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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation R.E. "BOB" AND VIVIAN SMITH FOUNDATION		A Employer identification number 46-1709171
Number and street (or P.O. box number if mail is not delivered to street address) 1900 WEST LOOP SOUTH, SUITE 1050	Room/suite	B Telephone number (713) 964-6661
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		C If exemption application is pending check here ☐
G Check all that apply: ☒ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 6,553,715.	J Accounting method: ☐ Cash ☒ Accrual (from Part II, col (c), line 16) (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))		(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	6,283,357.				
	2 Check ☐ if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	237.	237.		STATEMENT 1	
	4 Dividends and interest from securities	27,825.	27,763.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	384,027.				
	b Gross sales price for all assets on line 6a	530,663.				
	7 Capital gain net income (from Part IV, line 2)		384,027.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	6,695,446.	412,027.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees	STMT 3	16,861.	6,525.	0.	10,336.
	17 Interest					
	18 Taxes	STMT 4	171.	171.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
23 Other expenses	STMT 5	5,924.	2,304.	0.	3,620.	
24 Total operating and administrative expenses. Add lines 13 through 23		22,956.	9,000.	0.	13,956.	
25 Contributions, gifts, grants paid		283,000.			283,000.	
26 Total expenses and disbursements. Add lines 24 and 25		305,956.	9,000.	0.	296,956.	
27 Subtract line 26 from line 12		6,389,490.				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			403,027.			
c Adjusted net income (if negative, enter -0-)				0.		

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LHA For Paperwork Reduction Act Notice, see instructions.

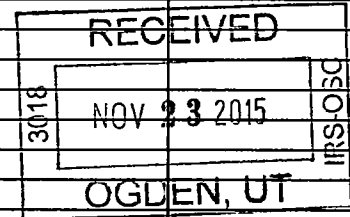
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Form 990-PF (2014)

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2014.05000 R.E. "BOB" AND VIVIAN SMITH 10026621

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2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		5,814.	5,814.
	2 Savings and temporary cash investments		103,002.	103,002.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,488.	1,488.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7		0.	5,945,602.	6,443,411.
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		0.	6,055,906.	6,553,715.
17 Accounts payable and accrued expenses			10,050.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	10,050.		
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	0.	6,045,856.	
	30 Total net assets or fund balances	0.	6,045,856.	
31 Total liabilities and net assets/fund balances	0.	6,055,906.		

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	0.
2 Enter amount from Part I, line 27a	2	6,389,490.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,389,490.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	343,634.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,045,856.

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 RANGER SMALL CAP FUND, L.P.			
b RANGER SMALL CAP FUND, L.P.			
c 40 SHS MANPOWER INC WIS COM		05/08/14	12/29/14
d BMO HARRIS BANK N.A. - SEE ATTACHED			
e STATEMENT	D		

(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			<22,611.>
b			117,452.
c 2,767.		3,305.	<538.>
d			
e 527,896.		238,172.	289,724.

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			<22,611.>
b			117,452.
c			<538.>
d			
e			289,724.

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	384,027.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

N/A

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

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

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013			
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,061.
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	8,061.
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	8,061.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,050.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,050.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	180.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,809.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of AMY MECKEL Telephone no. (713) 964-6661 Located at 1900 WEST LOOP SOUTH, STE. 1050, HOUSTON, TX ZIP+4 77027			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b

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

5a. During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANDRA SMITH DOMPIER	DIRECTOR			
1900 WEST LOOP SOUTH, STE. 1050				
HOUSTON, TX 77027	0.00	0.	0.	0.
THOMAS EDWARD DOMPIER	DIRECTOR			
1900 WEST LOOP SOUTH, STE. 1050				
HOUSTON, TX 77027	0.00	0.	0.	0.
SUZANNE R. BENSON	DIRECTOR			
1900 WEST LOOP SOUTH, STE. 1050				
HOUSTON, TX 77027	0.00	0.	0.	0.
AMY M. MECKEL	DIRECTOR			
1900 WEST LOOP SOUTH, STE. 1050				
HOUSTON, TX 77027	0.00	0.	0.	0.

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

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

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

0

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Part 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	4,323,928.
b	Average of monthly cash balances	1b	53,111.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,377,039.
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	4,377,039.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,656.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,311,383.
6	Minimum investment return. Enter 5% of line 5	6	215,569.

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	215,569.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,061.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,061.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	207,508.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	207,508.
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	207,508.

