



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



INTERNAL REVENUE SERVICE

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.

2014

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

Open to Public Inspection

For calendar year **2014** or tax year beginning **07/01, 2014**, and ending **06/30, 2015**

Name of foundation CLARA B & W AUBREY SMITH CHARITABLE FOUNDATION		A Employer identification number 75-6314114
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see instructions) 800-357-7094
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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) \$ 16,924,554.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

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	406,126.	401,720.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,446,760.			
b Gross sales price for all assets on line 6a	6,469,093.			
7 Capital gain net income (from Part IV, line 2)		1,446,760.		
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)	21,487.	21,665.		STMT 2
12 Total. Add lines 1 through 11	1,874,373.	1,870,145.		
13 Compensation of officers, directors, trustees, etc.	148,353.	89,012.		59,341.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	3,000.	NONE	NONE	3,000.
c Other professional fees (attach schedule) STMT 4	93,885.	3,478.		90,407.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	32,690.	7,690.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	2,403.	6,188.		190.
24 Total operating and administrative expenses. Add lines 13 through 23	280,331.	106,368.	NONE	152,938.
25 Contributions, gifts, grants paid	577,000.			577,000.
26 Total expenses and disbursements. Add lines 24 and 25	857,331.	106,368.	NONE	729,938.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,017,042.			
b Net investment income (if negative, enter -0-)		1,763,777.		
c Adjusted net income (if negative, enter -0-)				

NOV 06 2015

NOV 03 2015

RECEIVED
NOV 10 2015
CORP. UT

90.32 7 S

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		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	220,349.	338,805.	338,805.	
	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 ▶	NONE			
	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) . STMT 7	15,033,889.	15,980,514.	16,473,927.	
	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)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ 903008893 OIL GAS OR OTHER MIN)	1.	1.	111,822.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	15,254,239.	16,319,320.	16,924,554.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	15,254,239.	16,319,320.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	15,254,239.	16,319,320.			
31	Total liabilities and net assets/fund balances (see instructions)	15,254,239.	16,319,320.			

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	15,254,239.
2	Enter amount from Part I, line 27a	2	1,017,042.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	75,045.
4	Add lines 1, 2, and 3	4	16,346,326.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	27,006.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,319,320.

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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 3,285,665.		2,448,798.	836,867.		
b 3,183,428.		2,573,535.	609,893.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			836,867.		
b			609,893.		
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	1,446,760.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see 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	826,348.	16,397,081.	0.050396
2012	975,259.	15,833,121.	0.061596
2011	746,151.	15,971,808.	0.046717
2010	845,938.	15,971,808.	0.052964
2009	811,226.	15,300,845.	0.053018

2 Total of line 1, column (d)	2	0.264691
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052938
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,974,944.
5 Multiply line 4 by line 3	5	898,620.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,638.
7 Add lines 5 and 6	7	916,258.
8 Enter qualifying distributions from Part XII, line 4 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	8	729,938.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Total credits and payments'. Values include 35,276, 30,154, and 5,122.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns with 'X' marks.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE 13 X
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (214) 209-1965 Located at 901 MAIN ST, 19TH FL, DALLAS, TX ZIP+4 75202-3714
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 X 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

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
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 X Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c 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? Yes No X If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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? Yes No **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? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		148,353.		

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	

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 NONE	

2	

All other program-related investments See instructions	
3 NONE	

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	16,948,643.
b	Average of monthly cash balances	1b	284,803.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	17,233,446.
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	NONE
3	Subtract line 2 from line 1d	3	17,233,446.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,974,944.
6	Minimum investment return Enter 5% of line 5	6	848,747.

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	848,747.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	35,276.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	35,276.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	813,471.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	813,471.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	813,471.

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	729,938.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	729,938.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	729,938.

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				813,471.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	70,524.			
b From 2010	54,556.			
c From 2011	10,050.			
d From 2012	189,049.			
e From 2013	6,022.			
f Total of lines 3a through e	330,201.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>729,938.</u>				
a Applied to 2013, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				729,938.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))	83,533.			83,533.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	246,668.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				NONE
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	246,668.			
10 Analysis of line 9				
a Excess from 2010	41,547.			
b Excess from 2011	10,050.			
c Excess from 2012	189,049.			
d Excess from 2013	6,022.			
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3c (Alternative tests).

