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

OMB No 1545-0052

2014

Department of the Treasury  
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.  
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Open to Public Inspection

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

Name of foundation <b>SHIRLEY SMITH FOUNDATION</b>		A Employer identification number <b>57-1127971</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 4284</b>	Room/suite	B Telephone number (see instructions) <b>(864) 760-0008</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ANDERSON, SC 29622</b>		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	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 388,726</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	13,951	13,951		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,612			
b	Gross sales price for all assets on line 6a	145,276			
7	Capital gain net income (from Part IV, line 2)		6,612		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) <b>STM106</b>	2,239	2,239		
12	Total. Add lines 1 through 11	22,802	22,802		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) <b>STM108</b>	2,185	1,857		328
c	Other professional fees (attach schedule) <b>STM109</b>	4,429	4,429		
17	Interest				
18	Taxes (attach schedule) (see instructions) <b>STM110</b>	209			
19	Depreciation (attach schedule) and depletion	336	336		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>STM103</b>	1,726	1,726		
24	Total operating and administrative expenses. Add lines 13 through 23	8,885	8,348		328
25	Contributions, gifts, grants paid	17,850			17,850
26	Total expenses and disbursements. Add lines 24 and 25	26,735	8,348		18,178
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	(3,933)			
b	Net investment income (if negative, enter -0-)		14,454		
c	Adjusted net income (if negative, enter -0-)			0	

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	16,503	2,623	2,623
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . . . . .			
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment basis ▶ . . . . .			
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . STM118	365,830	375,772	385,674	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	382,333	378,395	388,297	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here . . . . . <input type="checkbox"/>			
	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 . . . . . <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds	382,333	378,395		
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	382,333	378,395		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	382,333	378,395		

**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	382,333
2 Enter amount from Part I, line 27a . . . . .	2	(3,933)
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	378,400
5 Decreases not included in line 2 (itemize) ▶ STM116 . . . . .	5	5
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	378,395

**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.)
<b>1a</b> See STM-134				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 145,276		138,664	6,612	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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))	
<b>a</b>			6,612	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	6,612	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		<b>3</b>	(2,563)	

**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.

(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	17,715	352,400	0.05027
2012	16,916	334,324	0.050598
2011	19,716	323,035	0.061034
2010	23,257	302,733	0.076823
2009	315	290,477	0.001084
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.239809
<b>3</b> 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 . . . . .			<b>3</b> 0.047962
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .			<b>4</b> 374,573
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 17,965
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 145
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 18,110
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .			<b>8</b> 18,178

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	145
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 . . . . .		
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	145
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	145
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	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	145
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <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
b 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
c Did the foundation file <b>Form 1120-POL</b> 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 <b>Form 990-T</b> 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"/> <b>SC</b>		
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

**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 <b>N/A</b>				
14	The books are in care of <b>TRUSTEES</b> Telephone no <b>864-760-0008</b>			
Located at <b>1912 NORTH MAIN ST, ANDERSON, SC</b> ZIP+4 <b>29621</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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)?	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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.)	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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) . . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . **5b** ☐

Organizations relying on a current notice regarding disaster assistance check here . . . . . ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** ☐ X

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . . ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . **7b** ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES D YARBROUGH	TRUSTEE			
1912 NORTH MAIN STREET, SC 29621	0.00	0	0	0
SHANNON G PRUSKI	TRUSTEE			
1904 GLADEWOOD, MIDLAND, TX 79707	0.00	0	0	0
DANIEL C GRAINGER	TRUSTEE			
PO BOX 4284, ANDERSON, SC 29622	0.00	0	0	0

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

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

Total number of other employees paid over \$50,000 . . . . . **0**

**Part-VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	367,011
b	Average of monthly cash balances	1b	13,266
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	380,277
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	380,277
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,704
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	374,573
6	Minimum investment return. Enter 5% of line 5	6	18,729

**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	18,729
2a	Tax on investment income for 2014 from Part VI, line 5	2a	145
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	145
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,584
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,584
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,584

**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	18,178
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	18,178
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	145
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,033

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				<b>18,584</b>
<b>2</b> Undistributed income, if any, as of the end of 2014:				
<b>a</b> Enter amount for 2013 only . . . . .			<b>49</b>	
<b>b</b> Total for prior years . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .				
<b>b</b> From 2010 . . . . .				
<b>c</b> From 2011 . . . . .				
<b>d</b> From 2012 . . . . .				
<b>e</b> From 2013 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <b>18,178</b>				
<b>a</b> Applied to 2013, but not more than line 2a . . . .			<b>49</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2014 distributable amount . . . . .				<b>18,129</b>
<b>e</b> Remaining amount distributed out of corpus . . . .				
<b>5</b> Excess distributions carryover applied to 2014 . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5 . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				<b>455</b>
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . .				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . . . .				
<b>b</b> Excess from 2011 . . . . .				
<b>c</b> Excess from 2012 . . . . .				
<b>d</b> Excess from 2013 . . . . .				
<b>e</b> Excess from 2014 . . . . .				

