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Form 990-PF

Department of the Treasury
Internal Revenue Service

CHANGE OF ACCOUNTING PERIOD

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning NOV 1, 2015, and ending DEC 31, 2015

Name of foundation THE KELVIN & ELEANOR SMITH FOUNDATION		A Employer identification number 34-6555349
Number and street (or P O box number if mail is not delivered to street address) 30195 CHAGRIN BLVD.	Room/suite 275	B Telephone number 216-591-9111
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44124		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 146,099,958.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		756,717.	756,717.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,246,564.			
b Gross sales price for all assets on line 6a		8,224,297.			
7 Capital gain net income (from Part IV, line 2)			3,246,564.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		79,482.	<19,709.>		STATEMENT 2
12 Total. Add lines 1 through 11		4,082,763.	3,983,572.		
13 Compensation of officers, directors, trustees, etc		49,375.	0.		49,375.
14 Other employee salaries and wages		30,208.	0.		30,208.
15 Pension plans, employee benefits		1,675.	0.		1,675.
16a Legal fees		4,262.	0.		4,262.
b Accounting fees					
c Other professional fees		205,102.	200,102.		5,000.
17 Interest					
18 Taxes		33,707.	30,763.		2,944.
19 Depreciation and depletion					
20 Occupancy		683.	0.		683.
21 Travel, conferences, and meetings		369.	0.		369.
22 Printing and publications					
23 Other expenses		272,943.	262,743.		10,200.
24 Total operating and administrative expenses. Add lines 13 through 23		598,324.	493,608.		104,716.
25 Contributions, gifts, grants paid		1,248,000.			1,248,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,846,324.	493,608.		1,352,716.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,236,439.			
b Net investment income (if negative, enter -0-)			3,489,964.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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				
	2 Savings and temporary cash investments		3,004,800.	4,066,882.	4,066,882.
	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				
	b Investments - corporate stock STMT 8		87,674,203.	86,978,729.	97,084,218.
	c Investments - corporate bonds STMT 9		12,336,741.	12,418,041.	12,315,844.
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 10		29,150,111.	29,017,067.	32,633,014.
	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)		132,165,855.	132,480,719.	146,099,958.
	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.	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		132,165,855.	132,480,719.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		132,165,855.	132,480,719.	
	31 Total liabilities and net assets/fund balances		132,165,855.	132,480,719.	

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	132,165,855.
2 Enter amount from Part I, line 27a	2	2,236,439.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	134,402,294.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,921,575.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	132,480,719.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(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			
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			
b			
c			
d			
e	8,224,297.	4,977,733.	3,246,564.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			3,246,564.

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	3,246,564.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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))
2014	8,046,528.	152,629,889.	.052719
2013	8,242,732.	155,452,901.	.053024
2012	7,830,723.	145,762,351.	.053723
2011	7,172,796.	136,410,448.	.052582
2010	7,464,074.	141,769,767.	.052649

2 Total of line 1, column (d)	2	.264697
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	.052939
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	145,760,813.
5 Multiply line 4 by line 3	5	7,716,432.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,900.
7 Add lines 5 and 6	7	7,751,332.
8 Enter qualifying distributions from Part XII, line 4	8	1,352,716.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	69,799.
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	69,799.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	69,799.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	125,416.	
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	125,416.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	55,617.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 55,617. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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) ☐ OH		
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of PAMELA EICHENAUER Telephone no. 216-591-9111		
Located at 30195 CHAGRIN BLVD., CLEVELAND, OH ZIP+4 44124		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
	15	N/A
16 At any time during calendar year 2015, 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?	Yes	No
	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
	1b	X
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 2015?		
	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No	
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.)	N/A	
	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2015 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 2015)		
	3b	X
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 2015?		
	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

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?

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		49,375.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CM WEALTH ADVISORS - 30195 CHAGRIN BLVD. SUITE 250, CLEVELAND, OH 44124	INVESTMENT COUNSEL	97,909.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	143,957,138.
b	Average of monthly cash balances	1b	4,023,383.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	147,980,521.
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	147,980,521.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,219,708.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	145,760,813.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	1,217,977.

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	1,217,977.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	69,799.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	18,262.
c	Add lines 2a and 2b	2c	88,061.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,129,916.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,129,916.
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	1,129,916.

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	1,352,716.
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	1,352,716.
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	1,352,716.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,129,916.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	615,012.			
b From 2011	498,860.			
c From 2012	746,189.			
d From 2013	761,609.			
e From 2014	626,244.			
f Total of lines 3a through e	3,247,914.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,352,716.				
a Applied to 2014, 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 2015 distributable amount				1,129,916.
e Remaining amount distributed out of corpus	222,800.			
5 Excess distributions carryover applied to 2015 (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:	3,470,714.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	615,012.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,855,702.			
10 Analysis of line 9:				
a Excess from 2011	498,860.			
b Excess from 2012	746,189.			
c Excess from 2013	761,609.			
d Excess from 2014	626,244.			
e Excess from 2015	222,800.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

10
2015.04030 THE KELVIN & ELEANOR SMIT 12862.02

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED	N/A	PC	SEE ATTACHED	1,248,000.
Total			▶ 3a	1,248,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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

11/12/16
Date

PRESIDENT
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

CHRISTOPHER B.
ANDERSON

Preparer's signature

Cheng

Date _____

11/11/16

Check ☐ if
self-employed

PTIN

P00226559

Firm's name ► **MALONEY + NOVOTNY LLC**

Firm's EIN ▶ 34-0677006

Firm's address ► 1111 SUPERIOR AVE, SUITE 700
CLEVELAND, OH 44114-2540

Phone no. (216) 363-0100

Form **990-PF** (2015)

THE KELVIN & ELEANOR SMITH FOUNDATION

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	BNY ACCT.80010002	P	VARIOUS	12/31/15
b	BNY ACCT.80080002	P	VARIOUS	12/31/15
c	BNY ACCT.80080002	P	VARIOUS	12/31/15
d	BNY ACCT.80040002	P	VARIOUS	12/31/15
e	BNY ACCT.80030002	P	VARIOUS	12/31/15
f	BNY ACCT.80030002	P	VARIOUS	12/31/15
g	BNY ACCT.80090002	P	VARIOUS	12/31/15
h	BNY ACCT.80090002	P	VARIOUS	12/31/15
i	BNY ACCT.80050002	P	VARIOUS	12/31/15
j	BNY ACCT.80050002	P	VARIOUS	12/31/15
k	BNY ACCT.80100002	P	VARIOUS	12/31/15
l	BNY ACCT.80100002	P	VARIOUS	12/31/15
m	BNY ACCT.80110002	P	VARIOUS	12/31/15
n	BNY ACCT.80110002	P	VARIOUS	12/31/15
o	BNY ACCT.80120002	P	VARIOUS	12/31/15

(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	586,133.	491,211.	94,922.
b	24,384.	24,384.	0.
c	463,834.	215,341.	248,493.
d	682,961.	427,686.	255,275.
e	469,617.	433,173.	36,444.
f	1,838,340.	1,006,958.	831,382.
g	190,771.	180,421.	10,350.
h	289,527.	214,588.	74,939.
i	78,410.	78,602.	<192.>
j	951,260.	964,490.	<13,230.>
k	97,483.	122,234.	<24,751.>
l	121,365.	136,193.	<14,828.>
m	49,267.	46,335.	2,932.
n	139,150.	58,133.	81,017.
o	293,434.	281,914.	11,520.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			94,922.
b			0.
c			248,493.
d			255,275.
e			36,444.
f			831,382.
g			10,350.
h			74,939.
i			<192.>
j			<13,230.>
k			<24,751.>
l			<14,828.>
m			2,932.
n			81,017.
o			11,520.

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
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

THE KELVIN & ELEANOR SMITH FOUNDATION

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	BNY ACCT.80150002	P	VARIOUS	12/31/15
b	BNY ACCT.80150002	P	VARIOUS	12/31/15
c	BNY ACCT.80120002	P	VARIOUS	12/31/15
d	ST GAIN FROM INVEST.PARTNERSHIPS		VARIOUS	12/31/15
e	LT GAIN FROM INVEST.PARTNERSHIPS		VARIOUS	12/31/15
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 142,621.		206,438.	<63,817.>
b 16,448.		7,973.	8,475.
c 111,768.		81,659.	30,109.
d 5,668.			5,668.
e 1,330,364.			1,330,364.
f 341,492.			341,492.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<63,817.>
b			8,475.
c			30,109.
d			5,668.
e			1,330,364.
f			341,492.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	3,246,564.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE KELVIN & ELEANOR SMITH FOUNDATION

EIN: 34-6555349

STATEMENT ATTACHED TO AND MADE PART OF FOR 990-PF

CHANGE IN ACCOUNTING PERIOD - REVENUE PROCEDURE 85-58

IN ACCORDANCE WITH REVENUE PROCEDURE 85-58, THE FOUNDATION HAS CHANGED ITS ACCOUNTING PERIOD TO END IN DECEMBER. PREVIOUSLY, THE FOUNDATION HAD UTILIZED A FISCAL YEAR ENDING IN OCTOBER. THIS CHANGE IN ACCOUNTING PERIOD HAS NECESSITATED THE FILING OF FORM 990-PF FOR THE SHORT PERIOD FROM NOVEMBER 1, 2015 TO DECEMBER 31, 2015.

THE FOUNDATION CERTIFIES THAT IT HAS NOT CHANGED IT ANNUAL ACCOUNTING PERIOD IN THE LAST 10 YEARS AND IS THEREFORE ELIGIBLE TO CHANGE ITS ACCOUNTING PERIOD WITHOUT THE CONSENT OF THE INTERNAL REVENUE SERVICE, IN ACCORDANCE WITH REVENUE PROCEDURE 85-58.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	847,949.	341,492.	506,457.	506,457.	
INT.&DIV.FROM INVEST,P'SHIPS	165,149.	0.	165,149.	165,149.	
U.S.TREASURY, GNMA, AND CORP. INTEREST	85,111.	0.	85,111.	85,111.	
TO PART I, LINE 4	1,098,209.	341,492.	756,717.	756,717.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PARTNERSHIP INVEST.OTHER THAN CAP.GAIN UNRELATED BUSINESS INC.FROM PARTNERSHIP INVEST.	<19,709.> 99,191.	<19,709.> 0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	79,482.	<19,709.>	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,262.	0.		4,262.
TO FM 990-PF, PG 1, LN 16A	4,262.	0.		4,262.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	205,102.	200,102.		5,000.
TO FORM 990-PF, PG 1, LN 16C	205,102.	200,102.		5,000.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID-K-1'S	8,197.	8,197.		0.
FOREIGN TAXES PAID-INVESTMENTS	22,566.	22,566.		0.
PAYROLL TAXES	2,944.	0.		2,944.
TO FORM 990-PF, PG 1, LN 18	33,707.	30,763.		2,944.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL OFFICE EXPENSES	9,653.	0.		9,653.
OTHER EXPENSES FROM K-1'S	262,743.	262,743.		0.
CHARITABLE EXPENSES	547.	0.		547.
TO FORM 990-PF, PG 1, LN 23	272,943.	262,743.		10,200.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
BOOK-TO-TAX DIFFERENCES FOR PARTNERSHIP INCOME	1,921,575.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,921,575.

FORM 990-PF		CORPORATE STOCK	STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
BNY MELLON WEALTH MANAGEMENT, CO-TRUSTEE		86,978,729.	97,084,218.
TOTAL TO FORM 990-PF, PART II, LINE 10B		86,978,729.	97,084,218.

FORM 990-PF		CORPORATE BONDS	STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
BNY MELLON WEALTH MANAGEMENT, CO-TRUSTEE		12,418,041.	12,315,844.
TOTAL TO FORM 990-PF, PART II, LINE 10C		12,418,041.	12,315,844.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VENTURE CAPITAL/PRIVATE EQUITY	COST	29,017,067.	32,633,014.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,017,067.	32,633,014.



