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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
ARTHUR W & AUDREY F SMITH FOUNDATION

A Employer identification number
42-1411511

Number and street (or P O box number if mail is not delivered to street address)
100 EAST STATE STREET

Room/suite

B Telephone number (see instructions)
(641) 423-2457

City or town, state or province, country, and ZIP or foreign postal code
MASON CITY, IA 50401

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)*▶$ 1,011,744

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))*

	Line	Description	(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)	5,000			
	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	33,275	33,275		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		142,230		
	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	38,275	175,505		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	7,468	3,734		3,734
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	575	287		288
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,668	1,668		
	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	9,711	5,689		4,022
	25	Contributions, gifts, grants paid	61,346			61,346
	26	**Total expenses and disbursements.** Add lines 24 and 25	71,057	5,689		65,368
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-32,782			
	b	**Net investment income** (if negative, enter -0-)		169,816		
	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	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	14,990	4,495	4,495
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)	13,019		
b	Investments—corporate stock (attach schedule)	279,739	370,314	401,516
c	Investments—corporate bonds (attach schedule)	117,737		
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	465,931	626,055	605,733
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	0	0	0
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	891,416	1,000,864	1,011,744
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
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	596,063	596,063	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	295,353	404,801	
30	**Total net assets or fund balances** (see instructions)	891,416	1,000,864	
31	**Total liabilities and net assets/fund balances** (see instructions)	891,416	1,000,864	

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	891,416
2	Enter amount from Part I, line 27a	2	-32,782
3	Other increases not included in line 2 (itemize) ▶	3	142,230
4	Add lines 1, 2, and 3	4	1,000,864
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	1,000,864

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

	(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	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	142,230
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	-3,880

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	54,058	963,918	0 056082
2012	52,534	938,268	0 055990
2011	55,904	965,711	0 057889
2010	54,052	927,895	0 058252
2009	50,036	887,201	0 056398

2	**Total** of line 1, column (d).	2	0 284611
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 056922
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	982,241
5	Multiply line 4 by line 3.	5	55,911
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,698
7	Add lines 5 and 6.	7	57,609
8	Enter qualifying distributions from Part XII, line 4.	8	65,368

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	1,698
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	1,698
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,698
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 1,120		
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	1,120
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	585
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** ▶ 0 **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 ▶ $ ________ **(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		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) ▶ ________			
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 ▶CLEAR LAKE BANK & TRUST Telephone no ▶(641) 423-2457

Located at ▶100 EAST STATE ST MASON CITY IA ZIP+4 ▶50401

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 |

		Line	Yes	No
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		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.	Line	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		
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
CLEAR LAKE BANK & TRUST 100 EAST STATE ST MASON CITY, IA 50401	TRUSTEE 1 00	7,468	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				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 THE FOUNDATION DISTRIBUTED FUNDS TO SEVEN (7) AREAORGANIZATIONS THAT SERVE THE GENERAL PUBLIC IN ANDAROUND THE EMMETSBURG, IOWA COMMUNITY	61,346
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	938,530
b	Average of monthly cash balances	1b	58,669
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	997,199
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	
3	Subtract line 2 from line 1d	3	997,199
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,958
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	982,241
6	**Minimum investment return.** Enter 5% of line 5	6	49,112

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	49,112
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,698		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,698
3	Distributable amount before adjustments Subtract line 2c from line 1			3	47,414
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	47,414
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	47,414

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	65,368
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	
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	65,368
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	1,698
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	63,670

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				47,414
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009. 6,166				
b From 2010. 8,205				
c From 2011. 8,208				
d From 2012. 7,077				
e From 2013. 6,978				
f **Total** of lines 3a through e.	36,634			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 65,368				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				47,414
e Remaining amount distributed out of corpus	17,954			
5 Excess distributions carryover applied to 2014 *(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	54,588			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	6,166			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	48,422			
10 Analysis of line 9				
a Excess from 2010. . . . 8,205				
b Excess from 2011. . . . 8,208				
c Excess from 2012. . . . 7,077				
d Excess from 2013. . . . 6,978				
e Excess from 2014. . . . 17,954				