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	296,956.
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	296,956.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	296,956.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				207,508.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		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. ► \$ 296,956.				
a Applied to 2013, but not more than line 2a			0.	
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				207,508.
e Remaining amount distributed out of corpus	89,448.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	89,448.			
a Corpus Add lines 3f, 4c and 4e Subtract line 5	89,448.			
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 instr.			0.	
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	89,448.			
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	89,448.			

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				
HOUSTON HOSPICE 1905 HOLCOMBE BLVD. HOUSTON, TX 77030-4123	NONE	PUBLIC CHARITY	GENERAL SUPPORT	45,000.
BRIGIDINE SISTERS 5118 LOMA LINDA DR SAN ANTONIO, TX 78201	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
CYSTIC FIBROSIS FOUNDATION, TEXAS GULF COAST CHAPTER 50 BRIAR HOLLOW LANE, SUITE 250E HOUSTON, TX 77027	NONE	PUBLIC CHARITY	GENERAL SUPPORT	118,000.
FISHER HOUSE FOUNDATION INC. 111 ROCKVILLE PIKE, SUITE 420 ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
HOUSTON POLICE FOUNDATION P O BOX 346 HOUSTON, TX 77001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total	SEE CONTINUATION SHEET(S)			283,000.
b Approved for future payment				
NONE				
Total				0.

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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. | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

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.

Sign Here  Sandra Smith Gompier | 11-11-15  DIRECTOR
 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
	ELIZABETH O. BUNK	<i>Elizabeth Bunk</i>	11/10/15		P00244694
	Firm's name ▶ WEAVER AND TIDWELL, LLP				Firm's EIN ▶ 75-0786316
	Firm's address ▶ 24 GREENWAY PLAZA, SUITE 1800 HOUSTON, TX 77046			Phone no. 713.850.8787	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

R.E. "BOB" AND VIVIAN SMITH FOUNDATION

Employer identification number

46-1709171

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
R.E. "BOB" AND VIVIAN SMITH FOUNDATION	46-1709171

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS E. AND MIMI S. DOMPIER 5002 GREEN TREE HOUSTON, TX 77056	\$ 11,186.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	BOB AND VIVIAN SMITH FOUNDATION 1900 WEST LOOP SOUTH SUITE 1050 HOUSTON, TX 77027-3207	\$ 127,630.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	BOB AND VIVIAN SMITH FOUNDATION 1900 WEST LOOP SOUTH SUITE 1050 HOUSTON, TX 77027-3207	\$ 6,144,541.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

R.E. "BOB" AND VIVIAN SMITH FOUNDATION

46-1709171

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	SECURITIES LOCATED AT MUTUAL ACCOUNT #71-A315-03-6 - SEE ATTACHED DESCRIPTION.	\$ 1,077,970.	10/16/14
3	SECURITIES LOCATED AT DANA ACCOUNT #71-A315-02-8 - SEE ATTACHED DESCRIPTION.	\$ 2,071,697.	10/16/14
3	SECURITIES LOCATED AT FAYEZ ACCOUNT #71-A315-01-0 - SEE ATTACHED DESCRIPTION.	\$ 2,202,986.	10/16/14
3	A 1.16 LIMITED PARTNERSHIP INTEREST IN RANGER SMALL CAP FUND, L.P.	\$ 791,888.	09/30/14
		\$	
		\$	

Name of organization

Employer identification number

R.E. "BOB" AND VIVIAN SMITH FOUNDATION**46-1709171**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

