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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

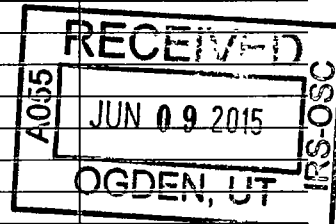
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation FLORA BERNICE SMITH FOUNDATION		A Employer identification number 51-0181016
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 4967	Room/suite	B Telephone number 315-474-7571
City or town, state or province, country, and ZIP or foreign postal code SYRACUSE, NY 13221		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,105,740.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		66,762.	66,762.	66,762.	STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		380,808.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			380,808.		
8 Net short-term capital gain				N/A	
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		447,570.	447,570.	66,762.	
13 Compensation of officers, directors, trustees, etc		7,861.	5,110.	0.	2,751.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		13,670.	8,885.	0.	4,785.
b Accounting fees					
c Other professional fees STMT 3		25,163.	0.	0.	0.
17 Interest					
18 Taxes STMT 4		4,823.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		250.	0.	0.	0.
24 Total operating and administrative expenses Add lines 13 through 23		51,767.	13,995.	0.	7,536.
25 Contributions, gifts, grants paid		155,296.			155,296.
26 Total expenses and disbursements Add lines 24 and 25		207,063.	13,995.	0.	162,832.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		240,507.			
b Net investment income (if negative, enter -0-)			433,575.		
c Adjusted net income (if negative, enter -0-)				66,762.	



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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	112,572.	103,643.	103,643.		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations	555,600.				
	b Investments - corporate stock	1,172,636.	1,282,251.	1,459,185.		
	c Investments - corporate bonds		709,930.	771,456.		
Liabilities	11 Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other	780,278.	765,769.	771,456.		
	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)	2,621,086.	2,861,593.	3,105,740.		
	17 Accounts payable and accrued expenses					
	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.	0.			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	2,613,220.	2,853,580.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	7,866.	8,013.			
	30 Total net assets or fund balances	2,621,086.	2,861,593.			
	31 Total liabilities and net assets/fund balances	2,621,086.	2,861,593.			

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	2,621,086.
2 Enter amount from Part I, line 27a	2	240,507.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,861,593.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,861,593.

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 ATTACHED DETAIL				
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			380,808.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			380,808.
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	380,808.
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	380,808.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	154,040.	2,933,320.	.052514
2012	285,127.	2,761,936.	.103234
2011	148,426.	2,846,395.	.052145
2010	125,662.	2,822,453.	.044522
2009	144,460.	2,518,134.	.057368

2 Total of line 1, column (d)	2	.309783
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	.061957
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,237,560.
5 Multiply line 4 by line 3	5	200,590.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,336.
7 Add lines 5 and 6	7	204,926.
8 Enter qualifying distributions from Part XII, line 4	8	162,832.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	4,336.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,336.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,336.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 2,650.		
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	2,650.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,686.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>MACKENZIE HUGHES LLP</u>	Telephone no. ►	<u>315-233-8239</u>	
	Located at ► <u>101 S. SALINA ST., SYRACUSE, NY</u>	ZIP+4 ►	<u>13202</u>	
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	<u>N/A</u>	
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	Yes	No
	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 ►			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	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

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?

Yes

☒

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?

N/A

☒

5b

6b

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
SEE STATEMENT 6		7,861.	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

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	3,068,467.
b	Average of monthly cash balances	1b	218,396.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,286,863.
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	3,286,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,303.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,237,560.
6	Minimum investment return. Enter 5% of line 5	6	161,878.

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	161,878.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,336.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,336.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	157,542.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	157,542.
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	157,542.

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	162,832.
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	162,832.
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	162,832.

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				157,542.
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	48,792.			
e From 2013	9,986.			
f Total of lines 3a through e	58,778.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 162,832.				
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				157,542.
e Remaining amount distributed out of corpus	5,290.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,068.			
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	64,068.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012	48,792.			
d Excess from 2013	9,986.			
e Excess from 2014	5,290.			