BNY MELLON
WEALTH MANAGEMENT

TRDCQO CQOG80000000 MONTHLY FINAL 232611 INVESTMENT DETAIL

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CQO G8000000
K&E SMITH FOUNDATION
K&E SMITH FOUNDATION

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
INVESTMENTS CASH EQUIVALENTS					
BNY MELLON CASH RESERVE					
0.010%	12/31/2049 DD 06/26/97				
181 6500	K&E SMITH FDN - D SM	181 65	100 0000	181 65	0 00
DREYFUS TAX EXEMPT CASH FD 264					
1 606%	12/31/2075 DD 04/09/97				
625,012 8300	K&E SMITH FDN - CASH	625,012 83	100 0000	625,012 83	0 00
199,379 4400	K&E SMITH FDN-PE	199,379 44	100 0000	199,379 44	0 00
247,747 4400	K&E SMITH FDN - EDGE	247,747 44	100 0000	247,747 44	0 00
350,041 3600	K&E SMITH FDN - DIAM	350,041 36	100 0000	350,041 36	0 00
243,725 6900	K&E SMITH FDN - D SM	243,725 69	100 0000	243,725 69	0 00
309,648 4800	K&E SMITH FDN - KENN	309,648 48	100 0000	309,648 48	0 00
282,670 1600	K&E SMITH FDN - RUTA	282,670 16	100 0000	282,670 16	0 00
574,577 1400	K&E SMITH FDN NEWSOU	574,577 14	100 0000	574,577 14	0 00
351,170 8700	K&E SMITH FDN-REAL AS	351,170 87	100 0000	351,170 87	0 00
188,075 3000	K&E SMITH FDN-DENT	188,075 30	100 0000	188,075 30	0 00
3,372,048 7100		3,372,048 71		3,372,048 71	0 00
TOTAL INVESTMENTS CASH EQUIVALENTS					
		3,372,230 36		3,372,230 36	0 00

INVESTMENTS FIXED INCOME SECURITIES					
FHLMC POOL #G0-1880					
5 000%	08/01/2035 DD 07/01/05				
115,731 0470	K&E SMITH FDN - RICH	121,373 03	110 0330	127,342 34	5,969 31



BNY MELLON
WEALTH MANAGEMENT

TRDCQO CQOG80000000 MONTHLY FINAL 232611 INVESTMENT DETAIL

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K&E SMITH FOUNDATION
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
70,914 1500	FHLMC POOL #G1-3240 5 000% 08/01/2023 DD 07/01/08 K&E SMITH FDN - RICH	74,228 85	108 0630	76,631 96	2,403 11
34,039 2400	FHLMC POOL #G1-3562 4 500% 05/01/2024 DD 04/01/09 K&E SMITH FDN - RICH	34,286 92	107 0790	36,448 88	2,161 96
89,028 3400	FHLMC POOL #G1-3833 4 500% 05/01/2025 DD 05/01/10 K&E SMITH FDN - RICH	90,934 09	107 3620	95,582 61	4,648 52
33,622 6200	FHLMC POOL #G1-1736 5 000% 04/01/2020 DD 06/01/05 K&E SMITH FDN - RICH	33,654 43	105 2500	35,387 81	1,733 38
210,720 6300	FHLMC POOL #C0-3920 3 500% 05/01/2042 DD 05/01/12 K&E SMITH FDN - RICH	222,413 84	103 1280	217,311 97	5,101 87-
575,000 0000	FEDERAL HOME LN BK CONS BD 5 000% 11/17/2017 DD 10/19/07 K&E SMITH FDN - RICH	616,107 32	107 2040	616,423 00	315 68
500,000 0000	FEDERAL NATL MTG ASSN 5 000% 03/15/2016 DD 02/16/06 K&E SMITH FDN - RICH	504,763 47	100 9320	504,660 00	103 47-
500,000 0000	FEDERAL HOME LN MTG CORP 1 000% 03/08/2017 DD 01/30/12 K&E SMITH FDN - RICH	501,320 95	100 0830	500,415 00	905 95-



BNY MELLON
WEALTH MANAGEMENT

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CQO G800000
K&E SMITH FOUNDATION
K&E SMITH FOUNDATION

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
200,000 0000	FEDERAL HOME LN MTG CORP 0 875% 10/14/2016 DD 08/16/13 K&E SMITH FDN - RICH	200,664 82	100 0740	200,148 00	516.82-
530 0340	FNMA POOL #0253883 6 000% 08/01/2016 DD 07/01/01 K&E SMITH FDN - RICH	542 06	100 7330	533 92	8 14-
2,670 4740	FNMA POOL #0254259 5 500% 04/01/2017 DD 03/01/02 K&E SMITH FDN - RICH	2,725 29	101 9030	2,721 29	4 00-
77 9200	FNMA POOL #0545093 7 500% 06/01/2016 DD 06/01/01 K&E SMITH FDN - RICH	80 31	100 3880	78 22	2 09-
121 1080	FNMA POOL #0578715 6 000% 09/01/2016 DD 09/01/01 K&E SMITH FDN - RICH	122 59	100 4440	121 65	0 94-
202 5840	FNMA POOL #0580052 6 000% 07/01/2016 DD 07/01/01 K&E SMITH FDN - RICH	214 19	100 6340	203 87	10 32-
46,354 5100	FNMA GTD REMIC P/T 10-M1 A2 4 450% 09/25/2019 DD 02/01/10 K&E SMITH FDN - RICH	51,134 80	107 8510	49,993 80	1,141 00-
31,416 8100	FNMA POOL #0745275 5 000% 02/01/2036 DD 01/01/06 K&E SMITH FDN - RICH	33,893 12	110 3340	34,663 42	770 30



BNY MELLON
WEALTH MANAGEMENT

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K&E SMITH FOUNDATION
K&E SMITH FOUNDATION

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
44,595 2460	FNMA POOL #0745505 5 424% 02/01/2016 DD 04/01/06 K&E SMITH FDN - RICH	46,617 16	99 8560	44,531 03	2,086 13-
145,323 1250	FNMA POOL #0745506 5 661% 02/01/2016 DD 04/01/06 K&E SMITH FDN - RICH	149,400 28	99 7130	144,906 05	4,494 23-
30,070 8150	FNMA POOL #0928491 6 000% 06/01/2037 DD 07/01/07 K&E SMITH FDN - RICH	32,462 39	114 0550	34,297 27	1,834 88
32,934 9860	FNMA POOL #0938440 6 000% 07/01/2037 DD 07/01/07 K&E SMITH FDN - RICH	34,014 45	113 8650	37,501 42	3,486 97
83,105 3700	FNMA POOL #0964571 5 500% 07/01/2023 DD 07/01/08 K&E SMITH FDN - RICH	87,900 91	108 8570	90,466 01	2,565 10
135,497 6200	FNMA POOL #0AC5849 5 000% 05/01/2040 DD 05/01/10 K&E SMITH FDN - RICH	138,117 09	111 6770	151,319 68	13,202 59
155,910 5200	FNMA POOL #0MA0265 5 000% 11/01/2024 DD 11/01/09 K&E SMITH FDN - RICH	161,476 46	107 7890	168,054 39	6,577 93
55,584 5400	FNMA POOL #0MA0484 5 000% 06/01/2025 DD 06/01/10 K&E SMITH FDN - RICH	57,220 79	107 8100	59,925 69	2,704 90



BNY MELLON
WEALTH MANAGEMENT

TRDCQO CQOG80000000 MONTHLY FINAL 232611 INVESTMENT DETAIL

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K&E SMITH FOUNDATION
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
51,849 8630	FNMA POOL #0MA0500 5 000% 08/01/2040 DD 07/01/10 K&E SMITH FDN - RICH	57,076 27	109 9860	57,027 59	48 68-
134,925 0300	FNMA POOL #0MA0737 4 500% 05/01/2026 DD 04/01/11 K&E SMITH FDN - RICH	145,259 55	107 7000	145,314 26	54 71
88,050 3000	GNMA II POOL #0AA1000 3 000% 05/20/2027 DD 05/01/12 K&E SMITH FDN - RICH	93,533 63	104 0830	91,645 39	1,888 24-
142,618 8020	GNMA II POOL #0MA0075 4 000% 05/20/2027 DD 05/01/12 K&E SMITH FDN - RICH	152,108 97	105 5280	150,502 77	1,606 20-
471,164 2890	METROPOLITAN WEST T/R BOND-I K&E SMITH FDN - CASH	5,129,257 74	10 6200	5,003,764 75	125,492 99-
250,000 0000	TENNESSEE VALLEY AUTH BD 6 250% 12/15/2017 DD 12/15/97 K&E SMITH FDN - RICH	275,472 51	109 6420	274,105 00	1,367 51-
500,000 0000	TENNESSEE VALLEY AUTH BD 5 500% 07/18/2017 DD 07/18/07 K&E SMITH FDN - RICH	534,946 69	106 6500	533,250 00	1,696 69-
375,000 0000	U S TREASURY NOTE 3 125% 05/15/2019 DD 05/15/09 K&E SMITH FDN - RICH	396,224 74	105 4960	395,610 00	614 74-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000 0000	U S TREASURY NOTE 3 250% 05/31/2016 DD 05/31/09 K&E SMITH FDN - RICH	505,521 57	101 1170	505,585 00	63 43
400,000 0000	U S TREASURY NOTE 3 250% 06/30/2016 DD 06/30/09 K&E SMITH FDN - RICH	405,351 26	101 2970	405,188 00	163 26-
500,000 0000	U S TREASURY NOTE 2 000% 04/30/2016 DD 04/30/11 K&E SMITH FDN - RICH	502,841 38	100 5000	502,500 00	341 38-
700,000 0000	U S TREASURY NOTE 2 625% 04/30/2018 DD 04/30/11 K&E SMITH FDN - RICH	725,643 32	103 3630	723,541 00	2,102 32-
200,000 0000	U S TREASURY NOTE 0 625% 09/30/2017 DD 09/30/12 K&E SMITH FDN - RICH	199,500 67	99 3090	198,618 00	882 67-
100,000 0000	U S TREASURY NOTE 1 625% 07/31/2020 DD 07/31/15 K&E SMITH FDN - RICH	99,633 15	99 5230	99,523 00	110 15-
TOTAL INVESTMENTS FIXED INCOME SECURITIES		12,418,041 06		12,315,844 04	102,197 02-
<u>INVESTMENTS EQUITY</u>					
5,380 0000	EURONAV NV K&E SMITH FDN - D SM	69,748 47	13 7100	73,759 80	4,011 33



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,456 0000	ALLERGAN PLC K&E SMITH FDN - EDGE	383,746 75	312 5000	455,000 00	71,253 25
910 0000	AON PLC K&E SMITH FDN WESTFI	68,756 69	92 2100	83,911 10	15,154 41
1,300 0000	ASPEN INSURANCE HOLDINGS LTD K&E SMITH FDN - D SM	60,117 46	48 3000	62,790 00	2,672 54
10 0000	ATLASSIAN CORP PLC K&E SMITH FDN WESTFI	210 00	30 0800	300 80	90 80
8,760 0000	BELMOND LTD K&E SMITH FDN NEWSOU	96,224 19	9 5000	83,220 00	13,004 19-
7,000 0000	BLUE CAPITAL REINSURANCE HOLDI K&E SMITH FDN - D SM	129,964 10	17 1500	120,050 00	9,914 10-
519 0000	ENDURANCE SPECIALTY HOLDINGS L K&E SMITH FDN - D SM	33,162 89	63 9900	33,210 81	47 92
1,425 0000	ICON PLC K&E SMITH FDN WESTFI	64,249 49	77 7000	110,722 50	46,473 01
843 0000	JAZZ PHARMACEUTICALS PLC K&E SMITH FDN WESTFI	112,560 32	140 5600	118,492 08	5,931 76
5,525 0000	MEDTRONIC PLC K&E SMITH FDN - DIAM	414,485 50	76 9200	424,983 00	10,497 50