3 . Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RANGER SMALL CAP FUND, L.P.	237.	237.	237.
TOTAL TO PART I, LINE 3	237.	237.	237.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BMO HARRIS BANK N.A.	26,939.	0.	26,939.	26,939.	26,939.
BMO HARRIS BANK N.A.- NONDIVIDEND DISTRIBUTION	62.	0.	62.	0.	62.
INVESCO-AIM	2.	0.	2.	2.	2.
RANGER SMALL CAP FUND, L.P.	822.	0.	822.	822.	822.
TO PART I, LINE 4	27,825.	0.	27,825.	27,763.	27,825.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES	16,861.	6,525.	0.	10,336.
TO FORM 990-PF, PG 1, LN 16C	16,861.	6,525.	0.	10,336.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	171.	171.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	171.	171.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER EXPENSES	3,169.	2,304.	0.	865.	
OVERHEAD EXPENSE	2,500.	0.	0.	2,500.	
MATERIALS AND SUPPLIES	255.	0.	0.	255.	
TO FORM 990-PF, PG 1, LN 23	5,924.	2,304.	0.	3,620.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
BOOK/TAX DIFFERENCE		335,072.	
FEDERAL INCOME TAX		8,562.	
TOTAL TO FORM 990-PF, PART III, LINE 5		343,634.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS	COST	5,945,602.	6,443,411.	
TOTAL TO FORM 990-PF, PART II, LINE 13		5,945,602.	6,443,411.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 8
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NAME OF CONTRIBUTOR	ADDRESS
THOMAS E. AND MIMI S. DOMPIER	5002 GREEN TREE HOUSTON, TX 77056
BOB AND VIVIAN SMITH FOUNDATION	1900 WEST LOOP SOUTH SUITE 1050 HOUSTON, TX 77027-3207

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT 9
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	8,061.	8,061.	3	121.
EXTENSION PAYMENT	08/15/15	<3,050.>	5,011.	4	100.
DATE FILED	11/16/15		5,011.		
TOTAL LATE PAYMENT PENALTY					221.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 10
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	8,061.	8,061.	.0300	92	61.
EXTENSION PAYMENT	08/15/15	<3,050.>	5,072.	.0300	93	39.
DATE FILED	11/16/15		5,111.			
TOTAL LATE PAYMENT INTEREST						100.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 11
-------------	------------------------	--------------

OVERPAYMENT FROM FORM 990-PF, PART VI, LINE 10	1,809.
LATE PAYMENT INTEREST	<100.>
LATE PAYMENT PENALTY	<221.>
NET OVERPAYMENT	1,488.

[illegible]

JSA
XG900 3 000

EIN 46-1709171

Account #71-A315-03-6

Estate Valuation

Date of Death 10/16/2014
 Valuation Date 10/16/2014
 Processing Date 07/22/2015

R.E. "Bob" and Vivian Smith Foundation
 Account. Mutual Funds
 Number of Securities 2

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
1)	8000	EXXON MOBIL CORP (30231G102, XOM) COM New York Stock E. change 10/16/2014	91.27000	88 18000 H/L	89 725000	717,800 00
2)	2000	INTERNATIONAL BUSINESS MACHS (459200101, IBM) COM New York Stock E change 10/16/2014	181 48000	178 69000 H/L	180 085000	360,170 00
Total Value						\$1,077,970 00
Total Accrual						\$0 00
Total						\$1,077,970 00

Estate Valuation

Date of Death 10/16/2014
 Valuation Date 10/16/2014
 Processing Date 07/22/2015

R E "Bob" and Vivian Smith Foundation
 Account Dana
 Number of Securities 57

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Adjustments	Div and Int Accruals	Security Value
1)	198	ALLERGAN PLC (G0177J108, AGN) SHS New York Stock E change 10/16/2014	224 78000	210 95000 H/L	217 365000		43,137 27
2)	403	ACE LTD (H0023R105, ACE) SHS New York Stock E change 10/16/2014 Div 0 65 E 09/26/2014 Rec 09/30/2014 Pay 10/21/2014	103.38000	101 15000 H/L	102 265000	261 95	41,212 80
3)	632	TE CONNECTIVITY LTD (G9144P105, TEL) REG SHS New York Stock E change 10/16/2014	52 99000	51 49000 H/L	52 240000		33,015 68
4)	700	AT&T INC (00206R102, T) COM New York Stock E change 10/16/2014 Div 0 46 E 10/08/2014 Rec 10/10/2014 Pay 11/03/2014	33 83000	33 25000 H/L	33 540000	322 00	23,478 00
5)	554	AETNA INC NEW (00817Y108, AET) COM New York Stock E change 10/16/2014 Div 0 225 E 10/14/2014 Rec 10/16/2014 Pay 10/31/2014	75 42000	72 57000 H/L	73 995000	124 65	40,993 23
6)	139	ALLIANCE DATA SYSTEMS CORP (018581108, ADS) COM New York Stock E change 10/16/2014	254 78000	234 96000 H/L	244 870000		34,036 93
7)	713	ALLSTATE CORP (020002101, ALL) COM New York Stock E change 10/16/2014	60 33000	59 28000 H/L	59 805000		42,640 97
8)	710	AMERICAN FINL GROUP INC OHIO (025932104, AFG) COM New York Stock E change 10/16/2014 Div 0 25 E 10/10/2014 Rec 10/15/2014 Pay 10/27/2014	55 86000	54 63000 H/L	55 245000	177 50	39,223 95
9)	349	AMERIPRISE FINL INC (03076C106, AMP) COM New York Stock E change 10/16/2014	110 89000	106 43500 H/L	108 662500		37,923 21
10)	458	APPLE INC (037833100, AAPL) COM The NASDAQ Stock Market LLC 10/16/2014	97 72000	95 41000 H/L	96 565000		44,226 77
11)	2473	BANK AMER CORP (060505104, BAC) COM New York Stock E change 10/16/2014	16 25000	15 52000 H/L	15 885000		39,283 61