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				
AURORA OF CENTRAL NEW YORK INC., 518 JAMES STREET SYRACUSE, NY 13203		PUBLIC CHARITY	OFFICE MACHINERY, NEWSLETTER SUPPORT	14,189.
BOYS & GIRLS CLUB OF SYRACUSE 2100 E FAYETTE ST SYRACUSE, NY 13224		PUBLIC CHARITY	COMPUTER EQUIPMENT	20,000.
CENTRAL NEW YORK SOCIETY FOR PREVENTION OF CRUELTY ANIMALS 5870 EAST MOLLOY ROAD SYRACUSE, NY 13211		PUBLIC CHARITY	KENNEL SPACE	28,150.
CROUSE IRVING MEMORIAL HOSPITAL 736 IRVING AVENUE SYRACUSE, NY 13210		PUBLIC CHARITY	PATIO	25,000.
ELMCREST CHIDLREN'S CENTER 900 SALT SPRINGS ROAD SYRACUSE, NY 13224		PUBLIC CHARITY	TECHNOLOGY UPGRADE	20,000.
Total	SEE CONTINUATION SHEET(S)			155,296.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Mary Ann Cook, Trustee Date 6/2/15

▶ Trustee
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 MARY ANNE CODY	Preparer's signature <i>Mary Anne Cody</i> MARY ANNE CODY	Date 6/2/15	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00845754
Firm's name ► MACKENZIE HUGHES LLP			Firm's EIN ► 01-0690915	
Firm's address ► P.O. BOX 4967 SYRACUSE, NY 13221-4967			Phone no. 315-474-7571	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	66,762.	0.	66,762.	66,762.	66,762.
TO PART I, LINE 4	66,762.	0.	66,762.	66,762.	66,762.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,500.	0.	0.	0.
LEGAL DISBURSEMENTS	170.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	13,670.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES + INV MGMT FEES	25,163.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	25,163.	0.	0.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,033.	0.	0.	0.
EXCISE TAXES	3,790.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	4,823.	0.	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	
NYS ATTORNEY GENERAL FILING FEE	250.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	250.	0.	0.	0.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GAY POMEROY 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	1,965.	0.	0.
MARY ANNE CODY 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	1,965.	0.	0.
ANNE RUFFER 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	1,965.	0.	0.
EDWARD SPENCER 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	1,966.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		7,861.	0.	0.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

- **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
File by the due date for filing your return. See instructions.	FLORA BERNICE SMITH FOUNDATION	Employer identification number (EIN) or 51-0181016
	Number, street, and room or suite no. If a P.O. box, see instructions PO BOX 4967	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SYRACUSE, NY 13221	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MACKENZIE HUGHES LLP

- The books are in the care of ► **101 S.SALINA ST., - SYRACUSE, NY 13202**
Telephone No ► **315-233-8239** Fax No ► **315-474-1216**

- If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2014** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,450.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,650.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
Period: 1/01/2014 to 12/31/2014

Entity: 357 Flora Bernice Smith Foundation
Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Accor S A					
440 00000	7/26/2012	4/22/2014	21,021.76	13,036 38	7,985 38
Alcoa Corp					
CUSIP # 013817101					
1,310.00000	3/15/2012	2/25/2014	15,389.88	13,027 56	2,362 32
600.00000	3/15/2012	5/08/2014	8,115 24	5,966 82	2,148.42
190.00000	3/15/2012	7/23/2014	3,137.74	1,889.49	1,248.25
480 00000	4/01/2013	7/23/2014	7,926 91	4,045 90	3,881.01
240 00000	6/27/2013	7/23/2014	3,938 99	1,873.34	2,065.65
640 00000	6/27/2013	8/22/2014	10,430.58	4,995.56	5,435.02
Alexandria Real Estate Equities Inc					
CUSIP # 015271109					
30.00000	9/22/2011	5/28/2014	2,247.81	1,977.79	270.02
50.00000	6/24/2013	7/23/2014	3,926.05	3,260.45	665.60
Anheuser-Busch Inbev					
50.00000	6/26/2013	12/17/2014	5,513.12	4,388 57	1,124.55
Apple Inc					
CUSIP # 037833100					
378 00000	7/09/2013	9/09/2014	37,684 52	22,608.43	15,076.09
Baker Hughes, Inc.					
CUSIP # 057224107					
120.00000	1/23/2007	11/19/2014	7,058.98	7,980 25	-921.27
90.00000	2/14/2008	11/19/2014	5,294.23	5,832.63	-538 40
30.00000	10/31/2008	11/19/2014	1,758.07	874.19	883.88
270.00000	10/31/2008	11/20/2014	17,658 86	7,867 75	9,791.11
Becton Dickinson & Co.					
CUSIP # 075887109					
10 00000	3/04/2009	9/09/2014	1,166 29	621.76	544.53
50.00000	9/02/2009	9/09/2014	5,829.69	3,521.58	2,308.11
10 00000	9/02/2009	10/22/2014	1,218.99	704 32	514.67
170.00000	4/27/2010	10/22/2014	20,717.60	12,987.10	7,730.50
Biomed Property Trust (REIT)					
CUSIP # 09063H107					
110 00000	3/27/2012	5/23/2014	2,341 41	2,065 88	275 53