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))

NONE

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

NONE

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

ARTHUR W SMITH AUDREY F SMITH FOUND
100 EAST STATE STREET
MASON CITY, IA 50401
(641) 423-2457

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

NO PRESCRIBED FORM IS USED, ONLY A LETTER OF REQUEST IS REQUIRED

c Any submission deadlines

NONE

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

PROJECTS SHOULD BE DESIGNED TO BENEFIT THE EMMETSBURG COMMUNITY AND PALO ALTO COUNTY

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**				61,346
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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. . . .			18	33,275	
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	142,230	
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). .				175,505	

13 Total. Add line 12, columns (b), (d), and (e). 13 175,505

(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

******	2015-05-07	******
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
TIMOTHY J SCHUPICK CPA		2015-05-14		

Firm's name ▶ Schupick & Associates PC	Firm's EIN ▶
Firm's address ▶ 13 North Federal Mason City, IA 50401	Phone no (641) 424-5993

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)
VANGUARD INTERMEDIATE TERM CORP	P	2013-01-01	2014-01-23
TWEEDY BROWNE GLOBAL VALUE FD	P	2013-01-01	2014-01-23
VANGUARD INTERMEDIATE TERM CORP	P	2013-10-01	2014-01-23
PRINCIPAL INV REAL ESTATE SEC FD	P	2013-01-01	2014-03-06
ISHARES BARCLAYS TIPS BOND FD	P	2013-01-01	2014-03-10
NOBLE CORP LTD	P	2013-10-01	2014-03-10
VERIZON COMMUNICATIONS	P	2013-10-01	2014-03-27
VODAFONE GROUP PLC	P	2013-10-01	2014-03-27
ROYCE PA MUTUAL INVESTMENT	P	2013-01-01	2014-04-23
FEDERATED STRATEGIC VALUE DIV FD	P	2013-01-01	2014-04-23

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)
74,210	0	80,000	-5,790
16,290	0	13,252	3,038
29,725	0	30,000	-275
10,481	0	10,000	481
14,623	0	13,019	1,604
5,281	0	6,382	-1,101
3,164	0	3,185	-21
5,171	0	7,903	-2,732
24,389	0	15,724	8,665
33,169	0	25,000	8,169

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	
0	0	0	-5,790
0	0	0	3,038
0	0	0	-275
0	0	0	481
0	0	0	1,604
0	0	0	-1,101
0	0	0	-21
0	0	0	-2,732
0	0	0	8,665
0	0	0	8,169

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)
DODGE & COX STK FD	P	2013-01-01	2014-04-23
PRINCIPAL PREFERRED SECURITIES FD	P	2013-01-01	2014-04-23
PIMCO HIGH YIELD FD	P	2013-01-01	2014-04-23
PIMCO EMERGING MKT BOND FD	P	2013-01-01	2014-04-23
TEMPLETON GLOBAL BOND ADV	P	2013-01-01	2014-04-23
FEDERATED STRATEGIC VALUE DIV FD	P	2013-10-01	2014-04-23
TEMPLETON GLOBAL BOND ADV	P	2013-10-01	2014-04-23
POWERSHARES GLOBAL LISTED PVT EQUITY	P	2013-01-01	2014-05-06
FEDERATED TOTAL RETURN BOND FD	P	2013-10-01	2014-05-22
FEDERATED TOTAL RETURN BOND FD	P	2013-10-01	2014-05-22

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)
69,153	0	38,406	30,747
16,577	0	15,000	1,577
16,456	0	15,000	1,456
25,370	0	25,000	370
34,081	0	30,474	3,607
5,363	0	5,000	363
50,818	0	50,000	818
17,698	0	13,545	4,153
87,655	0	86,000	1,655
50,730	0	50,000	730

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	
0	0	0	30,747
0	0	0	1,577
0	0	0	1,456
0	0	0	370
0	0	0	3,607
0	0	0	363
0	0	0	818
0	0	0	4,153
0	0	0	1,655
0	0	0	730