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

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

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE,

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

NONE,

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

990APP

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
CONCORD BAPTIST CHURCH 1012 CONCORD ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	1,500
AMERICAN BRITTANY RESCUE 731 RIDGEHAVEN DRIVE LA HABRA, CA 90631	NONE	PC	STATEMENT 127	500
HOSPICE OF THE UPSTATE 1835 ROGERS ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	1,500
ST. JUDE CHILDRENS RESEARCH 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PC	STATEMENT 127	1,500
THE V FOUNDATION FOR CANCER RESEARC 106 TOWERVIEW COURT CARY, NC 27513	NONE	PC	STATEMENT 127	3,200
CONCORD BAPTIST CHURCH 1012 CONCORD ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	500
KENTUCKY SOCIETY DAR 6960 W JEFF DAVID HWY ELKTON, KY 42220	NONE	PC	STATEMENT 127	800
YOUNG LIFE 4103 N NAVARRO STREET VICTORIA, TX 77901	NONE	PC	STATEMENT 127	500
<b>Total</b> . . . . .			<b>3a</b>	
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

**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
<b>a</b> Paid during the year				
GOLDEN CRESCENT CASA PO BOX 1627 VICTORIA, TX 77902	NONE	PC	STATEMENT 127	500
CONCORD BAPTIST CHURCH 1012 CONCORD ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	100
HOSPICE OF THE UPSTATE 1835 ROGERS ROAD ANDERSON, SC 29621	NONE	PC	STATEMENT 127	500
PARKWAY BAPTIST CHURCH 4802 JOHN STOCKBAUER VICTORIA, TX 77904	NONE	PC	STATEMENT 127	150
GRACE RANCH 19655 US HWY 77N VICTORIA, TX 77904	NONE	PC	STATEMENT 127	3,000
VICTORIA BACH FESTIVAL 202 N. MAIN STREET VICTORIA, TX 77901	NONE	PC	STATEMENT 127	500
JUNIOR LEAGUE OF VICTORIA 202 N. MAIN STREET VICTORIA, TX 77901	NONE	PC	STATEMENT 127	500
TEXAS ZOO 110 MEMORIAL DRIVE VICTORIA, TX 77901	NONE	PC	STATEMENT 127	150
<b>Total</b> .....			<b>3a</b>	
<b>b</b> Approved for future payment				
<b>Total</b> .....			<b>3b</b>	

**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
<b>a</b> Paid during the year				
LIFEPOINT FELLOWSHIP CHURCH 8150 NURSERY DRIVE VICTORIA, TX 77904	NONE	PC	STATEMENT 127	500
DOROTHY OCONNOR PER ADOPTION CENTER 135 PROGRESS DRIVEQ VICTORIA, TX 77904	NONE	PC	STATEMENT 127	500
NAVE MUSEUM 306 W. COMMERCIAL STREET VICTORIA, TX 77901	NONE	PC	STATEMENT 127	200
VICTORIA WEST HIGH SCHOOL PTO 307 WEST TROPICAL DRIVE VICTORIA, TX 77904	NONE	PC	STATEMENT 127	250
DEVEREUX PO BOX 2666 VICTORIA, TX 77901	NONE	PC	STATEMENT 127	1,000
<b>Total</b> . . . . .			<b>3a</b>	<b>17,850</b>
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .			<b>3b</b>	

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

[illegible]

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

- |   |       |     |    |
|---|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p>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</p> |       | 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
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see inst )? ☒ Yes ☐