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
Period 1/01/2014 to 12/31/2014

Entity 357 Flora Bernice Smith Foundation
Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Cerner Corp.					
CUSIP # 156782104					
410.00000	11/25/2008	11/04/2014	25,628.89	3,339.70	22,289.19
CH Robinson Worldwide Inc					
CUSIP # 12541W209					
180.00000	7/01/2013	7/10/2014	11,532.65	9,908.80	1,623.85
320.00000	7/01/2013	8/05/2014	21,660.29	17,615.64	4,044.65
Corp Office Properties Trust REIT					
CUSIP # 22002T108					
110.00000	8/23/2011	5/30/2014	3,020.94	2,692.12	328.82
Digital Realty Trust Inc					
CUSIP # 253868103					
30.00000	9/15/2011	5/29/2014	1,730.75	1,697.93	32.82
60.00000	9/15/2011	11/05/2014	4,135.20	3,395.87	739.33
DirecTV Group Holdings CI A					
CUSIP # 25490A309					
360.00000	11/17/2011	5/19/2014	30,841.87	16,427.88	14,413.99
220.00000	11/17/2011	5/27/2014	18,401.28	10,039.26	8,362.02
140.00000	2/22/2013	5/27/2014	11,699.70	6,897.80	4,801.90
Dupont Fabros Technology Inc					
CUSIP # 26613Q106					
130.00000	2/27/2012	6/02/2014	3,269.48	2,942.89	326.59
110.00000	2/27/2012	9/10/2014	3,187.52	2,490.13	697.39
40.00000	11/05/2012	9/10/2014	1,155.02	850.18	304.84
Electronic Arts Inc					
CUSIP # 285512109					
570.00000	11/03/2008	2/10/2014	14,876.37	15,857.51	-981.14
140.00000	1/22/2009	2/10/2014	3,633.99	2,375.32	1,258.67
410.00000	1/22/2009	4/22/2014	11,278.67	6,956.31	4,322.36
210.00000	1/12/2012	4/22/2014	5,776.88	4,046.53	1,730.35
100.00000	2/03/2012	4/22/2014	2,731.38	1,870.46	860.92
70.00000	2/03/2012	5/20/2014	2,368.14	1,309.32	1,058.82
50.00000	5/15/2012	5/20/2014	1,688.25	728.19	960.06

EMC Corp Mass.

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
Period. 1/01/2014 to 12/31/2014

Entity 357 Flora Bernice Smith Foundation
Federal Id # 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
CUSIP # 268648102					
590.00000	10/16/2008	1/22/2014	15,513.16	5,784.60	9,728.56
80.00000	10/16/2008	12/26/2014	2,426.60	784.35	1,642.25
150.00000	2/25/2011	12/26/2014	4,549.88	3,963.83	586.05
580.00000	8/11/2011	12/26/2014	17,592.87	13,098.37	4,494.50
40.00000	6/13/2012	12/26/2014	1,190.20	981.74	208.46
EOG Resources Inc.					
CUSIP # 26875P101					
90.00000	5/09/2012	4/29/2014	9,440.62	4,743.87	4,696.75
Hess Corp.					
CUSIP # 42809H107					
300.00000	9/04/2009	3/04/2014	23,819.82	14,967.03	8,852.79
80.00000	8/02/2010	3/04/2014	6,351.95	4,221.31	2,130.64
10.00000	8/10/2010	3/04/2014	782.74	564.76	217.98
130.00000	8/10/2010	7/29/2014	13,093.65	7,341.91	5,751.74
120.00000	8/08/2011	7/29/2014	12,086.45	7,746.13	4,340.32
130.00000	5/30/2012	7/29/2014	13,082.73	6,000.98	7,081.75
Imperial Tobacco Group PLC					
690.00000	7/03/2013	12/02/2014	31,156.70	24,119.44	7,037.26
Johnson & Johnson					
CUSIP # 478160104					
240.00000	11/20/2012	7/17/2014	25,301.06	16,576.57	8,724.49
Juniper Networks Inc.					
CUSIP # 48203R104					
1,050.00000	2/16/2012	4/11/2014	26,421.38	23,135.38	3,286.00
30.00000	2/16/2012	4/11/2014	725.67	665.33	60.34
Kraft Foods Group, Inc.					
CUSIP # 501044101					
260.00000	5/07/2010	4/11/2014	14,971.42	8,112.16	6,859.26
Manning & Napier International Series					
CUSIP # 563821529					
1,273.00000	1/01/1999	12/17/2014	11,597.03	15,136.12	-3,539.09
Manning & Napier Life Sciences Series					
CUSIP # 563821792					

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
Period: 1/01/2014 to 12/31/2014