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)
ORACLE CORP	P	2013-01-01	2014-06-02
AT&T INC	P	2013-01-01	2014-06-02
STATOILHYDRO ASA	P	2013-01-01	2014-06-02
ACCENTURE PLC	P	2013-01-01	2014-06-03
WELLS FARGO & CO	P	2013-01-01	2014-06-03
UNITED TECHNOLOGIES CORP	P	2013-01-01	2014-06-03
UNITED PARCEL SVC	P	2013-01-01	2014-06-03
3M CO	P	2013-01-01	2014-06-03
SPECTRA ENERGY CORP	P	2013-01-01	2014-06-03
SOUTHERN CO	P	2013-01-01	2014-06-03

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)
28,950	0	24,988	3,962
34,125	0	30,080	4,045
34,447	0	30,603	3,844
6,406	0	6,360	46
8,799	0	6,590	2,209
3,254	0	2,585	669
8,297	0	6,854	1,443
8,507	0	6,292	2,215
8,934	0	6,836	2,098
6,055	0	6,738	-683

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	
0	0	0	3,962
0	0	0	4,045
0	0	0	3,844
0	0	0	46
0	0	0	2,209
0	0	0	669
0	0	0	1,443
0	0	0	2,215
0	0	0	2,098
0	0	0	-683

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)
TEXAS INSTRUMENTS INC	P	2013-01-01	2014-06-03
TARGET CORP	P	2013-01-01	2014-06-03
PROCTER & GAMBLE CO	P	2013-01-01	2014-06-03
QUALCOMM INC	P	2013-01-01	2014-06-03
PFIZER INC	P	2013-01-01	2014-06-03
NOVARTIS AG	P	2013-01-01	2014-06-03
ORACLE CORP	P	2013-01-01	2014-06-03
NIKE INC	P	2013-01-01	2014-06-03
MERK & CO INC	P	2013-01-01	2014-06-03
MCDONALDS CORP	P	2013-01-01	2014-06-03

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)
8,824	0	6,864	1,960
5,292	0	6,725	-1,433
6,815	0	6,516	299
8,022	0	6,258	1,764
6,804	0	6,981	-177
8,105	0	6,578	1,527
8,151	0	6,305	1,846
8,017	0	6,543	1,474
5,246	0	4,369	877
6,569	0	6,588	-19

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	
0	0	0	1,960
0	0	0	-1,433
0	0	0	299
0	0	0	1,764
0	0	0	-177
0	0	0	1,527
0	0	0	1,846
0	0	0	1,474
0	0	0	877
0	0	0	-19

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)
LOWE'S COMPANIES INC	P	2013-01-01	2014-06-03
INTL BUSINESS MACHINES CRP	P	2013-01-01	2014-06-03
INTEL CORP	P	2013-01-01	2014-06-03
JOHNSON & JOHNSON	P	2013-01-01	2014-06-03
KOHLS CORP	P	2013-01-01	2014-06-03
GENERAL MILLS INC	P	2013-01-01	2014-06-03
FOREST LAB INC	P	2013-01-01	2014-06-03
GENERAL ELEC CO	P	2013-01-01	2014-06-03
EXXON MOBIL CORP	P	2013-01-01	2014-06-03
DU PONT E I DE NEMOURS & CO	P	2013-01-01	2014-06-03

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)
8,174	0	6,626	1,548
5,848	0	6,217	-369
7,785	0	6,807	978
7,525	0	6,392	1,133
7,332	0	6,499	833
7,341	0	6,686	655
17,026	0	6,680	10,346
8,129	0	6,714	1,415
7,078	0	6,184	894
9,226	0	7,196	2,030

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	
0	0	0	1,548
0	0	0	-369
0	0	0	978
0	0	0	1,133
0	0	0	833
0	0	0	655
0	0	0	10,346
0	0	0	1,415
0	0	0	894
0	0	0	2,030