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. SEE STATEMENT 15

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a Paid during the year</p> <p>SEE ATTACHED LIST</p>				577,000.
Total ▶ 3a				577,000.
<p>b Approved for future payment</p>				
Total ▶ 3b				

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	36.	36.
FOREIGN DIVIDENDS	36,656.	36,656.
NONDIVIDEND DISTRIBUTIONS	6,080.	
DOMESTIC DIVIDENDS	128,900.	128,900.
OTHER INTEREST	93,437.	93,437.
FOREIGN INTEREST	5,196.	5,196.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	15,881.	15,881.
NON-TAXABLE FOREIGN INCOME	-1,674.	
NONDISTRIBUTIVE DIVIDENDS	3,980.	3,980.
NONDISTRIBUTIVE FOREIGN DIVIDENDS	9,024.	9,024.
NONQUALIFIED FOREIGN DIVIDENDS	24,239.	24,239.
NONQUALIFIED DOMESTIC DIVIDENDS	84,371.	84,371.
TOTAL	406,126.	401,720.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS ROYALTY INCOME	21,487.	21,487.
PARTNERSHIP INCOME		178.
TOTALS	21,487. =====	21,665. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	3,000.			3,000.
TOTALS	3,000.	NONE	NONE	3,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OIL & GAS MGMT FEES - BOA	3,478.	3,478.	
GRANTMAKING FEES - BOA	85,586.		85,586.
OTHER PROFESSIONAL FEES - CHAR	4,821.		4,821.
TOTALS	93,885.	3,478.	90,407.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	7,558.	7,558.
EXCISE TAX ESTIMATES	25,000.	
FOREIGN TAXES ON NONQUALIFIED	132.	132.
TOTALS	32,690.	7,690.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ROYALTY EXPENSES:			
PRODUCTION EXPENSE	1,235.	1,235.	
LEASE OPERATING EXPENSE	113.	113.	
AD VALOREM FEES	865.	865.	
ASSOCIATION MEMBERSHIP DUES	190.		190.
PARTNERSHIP EXPENSE		3,975.	
TOTALS	2,403.	6,188.	190.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287614 ISHARES RUSSELL 1000	1,453,570.		
922908553 VANGUARD REIT ETF	731,961.	540,935.	645,471.
693390841 PIMCO HIGH YIELD FD	882,900.	895,832.	866,533.
880208400 TEMPLETON GLOBAL BD	181,000.	531,000.	490,721.
202671913 AGGREGATE BOND CTF	5,396,642.	6,141,875.	6,016,351.
207543877 SMALL CAP GROWTH LEA	452,383.	245,807.	355,081.
29099J109 EMERGING MARKETS STO	990,151.	25,850.	27,531.
302993993 MID CAP VALUE CTF	715,627.	312,118.	335,072.
303995997 SMALL CAP VALUE CTF	486,284.	292,975.	355,402.
323991307 MID CAP GROWTH CTF	701,105.	305,285.	343,554.
45399C107 DIVIDEND INCOME COMM	1,553,005.	2,366,466.	2,555,296.
99Z466197 INTERNATIONAL FOCUSE	1,023,549.	1,604,461.	1,857,372.
73935S105 POWERSHARES DB COMMO	465,712.	74,053.	48,348.
464287200 ISHARES CORE S&P 500		2,643,857.	2,577,195.
TOTALS	15,033,889.	15,980,514.	16,473,927.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CTF TIMING ADJUSTMENT	15,002.
PARTNERSHIP BASIS ADJUSTMENT	60,043.
TOTAL	75,045.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	6.
ROC ADJUSTMENT	9,312.
COST BASIS ADJUSTMENT - SALES	17,688.
TOTAL	27,006.

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	32,192.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		32,192.00
		=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	360,204.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-60,043.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		300,161.00
		=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:
 BANK OF AMERICA, N.A.
 ADDRESS:
 P.O. BOX 830241
 DALLAS, TX 75283-0241
 TITLE:
 TRUSTEE
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 COMPENSATION 136,353.

OFFICER NAME:
 WAYNE E. DELANEY
 ADDRESS:
 1201 S LANG AVE
 DENISON, TX 75020-5338
 TITLE:
 ADVISOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 COMPENSATION 3,000.

OFFICER NAME:
 JACK B. LILLEY
 ADDRESS:
 P.O. BOX 254
 DENISON, TX 75021-0254
 TITLE:
 ADVISOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 COMPENSATION 3,000.

OFFICER NAME:
 JERRY CULPEPPER
 ADDRESS:
 P.O. BOX 653
 SHERMAN, TX 75091-0653
 TITLE:
 ADVISOR
 AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
 COMPENSATION 3,000.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

RONNIE COLE

ADDRESS:

306 W MAIN ST
DENISON, TX 75020-3125

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 3,000.

