKT INST #638	56,530	55,094
LOCKHEED MARTIN CORP	11,133	28,886
MCDONALDS CORP	15,826	23,425
ORACLE CORPORATION	0	0
T ROWE PRICE EMERGING MARKETS	0	0
WASTE MANAGEMENT INC.	0	0
ALTRIA GROUP	0	0
CELGENE CORP COM	7,897	33,558
GENUINE PARTS	12,276	31,971
GILEAD SCIENCES INC	4,527	23,565
KOHL'S CORP	0	0
OPPENHEIMER INT'L GROWTH FUND	120,942	156,738
PRUDENTIAL FINANCIAL	14,857	27,138
HALLIBURTON CO.	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUALCOMM INCORPORATED	24,970	33,449
UNITED PARCEL SERVICES	21,975	33,351
CVS/CAREMARK CORP	16,460	38,524
DARDEN RESTAURANTS INC COM	30,829	35,178
FIDELITY SMALL CAP DISCOVERY #384	46,500	58,969
HCP INC COM	24,690	26,418
INTEL CORP COM	23,832	43,548
MARATHON OIL CORP	20,314	19,803
MYLAN INC	0	0
TIME WARNER CABLE INC COM	0	0
ABBVIE INC	10,210	26,176
AMERICAN ELEC PWR INC	11,992	15,180
CISCO SYSTEMS INC	26,892	33,378
EASTMAN CHEMICAL CO	17,857	18,965
M & T BANK CORP	0	0
NEWMONT MNG	0	0
TYSON FOODS INC CL A	19,950	28,063
ACTAVIS PLC	21,903	25,741
AIR PRODUCTS & CHEMICALS INC	11,755	14,423
AVNET INC	25,920	25,812
CARNIVAL CORP	27,468	31,731
CDK GLOBAL HOLDINGS LLC	1,840	5,421
CONSTELLATION BRANDS INC	25,665	29,451
CORNING INC	23,904	27,516
EVEREST RE GROUP LIMITED	22,475	25,545
HOLLYFRONTIER CORPORATION	19,755	14,992
HUMANA INC	26,576	28,726
MAGNA INTERNATIONAL INC	22,344	21,738
MERCK & CO INC	28,165	28,395
NORFOLK SOUTHERN CORP	28,869	32,883

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OPPENHEIMER DEVELOPING MKT-Y	50,000	45,842
PG & E CORP	13,509	15,972
SANDISK CORP	32,188	39,192
TRINITY INDUSTRIES INC	22,590	14,005

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TY 2014 Investments Government Obligations Schedule

Name:	RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION
EIN:	38-2978504
US Government Securities - End of Year Book Value:	122,376
US Government Securities - End of Year Fair Market Value:	122,612
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2014 Investments - Other Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROYALTY INTERESTS	AT COST	160	160

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TY 2014 Other Assets Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	16	18	18

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TY 2014 Other Decreases Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Description	Amount
FOREIGN TAXES NOT DEDUCTIBLE - IN EXCESS OF TREATY AMOUNT	15

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TY 2014 Other Expenses Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	265	265		0
ADMINISTRATIVE ASSISTANT SERVICES AND EXPENSES	665	0		665

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TY 2014 Other Liabilities Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX	2,566	1,517

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TY 2014 Other Professional Fees Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	16,487	0		16,487

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TY 2014 Section 4942(a)(2)
Explanation Statement

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Explanation: DISTRIBUTIONS OF DISTRIBUTABLE AMOUNTS FOR TAX YEAR ARE MADE PRIOR TO THE END OF THE FOLLOWING TAX YEAR.

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TY 2014 Taxes Schedule

Name: RUSSELL H & MAXINE E SMITH CHARITABLE FOUNDATION

EIN: 38-2978504

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	210	210		0
STATE FILING FEE	20	0		20
FOREIGN TAXES	697	697		0
FEDERAL TAX	4,517	0		0