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
9,000 0000	PARAGON OFFSHORE PLC K&E SMITH FDN - D SM	89,720 40	0 0940	846 00	88,874 40-
1,900 0000	NIELSEN HOLDINGS PLC K&E SMITH FDN WESTFI	73,823 41	46 6000	88,540 00	14,716 59
795 0000	SIGNET JEWELERS LTD K&E SMITH FDN-DENT	101,386 91	123 6900	98,333 55	3,053 36-
115 0000	WHITE MOUNTAINS INSURANCE GROU K&E SMITH FDN- LONDO	43,180 13	726 8100	83,583 15	40,403 02
1,639 0000	RADWARE LTD K&E SMITH FDN - KENN	32,899 07	15 3400	25,142 26	7,756 81-
5,665 0000	AERCAP HOLDINGS NV K&E SMITH FDN - D SM	113,356 08	43 1600	244,501 40	131,145 32
280 0000	NXP SEMICONDUCTORS NV K&E SMITH FDN WESTFI	24,188 64	84 2500	23,590 00	598 64-
1,285 0000	PLANET PAYMENT INC K&E SMITH FDN - KENN	3,002 17	3 0500	3,919 25	917 08
3,200 0000	ARDMORE SHIPPING CORP K&E SMITH FDN - D SM	44,350 00	12 7200	40,704 00	3,646 00-
3,627 0000	AAC HOLDINGS INC K&E SMITH FDN-DENT	118,428 19	19 0600	69,130 62	49,297 57-



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1,895 0000	AMAG PHARMACEUTICALS INC K&E SMITH FDN WESTFI	127,511 48	30 1900	57,210 05	70,301 43-
1,230 0000	AMC NETWORKS INC K&E SMITH FDN WESTFI	60,947 57	74 6800	91,856 40	30,908 83
4,796 0000	API TECHNOLOGIES CORP K&E SMITH FDN - KENN	10,532 55	1 3800	6,618 48	3,914 07-
9,340 0000	ABBOTT LABORATORIES K&E SMITH FDN - DIAM	309,228 73	44 9100	419,459 40	110,230 67
11,262 0000	ACCURIDE CORP K&E SMITH FDN - RUTA	50,219 39	1 6600	18,694 92	31,524 47-
3,545 0000	ACCURAY INC K&E SMITH FDN - KENN	24,681 52	6 7500	23,928 75	752 77-
1,027 0000	ACETO CORP K&E SMITH FDN - KENN	20,863 29	26 9800	27,708 46	6,845 17
11,490 0000	ADVANTAGE OIL & GAS LTD K&E SMITH FDN - D SM	42,856 55	5 0800	58,369 20	15,512 65
3,676 0000	AEROJET ROCKETDYNE HOLDINGS IN K&E SMITH FDN - KENN	56,974 24	15 6600	57,566 16	591 92
5,485 0000	K&E SMITH FDN NEWSOU	78,125 58	15 6600	85,895 10	7,769 52
9,161 0000		135,099 82		143,461 26	8,361 44
249 0000	AEROVIRONMENT INC K&E SMITH FDN - KENN	5,398 21	29 4700	7,338 03	1,939 82



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1,990 0000	AGILENT TECHNOLOGIES INC K&E SMITH FDN WESTFI	70,496 77	41 8100	83,201 90	12,705 13
15,200 0000	AIR FRANCE-KLM ADR K&E SMITH FDN - D SM	124,359 87	7 6260	115,915 20	8,444 67-
21,480 0000	ALAMOS GOLD INC K&E SMITH FDN - D SM	225,163 55	3 2900	70,669 20	154,494 35-
309 0000	ALBANY MOLECULAR RESEARCH INC K&E SMITH FDN - KENN	5,091 18	19 8500	6,133 65	1,042 47
1,946 0000	ALEXANDER & BALDWIN INC K&E SMITH FDN- LONDO	30,954 90	35 3100	68,713 26	37,758 36
1,335 0000	ALIGN TECHNOLOGY INC K&E SMITH FDN WESTFI	73,966 35	65 8500	87,909 75	13,943 40
30,000 0000	ALL AMERICAN GROUP INESCROW K&E SMITH FDN - D SM	0 00	0 0000	0 00	0 00
2,504 0000	ALLIANCE DATA SYSTEMS CORP K&E SMITH FDN - EDGE	652,658 53	276 5700	692,531 28	39,872 75
335 0000	K&E SMITH FDN WESTFI	18,794 42	276 5700	92,650 95	73,856 53
2,839 0000		671,452 95		785,182 23	113,729 28
264 0000	ALLIANCE HEALTHCARE SERVICES I K&E SMITH FDN - KENN	1,981 06	9 1800	2,423 52	442 46



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1,375 0000	ALLIANCE ONE INTERNATIONAL INC K&E SMITH FDN - D SM	49,362 50	11 4700	15,771 25	33,591 25-
4,890 0000	ALLSCRIPTS HEALTHCARE SOLUTION K&E SMITH FDN WESTFI	76,542 88	15 3800	75,208 20	1,334 68-
1,211 0000	ALON USA ENERGY INC K&E SMITH FDN - KENN	14,773 65	14 8400	17,971 24	3,197 59
517 0000	ALPHABET INC K&E SMITH FDN - EDGE	135,221 19	758 8800	392,340 96	257,119 77
760 0000 485 0000 1,245 0000	ALPHABET INC K&E SMITH FDN - EDGE K&E SMITH FDN - DIAM	202,269 44 269,582 03 471,851 47	778 0100 778 0100	591,287 60 377,334 85 968,622 45	389,018 16 107,752 82 496,770 98
1,305 0000	AMAZON COM INC K&E SMITH FDN - EDGE	154,515 93	675 8900	882,036 45	727,520 52
2,475 0000	AMERICAN EAGLE OUTFITTERS INC K&E SMITH FDN- LONDO	29,343 09	15 5000	38,362 50	9,019 41
7,650 0000	AMERICAN INTERNATIONAL GROUP I K&E SMITH FDN - DIAM	275,840 52	61 9700	474,070 50	198,229 98
1,935 0000	AMERICAN NATIONAL BANKSHARES I K&E SMITH FDN - KENN	41,306 82	25 6100	49,555 35	8,248 53
2,644 0000	AMERICAN MEDICAL ALERT CORP CONTRA K&E SMITH FDN - KENN	0 00	0 0000	0 00	0 00



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1,146 0000	AMERICAN NATIONAL INSURANCE CO K&E SMITH FDN - D SM	115,387 73	102 2700	117,201 42	1,813 69
6,133 0000	AMERICAN TOWER CORP K&E SMITH FDN - EDGE	237,446 26	96 9500	594,594 35	357,148 09
1,545 0000	AMERISAFE INC K&E SMITH FDN NEWSOU	36,066 48	50 9000	78,640 50	42,574 02
810 0000	AMERIPRISE FINANCIAL INC K&E SMITH FDN WESTFI	57,552 99	106 4200	86,200 20	28,647 21
68 0000	ANIKA THERAPEUTICS INC K&E SMITH FDN - KENN	2,306 34	38 1600	2,594 88	288 54
3,230 0000	ANSYS INC K&E SMITH FDN-DENT	205,259 89	92 5000	298,775 00	93,515 11
2,695 0000	APPLE INC K&E SMITH FDN - DIAM	163,761 85	105 2600	283,675 70	119,913 85
4,300 0000	APPLIED MATERIALS INC K&E SMITH FDN WESTFI	69,485.43	18 6700	80,281 00	10,795 57
1,080 0000	ARAMARK K&E SMITH FDN WESTFI	34,806 60	32 2500	34,830 00	23 40
3,170 0000	ARES CAPITAL CORP K&E SMITH FDN NEWSOU	49,271 66	14 2500	45,172 50	4,099 16-



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15,047 0000	ARM HOLDINGS PLC ADR K&E SMITH FDN - EDGE	657,731 18	45 2400	680,726 28	22,995 10
725 0000	ASHFORD HOSPITALITY PRIME INC K&E SMITH FDN - KENN	11,134 46	14 5000	10,512 50	621 96-
3,324 0000	ASHFORD HOSPITALITY TRUST INC K&E SMITH FDN - KENN	28,216 38	6 3100	20,974 44	7,241 94-
870 0000	ASSURANT INC K&E SMITH FDN WESTFI	67,461 82	80 5400	70,069 80	2,607 98
5,521 0000	ASTRO-MED INC K&E SMITH FDN - RUTA	43,814 53	14 4500	79,778 45	35,963 92
164 0000	ASTRONICS CORP K&E SMITH FDN - KENN	5,891 36	40 7100	6,676 44	785 08
873 0000	ASURE SOFTWARE INC K&E SMITH FDN - KENN	5,189 90	4 5100	3,937 23	1,252 67-
3,245 0000	ATWOOD OCEANICS INC K&E SMITH FDN- LONDO	80,337 64	10 2300	33,196 35	47,141 29-
9,446 0000	AURICO METALS INC K&E SMITH FDN - D SM	6,357 05	0 4320	4,080 67	2,276 38-
690 0000	AUTODESK INC K&E SMITH FDN WESTFI	34,036 04	60 9300	42,041 70	8,005 66



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47,000 0000	AXCELIS TECHNOLOGIES INC K&E SMITH FDN - D SM	273,599 48	2 5900	121,730 00	151,869 48-
35 0000	BCB BANCORP INC K&E SMITH FDN - KENN	367 36	10 4000	364 00	3 36-
1,087 0000	BNC BANCORP K&E SMITH FDN - KENN	17,855 58	25 3800	27,588 06	9,732 48
741 0000	BSB BANCORP INC/MA K&E SMITH FDN - KENN	10,727 65	23 3900	17,331 99	6,604 34
575 0000	BANK MUTUAL CORP K&E SMITH FDN - KENN	4,123 56	7 8000	4,485 00	361 44
2,540 0000	BANKUNITED INC K&E SMITH FDN WESTFI	72,260 82	36 0600	91,592 40	19,331 58
3,980 0000	BAXALTA INC K&E SMITH FDN - DIAM	115,949 10	39 0300	155,339 40	39,390 30
793 0000	BERKSHIRE HILLS BANCORP INC K&E SMITH FDN - KENN	15,803 28	29 1100	23,084 23	7,280 95
753 0000	BIO-TECHNE CORP K&E SMITH FDN-DENT	69,095 35	90 0000	67,770 00	1,325 35-
13,085 0000	BLACK DIAMOND INC K&E SMITH FDN - KENN	86,879 40	4 4200	57,835 70	29,043 70-



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1,078 0000	BLACKBAUD INC K&E SMITH FDN-DENT	48,002 70	65 8600	70,997 08	22,994 38
468,016 5660	WILLIAM BLAIR EMG MKTS GR-IN K&E SMITH FDN - CASH	6,156,215 66	11 0500	5,171,583 05	984,632 61-
1,724 0000	BLOUNT INTERNATIONAL INC K&E SMITH FDN - KENN	14,221 48	9 8100	16,912 44	2,690 96
2,298 0000	BLUE HILLS BANCORP INC K&E SMITH FDN - KENN	31,050 65	15 3100	35,182 38	4,131 73
6,305 0000 1,130 0000 7,435 0000	BORGWARNER INC K&E SMITH FDN - DIAM K&E SMITH FDN WESTFI	324,912 20 60,239 69 385,151 89	43 2300 43 2300	272,565 15 48,849 90 321,415 05	52,347 05- 11,389 79- 63,736 84-
18,470 0000	BOSTON SCIENTIFIC CORP K&E SMITH FDN - DIAM	114,514 48	18 4400	340,586 80	226,072 32
3,862 0000	BOULDER BRANDS INC K&E SMITH FDN - KENN	42,301 15	10 9800	42,404 76	103 61
3,291 0000	BRAVO BRIO RESTAURANT GROUP IN K&E SMITH FDN - KENN	42,563 79	9 0000	29,619 00	12,944 79-
5,635 0000	BROOKDALE SENIOR LIVING INC K&E SMITH FDN NEWSOU	112,738 59	18 4600	104,022 10	8,716 49-
2,275 0000	BROOKLINE BANCORP INC K&E SMITH FDN - KENN	20,213 76	11 5000	26,162 50	5,948 74