Estate Valuation

Date of Death 10/16/2014
 Valuation Date 10/16/2014
 Processing Date 07/22/2015

R E "Bob" and Vivian Smith Foundation
 Account Dana
 Number of Securities 57

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
12)	440	B/E AEROSPACE INC (073302101, BEAV) COM The NASDAQ Stock Market LLC 10/16/2014	74 60000	71 09000 H/L	72 845000	32,051 80
13)	124	BLACKROCK INC (09247X101, BLK) COM New York Stock E change 10/16/2014	315 74000	302 01000 H/L	308 875000	38,300 50
14)	75	CST BRANDS INC (CST) COM TSX Venture E change 10/16/2014	34 76000	33 57000 H/L	34 165000	2,562 38
15)	666	CVS HEALTH CORP (126650100, CVS) COM New York Stock E change 10/16/2014	79 65000	77 40000 H/L	78 525000	52,297 65
16)	349	CHEVRON CORP NEW (166764100, CVX) COM New York Stock E change 10/16/2014	111 31960	107 20000 H/L	109 259800	38,131 67
17)	1491	CISCO SYS INC (17275R102, CSCO) COM The NASDAQ Stock Market LLC 10/16/2014 Div 0 19 Ex 09/30/2014 Rec 10/02/2014 Pay 10/22/2014	23 07840	22 56000 H/L	22 819200 283 29	34,023 43
18)	873	CITIGROUP INC (172967424, C) COM NEW New York Stock E change 10/16/2014	50 21000	48 74000 H/L	49 475000	43,191 68
19)	937	COCA COLA CO (191216100, KO) COM New York Stock E change 10/16/2014	42 94000	42.38000 H/L	42 660000	39,972 42
20)	650	COMCAST CORP NEW (20030N101, CMCSA) CL A The NASDAQ Stock Market LLC 10/16/2014 Div 0 225 E 09/29/2014 Rec 10/01/2014 Pay 10/22/2014	50 26000	49 53000 H/L	49 895000 146 25	32,431 75
21)	568	CONOCOPHILLIPS (20825C104, COP) COM New York Stock E change 10/16/2014 Div 0 73 Ex 10/09/2014 Rec 10/14/2014 Pay 12/01/2014	67 37000	64 89000 H/L	66 130000 414 64	37,561 84
22)	380	DTE ENERGY CO (233331107, DTE) COM New York Stock E change 10/16/2014	77 71500	76 43000 H/L	77 072500	29,287 55