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)
DEERE & CO	P	2013-01-01	2014-06-03
COCA COLA CO	P	2013-01-01	2014-06-03
CISCO SYSTEMS INC	P	2013-01-01	2014-06-03
CHEVRONTEXACO CORP	P	2013-01-01	2014-06-03
AETNA INC	P	2013-01-01	2014-06-03
APPLE COMPUTER INC	P	2013-01-01	2014-06-03
BANK OF NEW YORK MELLON CORP	P	2013-01-01	2014-06-03
CSX CORP	P	2013-01-01	2014-06-03
ABBOTT LABS	P	2013-01-01	2014-06-03
AT&T INC	P	2013-01-01	2014-06-03

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)
7,244	0	6,905	339
6,517	0	6,790	-273
8,002	0	6,717	1,285
7,331	0	7,141	190
9,594	0	7,118	2,476
3,143	0	2,045	1,098
6,181	0	5,027	1,154
8,576	0	7,056	1,520
7,319	0	6,783	536
6,337	0	6,716	-379

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	
0	0	0	339
0	0	0	-273
0	0	0	1,285
0	0	0	190
0	0	0	2,476
0	0	0	1,098
0	0	0	1,154
0	0	0	1,520
0	0	0	536
0	0	0	-379

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)
AFLAC INC	P	2013-01-01	2014-06-03
VF CORP	P	2013-01-01	2014-06-03
VF CORP	P	2013-01-01	2014-06-03
DODGE & COX INTL STOCK FD	P	2013-01-01	2014-06-04
NOW INC	P	2013-10-01	2014-06-18
AES CORP	P	2013-10-01	2014-06-24
HERTZ GLOBAL	P	2013-10-01	2014-06-24
TAL INTL GROUP INC	P	2013-10-01	2014-06-24
ASHLAND INC	P	2013-10-01	2014-06-24
TIDEWATER INC	P	2013-10-01	2014-06-24

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)
7,942	0	6,835	1,107
2,504	0	7,152	-4,648
7,511	0	0	7,511
48,185	0	29,020	19,165
669	0	663	6
1,143	0	1,048	95
1,593	0	1,626	-33
2,125	0	2,155	-30
2,125	0	2,062	63
549	0	508	41

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	
0	0	0	1,107
0	0	0	-4,648
0	0	0	7,511
0	0	0	19,165
0	0	0	6
0	0	0	95
0	0	0	-33
0	0	0	-30
0	0	0	63
0	0	0	41

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)
LYONDELLBASELL IND NV	P	2013-10-01	2014-06-24
ALLERGAN INC	P	2013-10-01	2014-06-24
BLACKSTONE GROUP LP	P	2013-10-01	2014-06-24
VALIDUS HOLDINGS LTD	P	2013-10-01	2014-06-27
CME GROUP INC	P	2013-10-01	2014-06-27
APPLE COMPUTER INC	P	2013-01-01	2014-07-31
UNION PACIFIC CORP	P	2013-10-01	2014-07-31
NU SKIN ENTERPRISES INC	P	2013-10-01	2014-08-21
EMC CORP	P	2013-10-01	2014-08-21
BLACKSTONE GROUP LP	P	2013-10-01	2014-08-21

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)
1,875	0	1,886	-11
1,121	0	1,110	11
1,009	0	931	78
1,943	0	1,944	-1
2,055	0	2,085	-30
8,016	0	4,182	3,834
3,016	0	2,719	297
1,982	0	2,948	-966
895	0	804	91
1,059	0	994	65

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	
0	0	0	-11
0	0	0	11
0	0	0	78
0	0	0	-1
0	0	0	-30
0	0	0	3,834
0	0	0	297
0	0	0	-966
0	0	0	91
0	0	0	65

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)
JP MORGAN CHASE & CO	P	2013-10-01	2014-08-21
BLACKROCK INC	P	2013-10-01	2014-08-21
HERTZ GLOBAL	P	2013-10-01	2014-08-21
HERTZ GLOBAL	P	2013-10-01	2014-08-21
CABOT OIL & GAS	P	2013-10-01	2014-08-29
CELGENE CORP	P	2013-10-01	2014-08-29
ASHLAND INC	P	2013-10-01	2014-08-29
ASHLAND INC	P	2013-10-01	2014-08-29
NU SKIN ENTERPRISES INC	P	2013-10-01	2014-08-29
NU SKIN ENTERPRISES INC	P	2013-10-01	2014-08-29