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1,630 0000	CBRE GROUP INC K&E SMITH FDN WESTFI	27,451 02	34 5800	56,365 40	28,914 38
3,981 0000	CME GROUP INC//IL K&E SMITH FDN - EDGE	379,211 16	90 6000	360,678 60	18,532 56-
280 0000	CSS INDUSTRIES INC K&E SMITH FDN - KENN	8,020 58	28 3800	7,946 40	74 18-
6,246 0000	CPI AEROSTRUCTURES INC K&E SMITH FDN - RUTA	44,199 52	9 7300	60,773 58	16,574 06
1,135 0000	CNB FINANCIAL CORP/PA K&E SMITH FDN - KENN	19,582 47	18 0300	20,464 05	881 58
2,109 0000	CABELA'S INC K&E SMITH FDN- LONDO	34,962 37	46 7300	98,553 57	63,591 20
878 0000	CALLAWAY GOLF CO K&E SMITH FDN - KENN	8,093 58	9 4200	8,270 76	177 18
7,898 0000	CAMPUS CREST COMMUNITIES INC K&E SMITH FDN - KENN	53,559 94	6 8000	53,706 40	146 46
1,109 0000	CAPE BANCORP INC K&E SMITH FDN - KENN	10,007 64	12 4300	13,784 87	3,777 23
4,405 0000	CAPITAL ONE FINANCIAL CORP K&E SMITH FDN - DIAM	353,862 76	72 1800	317,952 90	35,909 86-

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2,590 0000	CARDTRONICS INC K&E SMITH FDN NEWSOU	87,215 27	33 6500	87,153 50	61 77-
1,072 0000	CARETRUST REIT INC K&E SMITH FDN - KENN	11,270 23	10 9500	11,738 40	468 17
3,523 0000	CARMAX INC K&E SMITH FDN-DENT	205,499 77	53 9700	190,136 31	15,363 46-
678 0000	CAROLINA FINANCIAL CORP K&E SMITH FDN - KENN	10,339 15	18 0000	12,204 00	1,864 85
1,222 0000	CARRIAGE SERVICES INC K&E SMITH FDN - KENN	22,149 42	24 1000	29,450 20	7,300 78
4,386 0000	CASELLA WASTE SYSTEMS INC K&E SMITH FDN - KENN	24,017 52	5 9800	26,228 28	2,210 76
19,700 0000	K&E SMITH FDN - RUTA	92,913 25	5 9800	117,806 00	24,892 75
24,086 0000		116,930 77		144,034 28	27,103 51
1,050 0000	CELANESE CORP K&E SMITH FDN WESTFI	72,838 84	67 3300	70,696 50	2,142 34-
4,200 0000	CELESTICA INC K&E SMITH FDN - D SM	45,152 52	11 0300	46,326 00	1,173 48
7,875 0000	CELGENE CORP K&E SMITH FDN - EDGE	212,201 29	119 7600	943,110 00	730,908 71
1,100 0000	CENTRAL GARDEN & PET CO K&E SMITH FDN - RUTA	14,222 05	13 5200	14,872 00	649 95



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5,183 0000	CENTRAL GARDEN & PET CO K&E SMITH FDN - RUTA	32,035 13	13 6000	70,488 80	38,453 67
415 0000	CHARTER COMMUNICATIONS INC K&E SMITH FDN - DIAM	72,037 39	183 1000	75,986 50	3,949 11
385 0000	K&E SMITH FDN WESTFI	71,401 68	183 1000	70,493 50	908 18-
800 0000		143,439 07		146,480 00	3,040 93
530 0000	CHECKPOINT SYSTEMS INC K&E SMITH FDN - KENN	3,735 82	6 2700	3,323 10	412 72-
2,059 0000	CHEVIOT FINANCIAL CORP K&E SMITH FDN - KENN	22,416 20	15 3300	31,564 47	9,148 27
576 0000	CHICOPEE BANCORP INC K&E SMITH FDN - KENN	9,504 26	17 3400	9,987 84	483 58
108 0000	CHIPOTLE MEXICAN GRILL INC K&E SMITH FDN-DENT	60,276 83	479 8500	51,823 80	8,453 03-
838 0000	CIBER INC K&E SMITH FDN - KENN	2,972 87	3 5100	2,941 38	31 49-
2,920 0000	CIMAREX ENERGY CO K&E SMITH FDN - DIAM	264,294 60	89 3800	260,989 60	3,305 00-
14,225 0000	CISCO SYSTEMS INC K&E SMITH FDN - DIAM	326,423 19	27 1550	386,279 88	59,856 69
600 0000	CITIZENS & NORTHERN CORP K&E SMITH FDN - KENN	11,641 83	21 0000	12,600 00	958 17



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8,935 0000	CITIGROUP INC K&E SMITH FDN - DIAM	355,678 13	51 7500	462,386 25	106,708 12
2,171 0000	CITI TRENDS INC K&E SMITH FDN - RUTA	17,954 83	21 2500	46,133 75	28,178 92
2,200 0000	CLOUD PEAK ENERGY INC K&E SMITH FDN - D SM	31,407 86	2 0800	4,576 00	26,831 86-
17,300 0000	COEUR MINING INC K&E SMITH FDN - D SM	140,946 37	2 4800	42,904 00	98,042 37-
11,253 0000	COGNIZANT TECHNOLOGY SOLUTIONS K&E SMITH FDN - EDGE	165,648 37	60 0200	675,405 06	509,756 69
5,205 0000	COLUMBUS MCKINNON CORP/NY K&E SMITH FDN - RUTA	78,609 98	18 9000	98,374 50	19,764 52
5,225 0000	COMCAST CORP K&E SMITH FDN - DIAM	179,819 64	56 4300	294,846 75	115,027 11
22,600 0000	COMMERCIAL VEHICLE GROUP INC K&E SMITH FDN - RUTA	150,936 52	2 7600	62,376 00	88,560 52-
282 0000	COMMUNITY BANKERS TRUST CORP K&E SMITH FDN - KENN	1,422 03	5 3700	1,514 34	92 31
496 0000	COMMUNITY TRUST BANCORP INC K&E SMITH FDN - KENN	15,902 70	34 9600	17,340 16	1,437 46



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1,903 0000	CONNECTONE BANCORP INC K&E SMITH FDN - KENN	34,274 40	18 6900	35,567 07	1,292 67
2,880 0000	CONSOL ENERGY INC K&E SMITH FDN WESTFI	91,937 81	7 9000	22,752 00	69,185 81 -
870 0000	CONSTELLATION BRANDS INC K&E SMITH FDN WESTFI	75,270 14	142.4400	123,922 80	48,652 66
520 0000	COOPER COS INC/THE K&E SMITH FDN WESTFI	40,949 81	134 2000	69,784 00	28,834 19
3,105 0000	CORRECTIONS CORP OF AMERICA K&E SMITH FDN NEWSOU	67,344 98	26 4900	82,251 45	14,906 47
3,218 0000	K&E SMITH FDN- LONDO	68,759 15	26 4900	85,244 82	16,485 67
6,323 0000		136,104 13		167,496 27	31,392 14
735 0000	COSTAR GROUP INC K&E SMITH FDN-DENT	109,114 37	206 6900	151,917 15	42,802 78
405 0000	CROSS COUNTRY HEALTHCARE INC K&E SMITH FDN - KENN	4,982 86	16 3900	6,637 95	1,655 09
920 0000	CROWN CASTLE INTERNATIONAL COR K&E SMITH FDN WESTFI	74,806 97	86 4500	79,534 00	4,727 03
843 0000	CRYOLIFE INC K&E SMITH FDN - KENN	4,106 05	10 7800	9,087 54	4,981 49
245 0000	CYNOSURE INC K&E SMITH FDN - KENN	5,626 13	44 6700	10,944 15	5,318 02



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822 0000	DSP GROUP INC K&E SMITH FDN - KENN	7,352 94	9 4400	7,759 68	406 74
919 0000	DST SYSTEMS INC K&E SMITH FDN- LONDO	111,464 63	114 0600	104,821 14	6,643 49-
3,829 0000	DANA HOLDING CORP K&E SMITH FDN- LONDO	85,741 20	13 8000	52,840 20	32,901 00-
1,187 0000	DECKERS OUTDOOR CORP K&E SMITH FDN- LONDO	68,763 41	47 2000	56,026 40	12,737 01-
207 0000	DELTA NATURAL GAS CO INC K&E SMITH FDN - KENN	4,078 62	20 9900	4,344 93	266 31
800 0000	DENTSPLY INTERNATIONAL INC K&E SMITH FDN WESTFI	48,260 98	60 8500	48,680 00	419 02
903 0000	DIGITALGLOBE INC K&E SMITH FDN - KENN	13,701 84	15 6600	14,140 98	439 14
2,400 0000	WALT DISNEY CO/THE K&E SMITH FDN - DIAM	86,727 58	105 0800	252,192 00	165,464 42
138,748 5350	DODGE & COX INTL STOCK FUND K&E SMITH FDN - CASH	4,786,292 39	36 4800	5,061,546 56	275,254 17
1,030 0000	DOLLAR GENERAL CORP K&E SMITH FDN WESTFI	46,149 40	71 8700	74,026 10	27,876 70



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960 0000	DOLLAR TREE INC K&E SMITH FDN WESTFI	75,852 52	77 2200	74,131 20	1,721 32-
1,108 0000	DONEGAL GROUP INC K&E SMITH FDN - KENN	17,223 16	14 0800	15,600 64	1,622 52-
2,685 0000	DORMAN PRODUCTS INC K&E SMITH FDN NEWSOU	115,383 48	47 4700	127,456 95	12,073 47
2,050 0000	DOUGLAS DYNAMICS INC K&E SMITH FDN - RUTA	26,571 92	21 0700	43,193 50	16,621 58
9,000 0000	DYNAMIC MATERIALS CORP K&E SMITH FDN - RUTA	99,743 20	6 9900	62,910 00	36,833 20-
1,343 0000	EMC INSURANCE GROUP INC K&E SMITH FDN - KENN	19,824 07	25 3000	33,977 90	14,153 83
3,790 0000	EOG RESOURCES INC K&E SMITH FDN - DIAM	207,261 02	70 7900	268,294 10	61,033 08
1,526 0000	EPIQ SYSTEMS INC K&E SMITH FDN - KENN	23,931 81	13 0700	19,944 82	3,986 99-
1,630 0000 917 0000	EASTMAN CHEMICAL CO K&E SMITH FDN - DIAM K&E SMITH FDN WESTFI	124,156 95 51,013 33	67 5100 67 5100	110,041 30 61,906 67	14,115 65- 10,893 34
2,547 0000		175,170 28		171,947 97	3,222 31-
1,554 0000	EATON VANCE CORP K&E SMITH FDN- LONDO	36,783 74	32 4300	50,396 22	13,612 48



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3,022 0000	ECOLAB INC	166,838 31	114 3800	345,656 36	178,818 05
1,207 0000	K&E SMITH FDN - EDGE	127,004 25	114 3800	138,056 66	11,052 41
4,229 0000	K&E SMITH FDN-DENT	293,842 56		483,713 02	189,870 46
363 0000	PERRY ELLIS INTERNATIONAL INC	8,311 93	18 4200	6,686 46	1,625 47-
337 0000	K&E SMITH FDN - KENN	12,333 29	37 0900	12,499 33	166 04
2,398 0000	ENCORE WIRE CORP	97,623 35	34 0600	81,675 88	15,947 47-
213 0000	K&E SMITH FDN - LONDO	3,092 25	19 2500	4,100 25	1,008 00
3,128 0000	ENERGIZER HOLDINGS INC	102,559 82	29 8500	93,370 80	9,189 02-
2,058 0000	ENNIS INC	369,699 54	302 4000	622,339 20	252,639 66
1,559 0000	ENVESTNET INC	57,407 74	36 1400	56,342 26	1,065 48-
505 0000	K&E SMITH FDN - EDGE	10,980 83	25 7200	12,988 60	2,007 77
731 0000	ESCO TECHNOLOGIES INC	4,222 36	6 0200	4,400 62	178 26
	K&E SMITH FDN - KENN				
	EVANS BANCORP INC				
	K&E SMITH FDN - KENN				
	EVERYDAY HEALTH INC				
	K&E SMITH FDN - KENN				