Estate Valuation

Date of Death 10/16/2014
 Valuation Date 10/16/2014
 Processing Date 07/22/2015

R E "Bob" and Vivian Smith Foundation
 Account Dana
 Number of Securities 57

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
23)	459	DISNEY WALT CO (254687106, DIS) COM DISNEY New York Stock Exchange 10/16/2014	82 47000	79 55000 H/L	81 010000	37,183 59
24)	631	DR PEPPER SNAPPLE GROUP INC (26138E109, DPS) COM New York Stock Exchange 10/16/2014	62 14000	60 65000 H/L	61 395000	38,740 25
25)	404	EOG RES INC (26275P101, EOG) COM New York Stock Exchange 10/16/2014	92 52000	85 19000 H/L	88 355000 0 167500 89 022500	35,965 09
		Div. 0 167500 E 10/15/2014 Rec 10/17/2014 Pay 10/31/2014 +				
26)	1011	EYELON CORP (30161N101, EXC) COM New York Stock Exchange 10/16/2014	34 45000	33 07000 H/L	33 760000	34,131 36
27)	922	EYTRA SPACE STORAGE INC (30225T102, ETR) COM New York Stock Exchange 10/16/2014	55 41000	54 29000 H/L	54 850000	50,571 70
28)	399	EXXON MOBIL CORP (30231G102, XOM) COM New York Stock Exchange 10/16/2014	91 27000	88 18000 H/L	89 725000	35,800 28
29)	1762	GENERAL ELECTRIC CO (369604103, GE) COM New York Stock Exchange 10/16/2014	24 51000	23 96000 H/L	24 235000	42,702 07
		Div 0.22 E. 09/18/2014 Rec 09/22/2014 Pay 10/27/2014				387 64
30)	416	GILEAD SCIENCES INC (375558103, GILD) COM The NASDAQ Stock Market LLC 10/16/2014	100 00000	93 28000 H/L	96 640000	40,202.24
31)	373	HANESBRANDS INC (410345102, HBI) COM New York Stock Exchange 10/16/2014	103 93000	99 70000 H/L	101 815000	37,977 00
32)	383	HELMERICH & PAYNE INC (423452101, HP) COM New York Stock Exchange 10/16/2014	87 07000	79 52000 H/L	83 295000	31,901 99
33)	798	JPMORGAN CHASE & CO (46625H100, JPM) COM New York Stock Exchange 10/16/2014	55 98000	54 28000 H/L	55 130000	43,993 74
		Div 0 4 E. 10/02/2014 Rec 10/06/2014 Pay 10/31/2014				319 20

Estate Valuation

Date of Death 10/16/2014
 Valuation Date 10/16/2014
 Processing Date 07/22/2015

R E "Bob" and Vivian Smith Foundation
 Account Dana
 Number of Securities 57

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
34)	442	JOHNSON & JOHNSON (478160104, JNJ) COM New York Stock Exchange 10/16/2014	98 00000	96 50000 H/L	97 250000	42,934 50
35)	3017	KEYCORP NEW (493267108, KEY) COM New York Stock Exchange 10/16/2014	12 28000	11 72000 H/L	12 000000	36,204 00
36)	297	KIMBERLY CLARK CORP (494368103, KMB) COM New York Stock Exchange 10/16/2014	105 81000	103 88000 H/L	104 845000	31,138 97
37)	405	MAGNA INTL INC (559222401, MGA) COM New York Stock Exchange 10/16/2014	88 86000	83 07000 H/L	85 965000	34,815 83
38)	529	MANPOWERGROUP INC (56418H100, MAN) COM New York Stock Exchange 10/16/2014	59 32000	57 55000 H/L	58 435000	30,912 12
39)	748	METLIFE INC (59156R108, MET) COM New York Stock Exchange 10/16/2014	48 47500	46 92000 H/L	47 697500	35,677 73
40)	924	MYLAN N V (628530107, MYL) SHS EURO The NASDAQ Stock Market LLC 10/16/2014	49 20230	46 23000 H/L	47 716150	44,089 72
41)	420	NEXTERA ENERGY INC (65339F101, NEE) COM New York Stock Exchange 10/16/2014	93.88000	90 50000 H/L	92 190000	38,719 80
42)	101	NOW INC (DNOW) COM New York Stock Exchange 10/16/2014	28.66000	27 21000 H/L	27 935000	2,821 44
43)	404	OCCIDENTAL PETE CORP DEL (674599105, OXY) COM New York Stock Exchange 10/16/2014	87 15000	83 28000 H/L	85 215000	34,426 86
44)	1298	OMEGA HEALTHCARE INVS INC (681936100, OHI) COM New York Stock Exchange 10/16/2014	37 54000	36 85000 H/L	37 195000	48,279 11
45)	470	PNC FINL SVCS GROUP INC (693475105, PNC) COM New York Stock Exchange 10/16/2014	79 28000	76 69000 H/L	77 985000	36,652 95
		Div 0 48 E. 10/10/2014 Rec 10/15/2014 Pay 11/05/2014			225 60	