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)
1,261	0	1,224	37
956	0	910	46
4,715	0	4,880	-165
982	0	1,066	-84
968	0	1,052	-84
952	0	765	187
3,016	0	2,887	129
862	0	838	24
1,282	0	1,990	-708
617	0	960	-343

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	
0	0	0	37
0	0	0	46
0	0	0	-165
0	0	0	-84
0	0	0	-84
0	0	0	187
0	0	0	129
0	0	0	24
0	0	0	-708
0	0	0	-343

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)
FRANKLIN RESOURCES INC	P	2014-05-01	2014-09-19
HERBALIFE LTD	P	2014-05-01	2014-09-19
TIDEWATER INC	P	2014-05-01	2014-09-24
TIDEWATER INC	P	2014-05-01	2014-09-30
TAL INTL GROUP INC	P	2014-05-01	2014-09-30
CABOT OIL & GAS	P	2014-05-01	2014-09-30
VALIDUS HOLDINGS LTD	P	2014-05-01	2014-09-30
ALLERGAN INC	P	2014-05-01	2014-09-30
CME GROUP INC	P	2014-05-01	2014-09-30
DIRECT TV	P	2014-05-01	2014-09-30

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)
1,392	0	1,382	10
2,018	0	2,932	-914
2,213	0	2,542	-329
1,702	0	2,135	-433
1,617	0	1,751	-134
2,861	0	3,300	-439
2,082	0	2,019	63
2,278	0	2,061	217
2,306	0	2,085	221
2,252	0	2,144	108

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	
0	0	0	10
0	0	0	-914
0	0	0	-329
0	0	0	-433
0	0	0	-134
0	0	0	-439
0	0	0	63
0	0	0	217
0	0	0	221
0	0	0	108

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)
ISHARES RUSSELL 1000 INDEX FD	P	2014-05-01	2014-09-30
FRANKLIN RESOURCES INC	P	2014-05-01	2014-09-30
FRANKLIN RESOURCES INC	P	2014-05-01	2014-09-30
FRANKLIN RESOURCES INC	P	2014-05-01	2014-10-07
ISHARES RUSSELL 1000 INDEX FD	P	2014-05-01	2014-10-07
GOOGLE INC	P	2014-05-01	2014-10-07
CME GROUP INC	P	2014-05-01	2014-10-07
CME GROUP INC	P	2014-05-01	2014-10-07
TAL INTL GROUP INC	P	2014-05-01	2014-10-07
TAL INTL GROUP INC	P	2014-05-01	2014-10-07

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)
2,088	0	2,111	-23
1,845	0	1,879	-34
217	0	231	-14
1,947	0	2,083	-136
3,863	0	4,000	-137
575	0	571	4
800	0	719	81
1,120	0	982	138
935	0	1,032	-97
975	0	1,053	-78

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	
0	0	0	-23
0	0	0	-34
0	0	0	-14
0	0	0	-136
0	0	0	-137
0	0	0	4
0	0	0	81
0	0	0	138
0	0	0	-97
0	0	0	-78

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)
TIDEWATER INC	P	2014-05-01	2014-10-07
TIDEWATER INC	P	2014-05-01	2014-10-07
HERBALIFE LTD	P	2014-05-01	2014-10-07
HERBALIFE LTD	P	2014-05-01	2014-10-07
CVS CAREMARK CORP	P	2014-05-01	2014-10-10
PIMCO TOTAL RETURN FD	P	2014-05-01	2014-10-22
BAIRD AGGREGATE BOND FD	P	2014-05-01	2014-10-22
METLIFE INC	P	2013-01-01	2014-10-23
EMERSON ELEC CO	P	2014-05-01	2014-10-23
COMCAST CORP	P	2014-05-01	2014-10-23