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☒ if self-employed

PTIN	
------	--

KATHRYN GREENE HEENEY

Kathryn Greco  
AND ASSOCIATES

3/3/15

self-employed	P00296086
---------------	-----------

Firm's name **▶ GREENE HEENEY AND ASSOCIATES**

Firm's EIN ▶ 20-1828290

Firm's address ► PO BOX 38

Phone no

ANDERSON SC 29622

864-964-8491

**Federal Supporting Statements****2014 PG 01**

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

Your Social Security Number

57-1127971

**FORM 990PF, PART XV, LINE 2  
APPLICATION SUBMISSION INFORMATION****GRANT PROGRAM****APPLICANT NAME**

JAMES D YARBROUGH

**ADDRESS**PO BOX 4285  
ANDERSON, SC 29622**TELEPHONE**

864-760-0008

**EMAIL ADDRESS****FORM & CONTENT**

A WRITTEN APPLICATION WITH A DESCRIPTION OF PROGRAMS FOR WHICH THE CONTRIBUTION IS REQUESTED; THE NAME OF THE ORGANIZATION; AND THE TAX STATUS OF THE ORGANIZATION.

**SUBMISSION DEADLINE**

NONE

**RESTRICTIONS ON AWARD**

NO INDIVIDUAL GRANTS OR LOANS. THERE ARE NO GEOGRAPHIC RESTRICTIONS, BUT PREFERENCE GOES TO TEXAS, SC AND LOCAL ORGANIZATIONS.

# Federal Supporting Statements

2014 PG 01

Name(s) as shown on return

FEIN

SHIRLEY SMITH FOUNDATION

57-1127971

## FORM 990PF, PART III, LINE 5 OTHER DECREASES SCHEDULE

STATEMENT #116

PENALTIES	5
TOTAL	5

## FORM 990PF, PART II, LINE 13 INVESTMENTS: OTHER SCHEDULE

PG 01  
STATEMENT #118

CATEGORY	BOOK VALUE (BOY)	BOOK VALUE (EOY)	FMV (EOY)
ABBOTT LABORATORIES	9,058	9,058	13,326
ALTRIA GROUP INC	9,509	9,509	14,781
BRITISH AMERICAN		10,824	10,566
AT&T INC	11,230		
ACE LTD	9,998	9,998	12,637
AIR PRODUCTS	10,506	10,506	15,000
BRISTOL MYERS SQUIBB CO	7,262	7,262	12,928
CHEVRON	9,322		
CISCO	11,427	11,427	14,575
DIAGEO PLC NEW SPONS ADR	10,526		
DUKE ENERGY CORP NEW	10,256	10,256	13,366
TOTAL	99,094	78,840	107,179

## Federal Supporting Statements

2014 PG 02

Name(s) as shown on return

FEIN

SHIRLEY SMITH FOUNDATION

57-1127971

FORM 990PF, PART II, LINE 13  
INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
DOW	9,286		
GENERAL ELECTRIC CO	9,042	9,042	10,689
FORD	10,364		
INTEL CORP	8,487	11,290	12,484
FIFTH THIRD	10,098	10,098	11,308
JOHNSON & JOHNSON	8,412	8,412	12,444
JP MORGAN	10,536	10,536	12,328
MERCK & CO INC NEW COM		11,236	11,244
KLA TENCOR	11,281	11,281	12,306
REPSOL	9,437		
TOTAL	<u>86,943</u>	<u>71,895</u>	<u>82,803</u>

PG 03

FORM 990PF, PART II, LINE 13  
INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
OCCIDENTAL	10,773		
PEARSON PLC SPONS ADR	7,014		
PEPSICO INC	9,137	9,137	12,671
PFIZER INC	7,040	7,040	11,121
PHILLIP MORRIS INTL INC	8,029		
PROCTER & GAMBLE CO	9,130	9,130	12,115
SIEMENS	8,762		
INTERNATIONAL PAPER CO		8,367	12,913
INVESCO		10,590	12,291
MACYS		9,536	10,257
MET LIFE		9,824	9,682
TOTAL	<u>59,885</u>	<u>63,624</u>	<u>81,050</u>

# Federal Supporting Statements

2014 PG 04

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

FEIN

57-1127971

## FORM 990PF, PART II, LINE 13 INVESTMENTS: OTHER SCHEDULE

STATEMENT #118

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
UPS	9,465	9,465	12,118
UNION PACIFIC		10,713	13,819
STANLEY		10,985	12,490
TRAVELERS COS INC/THE	6,995	6,995	13,231
NOVARTIS		11,178	11,953
XCEL ENERGY INC	11,098		
OIL WELL NEW MEXICO	92,350	92,014	25,280
MICROSOFT		10,704	13,842
NORDSTROM		9,359	11,909
TOTAL	<u>119,908</u>	<u>161,413</u>	<u>114,642</u>

PG 01

## FORM 990PF, GENERAL EXPLANATION ATTACHMENT (1)

Statement #127

PART VII-A QUESTION 8B

STATEMENT 127

THE OFFICE OF THE ATTORNEY GENERAL OF SC NO LONGER REQUIRES REPORTING FROM PRIVATE FOUNDATIONS.