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1,622 0000	EXAR CORP K&E SMITH FDN - KENN	10,238 94	6 1300	9,942 86	296 08-
5,196 0000	EXAMWORKS GROUP INC K&E SMITH FDN-DENT	200,095 45	26 6000	138,213 60	61,881 85-
620 0000	EXPEDIA INC K&E SMITH FDN WESTFI	68,644 38	124 3000	77,066 00	8,421 62
1,901 0000	EXPONENT INC K&E SMITH FDN-DENT	74,160 75	49 9500	94,954 95	20,794 20
2,910 0000	EXPRESS SCRIPTS HOLDING CO K&E SMITH FDN - DIAM	172,635 97	87 4100	254,363 10	81,727 13
747 0000	FTD COS INC K&E SMITH FDN - KENN	22,997 78	26 1700	19,548 99	3,448 79-
1,887 0000	FRP HOLDINGS INC K&E SMITH FDN - RUTA	42,142 76	33 9400	64,044 78	21,902 02
5,416 0000	FACEBOOK INC K&E SMITH FDN - EDGE	499,568 19	104 6600	566,838 56	67,270 37
4,576 0000	FARMERS NATIONAL BANC CORP K&E SMITH FDN - KENN	35,284 09	8 6000	39,353 60	4,069 51
296 0000	FARO TECHNOLOGIES INC K&E SMITH FDN - KENN	7,467 75	29 5200	8,737 92	1,270 17



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1,384 0000	FASTENAL CO K&E SMITH FDN-DENT	29,111 41	40 8200	56,494 88	27,383 47
1,691 0000	FINANCIAL ENGINES INC K&E SMITH FDN-DENT	55,462 60	33 6700	56,935 97	1,473 37
555 0000	FINANCIAL INSTITUTIONS INC K&E SMITH FDN - KENN	8,975 35	28 0000	15,540 00	6,564 65
1,075 0000	FIRST BANCORP/SOUTHERN PINES N K&E SMITH FDN - KENN	17,183 21	18 7400	20,145 50	2,962 29
360 0000	FIRST BUSINESS FINANCIAL SERVI K&E SMITH FDN - KENN	7,830 06	25 0100	9,003 60	1,173 54
2,375 0000	FIRST CASH FINANCIAL SERVICES K&E SMITH FDN NEWSOU	91,048 47	37 4300	88,896 25	2,152 22-
5,968 0000	FIRST CONNECTICUT BANCORP INC/ K&E SMITH FDN - RUTA	82,398 38	17 4100	103,902 88	21,504 50
965 0000	FIRST FINANCIAL CORP/IN K&E SMITH FDN - KENN	29,989 11	33 9700	32,781 05	2,791 94
5,182 0000	FIRST INDUSTRIAL REALTY TRUST K&E SMITH FDN- LONDO	50,459 02	22 1300	114,677 66	64,218 64
891 0000	FLUSHING FINANCIAL CORP K&E SMITH FDN - KENN	18,297 31	21 6400	19,281 24	983 93



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3,022 0000	FLY LEASING LTD ADR K&E SMITH FDN - D SM	42,791 80	13 6500	41,250 30	1,541 50-
1,620 0000	FORTUNE BRANDS HOME & SECURITY K&E SMITH FDN WESTFI	83,566 80	55 5000	89,910 00	6,343 20
5,005 0000	FRANKLIN RESOURCES INC K&E SMITH FDN - DIAM	251,296 97	36 8200	184,284 10	67,012 87-
4,812 0000	FRANKLIN WIRELESS CORP K&E SMITH FDN - KENN	8,640 42	2 2000	10,586 40	1,945 98
2,641 0000	FREQUENCY ELECTRONICS INC K&E SMITH FDN - KENN	25,222 43	10 6200	28,047 42	2,824 99
13,600 0000	FURMANITE CORP K&E SMITH FDN - RUTA	102,393 62	6 6600	90,576 00	11,817 62-
1,760 0000	GATX CORP K&E SMITH FDN- LONDO	91,745 94	42 5500	74,888 00	16,857 94-
7,295 0000	GANNETT CO INC K&E SMITH FDN NEWSOU	97,519 07	16 2900	118,835 55	21,316 48
519 0000	GENERAL CABLE CORP K&E SMITH FDN - KENN	7,468 03	13 4300	6,970 17	497 86-
4,000 0000	GERBER SCIENTIFIC INC COM ESCROW K&E SMITH FDN - RUTA	0 00	0 0000	0 00	0 00



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428 0000	GERMAN AMERICAN BANCORP INC K&E SMITH FDN - KENN	11,628 35	33 3200	14,260 96	2,632 61
1,555 0000	GETTY REALTY CORP K&E SMITH FDN - KENN	26,683 72	17 1500	26,668 25	15 47-
163 0000	GIBALTAR INDUSTRIES INC K&E SMITH FDN - KENN	2,340 45	25 4400	4,146 72	1,806 27
5,787 0000	GILEAD SCIENCES INC K&E SMITH FDN - EDGE	214,142 25	101 1900	585,586 53	371,444 28
4,042 0000	GLOBALSCAPE INC K&E SMITH FDN - KENN	9,784 83	4 0100	16,208 42	6,423 59
7,363 0000	GLOBAL POWER EQUIPMENT GROUP I K&E SMITH FDN - RUTA	101,386 96	3 4800	25,623 24	75,763 72-
5,105 0000	GOODYEAR TIRE & RUBBER CO/THE K&E SMITH FDN - DIAM	107,527 57	32 6700	166,780 35	59,252 78
665 0000	WR GRACE & CO K&E SMITH FDN WESTFI	65,651 64	99 5900	66,227 35	575 71
5,100 0000	GRANITE REAL ESTATE INVESTMENT K&E SMITH FDN - D SM	199,767 00	27 5000	140,250 00	59,517 00-
13,103 0000	GREAT LAKES DREDGE & DOCK CORP K&E SMITH FDN - RUTA	82,308 84	3 9600	51,887 88	30,420 96-



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2,947 0000	GUARANTY BANCORP K&E SMITH FDN - KENN	47,621 31	16 5400	48,743 38	1,122 07
2,090 0000	HSN INC K&E SMITH FDN NEWSOU	82,422 16	50 6700	105,900 30	23,478 14
2,348 0000	HANDY & HARMAN LTD K&E SMITH FDN - KENN	45,434 15	20 5100	48,157 48	2,723 33
585 0000	HANMI FINANCIAL CORP K&E SMITH FDN - KENN	12,613 31	23 7200	13,876 20	1,262 89
81,753 1740	HARBOR INTERNATIONAL-INST K&E SMITH FDN - CASH	4,889,373 86	59 4300	4,858,591 13	30,782 73-
1,665 0000	HARSCO CORP K&E SMITH FDN - KENN	16,988 80	7 8800	13,120 20	3,868 60-
1,310 0000	HAYNES INTERNATIONAL INC K&E SMITH FDN NEWSOU	66,375 70	36 6900	48,063 90	18,311 80-
3,405 0000	HEALTHCARE SERVICES GROUP INC K&E SMITH FDN-DENT	101,639 59	34 8700	118,732 35	17,092 76
442 0000	HEALTHSTREAM INC K&E SMITH FDN - KENN	11,564 48	22 0000	9,724 00	1,840 48-
2,057 0000	HERITAGE COMMERCE CORP K&E SMITH FDN - KENN	18,530 35	11 9600	24,601 72	6,071 37



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1,579 0000	HERITAGE FINANCIAL CORP/WA K&E SMITH FDN - KENN	21,811 92	18 8400	29,748 36	7,936 44
26,950 0000	HILL INTERNATIONAL INC K&E SMITH FDN - RUTA	87,713 88	3 8800	104,566 00	16,852 12
4,605 0000	HOMETRUST BANCSHARES INC K&E SMITH FDN - RUTA	52,988 76	20 2500	93,251 25	40,262 49
1,352 0000	HORACE MANN EDUCATORS CORP K&E SMITH FDN - KENN	24,528 00	33 1800	44,859 36	20,331 36
1,891 0000	HORIZON GLOBAL CORP K&E SMITH FDN - KENN	17,939 40	10 3700	19,609 67	1,670 27
8,600 0000	K&E SMITH FDN - RUTA	110,076 08	10 3700	89,182 00	20,894 08-
10,491 0000		128,015 48		108,791 67	19,223 81-
11,600 0000	HOUSTON WIRE & CABLE CO K&E SMITH FDN - RUTA	111,850 10	5 2800	61,248 00	50,602 10-
955 0000	HOWARD HUGHES CORP/THE K&E SMITH FDN NEWSOU	53,574 80	113 1600	108,067 80	54,493 00
4,000 0000	HUDBAY MINERALS INC K&E SMITH FDN - D SM	39,767 20	3 8200	15,280 00	24,487 20-
725 0000	JB HUNT TRANSPORT SERVICES INC K&E SMITH FDN WESTFI	32,243 06	73 3600	53,186 00	20,942 94
4,509 0000	IHS INC K&E SMITH FDN - EDGE	441,691 45	118 4300	534,000 87	92,309 42
610 0000	K&E SMITH FDN WESTFI	51,611 21	118 4300	72,242 30	20,631 09
5,119 0000		493,302 66		606,243 17	112,940 51



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2,750 0000	ILLINOIS TOOL WORKS INC K&E SMITH FDN - DIAM	143,092 82	92 6800	254,870 00	111,777 18
4,896 0000	ILLUMINA INC K&E SMITH FDN - EDGE	231,159 39	191 9450	939,762 72	708,603 33
5,426 0000	IMAX CORP K&E SMITH FDN-DENT	163,469 02	35 5400	192,840 04	29,371 02
1,295 0000	INFINITY PROPERTY & CASUALTY C K&E SMITH FDN NEWSOU	77,715 89	82 2300	106,487 85	28,771 96
166 0000	INNOSPEC INC K&E SMITH FDN - KENN	4,394 19	54 3100	9,015 46	4,621 27
303 0000	INNOPHOS HOLDINGS INC K&E SMITH FDN - KENN	9,926 71	28 9800	8,780 94	1,145 77 -
5,984 0000	INSTEEL INDUSTRIES INC K&E SMITH FDN - RUTA	110,257 06	20 9200	125,185 28	14,928 22
4,133 0000	INTERNAP CORP K&E SMITH FDN - KENN	30,734 70	6 4000	26,451 20	4,283 50 -
1,370 0000	INTERNATIONAL BUSINESS MACHINE K&E SMITH FDN - DIAM	243,793 36	137 6200	188,539 40	55,253 96 -
1,353 0000	INTEST CORP K&E SMITH FDN - KENN	4,313 53	4 2300	5,723 19	1,409 66



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617 0000	INTUITIVE SURGICAL INC				
243 0000	K&E SMITH FDN - EDGE	174,205 73	546 1600	336,980 72	162,774 99
860 0000	K&E SMITH FDN-DENT	119,738 76	546 1600	132,716 88	12,978 12
		293,944 49		469,697 60	175,753 11
1,469 0000	ITERIS INC				
	K&E SMITH FDN - KENN	2,626 25	2 1500	3,158 35	532 10
5,998 0000	JPMORGAN CHASE & CO				
	K&E SMITH FDN - DIAM	247,712 93	66 0300	396,047 94	148,335 01
2,525 0000	JAMBA INC				
	K&E SMITH FDN - KENN	34,533 33	13 4900	34,062 25	471 08-
1,990 0000	JARDEN CORP				
1,972 0000	K&E SMITH FDN NEWSOU	26,633 19	57 1200	113,668 80	87,035 61
3,962 0000	K&E SMITH FDN WESTFI	37,110 10	57 1200	112,640 64	75,530 54
		63,743 29		226,309 44	162,566 15
1,344 0000	JASON INDUSTRIES INC				
	K&E SMITH FDN - KENN	11,925 34	3 7800	5,080 32	6,845 02-
6,265 0000	JUNIPER NETWORKS INC				
	K&E SMITH FDN - DIAM	122,803 08	27 6000	172,914 00	50,110 92
111 0000	KADANT INC				
	K&E SMITH FDN - KENN	4,417 60	40 6100	4,507 71	90 11
1,032 0000	KAMAN CORP				
	K&E SMITH FDN- LONDO	33,937 61	40 8100	42,115 92	8,178 31