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)
1,106	0	1,474	-368
725	0	987	-262
1,300	0	1,954	-654
650	0	972	-322
4,463	0	4,248	215
4,000	0	4,011	-11
6,000	0	5,956	44
2,743	0	2,177	566
1,585	0	1,732	-147
3,834	0	3,893	-59

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	
0	0	0	-368
0	0	0	-262
0	0	0	-654
0	0	0	-322
0	0	0	215
0	0	0	-11
0	0	0	44
0	0	0	566
0	0	0	-147
0	0	0	-59

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)
DIRECT TV	P	2014-05-01	2014-10-23
ROSS STORES INC	P	2014-05-01	2014-10-23
VALIDUS HOLDINGS LTD	P	2014-05-01	2014-10-23
VALIDUS HOLDINGS LTD	P	2014-05-01	2014-10-23
DISNEY HOLDING CO	P	2014-05-01	2014-10-23
DISNEY HOLDING CO	P	2014-05-01	2014-10-28
DISNEY HOLDING CO	P	2014-05-01	2014-10-28
APPLE COMPUTER INC	P	2014-05-01	2014-12-16
GAMESTOP CORP	P	2014-05-01	2014-12-16
NATIONAL OILWELL VARCO IN	P	2014-05-01	2014-12-16

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)
2,046	0	1,979	67
1,396	0	1,216	180
2,683	0	2,580	103
1,283	0	1,239	44
4,077	0	4,010	67
2,649	0	2,507	142
1,236	0	1,171	65
1,243	0	568	675
520	0	640	-120
5,035	0	5,889	-854

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	
0	0	0	67
0	0	0	180
0	0	0	103
0	0	0	44
0	0	0	67
0	0	0	142
0	0	0	65
0	0	0	675
0	0	0	-120
0	0	0	-854

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)
NATIONAL OILWELL VARCO IN	P	2014-05-01	2014-12-16
VERIZON COMMUNICATIONS	P	2014-05-01	2014-03-04
BHP BILLITON FIN USA LTD	P	2013-01-01	2014-04-02
ST- CAPITAL GAIN DIVIDENDS	P	2014-05-01	2014-12-18
LT- CAPTIAL GAIN DIVIDENDS	P	2013-01-01	2014-12-23

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)
1,385	0	1,672	-287
10	0	10	0
30,000	0	32,066	-2,066
1,376	0	0	1,376
7,189	0	0	7,189

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	
0	0	0	-287
0	0	0	0
0	0	0	-2,066
0	0	0	1,376
0	0	0	7,189

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*				
FIVE ISLAND COMMUNITY CENTER 2021 MAIN STREET EMMETSBURG,IA 50536		EXEMPT	BUILDING PROJECTS	25,000
FIVE ISLAND BIKE TRAIL 2216 MAIN STREET EMMETSBURG,IA 50536		EXEMPT	BIKE PATHCONSTRUCTION	15,000
MULTIPURPOSE CENTER 2008 11TH STREET EMMETSBURG,IA 50536		EXEMPT	WALL INSULATION	2,143
EMMETSBURG SCHOOLS SCHOLARSHIP FDN 205 KING STREET EMMETSBURG,IA 50536		FOUNDATION	SCHOLARSHIPSEDUCATION -	10,000
EMMETSBURG CHAMBER OF COMMERCE 205 KING STREET EMMETSBURG,IA 50536		EXEMPT	RAGBRAIWELCOME CENTER	5,000
PALO ALTO COUNTY 4-H FDN PO BOX 323 EMMETSBURG,IA 50536		FOUNDATION	GENERALOPERATING	1,000
EMMETSBURG BOY SCOUT TROOP 46 ROBERT GRESS 3375 460TH AVE EMMETSBURG,IA 50536		EXEMPT	GENERALOPERATING	3,203
Total . . . . ▶ **3a**				61,346