Entity: 357 Flora Bernice Smith Foundation
Federal Id # 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
20 00000	3/05/2004	1/29/2014	247 40	249.40	-2 00
56.92400	9/20/2005	1/29/2014	704 15	741.72	-37 57
613.81100	12/19/2005	1/29/2014	7,592 84	7,396.42	196 42
352.31400	12/19/2005	1/29/2014	4,358 12	4,245 38	112 74
282.49000	9/19/2006	1/29/2014	3,494.40	3,457 68	36 72
1,220.57400	12/29/2006	1/29/2014	15,098.50	14,109 83	988.67
91 54300	9/24/2007	1/29/2014	1,132.39	1,108.58	23.81
749 60000	12/19/2007	1/29/2014	9,272 55	8,343.05	929.50
106.22200	9/17/2008	1/29/2014	1,313.97	1,078 15	235.82
185.12600	12/19/2011	1/29/2014	2,290.01	1,949 38	340.63
78.82000	9/19/2012	1/29/2014	975 00	1,054 61	-79.61
Manning & Napier Real Estate Fund					
CUSIP # 56182P641					
1,209.00000	11/16/2009	12/17/2014	19,888.05	12,090.00	7,798 05
810.00000	12/21/2009	12/17/2014	13,324.50	8,424.00	4,900.50
Manning & Napier Small Cap Series					
CUSIP # 563821107					
1,287.78400	9/05/2000	1/29/2014	15,576.00	16,007 16	-431.16
1,435.00000	3/05/2004	1/29/2014	17,356.61	19,846 05	-2,489.44
175.07400	9/19/2005	1/29/2014	2,117.55	2,848.46	-730.91
769.94100	12/16/2005	1/29/2014	9,312.59	10,617 45	-1,304.86
179.08300	12/16/2005	1/29/2014	2,166.04	2,469.55	-303.51
20.50300	9/20/2006	1/29/2014	247.99	297.50	-49.51
899.83000	12/29/2006	1/29/2014	10,883.62	11,913 75	-1,030.13
29.89500	9/21/2007	1/29/2014	361 59	392.82	-31.23
741.16800	12/19/2007	1/29/2014	8,964 57	7,307.92	1,656.65
61.76800	9/16/2008	1/29/2014	747.10	492.91	254.19
Manning & Napier Technology Series					
CUSIP # 563821214					
4,308 00000	4/28/2006	1/29/2014	54,622 86	41,270.64	13,352 22
612 17000	12/27/2007	1/29/2014	7,761.95	6,617.56	1,144 39
90.30400	9/16/2008	1/29/2014	1,145 00	742.30	402.70
49 21500	12/19/2011	1/29/2014	624 02	499.04	124.98
59 76200	9/18/2012	1/29/2014	757.75	709.37	48.38
160.55800	12/18/2012	1/29/2014	2,035 78	1,732.42	303.36
McGraw-Hill Companies, Inc					
CUSIP # 580645109					
190 00000	2/04/2013	6/27/2014	15,869 75	10,893.16	4,976 59

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
Period: 1/01/2014 to 12/31/2014

Entity 357 Flora Bernice Smith Foundation
Federal Id # 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
90 00000	2/08/2013	6/27/2014	7,509.31	4,190.46	3,318.85
NBC Universal Media 2.1% due 4/1/14 CUSIP # 63946BAA8					
25,000.00000	8/09/2012	4/01/2014	25,000.00	25,567.75	-567.75
Qiagen N.V. CUSIP # N72482107					
650.00000	8/16/2011	1/29/2014	15,541.72	9,633.89	5,907.83
Qualcomm Inc					
140 00000	8/10/2012	3/20/2014	10,791.07	8,576.72	2,214.35
190 00000	7/25/2013	9/05/2014	14,240.97	11,796.68	2,444.29
200 00000	7/25/2013	10/20/2014	14,247.52	12,417.56	1,829.96
Range Resources Corp. CUSIP # 75281A109					
140.00000	6/01/2012	5/01/2014	12,836.58	8,494.26	4,342.32
Syngenta A G.					
50 00000	3/18/2011	5/05/2014	19,542.19	15,182.69	4,359.50
Time Warner Inc. CUSIP # 887317105					
680.00000	11/08/2010	7/21/2014	56,627.24	20,713.25	35,913.99
Time, Inc. CUSIP # 887228104					
85.00000	11/08/2010	6/16/2014	1,936.25	874.30	1,061.95
Twenty-first Century Fox, Inc CUSIP # 90130A101					
700 00000	8/07/2013	10/28/2014	23,331.95	21,670.30	1,661.65
Unilever PLC Sponsd ADR, new CUSIP # 904767704					
223.00000	10/14/2008	6/20/2014	10,109.57	5,432.70	4,676.87
37 00000	3/03/2009	6/20/2014	1,670.21	716.15	954.06
Verizon Communications Inc 5 55% due 2/15/16 CUSIP # 92343VAC8					
25,000 00000	8/09/2012	3/19/2014	27,340.50	29,022.75	-1,682.25