Estate Valuation

Date of Death 10/16/2014
 Valuation Date 10/16/2014
 Processing Date 07/22/2015

R E "Bob" and Vivian Smith Foundation
 Account Dana
 Number of Securities 57

	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
46)	478	PACKAGING CORP AMER (695156109, PKG) COM New York Stock E change 10/16/2014	62 43000	59 55000 H/L	60 990000	29,153 22
47)	1163	PFIZER INC (717081103, PFE) COM New York Stock E change 10/16/2014	28 01000	27 51000 H/L	27 760000	32,284 68
48)	454	SANDISK CORP (80004C101, SNDK) COM The NASDAQ Stock Market LLC 10/16/2014	86 59000	32 07000 H/L	84 330000	38,285 82
49)	1084	SUNTRUST BKS INC (867914103, STI) COM New York Stock E change 10/16/2014	35 24000	33 97000 H/L	34 605000	37,511 82
50)	340	THERMO FISHER SCIENTIFIC INC (883556102, TMO) COM New York Stock E change 10/16/2014	111 64000	108 23000 H/L	109 935000	37,377 90
51)	439	UNION PAC CORP (907818108, UNP) COM New York Stock E change 10/16/2014	105 27000	98 00000 H/L	101 635000	44,617 77
52)	397	UNITED RENTALS INC (911363109, URI) COM New York Stock E change 10/16/2014	100 89500	89 43000 H/L	95 162500	37,779 51
53)	619	VERIZON COMMUNICATIONS INC (92343V104, VZ) COM New York Stock E change 10/16/2014	48 04000	47 03000 H/L	47 535000	29,424 17
		Div 0 55 E- 10/08/2014 Rec 10/10/2014 Pay 11/03/2014			340 45	
54)	840	WELLS FARGO & CO NEW (949746101, WFC) COM New York Stock E change 10/16/2014	48 68000	47 05000 H/L	47 865000	40,206 60
55)	451	WESTLAKE CHEM CORP (960413102, WLK) COM New York Stock E change 10/16/2014	71 99000	68 35000 H/L	70 170000	31,646 67
56)	592	WHITING PETE CORP NEW (966387102, WLL) COM New York Stock E change 10/16/2014	59 98000	55 16000 H/L	57 570000	34,081 44
57)	670	WEC ENERGY GROUP INC (976657106, WEC) COM New York Stock E change 10/16/2014	47 48000	46 39000 H/L	46 935000	31,446 45

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Acct #71-A315-02-8

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Account Dana
Number of Securities 57

Total Value
Total Accrual.
Total: \$2,071,696 85

\$3,003 17 \$2,068,693 68

Estate Valuation

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R E "Bob" and Vivan Smith Foundation
 Account Fayer:
 Number of Securities 51

	Shares or Par	Security Description	High/Asl	Low/Bid	Mean and/or Adjustments	Div and Int Accruals	Security Value
1)	200	ACE LTD (H0023R105, ACE) SHS New York Stock E change 10/16/2014	103 38000	101 15000 H/L	102 265000	130 00	20,453 00
		Div 0 65 E 09/26/2014 Rec 09/30/2014 Pay 10/21/2014					
2)	125	ASML HOLDING N V (N07059111, ASML) N Y REGISTPR SHS The NASDAQ Stock Market LLC 10/16/2014	91 91000	88 55000 H/L	90 230000		11,278 75
3)	950	ABBOTT LABS (002824100, ABT) COM New York Stock E change 10/16/2014	40 30500	39 28000 H/L	39 792500	209 00	37,802 88
		Div 0 22 E 10/10/2014 Rec 10/15/2014 Pay 11/15/2014					
4)	850	ABBVIE INC (ABBV) COM New York Stock E change 10/16/2014	55 90000	52 84000 H/L	54 370000	357 00	46,214 50
		Div 0 42 E 10/10/2014 Rec 10/15/2014 Pay 11/17/2014					
5)	1750	ALTRIA GROUP INC (02209S103, MO) COM New York Stock E change 10/16/2014	45 46000	44 64000 H/L	45 050000		78,837 50
6)	500	AMERICAN EXPRESS CO (025816109, AXP) COM New York Stock E change 10/16/2014	81 47000	78 81000 H/L	80 140000	130 00	40,070 00
		Div 0.26 E 10/01/2014 Rec 10/03/2014 Pay 11/10/2014					
7)	175	ANHEUSER BUSCH INBEV SA/NV (03524A108, BUD) SPONSORED ADR Other OTC 10/16/2014	105 03000	102 21000 H/L	103 620000		18,133 50
8)	1225	APPLE INC (037833100, AAPL) COM The NASDAQ Stock Market LLC 10/16/2014	97 72000	95 41000 H/L	96 565000		118,292 13
9)	650	AUTOMATIC DATA PROCESSING INC (053015103, ADP) COM The NASDAQ Stock Market LLC 10/16/2014	72 15000	70 69000 H/L	71 420000		46,423 00
10)	100	BLACKROCK INC (09247X101, BLK) COM New York Stock E change 10/16/2014	315 74000	302 01000 H/L	308 875000		30,887 50
11)	216	CDK GLOBAL INC (CDK) COM NYSE Arca Equities E change 10/16/2014	25 86000	25 00000 H/L	25 430000		5,492 88