TY 2014 Investments Corporate Stock Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Name of Stock	End of Year Book Value	End of Year Fair Market Value
A E S CORP	7,702	7,546
ALEXION PHARMACEUTICALS INC	5,594	6,291
ALLERGAN INC	3,488	4,677
ALLIANCE DATA SYSTEMS CORP	7,617	8,582
AMERICAN TOWER CORP	4,847	5,041
APPLE COMPUTER INC	10,792	12,031
BAKER HUGHES INC	9,286	7,850
C R BARD INC	5,678	6,498
BLACKROCK INC	4,866	5,721
BLACKSTONE GROUP LP	11,746	12,686
BROADCOM CORP	5,847	6,370
BRUKER BIOSCIENCES CORP	5,739	6,043
CIGNA CORP	3,794	4,322
CVS CAREMARK CORP	7,351	9,149
CABOT OIL & GAS	6,584	5,478
CAMERON INTL CORP	7,798	6,094
CAPITAL ONE FIL CORP	4,745	5,036
CELGENE CORP	4,911	3,020
COGNIZANT TECH SOLUTIONS	9,724	10,532
COMCAST CORP	3,797	4,235
DANAHER CORP	5,810	6,343
DIRECT TV	3,630	3,815
EMC CORP	7,062	7,851
EMERSON ELEC CO	4,067	3,766
EXPRESS SCRIPTS INC	7,862	9,398
FISERV INC	7,662	9,013
FORD MOTOR CO	5,772	6,278
GAMESTOP CORP	5,254	4,157
GOOGLE INC	8,442	7,960
JP MORGAN CHASE & CO	8,453	9,512

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LKQ CORP	3,887	3,881
MASTERCARD IN	9,766	10,942
MENTOR GRAPHICS CORP	6,079	6,181
MERK & CO INC	5,105	5,565
METLIFE INC	4,432	6,166
MICROSOFT CORP	5,775	6,689
O'REILLY AUTOMOTIVE	7,653	10,016
PNC FINL SVCS GRP	7,705	8,302
PROCTOR & GAMBLE CO	5,812	6,285
PRUDENTIAL FINL	6,527	9,951
ROSS STORES INC	6,497	9,049
SKYWORKS SOLUTIONS INC	3,303	5,599
STERICYCLE INC	7,668	8,913
THERMO FISHER SCIENTIFIC INC	9,566	10,274
US BANCORP	7,736	8,271
UNION PACIFIC CORP	8,033	9,292
UNITED TECHNOLOGIES CORP	4,696	5,635
VALERO ENERGY CORP	8,767	8,118
VERIZON COMMUNICATIONS	9,825	9,262
WAL-MART STORES INC	5,794	6,527
WALGREEN CO	3,842	4,877
WILLIAMS COS INC	5,159	4,719
WYNDHAM WORLDWIDE CORP	5,682	6,261
BUNGE LIMITED	5,879	6,909
LAZARD LTD	5,815	5,703
MEDTRONIC PLC	5,639	6,642
LYONDELLBASELL IND NV	7,752	6,192

TY 2014 Investments - Other Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN CENTURY SMALL CAP VALUE FD		22,000	20,375
LOOMIS SAYLES SMALL CAP GROWTH FD		22,900	21,736
ISHARES RUSSEL 1000 INDEX FD		5,134	5,158
DODGE & COX INTL STOCK FD		58,730	56,189
MFS INTL GROWTH FD		54,750	49,662
BAIRD AGGREGATE BOND FD		158,844	159,778
GOLDMAN SACHS HIGH YEILD FD		38,745	36,070
PIMCO TOTAL RETURN FD		160,789	156,572
RIDGEWORTH ULTRA SHORT BOND FD		38,700	38,547
NORTHERN INSTITUTIONAL GOVT SELECT PORT		42,837	42,837
DIVIDEND CAPITAL TOTAL REALTY TRUST INC		22,626	18,809

TY 2014 Other Assets Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS			

TY 2014 Other Assets Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS			

TY 2014 Other Assets Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS			

TY 2014 Other Increases Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Description	Amount
CAPITAL GAIN	142,230

TY 2014 Taxes Schedule

Name: ARTHUR W & AUDREY F SMITH FOUNDATION

EIN: 42-1411511

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,668	1,668		