Statement #
 SCHEDULE D - Long Term Capital Gains & Losses
 Period: 1/01/2014 to 12/31/2014

Entity: 357 Flora Bernice Smith Foundation
 Federal Id #: 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Viacom Inc. Cl B					
CUSIP # 92553P201					
160 00000	10/11/2012	1/21/2014	13,539.94	9,063.39	4,476.55
Walt Disney Co					
CUSIP # 254687106					
280.00000	11/18/2008	2/18/2014	21,797.84	5,689.91	16,107.93
Western Union Co 6 5% due 2/26/14					
CUSIP # 959802AJ8					
25,000.00000	8/09/2012	2/25/2014	25,000.00	27,180.25	-2,180.25
Total			1,122,403.43	804,040.74	318,362.69

Flora Bernice Smith Foundation
Addendum to 2014 Schedule D
EIN: 51-0181016

<u>Description</u>	<u>Disp</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/Loss</u>
<u>Long Term Capital Gains</u>				
Reported on page 6 of detail schedule				318,362.69

Capital Gain Distributions

Manning & Napier Funds:

Core Bond Series	12/17/2014	2,447.80	-	2,447.80
Emerging Markets	9/26/2014	467.36		467.36
Emerging Markets	12/22/2014	371.72		371.72
Global Fixed Income	12/19/2014	384.95		384.95
Inflation Focus Equity	9/26/2014	293.74		293.74
Inflation Focus Equity	12/22/2014	309.32		309.32
International Series	9/25/2014	715.30		715.30
International Series	12/17/2014	8,875.83		8,875.83
Life Sciences Series	1/22/2014	3,176.92		3,176.92
Real Estate Fund	9/26/2014	1,167.40		1,167.40
Real Estate Fund	12/22/2014	2,807.62		2,807.62
Technology Series	1/22/2014	6,822.17		6,822.17
World Opportunities Fund	9/25/2014	734.55		734.55
	12/19/2014	2,909.00		2,909.00
				<u>31,483.68</u>

Other Transactions

Class Action Settlement

Wachovia Equity	3/19/2014	50.32	-	50.32
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Return of Principal

FHLMC GD Pool #C09044 @ 3.5% due 6/1/43	4,238.72	4,238.72	-
FNMA Pool #995681 @ 6.0% due 5/1/38	7,507.41	7,507.41	-
FNMA Pool #A00800 @ 3.0% due 4/1/27	4,153.54	4,153.54	-
FNMA Pool #AB8464 @ 2.5% due 2/1/43	1,567.40	1,567.40	-
FNMA Pool #AE0217 @ 4.5% due 8/1/40	9,718.79	9,718.79	-
FNMA Pool #AT8912 @ 3.0% due 7/1/43	1,769.19	1,769.19	-

Total Long Term Net Gain

349,896.69 to page 8

Statement #
SCHEDULE D - Short Term Capital Gains & Losses
Period 1/01/2014 to 12/31/2014

Entity 357 Flora Bernice Smith Foundation
Federal Id #. 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Alexandria Real Estate Equities Inc.					
CUSIP # 015271109					
10 00000	6/24/2013	5/28/2014	749.65	652 09	97 56
Apple Inc.					
CUSIP # 037833100					
16 00000	7/09/2013	5/01/2014	9,365.57	6,698 79	2,666 78
Caterpillar Inc Del					
CUSIP # 149123101					
120.00000	5/06/2013	3/05/2014	11,628.29	9,990 77	1,637 52
150.00000	5/06/2013	4/14/2014	15,344.29	12,488.46	2,855 83
Equifax Inc.					
CUSIP # 294429105					
280.00000	2/10/2014	9/12/2014	21,887.60	19,158.66	2,728.94
FNMA 875% due 8/28/14					
CUSIP # 3135GOBY8					
70,000.00000	1/31/2014	8/28/2014	70,000.00	70,331 80	-331.80
Liberty Global PLC Class C					
CUSIP # G5480U120					
310.00000	3/20/2014	12/15/2014	14,610.84	12,858.02	1,752.82
Manning & Napier Dynamic Opportunities Series					
868 00000	1/29/2014	12/17/2014	8,541.12	8,541 12	0.00
Manning & Napier Life Sciences Series					
CUSIP # 563821792					
192 31300	2/06/2013	1/29/2014	2,378.91	2,453 91	-75 00
169 76300	2/06/2013	1/29/2014	2,099.97	2,166 18	-66 21
21 10800	9/18/2013	1/29/2014	261.11	315 14	-54 03
23.15000	9/18/2013	1/29/2014	286.37	345 63	-59 26
119 24200	12/19/2013	1/29/2014	1,475.02	1,495 29	-20 27
551 27600	12/19/2013	5/28/2014	6,825.18	6,913 00	-87 82
362 71800	12/19/2013	5/28/2014	4,490.70	4,548 49	-57.79
256.82500	1/21/2014	5/28/2014	3,179.67	3,176.92	2.75
Manning & Napier Small Cap Series					
CUSIP # 563821107					
339 81200	12/19/2013	1/29/2014	4,110 10	3,996.19	113 91