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,120 0000	KB HOME K&E SMITH FDN - D SM	92,653 70	12 3300	87,789 60	4,864 10 -
1,600 0000	KELLY SERVICES INC K&E SMITH FDN - D SM	22,768 00	16 1500	25,840 00	3,072 00
1,928 0000	KEY TECHNOLOGY INC K&E SMITH FDN - RUTA	20,007 62	10 3700	19,993 36	14 26 -
5,473 0000	KIMBALL ELECTRONICS INC K&E SMITH FDN - D SM	41,733 44	10 9900	60,148 27	18,414 83
2,675 0000	KIMBERLY-CLARK CORP K&E SMITH FDN - DIAM	192,173 99	127 3000	340,527 50	148,353 51
1,376 0000	LCNB CORP K&E SMITH FDN - KENN	21,795 06	16 3600	22,511 36	716 30
9,583 0000	LKQ CORP K&E SMITH FDN-DENT	182,683 09	29 6300	283,944 29	101,261 20
7,900 0000	LMI AEROSPACE INC K&E SMITH FDN - RUTA	105,085 13	10 0700	79,553 00	25,532 13 -
4,463 0000	LSI INDUSTRIES INC K&E SMITH FDN - KENN	37,993 47	12 1900	54,403 97	16,410 50
186 0000	LANDAUER INC K&E SMITH FDN - KENN	6,026 60	32 9200	6,123 12	96 52



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1,292 0000	LANDSTAR SYSTEM INC K&E SMITH FDN- LONDO	86,401 75	58 6500	75,775 80	10,625 95-
1,647 0000	LATTICE SEMICONDUCTOR CORP K&E SMITH FDN - KENN	9,953 83	6 4700	10,656 09	702 26
779 0000	LENNOX INTERNATIONAL INC K&E SMITH FDN WESTFI	80,345 55	124 9000	97,297 10	16,951 55
2,817 0000	LIBBEY INC K&E SMITH FDN - RUTA	27,288 87	21 3200	60,058 44	32,769 57
4,465 0000	LINEAR TECHNOLOGY CORP K&E SMITH FDN - DIAM	158,573 02	42 4700	189,628 55	31,055 53
382 0000	LINKEDIN CORP K&E SMITH FDN WESTFI	54,017 54	225 0800	85,980 56	31,963 02
2,135 0000	LIONBRIDGE TECHNOLOGIES INC K&E SMITH FDN - KENN	7,565 67	4 9100	10,482 85	2,917 18
560 0000	LOJACK CORP K&E SMITH FDN - KENN	2,961 78	5 5600	3,113 60	151 82
4,645 0000	LOEWS CORP K&E SMITH FDN - DIAM	174,962 76	38 4000	178,368 00	3,405 24
6,155 0000	MBIA INC K&E SMITH FDN- LONDO	44,007 30	6 4800	39,884 40	4,122 90-



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4,530 0000	MFA FINANCIAL INC K&E SMITH FDN - D SM	29,408 54	6 6000	29,898 00	489 46
4,200 0000	M/I HOMES INC K&E SMITH FDN - D SM	94,255 14	21 9200	92,064 00	2,191 14-
2,445 0000	MRC GLOBAL INC K&E SMITH FDN- LONDO	67,755 30	12 9000	31,540 50	36,214 80-
1,475 0000	MSC INDUSTRIAL DIRECT CO INC K&E SMITH FDN NEWSOU	106,534 53	56 2700	82,998 25	23,536 28-
680 0000	MSCI INC K&E SMITH FDN WESTFI	48,128 82	72 1300	49,048 40	919 58
1,455 0000	MTS SYSTEMS CORP K&E SMITH FDN NEWSOU	64,143 38	63 4100	92,261 55	28,118 17
810 0000	MACQUARIE INFRASTRUCTURE CORP K&E SMITH FDN WESTFI	54,592 56	72 6000	58,806 00	4,213 44
890 0000	MANPOWERGROUP INC K&E SMITH FDN WESTFI	74,651 71	84 2900	75,018 10	366 39
1,432 0000	MARCHEX INC K&E SMITH FDN - KENN	5,562 53	3 8900	5,570 48	7 95
6,107 0000	MARINEMAX INC K&E SMITH FDN - RUTA	69,520 95	18 4200	112,490 94	42,969 99



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
200 0000	MARKEL CORP K&E SMITH FDN-DENT	138,029 13	883 3500	176,670 00	38,640 87
5,095 0000	MARSH & MCLENNAN COS INC K&E SMITH FDN - DIAM	230,858 91	55 4500	282,517 75	51,658 84
2,048 0000	MATSON INC K&E SMITH FDN- LONDO	33,178 22	42 6300	87,306 24	54,128 02
834 0000	MAXLINEAR INC K&E SMITH FDN - KENN	6,030 00	14 7300	12,284 82	6,254 82
3,790 0000	MCGRAW HILL FINANCIAL INC K&E SMITH FDN - EDGE	361,432 45	98 5800	373,618 20	12,185 75
1,035 0000	MEDIFAST INC K&E SMITH FDN - KENN	30,725 91	30 3800	31,443 30	717 39
1,667 0000	MERCURY SYSTEMS INC K&E SMITH FDN - KENN	19,425 22	18 3600	30,606 12	11,180 90
6,164 0000	K&E SMITH FDN - RUTA	47,629 06	18 3600	113,171 04	65,541 98
7,831 0000		67,054 28		143,777 16	76,722 88
6,660 0000	METLIFE INC K&E SMITH FDN - DIAM	339,168 62	48 2100	321,078 60	18,090 02-
5,150 0000	MICROSOFT CORP K&E SMITH FDN - DIAM	134,239 55	55 4800	285,722 00	151,482 45
790 0000	MIDDLEBY CORP/THE K&E SMITH FDN WESTFI	86,136 24	107 8700	85,217 30	918 94-



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219 0000	MIDDLESEX WATER CO K&E SMITH FDN - KENN	4,277 97	26 5400	5,812 26	1,534 29
31 0000	MIDWESTONE FINANCIAL GROUP INC K&E SMITH FDN - KENN	931 24	30 4100	942 71	11 47
469 0000	MISONIX INC K&E SMITH FDN - KENN	4,886 81	9 4000	4,408 60	478 21 -
258 0000	MODINE MANUFACTURING CO K&E SMITH FDN - KENN	2,263 49	9 0500	2,334 90	71 41
6,520 0000	MODUSLINK GLOBAL SOLUTIONS INC K&E SMITH FDN - KENN	21,186 30	2 4800	16,169 60	5,016 70 -
1,504 0000	MONSTER WORLDWIDE INC K&E SMITH FDN - KENN	10,447 49	5 7300	8,617 92	1,829 57 -
2,293 0000	MOODY'S CORP K&E SMITH FDN-DENT	224,334 95	100 3400	230,079 62	5,744 67
12,125 0000	MORGAN STANLEY K&E SMITH FDN - DIAM	260,833 32	31 8100	385,696 25	124,862 93
20,000 0000	NATUZZI SPA ADR K&E SMITH FDN - D SM	41,000 00	1 6100	32,200 00	8,800 00 -
438 0000	NEWMARKET CORP K&E SMITH FDN- LONDO	38,110 07	380 7300	166,759 74	128,649 67



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1,315 0000	NICE-SYSTEMS LTD ADR K&E SMITH FDN WESTFI	36,035 27	57 3200	75,375 80	39,340 53
8,464 0000	NIKE INC K&E SMITH FDN - EDGE	374,951 35	62 5000	529,000 00	154,048 65
4,100 0000	NORTHERN TECHNOLOGIES INTERNAT K&E SMITH FDN - RUTA	72,382 48	13 8700	56,867 00	15,515 48-
2,995 0000	NORTHWEST BANCSHARES INC K&E SMITH FDN - KENN	37,046 35	13 3900	40,103 05	3,056 70
139 0000	OLD LINE BANCSHARES INC K&E SMITH FDN - KENN	2,228 98	17 5700	2,442 23	213 25
4,640 0000	OLIN CORP K&E SMITH FDN- LONDO	113,056 33	17 2600	80,086 40	32,969 93-
272 0000	OMEGA PROTEIN CORP K&E SMITH FDN - KENN	3,698 59	22 2000	6,038 40	2,339 81
992 0000 4,521 0000 5,513 0000	OMNOVA SOLUTIONS INC K&E SMITH FDN - KENN K&E SMITH FDN - RUTA	7,295 39 4,187 35 11,482 74	6 1300 6 1300	6,080 96 27,713 73 33,794 69	1,214 43- 23,526 38 22,311 95
2,812 0000	1-800-FLOWERS COM INC K&E SMITH FDN - KENN	22,802 31	7 2800	20,471 36	2,330 95-



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1,115 0000	ORASURE TECHNOLOGIES INC K&E SMITH FDN - KENN	5,445 03	6 4400	7,180 60	1,735 57
2,121 0000	ORBITAL ATK INC K&E SMITH FDN- LONDO	109,608 11	89 3400	189,490 14	79,882 03
1,427 0000	ORITANI FINANCIAL CORP K&E SMITH FDN - KENN	18,218 92	16 5000	23,545 50	5,326 58
1,534 0000	PC-TEL INC K&E SMITH FDN - KENN	11,013 74	4 5500	6,979 70	4,034 04-
1,965 0000	PNC FINANCIAL SERVICES GROUP I K&E SMITH FDN - DIAM	104,086 88	95 3100	187,284 15	83,197 27
3,309 0000	PRA GROUP INC K&E SMITH FDN-DENT	188,510 16	34 6900	114,789 21	73,720 95-
2,260 0000	PACIFIC CONTINENTAL CORP K&E SMITH FDN - KENN	24,709 79	14 8800	33,628 80	8,919 01
1,708 0000	PACIFIC MERCANTILE BANCORP K&E SMITH FDN - KENN	10,221 88	7 1300	12,178 04	1,956 16
1,680 0000	PARK STERLING CORP K&E SMITH FDN - KENN	9,828 73	7 3200	12,297 60	2,468 87
2,065 0000	PARKER-HANNIFIN CORP K&E SMITH FDN - DIAM	145,421 53	96 9800	200,263 70	54,842 17



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629 0000	PATRIOT TRANSPORTATION HOLDING K&E SMITH FDN - RUTA	9,165 92	22 5000	14,152 50	4,986 58
2,375 0000	PEOPLES BANCORP INC/OH K&E SMITH FDN - KENN	53,589 70	18 8400	44,745 00	8,844 70-
1,544 0000	PEOPLE'S UTAH BANCORP K&E SMITH FDN - KENN	23,899 64	17 2100	26,572 24	2,672 60
1,016 0000	PEP BOYS-MANNY MOE & JACK/THE K&E SMITH FDN - KENN	8,987 48	18 4100	18,704 56	9,717 08
295 0000	PERCEPTRON INC K&E SMITH FDN - KENN	2,277 96	7 7900	2,298 05	20 09
13,165 0000	PFIZER INC K&E SMITH FDN - DIAM	278,456 04	32 2800	424,966 20	146,510 16
132 0000	PHARMERICA CORP K&E SMITH FDN - KENN	1,383 07	35 0000	4,620 00	3,236 93
2,500 0000	PHILIP MORRIS INTERNATIONAL IN K&E SMITH FDN - DIAM	223,925 46	87 9100	219,775 00	4,150 46-
398 0000	PHOENIX COS INC/THE K&E SMITH FDN - KENN	13,268 87	37 0400	14,741 92	1,473 05
10,470 0000	PHOTRONICS INC K&E SMITH FDN - D SM	62,715 30	12 4500	130,351 50	67,636 20