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Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Adjustments	Div and Int Accruals	Security Value
12)	150 CANADIAN PAC RY LTD (13645T100, CP) COM New York Stock Exchange 10/16/2014 Div 0 31146 E. 09/24/2014 Rec 09/26/2014 Pay. 10/27/2014	197 07000	181 93000 H/L	189 500000	46 72	28,425 00
13)	850 CHEVRON CORP NEW (166764100, CVX) COM New York Stock Exchange 10/16/2014	111 31960	107 20000 H/L	109 259800		92,870 83
14)	3400 COCA COLA CO (191216100, KO) COM New York Stock Exchange 10/16/2014	42 94000	42 38000 H/L	42 660000		145,044 00
15)	475 COMCAST CORP NEW (20030N101, CMCSA) CL A The NASDAQ Stock Market LLC 10/16/2014 Div 0 225 E. 09/29/2014 Rec 10/01/2014 Pay 10/22/2014	50 26000	49 53000 H/L	49 895000	106 88	23,700 13
16)	500 CONOCOPHILLIPS (20825C104, COP) COM New York Stock Exchange 10/16/2014 Div 0 73 E 10/09/2014 Rec 10/14/2014 Pay 12/01/2014	67 37000	64 89000 H/L	66 130000	365 00	33,065 00
17)	200 DIAGEO P L C (25243Q205, DEO) SPON ADR NEW New York Stock Exchange 10/16/2014	110 99000	109 29000 H/L	110 140000		22,028 00
18)	500 FRANKLIN RES INC (354613101, BEN) COM New York Stock Exchange 10/16/2014	51 30000	49 30000 H/L	50 300000		25,150 00
19)	700 FREEPORT-MCMORAN INC (35671D857, FCX) CL B New York Stock Exchange 10/16/2014 Div 0 3125 E. 10/10/2014 Rec 10/15/2014 Pay 11/03/2014	30 74900	29 42000 H/L	30 084500	218 75	21,059 15
20)	250 GILEAD SCIENCES INC (375558103, GILD) COM The NASDAQ Stock Market LLC 10/16/2014	100 00000	93 28000 H/L	96 640000		24,160 00
21)	183 HSBC HLDGS PLC (404280406, HSBC) SPON ADR NEW New York Stock Exchange 10/16/2014	49 80000	48 81000 H/L	49 305000		9,022 82
22)	950 INTEL CORP (458140100, INTC) COM The NASDAQ Stock Market LLC 10/16/2014	31 51000	30 75000 H/L	31 130000		29,573 50

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Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
23)	162 INTERNATIONAL BUSINESS MACHS (459200101, IBM) COM New York Stock Exchange 10/16/2014	181 43000	178.69000 H/L	180 085000	29,173 77
24)	950 JPMORGAN CHASE & CO (46625H100, JPM) COM New York Stock Exchange 10/16/2014 Div 0 4 Ex 10/02/2014 Rec 10/06/2014 Pay 10/31/2014	55 98000	54 28000 H/L	55 130000 380 00	52,373 50
25)	800 JOHNSON & JOHNSON (478160104, JNJ) COM New York Stock Exchange 10/16/2014	98 00000	96 50000 H/L	97 250000	77,800 00
26)	500 KINDER MORGAN INC DEL (49456B101, KMI) COM New York Stock Exchange 10/16/2014	37 30500	34 52000 H/L	35 912500	17,956 25
27)	592 KRAFT FOODS GROUP INC (50076Q106, KRFT) COM NASDAQ Stock Market 10/16/2014 Div 0 550000 Ex 10/15/2014 Rec 10/17/2014 Pay 10/31/2014	54 66000	53 63000 H/L	54 145000 0 550000 54 695000	32,379 44
28)	150 LAUDER ESTEE COS INC (518439104, EL) CL A New York Stock Exchange 10/16/2014	72 27000	70 51000 H/L	71 390000	10,708 50
29)	750 MCDONALDS CORP (580135101, MCD) COM New York Stock Exchange 10/16/2014	90 29000	89 34000 H/L	89 815000	67,361 25
30)	250 MCGRAW HILL FINL INC (MHFI) COM New York Stock Exchange 10/16/2014	77 25000	75 31000 H/L	76 280000	19,070 00
31)	600 MERCK & CO INC NEW (58933Y105, MRK) COM New York Stock Exchange 10/16/2014	54.08900	52 49000 H/L	53.289500	31,973 70
32)	1826 MONDELEZ INTL INC (609207105; MDLZ) CL A NASDAQ Stock Market 10/16/2014	32 42500	31 89500 H/L	32 160000	58,724 16
33)	1000 NESTLE S A (641069406, NSRGY) SPONSORED ADR Other OTC 10/16/2014	69.19000	68 28000 H/L	68 735000	68,735 00