Statement # ·
 SCHEDULE D - Short Term Capital Gains & Losses
 Period 1/01/2014 to 12/31/2014

Entity 357 Flora Bernice Smith Foundation
 Federal Id # 51-0181016

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Manning & Napier Technology Series					
CUSIP # 563821214					
149.06000	12/19/2013	1/29/2014	1,889.99	2,064.48	-174.49
538.02600	1/22/2014	1/29/2014	6,821.85	6,822.17	-0.32
82.80600	1/22/2014	1/29/2014	1,049.91	1,049.98	-0.07
Mead Johnson Nutrition Co					
CUSIP # 582839106					
130.00000	2/07/2014	5/13/2014	11,307.60	9,772.50	1,535.10
Nestle SA CHF 1- 0					
CUSIP # 628530107					
260.00000	6/18/2013	5/29/2014	20,293.36	17,366.38	2,926.98
Nexstar Broadcasting Group Inc.					
CUSIP # 65336K103					
240.00000	3/18/2014	12/02/2014	12,282.10	8,749.80	3,532.30
Qualcomm Inc					
130.00000	7/25/2013	3/20/2014	10,027.60	8,071.42	1,956.18
Sabmiller PLC					
620.00000	2/04/2014	6/06/2014	33,749.76	28,335.14	5,414.62
Teleflex Inc.					
CUSIP # 879369106					
83.00000	8/16/2013	4/29/2014	8,427.94	6,419.06	2,008.88
37.00000	8/16/2013	4/29/2014	3,753.59	2,861.43	892.16
Tribune Publishing Company					
CUSIP # 896082104					
40.00000	10/16/2013	8/15/2014	795.57	613.13	182.44
Visa Inc.					
CUSIP # 92826C839					
30.00000	4/29/2014	12/08/2014	7,797.65	6,263.99	1,533.66
Total			295,431.31	264,519.94	30,911.37

From page 6A 349,816.69
\$380,808.06

Flora Bernice Smith Foundation

51-0181016

Schedule G

Principal Remaining on Hand

From 1/01/2014 Thru 12/31/2014

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2014
<u>Stocks</u>				
Alcoa Corp. Shares	1,890.000000	14,752.51	14,752.51	29,843.10
Amazon.Com Inc. Shares	70.000000	22,667.61	22,667.61	21,724.50
Ambev SA Sponsd ADR Shares	2,320.000000	15,803.61	15,803.61	14,430.40
AMC Networks Inc. Cl A Shares	660.000000	39,168.70	39,168.70	42,088.20
Anheuser-Busch Inbev Shares	260.000000	22,820.55	22,820.55	29,529.58
Apache Corp. Shares	130.000000	11,591.15	11,591.15	8,147.10
Apollo Group Inc. Cl A Shares	560.000000	17,881.36	17,881.36	19,101.60
Biomed Property Trust (REIT) Shares	180.000000	3,380.52	3,380.52	3,877.20
Cameron International Corp. Shares	590.000000	33,364.66	33,364.66	29,470.50
Catamaran Corp. Shares	720.000000	30,455.60	30,455.60	37,260.00
Cerner Corp. Shares	740.000000	27,073.58	32,801.39	47,848.40
Corp Office Properties Trust REIT Shares	140.000000	3,243.01	3,243.01	3,971.80
D R Horton Inc Shares	470.000000	9,619.45	9,619.45	11,886.30
Diageo PLC Sponsd ADR new Shares	1,100.000000	30,386.37	30,386.37	31,705.01
Ebay Inc. Shares	540.000000	27,326.19	27,326.19	30,304.80