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
970 0000	POOL CORP K&E SMITH FDN NEWSOU	35,260 43	80 7800	78,356 60	43,096 17
1,600 0000	PRAXAIR INC K&E SMITH FDN - DIAM	207,201 97	102 4000	163,840 00	43,361 97-
551 0000	PRICELINE GROUP INC/THE K&E SMITH FDN - EDGE	682,396 59	1,274 9500	702,497 45	20,100 86
1,276 0000	PRICESMART INC K&E SMITH FDN- LONDO	33,603 02	82 9900	105,895 24	72,292 22
6,496 0000	PRIMERO MINING CORP K&E SMITH FDN - D SM	27,823 67	2 2800	14,810 88	13,012 79-
6,160 0000	PROCTER & GAMBLE CO/THE K&E SMITH FDN - DIAM	381,005 68	79 4100	489,165 60	108,159 92
8,120 0000	PROGRESSIVE CORP/THE K&E SMITH FDN - DIAM	184,539 60	31 8000	258,216 00	73,676 40
1,779 0000	PSYCHEMEDICS CORP K&E SMITH FDN - KENN	20,455 05	10 1400	18,039 06	2,415 99-
4,041 0000	PURE CYCLE CORP K&E SMITH FDN - KENN	19,952 92	4 8000	19,396 80	556 12-
521 0000	QCR HOLDINGS INC K&E SMITH FDN - KENN	10,131 84	24 2900	12,655 09	2,523 25



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,500 0000	QAD INC K&E SMITH FDN - RUTA	33,760 97	20 5200	71,820 00	38,059 03
1,582 0000	QUANEX BUILDING PRODUCTS CORP K&E SMITH FDN - KENN	29,021 43	20 8500	32,984 70	3,963 27
5,534 0000	QUANTUM CORP K&E SMITH FDN - KENN	6,024 80	0 9300	5,146 62	878 18-
7,349 0000	RAND LOGISTICS INC K&E SMITH FDN - RUTA	26,542 44	1 6000	11,758 40	14,784 04-
2,451 0000	RANGE RESOURCES CORP K&E SMITH FDN-DENT	106,830 49	24 6100	60,319 11	46,511 38-
1,020 0000	RED HAT INC K&E SMITH FDN WESTFI	53,734 31	82 8100	84,466 20	30,731 89
2,647 0000	K&E SMITH FDN-DENT	128,061 43	82 8100	219,198 07	91,136 64
3,667 0000		181,795 74		303,664 27	121,868 53
267 0000	RENASANT CORP K&E SMITH FDN - KENN	3,986 21	34 4100	9,187 47	5,201 26
1,033 0000	RENT-A-CENTER INC/TX K&E SMITH FDN - KENN	17,930 85	14 9700	15,464 01	2,466 84-
6,090 0000	RENTECH INC K&E SMITH FDN - KENN	55,119 76	3 5200	21,436 80	33,682 96-
10,800 0000	RESOLUTE FOREST PRODUCTS INC K&E SMITH FDN - D SM	162,422 28	7 5700	81,756 00	80,666 28-



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864 0000	ROPER TECHNOLOGIES INC K&E SMITH FDN-DENT	93,537 95	189 7900	163,978 56	70,440 61
115 0000	ROVI CORP K&E SMITH FDN - KENN	1,021 62	16 6600	1,915 90	894 28
4,000 0000	RUBY TUESDAY INC K&E SMITH FDN - D SM	24,761 60	5 5100	22,040 00	2,721 60-
4,405 0000	RUSH ENTERPRISES INC K&E SMITH FDN NEWSOU	98,286 89	21 8900	96,425 45	1,861 44-
660 0000	SBA COMMUNICATIONS CORP K&E SMITH FDN-DENT	71,987 06	105 0700	69,346 20	2,640 86-
3,605 0000	SEI INVESTMENTS CO K&E SMITH FDN-DENT	146,127 08	52 4000	188,902 00	42,774 92
1,551 0000	SI FINANCIAL GROUP INC K&E SMITH FDN - KENN	14,647 99	13 6500	21,171 15	6,523 16
76 0000	SJW CORP K&E SMITH FDN - KENN	2,173 03	29 6500	2,253 40	80 37
4,827 0000	S&W SEED CO K&E SMITH FDN - KENN	19,845 22	4 2200	20,369 94	524 72
1,700 0000	SABRE CORP K&E SMITH FDN WESTFI	37,104 18	27 9700	47,549 00	10,444 82



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221 0000	SAGENT PHARMACEUTICALS INC K&E SMITH FDN - KENN	3,346 03	15 9100	3,516 11	170 08
246 0000	SANDY SPRING BANCORP INC K&E SMITH FDN - KENN	4,300 22	26 9600	6,632 16	2,331 94
479 0000	JOHN B SANFILIPPO & SON INC K&E SMITH FDN - KENN	17,037 32	54 0300	25,880 37	8,843 05
6,300 0000	SANMINA CORP K&E SMITH FDN - D SM	75,876 57	20 5800	129,654 00	53,777 43
20,056 0000	CHARLES SCHWAB CORP/THE K&E SMITH FDN - EDGE	530,248 02	32 9300	660,444 08	130,196 06
530 0000	SCOTTS MIRACLE-GRO CO/THE K&E SMITH FDN WESTFI	33,467 03	64 5100	34,190 30	723 27
369 0000	SENECA FOODS CORP K&E SMITH FDN - KENN	7,749 04	28 9800	10,693 62	2,944 58
4,695 0000	SERVICE CORP INTERNATIONAL/US K&E SMITH FDN- LONDO	52,225 63	26 0200	122,163 90	69,938 27
1,236 0000	SHORETEL INC K&E SMITH FDN - KENN	7,497 88	8 8500	10,938 60	3,440 72
2,530 0000	SIX FLAGS ENTERTAINMENT CORP K&E SMITH FDN WESTFI	118,212 25	54 9400	138,998 20	20,785 95



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860 0000	SKYWORKS SOLUTIONS INC K&E SMITH FDN WESTFI	69,333 74	76 8300	66,073 80	3,259 94-
233 0000	SPAN-AMERICA MEDICAL SYSTEMS I K&E SMITH FDN - KENN	4,238 02	19 6450	4,577 29	339 27
1,636 0000	SPARTANNASH CO K&E SMITH FDN - KENN	37,440 47	21 6400	35,403 04	2,037 43-
1,802 0000	SPARTON CORP K&E SMITH FDN - KENN	44,122 74	19 9900	36,021 98	8,100 76-
1,355 0000	STARWOOD HOTELS & RESORTS WORL K&E SMITH FDN WESTFI	89,927 92	69 2800	93,874 40	3,946 48
853 0000	STATE BANK FINANCIAL CORP K&E SMITH FDN - KENN	14,077 74	21 0300	17,938 59	3,860 85
2,828 0000	STEEL EXCEL INC K&E SMITH FDN - KENN	52,718 62	14 4400	40,836 32	11,882 30-
1,478 0000	STERICYCLE INC K&E SMITH FDN-DENT	122,375 29	120 6000	178,246 80	55,871 51
1,273 0000	STONEGATE BANK K&E SMITH FDN - KENN	34,836 18	32 8600	41,830 78	6,994 60
8,950 0000	STONERIDGE INC K&E SMITH FDN - RUTA	104,473 89	14 8000	132,460 00	27,986 11



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1,835 0000	STRYKER CORP K&E SMITH FDN - DIAM	149,501 93	92 9400	170,544 90	21,042 97
1,274 0000	STURM RUGER & CO INC K&E SMITH FDN- LONDO	18,098 71	59 6100	75,943 14	57,844 43
1,453 0000	SUMMER INFANT INC K&E SMITH FDN - KENN	3,446 19	2 2300	3,240 19	206 00-
4,487 0000	SUPERIOR ENERGY SERVICES INC K&E SMITH FDN- LONDO	84,915 30	13 4700	60,439 89	24,475 41-
1,319 0000	SUPERIOR INDUSTRIES INTERNATIO K&E SMITH FDN - KENN	24,557 00	18 4200	24,295 98	261 02-
16,821 0000	SUPPORT COM INC K&E SMITH FDN - KENN	31,567 51	1 0100	16,989 21	14,578 30-
316 0000	SYKES ENTERPRISES INC K&E SMITH FDN - KENN	4,661 38	30 7800	9,726 48	5,065 10
564 0000	SYMMETRY SURGICAL INC K&E SMITH FDN - KENN	3,620 89	9 2000	5,188 80	1,567 91
10,000 0000	SYSICO CORP K&E SMITH FDN - DIAM	349,919 35	41 0000	410,000 00	60,080 65
4,490 0000	TJX COS INC/THE K&E SMITH FDN - DIAM	193,639 60	70 9100	318,385 90	124,746 30



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K&E SMITH FOUNDATION
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,570 0000	TEGNA INC K&E SMITH FDN - DIAM	123,908 32	25 5200	142,146 40	18,238 08
1,408 0000	TEJON RANCH CO K&E SMITH FDN- LONDO	32,866 48	19 1500	26,963 20	5,903 28-
367 0000	TEJON RANCH CO WT EXP 08/31/2016 K&E SMITH FDN- LONDO	0 00	0 0070	2 57	2 57
8,553 0000	TELECOMMUNICATION SYSTEMS INC K&E SMITH FDN - KENN	34,937 59	4 9700	42,508 41	7,570 82
650 0000	TELEFLEX INC K&E SMITH FDN WESTFI	85,392 71	131 4500	85,442 50	49 79
1,997 0000	TEMPUR SEALY INTERNATIONAL INC K&E SMITH FDN- LONDO	88,002 58	70 4600	140,708 62	52,706 04
2,595 0000	TENET HEALTHCARE CORP K&E SMITH FDN- LONDO	42,318 43	30 3000	78,628 50	36,310 07
425 0000	TESORO CORP K&E SMITH FDN WESTFI	8,161 61	105 3700	44,782 25	36,620 64
2,590 0000	THERMON GROUP HOLDINGS INC K&E SMITH FDN NEWSOU	47,694 62	16 9200	43,822 80	3,871 82-
800 0000	TIDEWATER INC K&E SMITH FDN - D SM	38,571 12	6 9600	5,568 00	33,003 12-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
287 0000	TILE SHOP HOLDINGS INC K&E SMITH FDN - KENN	3,110 35	16 4000	4,706 80	1,596 45
7,550 0000	TITAN MACHINERY INC K&E SMITH FDN - RUTA	96,862 35	10 9300	82,521 50	14,340 85-
1,600 0000	TOTAL SYSTEM SERVICES INC K&E SMITH FDN WESTFI	38,730 91	49 8000	79,680 00	40,949 09
325 0000 303 0000 628 0000	TRANSDIGM GROUP INC K&E SMITH FDN WESTFI K&E SMITH FDN-DENT	35,587 15 68,578 86 104,166 01	228 4500 228 4500	74,246 25 69,220 35 143,466 60	38,659 10 641 49 39,300 59
1,803 0000	TRAVELCENTERS OF AMERICA LLC K&E SMITH FDN - KENN	19,801 81	9 4000	16,948 20	2,853 61-
653 0000	TRECORA RESOURCES K&E SMITH FDN - KENN	8,146 40	12 3900	8,090 67	55 73-
1,824 0000	TREDEGAR CORP K&E SMITH FDN- LONDO	25,232 74	13 6200	24,842 88	389 86-
886 0000	TRICO BANCSHARES K&E SMITH FDN - KENN	21,448 34	27 4400	24,311 84	2,863 50
987 0000	TRIMAS CORP K&E SMITH FDN - KENN	21,687 34	18 6500	18,407 55	3,279 79-
5,637 0000	TRIMBLE NAVIGATION LTD K&E SMITH FDN-DENT	123,583 19	21 4500	120,913 65	2,669 54-