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	Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
34)	300	NOVARTIS A G (66987V109, NVS) SPONSORED ADR New York Stock Exchange 10/16/2014	85.63000	84.17000 H/L	84 900000	25,470 00
35)	2750	NOVO-NORDISK A S (670100205, NVO) ADR New York Stock Exchange 10/16/2014	43 35000	42 11000 H/L	42 730000	117,507 50
36)	275	OCCIDENTAL PETE CORP DEL (674599105, OXY) COM New York Stock Exchange 10/16/2014	87 15000	83 28000 H/L	85 215000	23,434 13
37)	650	PEPSICO INC (713448108; PEP) COM New York Stock Exchange 10/16/2014	91 02500	89 82000 H/L	90 422500	58,774 63
38)	2200	PHILIP MORRIS INTL INC (718172109, PM) COM New York Stock Exchange 10/16/2014	85 31500	83 00000 H/L	84 157500	185,146 50
39)	250	PHILLIPS 66 (718546104, PSX) COM New York Stock Exchange 10/16/2014	70 52000	66 12000 H/L	68 320000	17,080.00
40)	800	PROCTER & GAMBLE CO (742718109, PG) COM New York Stock Exchange 10/16/2014	82 80000	81 57000 H/L	82 185000	65,748 00
41)	2100	ROCHE HLDG LTD (771195104, RHHBY) SPONSORED ADR Other OTC 10/16/2014	34 76000	33 82000 H/L	34 290000	72,009.00
42)	556	ROYAL DUTCH SHELL PLC (780259206, RDSA) SPONS ADR A New York Stock Exchange 10/16/2014	67 29000	65 68000 H/L	66 485000	36,965 66
43)	250	SABMILLER PLC (78572M105, SBMR) SPONSORED ADR Other OTC 10/16/2014	50 98000	50 35000 H/L	50 665000	12,666 25
44)	150	STATE STR CORP (857477103, STT) COM New York Stock Exchange 10/16/2014	66 78000	64 21000 H/L	65 495000	9,824 25
45)	450	TARGET CORP (87612E106, TGT) COM New York Stock Exchange 10/16/2014	60 17000	58 72000 H/L	59 445000	26,750 25

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Shares or Par	Security Description	High/Ask	Low/Bid	Mean and/or Div and Int Adjustments Accruals	Security Value
46)	56 TIME WARNER CABLE INC (88732J108; TWC) COM New York Stock Exchange 10/16/2014	133 99000	131.24000 H/L	132.615000	7,426 44
47)	1250 TWENTY FIRST CENTY FOX INC (90130A101, FOXA) CL A NASDAQ Stock Market 10/16/2014	32 72000	31 01000 H/L	31 865000	39,831 25
48)	100 UNION PAC CORP (907818102, UNP) COM New York Stock Exchange 10/16/2014	105.27000	98 00000 H/L	101 635000	10,163 50
49)	750 WAL-MART STORES INC (931142102, WMT) COM New York Stock Exchange 10/16/2014	74 06940	72 61000 H/L	73 339700	55,004 78
50)	650 WALGREENS BOOTS ALLIANCE INC (931422109, WAG) COM New York Stock Exchange 10/16/2014	60 92010	59 29000 H/L	60 105050	39,068 28
52)	500 WELLS FARGO & CO NEW (949746101, WFC) COM New York Stock Exchange 10/16/2014	48 68000	47 05000 H/L	47.865000	23,932 50
Total Value					\$2,201,042 56
Total Accrual				\$1,943 35	
Total					\$2,202,985 91