Flora Bernice Smith Foundation

51-0181016

Schedule G

Principal Remaining on Hand

From 1/01/2014 Thru 12/31/2014

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2014
Electronic Arts Inc. Shares	850.000000	12,074.91	12,074.91	39,962.75
EMC Corp. Mass. Shares	1,500.000000	36,414.36	36,414.36	44,610.00
EOG Resources Inc. Shares	70.000000	3,689.67	3,689.67	6,444.90
Express Scripts Holding Co. Shares	410.000000	29,264.38	29,264.38	34,714.70
Gannett Co. Shares	1,090.000000	31,141.32	31,141.32	34,803.70
General Electric Co. Shares	1,970.000000	48,306.64	48,306.64	49,781.90
Google Inc. Cl A Shares	30.000000	7,743.93	7,836.61	15,919.80
Google Inc. Class C Shares	30.000000	7,764.22	7,857.14	15,792.00
Hess Corp. Shares	660.000000	30,466.53	30,466.53	48,721.20
HSBC Holdings PLC ord USD .50 Shares	2,970.000000	30,905.25	30,905.25	28,184.10
Johnson & Johnson Shares	190.000000	15,062.64	15,062.64	19,868.30
Joy Global Inc. Shares	520.000000	28,995.87	28,995.87	24,190.40
Juniper Networks Inc. Shares	2,440.000000	43,168.57	43,168.57	54,460.80
Lennar Corp Cl A Shares	250.000000	9,581.78	9,581.78	11,202.50
Liberty Global PLC Class A Shares	130.000000	5,461.18	5,461.18	6,526.65
LuLuLemon Athletica Inc. W/I Shares	530.000000	31,277.13	31,277.13	29,568.70

Flora Bernice Smith Foundation

Schedule G

Principal Remaining on Hand

From 1/01/2014 Thru 12/31/2014

51 - 0181016

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2014
Mastercard Inc. Cl A Shares	200.000000	14,715.24	14,715.24	17,232.00
Monsanto Co., new, Del Shares	530.000000	47,912.74	48,174.52	63,319.10
Mosaic Co. Shares	420.000000	20,158.91	20,158.91	19,173.00
Nestle SA CHF 1- 0 Shares	400.000000	26,717.52	26,717.52	29,366.48
Peabody Energy Corp. Shares	2,790.000000	44,072.55	44,072.55	21,594.60
Popular Inc. Shares	500.000000	16,922.73	16,922.73	17,025.00
Priceline Company, Inc. Shares	20.000000	24,696.88	24,696.88	22,804.20
Range Resources Corp. Shares	200.000000	13,856.69	13,856.69	10,690.00
Realogy Holdings Shares	440.000000	18,165.89	18,165.89	19,575.60
Sanofi ADR Shares	650.000000	33,599.40	33,599.40	29,646.50
Schlumberger Ltd. Shares	360.000000	23,813.26	29,431.80	30,747.60
Sinclair Broadcast Group Inc. Cl A Shares	800.000000	23,667.33	23,667.33	21,888.00
SLM Corp. Shares	2,190.000000	19,804.65	19,804.65	22,316.10
Starz Shares	830.000000	19,161.52	19,161.52	24,651.00
Time Warner Inc. Shares	510.000000	40,174.18	40,174.18	43,564.20
Toll Brothers Shares	270.000000	9,809.38	9,809.38	9,252.90

Flora Bernice Smith Foundation
Schedule G

51-0181016

Principal Remaining on Hand

From 1/01/2014 Thru 12/31/2014

Description		Tax Basis	Fiduciary Carry Value	Market Value 12/31/2014
Tribune Media Company Shares	250.000000	14,456.98	14,456.98	14,942.50
TripAdvisor Inc Shares	290.000000	25,008.14	25,008.14	21,651.40
Twenty-first Century Fox, Inc. Shares	1,170.000000	37,626.24	37,626.24	44,933.85
Unilever PLC Sponsd ADR, new Shares	513.000000	13,584.98	16,285.75	20,766.24
Verifone Systems Inc. Shares	570.000000	14,811.73	14,811.73	21,204.00
Viacom Inc. Cl B Shares	510.000000	30,632.48	30,632.48	38,377.50
Visa Inc. Shares	40.000000	8,351.98	8,351.98	10,488.00
Weatherford International PLC Shares	1,600.000000	26,062.32	29,905.15	18,320.00
Weyerhaeuser Co. Shares	660.000000	19,033.61	19,033.61	23,687.40
Yum! Brands, Inc. Shares	220.000000	14,580.85	14,580.85	16,027.00