TOTAL COMPENSATION: 148,353.
=====

RECIPIENT NAME:
KELLY DONOHUE - BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
RECIPIENT'S PHONE NUMBER: 214-209-2396
E-MAIL ADDRESS: N/A
FORM, INFORMATION AND MATERIALS:
LETTER FORMAT
SUBMISSION DEADLINES:
NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:
RELIGIOUS, CHARITABLE, EDUCATIONAL, SCIENTIFIC & LITERARY PURPOSES IN
GRAYSON COUNTY, TEXAS AND SURROUNDING AREAS FOCUSING ON INCREASING
KNOWLEDGE OF PHYSICIANS/SURGEONS IN GRAYSON COUNTY THROUGH LECTURES &
RESTRICTIONS OR LIMITATIONS ON AWARDS:
EDUCATION. FUNDS ARE TO BE USED FOR MEDICAL RESEARCH, SCHOLARSHIPS TO
MEDICAL SCHOOLS, TRAINING OF NURSES OR PARAMEDICS, AND ACQUISITION OR
IMPROVEMENT TO HOSPITALS. FOR ANY INDIVIDUAL SCHOLARSHIP AWARDS,
RESTRICTIONS OR LIMITATIONS ON AWARDS:
PREFERENCE WILL BE GIVEN TO STUDENTS THAT COMMIT TO WORKING AT LEAST
TWO YEARS FOR TEXOMA MEDICAL CENTER IN DENISON, TEXAS UPON COMPLETION
OF THEIR ACADEMIC TRAINING.

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

Clara Blackford and W. Aubrey Smith Charitable Foundation

Grant Recipients for Fiscal Year Ending June 2015

Payee Organization	Amount	Request Project Title
Big Brothers Big Sisters Grayson County 808 East Pecan Grove Road Sherman, TX 75090	\$15,000	Big Brothers Big Sisters Grayson Region Recruitment & Programs
City of Denison 500 W. Chestnut Denison, TX 75020	\$60,000	Major renovation and improvements project for the Denison Public Library Building
City of Denison 500 W. Chestnut Denison, TX 75020	\$7,000	Read to Win Program at the Denison Public Library
Denison Community Foundation 313 W Woodard Street Denison, TX 75020-3136	\$75,000	Smith Committee Discretionary Funds
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	-\$12,000	Grayson County College Scholarships - 2011 Graduates
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$35,000	Provide funding for disadvantaged fifth grade students to attend Goddard Youth Science and Environmental Camp
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$200,000	Proposed: The Smith Auditorium (at the new Denison High School campus-projected completion date, August 2014).
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Smith Foundation - 2013 STEM Scholarships
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	Math/Science Scholarships for two 2014 DHS Graduates seeking degrees in Math, Science or Engineering
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$40,000	Benefiting the emergency needs of low-income/disadvantaged Denison ISD students and families in crisis for the 2014-2015 year.
Denison Independent School District 1201 S. Rusk Avenue Denison, TX 75020	\$4,000	2012 STEM Scholarships
Denison ISD Education Foundation, Inc. 1201 S. Rusk Avenue Denison, TX 75020	\$2,500	2015 Scholars Among Us

Payee Organization	Amount	Request Project Title
Denison ISD Education Foundation, Inc. 1201 S. Rusk Avenue Denison, TX 75020	\$10,000	Provide classroom grants for Denison ISD grades K-12
Denison Main Street Inc. 500 West Chestnut Denison, TX 75021	\$5,000	Music on Main
Friends of Hagerman National Wildlife Refuge Foundation Inc. 6465 Refuge Road Sherman, TX 75092	\$2,500	Butterfly Garden Development
Grayson County College Foundation, Inc. 6101 Grayson Drive Denison, TX 75020-8238	\$20,000	Grayson College Center of Excellence for veterans student success
Grayson County College Foundation, Inc. 6101 Grayson Drive Denison, TX 75020-8238	\$15,000	Grayson College Smith Foundation Career & Education Scholarship Awards for ten 2014 Denison High School Graduates
Grayson County College Foundation, Inc. 6101 Grayson Drive Denison, TX 75020-8238	\$30,000	The Clara Blackford and W. Aubrey Smith Foundation/Grayson College Career & Education Scholarship Fund
Grayson County Shelter 331 W Morton St Denison, TX 75020	\$20,000	General Operations of the Organization
MasterKey Ministries of Grayson County, Inc. 209 South FM 1417 Sherman, TX 75092	\$5,000	Filling in Reading Gaps
New Beginning Fellowship Church 1201 W Shepherd St Denison, TX 75020	\$25,000	New Beginning Fellowship Care Ministry
Rehabilitation Center Therapeutic Solutions for Children and Adults 1216 Hillcrest Sherman, TX 75092	\$10,000	Sponsored Care Program
Grand Totals	\$577,000	