PART XV SUPPLEMENTARY INFORMATION

PURPOSE OF GRANT OR CONTRIBUTION IS TO FURTHER THEIR GENERAL CHARITABLE PROGRAMS

# Federal Supporting Statements

2014 PG 01

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

Your Social Security Number

57-1127971

## FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
FOREIGN TAX	345	345	0	0
PRODUCTION EXPENSE	1,073	1,073	0	0
STATE TAX W/H	110	110	0	0
PRODUCTION TAX	198	198	0	0
TOTALS	1,726	1,726	0	0

PG 01

STATEMENT #106

## FORM 990PF, PART I, LINE 11 - OTHER INCOME SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
GAS OIL INCOME	2,239	2,239	0
TOTALS	2,239	2,239	0

# Federal Supporting Statements

2014 PG 01

Your Social Security Number

57-1127971

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

STATEMENT #108

## FORM 990PF, PART I, LINE 16 (B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
PROFESSIONAL FEES	2,185	1,857	0	328
TOTALS	2,185	1,857	0	328

PG 01

STATEMENT #109

## FORM 990PF, PART I, LINE 16 (C) - OTHER PROFESSIONAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
INVESTMENT SERVICES	4,429	4,429	0	0
TOTALS	4,429	4,429	0	0

# Federal Supporting Statements

2014 PG 01

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

Your Social Security Number

57-1127971

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TAXES	209	0	0	0
TOTALS	209	0	0	0

# Federal Supporting Statements

2014 PG 01

Name(s) as shown on return

SHIRLEY SMITH FOUNDATION

Your Social Security Number

57-1127971

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR		GAIN OR LOSS	EXCESS OR LOSSES
						OTHER BASIS			
AFLAC INC	P	01-22-2014	11-13-2014	9,873		10,773		(900)	(900)
AT&T INC	P	12-04-2013	01-22-2014	867		891		(24)	(24)
DIAGEO PLC NEW GB SPON ADR	P	12-04-2013	11-16-2014	219		250		(31)	(31)
DOMINION RESOURCES INC VA	P	03-05-2014	08-13-2014	11,812		12,028		(216)	(216)
FORD MOTOR CO COM NEW	P	06-19-2013	02-04-2014	9,927		10,364		(437)	(437)
GENERAL MOTORS CO	P	02-04-2014	04-28-2014	9,374		9,904		(530)	(530)
OCCIDENTAL PETROLEUM CRP	P	09-18-2013	01-27-2014	10,318		10,773		(455)	(455)
PEARSON PLC SPON ADR	P	12-04-2013	03-03-2014	34		42		(8)	(8)
PHIL MORRIS INTL INC	P	12-04-2013	01-10-2014	825		851		(26)	(26)
XCEL ENERGY INC	P	12-04-2013	03-05-2014	813		749		64	64
AT&T INC	P	12-05-2012	01-22-2014	9,935		10,339		(404)	(404)
CHEVRON CORP	P	05-22-2008	02-06-2014	10,016		9,322		694	694
DIAGEO PLC NEW GB SPON	P	12-13-2012	10-16-2014	9,539		10,276		(737)	(737)
DOW CHEMICAL	P	02-11-2013	10-15-2014	12,224		9,286		2,938	2,938
PEARSON PLC SPON ADR	P	05-22-2008	03-03-2014	8,774		6,971		1,803	1,803
PHILIP MORIS INTL INC	P	10-13-2008	01-10-2014	5,777		2,875		2,902	2,902
PHILIP MORRIS INTL INC	P	12-05-2012	01-10-2014	4,127		4,302		(175)	(175)
REPSOL SA SPON ADR	P	02-11-2013	10-14-2014	9,816		9,437		379	379
SIEMENS A G SPON ADR	P	02-06-2013	12-13-2014	9,586		8,762		824	824
VERITIV CORP COM	P	12-05-2012	07-02-2014	22		16		6	6
VERITIV CORP COM	P	12-05-2012	07-08-2014	141		104		37	37
SCEL ENERGY INC	P	12-05-2012	03-05-2014	11,257		10,349		908	908
TOTAL				145,276		138,664		6,612	6,612