Part II, Line 10b

Total Stocks

1,282,251.43

1,300,588.76

1,459,185.06

Bonds

American Express Cred Mtn 2.8% due 9/19/16 Par Value	25,000.000000	26,712.00	26,712.00	25,735.25
Amgen Inc. 2.3% due 6/15/16 Par Value	25,000.000000	26,063.25	26,063.25	25,394.75
Bank of America Mtn 3 75% due 7/12/16 Par Value	5,000.000000	5,272.35	5,272.35	5,178.80
Citigroup Inc 3 953% due 6/15/16 Par Value	5,000.000000	5,291.35	5,291.35	5,190.35

Flora Bernice Smith Foundation

51-0181016

Schedule G

Principal Remaining on Hand

From 1/01/2014 Thru 12/31/2014

Description	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2014
FHLMC .5% due 5/13/16 Par Value 75,000.000000	75,059.25	75,059.25	75,026.25
FHLMC 2.375% due 1/13/22 Par Value 36,000.000000	36,964.08	36,964.08	36,370.44
FHLMC GD Pool #C09044 3.5% due 6/1/43 Par Value 47,512.000000	43,686.43	43,686.43	43,741.43
FNMA Pool #995681 @ 6.0% due 5/01/38 Par Value 74,781.010000	15,900.43	16,196.49	10,316.20
FNMA Pool #A00800 @ 3.0% due 4/1/27 Par Value 32,741.189000	27,254.28	27,254.28	26,962.78
FNMA Pool #AB8464 2.5% due 2/1/43 Par Value 27,599.080000	24,263.83	24,263.83	24,697.25
FNMA Pool #AE0217 @ 4.5% due 8/1/40 Par Value 126,233.830000	54,333.93	54,333.93	50,988.99
FNMA Pool #AT8912 @ 3.0% due 7/1/43 Par Value 25,447.000000	23,329.79	23,329.79	23,641.66
GE Capital Mtn 1.5% due 7/12/16 Par Value 15,000.000000	15,022.80	15,022.80	15,155.10
Goldman Sachs 5.35% due 1/15/16 Par Value 35,000.000000	38,078.95	38,078.95	36,523.20
JP Morgan Chase Mtn 3.15% due 7/5/16 Par Value 25,000.000000	26,099.50	26,099.50	25,698.50
Morgan Stanley Mtn 1.75% due 2/25/16 Par Value 35,000.000000	34,923.35	34,923.35	35,189.70
US Treasury Note .375% due 5/31/16 Par Value 165,000.000000	165,025.78	165,025.78	164,897.70
US Treasury Note 2.375% due 7/31/17 Par Value 24,000.000000	26,025.00	26,025.00	24,871.92
Verizon Communications Inc. 2.55% due 6/17/19 Par Value 25,000.000000	24,970.00	24,970.00	25,198.25
Wells Fargo Co. 2.625% due 12/15/16 Par Value 15,000.000000	15,653.25	15,653.25	15,411.30

Flora Bernice Smith Foundation
Schedule G

51-0181016

Principal Remaining on Hand

From 1/01/2014 Thru 12/31/2014

Description	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2014
<hr/>			
Part II, Line 10c Total Bonds	709,929.60 ✓	710,225.66	696,189.82
<hr/>			
<u>Mutual Funds and Unit Trusts</u>			
Manning & Napier Core Bond Series FD #123 Shares/Units 20,661.396000	210,761.57	234,208.51	220,870.32
Manning & Napier Dynamic Opportunities Series Shares/Units 9,441.765000	92,090.71	92,090.71	93,284.64
Manning & Napier Emerging Markets Fund Shares/Units 3,393.690000	34,403.70	34,403.70	31,357.70
Manning & Napier Focused Opportunities Series Shares/Units 9,799.431000	94,850.78	94,850.78	98,288.29
Manning & Napier Global Fixed Income Series Shares/Units 8,788.584000	87,785.34	87,785.34	85,161.38
Manning & Napier Inflation Focus Equity Ser Shares/Units 3,128.090000	31,724.50	31,724.50	34,221.30
Manning & Napier International Series Shares/Units 12,535.867000	114,559.82	117,307.08	101,540.52
Manning & Napier Real Estate Fund Shares/Units 3,818.127000	46,294.11	48,556.05	59,028.23
Manning & Napier World Opportunities Shares/Units 6,508.082000	53,298.40	58,085.95	47,704.24
Part II Line 13 Total Mutual Funds and Unit Trusts	765,768.93 ✓	799,012.62	771,456.62
<hr/>			
<u>Cash, Money and Bank Accounts</u>			
M&T Bank #9858517825 Trust checking account	5,050.04	5,050.04	5,050.04
Wilmington US Treasury Money Market Fund	98,593.13	98,593.13	98,593.13
Total Cash, Money and Bank Accounts	103,643.17	103,643.17	103,643.17