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
15,655 0000	TWENTY-FIRST CENTURY FOX INC K&E SMITH FDN - EDGE	547,529 74	27 1600	425,189 80	122,339 94-
5,820 0000	TWENTY-FIRST CENTURY FOX INC K&E SMITH FDN - DIAM	196,968 64	27 2300	158,478 60	38,490 04-
444 0000	TYLER TECHNOLOGIES INC K&E SMITH FDN-DENT	39,335 42	174 3200	77,398 08	38,062 66
11,150 0000	UMH PROPERTIES INC K&E SMITH FDN - RUTA	102,867 20	10 1200	112,838 00	9,970 80
3,887 0000	USG CORP K&E SMITH FDN- LONDO	105,268 73	24 2900	94,415 23	10,853 50-
465 0000	ULTA SALON COSMETICS & FRAGRAN K&E SMITH FDN WESTFI	58,422 19	185 0000	86,025 00	27,602 81
228 0000	UNIFI INC K&E SMITH FDN - KENN	6,157 15	28 1500	6,418 20	261 05
770 0000	UNIFIRST CORP/IMA K&E SMITH FDN NEWSOU	51,394 51	104 2000	80,234 00	28,839 49
4,094 0000	UNISYS CORP K&E SMITH FDN - KENN	73,006 46	11 0500	45,238 70	27,767 76-
2,300 0000	UNITED CONTINENTAL HOLDINGS IN K&E SMITH FDN WESTFI	116,663 29	57 3000	131,790 00	15,126 71



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,413 0000	UNITED FINANCIAL BANCORP INC K&E SMITH FDN - KENN	31,819 22	12 8800	31,079 44	739 78-
1,820 0000	UNITED PARCEL SERVICE INC K&E SMITH FDN - DIAM	179,508 60	96 2300	175,138 60	4,370 00-
400 0000	UNITED STATES LIME & MINERALS K&E SMITH FDN - RUTA	21,880 07	54 9600	21,984 00	103 93
4,465 0000	UNITED TECHNOLOGIES CORP K&E SMITH FDN - DIAM	302,119 04	96 0700	428,952 55	126,833 51
545 0000	UNITED THERAPEUTICS CORP K&E SMITH FDN WESTFI	80,637 95	156 6100	85,352 45	4,714 50
457 0000	UNITIL CORP K&E SMITH FDN - KENN	14,347 29	35 8800	16,397 16	2,049 87
5,081 0000	UNIVERSAL STAINLESS & ALLOY PR K&E SMITH FDN - RUTA	146,466 62	9 2900	47,202 49	99,264 13-
1,889 0000	UNIVEST CORP OF PENNSYLVANIA K&E SMITH FDN - KENN	35,251 77	20 8600	39,404 54	4,152 77
3,380 0000	UNUM GROUP K&E SMITH FDN WESTFI	119,257 00	33 2900	112,520 20	6,736 80-
714 0000	URSTADT BIDDLE PROPERTIES INC K&E SMITH FDN - KENN	13,162 66	19 2400	13,737 36	574 70



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
4,215 0000	VF CORP	157,989 01	62 2500	262,383 75	104,394 74
670 0000	K&E SMITH FDN - DIAM	50,235 44	62 2500	41,707 50	8,527 94-
4,885 0000	K&E SMITH FDN WESTFI	208,224 45		304,091 25	95,866 80
1,020 0000	VALERO ENERGY CORP	26,791 12	70 7100	72,124 20	45,333 08
30,825 0000	K&E SMITH FDN WESTFI				
	VANGUARD DIVIDEND APPREC ETF				
	K&E SMITH FDN - CASH	1,724,931 58	77 7600	2,396,952 00	672,020 42
64,475.7340	VANGUARD RUSSELL 1000-INST				
	K&E SMITH FDN - CASH	11,117,725 70	181 3500	11,692,674 36	574,948 66
4,075 0000	VANTIV INC				
	K&E SMITH FDN - DIAM	129,466 52	47 4200	193,236 50	63,769 98
1,760 0000	VEEVA SYSTEMS INC				
	K&E SMITH FDN WESTFI	47,950 19	28 8500	50,776 00	2,825 81
2,667 0000	VERISK ANALYTICS INC				
	K&E SMITH FDN-DENT	168,028 47	76 8800	205,038 96	37,010 49
277 0000	VERITIV CORP				
	K&E SMITH FDN - D SM	10,317 23	36 2200	10,032 94	284 29-
3,102 0000	VERSAR INC				
	K&E SMITH FDN - KENN	10,374 19	3 0900	9,585 18	789 01-
2,231 0000	VIAD CORP				
	K&E SMITH FDN - KENN	55,742 13	28 2300	62,981 13	7,239 00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,720 0000	VIASAT INC K&E SMITH FDN NEWSOU	98,187 97	61 0100	104,937 20	6,749 23
11,722 0000	VISA INC K&E SMITH FDN - EDGE	177,171 33	77 5500	909,041 10	731,869 77
900 0000	VISHAY PRECISION GROUP INC K&E SMITH FDN - RUTA	9,680 22	11 3200	10,188 00	507 78
2,330 0000	VISTA OUTDOOR INC K&E SMITH FDN- LONDO	63,522 79	44 5100	103,708 30	40,185 51
895 0000	VULCAN MATERIALS CO K&E SMITH FDN WESTFI	45,755 06	94 9700	84,998 15	39,243 09
420 0000	WABCO HOLDINGS INC K&E SMITH FDN WESTFI	48,292 15	102 2600	42,949 20	5,342 95-
2,376 0000	WADDELL & REED FINANCIAL INC K&E SMITH FDN- LONDO	104,327 90	28 6600	68,096 16	36,231 74-
3,690 0000	WAGEWORKS INC K&E SMITH FDN-DENT	189,565 63	45 3700	167,415 30	22,150 33-
3,670 0000	WALTER INVESTMENT MANAGEMENT C K&E SMITH FDN NEWSOU	73,579 02	14 2200	52,187 40	21,391 62-
154,936 7130	WASATCH INTERNATIONAL GROWTH K&E SMITH FDN - CASH	4,086,939 95	30 2200	4,682,187 47	595,247 52



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
568 0000	WASHINGTONFIRST BANKSHARES INC K&E SMITH FDN - KENN	11,360 00	22 6400	12,859 52	1,499 52
2,770 0000	WASTE CONNECTIONS INC K&E SMITH FDN-DENT	125,049 21	56 3200	156,006 40	30,957 19
3,335 0000	WELLS FARGO & CO K&E SMITH FDN - DIAM	180,805 42	54 3600	181,290 60	485 18
1,480 0000	WHIRLPOOL CORP K&E SMITH FDN - DIAM	203,079 66	146 8700	217,367 60	14,287 94
6,068 0000	WILLIS LEASE FINANCE CORP K&E SMITH FDN - RUTA	83,290 43	20 1000	121,966 80	38,676 37
738 0000	WINNEBAGO INDUSTRIES INC K&E SMITH FDN - KENN	17,237 48	19 9000	14,686 20	2,551 28-
921 0000	WORLD FUEL SERVICES CORP K&E SMITH FDN- LONDO	37,846 88	38 4600	35,421 66	2,425 22-
208 0000	YORK WATER CO/THE K&E SMITH FDN - KENN	3,835 09	24 9400	5,187 52	1,352 43
1,930 0000	ZEBRA TECHNOLOGIES CORP K&E SMITH FDN NEWSOU	82,549 18	69 6500	134,424 50	51,875 32
1,070 0000	K&E SMITH FDN WESTFI	83,327 41	69 6500	74,525 50	8,801 91-
3,000 0000		165,876 59		208,950 00	43,073 41
575 0000	ZIX CORP K&E SMITH FDN - KENN	1,418 58	5 0800	2,921 00	1,502 42



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,060 0000	ZOETIS INC K&E SMITH FDN WESTFI	49,636 18	47 9200	50,795 20	1,159 02
7,944,689 0000	GLASFUNDS LTD K&E SMITH FDN - CASH	8,432,400 00	1 0000	7,944,689 00	487,711 00-
40,000 0000	CROSS SHORE CLASS E K&E SMITH FDN - CASH	4,000,000 00	90 6536	3,626,144 00	373,856 00-
26,084 4840	BERNSTEIN EMERGING MARKETS FUND K&E SMITH FDN - CASH	3,607,452 27	107 0299	2,791,822 24	815,630 03-
TOTAL INVESTMENTS EQUITY		86,978,728 76		97,084,217 98	10,105,489 22

INVESTMENTS PRIVATE EQUITY

92,817 0000	MADISON DEARBORN PARTNERS VII K&E SMITH FDN-PE	92,817 00	1 0000	92,817 00	0 00
56,029 0000	POST CAPITAL EQUITY PARTNERS III LP K&E SMITH FDN-PE	70,518 91	1 0000	56,029 00	14,489 91-
1,747,975 3800	SIGULER GUFF DISTRESSED OPPORTUNITIES IV FUND K&E SMITH FDN-PE	1,273,221 86	1 0000	1,747,975 38	474,753 52
655,050 6800	CUYAHOGA CAPITAL PARTNERS IV K&E SMITH FDN-PE	513,260 96	1 0000	655,050 68	141,789 72



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
391,059 0000	LINSALATA CAPITAL VI K&E SMITH FDN-PE	352,059 00	1 0000	391,059 00	39,000 00
568,385 3800	CHAMPION 2012 FUND K&E SMTH FDN-REAL AS	34,438 30	1 0000	568,385 38	533,947 08
50 0000	CLANCO PRIVATE EQUITY 2006 K&E SMITH FDN-PE	1,216,831 52	37,150 6000	1,857,530 00	640,698 48
40 0000	CLANCO PRIVATE EQUITY 2007 K&E SMITH FDN-PE	1,595,082 75	68,062 8500	2,722,514 00	1,127,431 25
2,469,024 0000	PINEBRIDGE PRIVATE EQUITY PORTFOLIO 111 K&E SMITH FDN-PE	1,509,003 00	1 0000	2,469,024 00	960,021 00
524,450 8600	KENNEDY WILSON RE FUND IV K&E SMTH FDN-REAL AS	275,131 91	1 0000	524,450 86	249,318 95
526,681 9900	FLAG PRIVATE EQUITY V K&E SMITH FDN-PE	451,788 38	1 0000	526,681 99	74,893 61
377,492 0000	COMMONFUND IX K&E SMTH FDN-REAL AS	401,070 00	1 0000	377,492 00	23,578 00-
4,277,776 2900	ABERDEEN INTERNATIONAL SMALL CAP K&E SMITH FDN - CASH	4,000,000 00	1 0000	4,277,776 29	277,776 29
3,157,993 0000	SIT OPPORTUNITY BOND FUND K&E SMITH FDN - CASH	3,000,000 00	1 0000	3,157,993 00	157,993 00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,585,255 0000	SIT CUSTOM ALPHA FUND K&E SMITH FDN - CASH	1,500,000 00	1 0000	1,585,255 00	85,255 00
91,144 0000	FLAG PRIVATE EQUITY VI K&E SMITH FDN-PE	90,872 00	1 0000	91,144 00	272 00
TOTAL INVESTMENTS PRIVATE EQUITY		16,376,095 59		21,101,177 58	4,725,081 99
INVESTMENTS OTHER					
157,838 7000	WESTWOOD INCOME OPPORTUN - I K&E SMITH FDN - CASH	1,884,640 31	14 1000	2,225,525 67	340,885 36
76,131 6120	FPA CRESCENT FUND K&E SMITH FDN - CASH	2,140,638 92	31 0600	2,364,647 87	224,008 95
176,294 6420	PIMCO ALL ASSET FUND-INST K&E SMITH FDN - CASH	2,090,040 20	10 2000	1,798,205 35	291,834 85-
5,143,456 9100	WESTWOOD EMERGING MARKETS TRUST K&E SMITH FDN - CASH	6,525,652 50	1 0000	5,143,456 91	1,382,195 59-
TOTAL INVESTMENTS OTHER		12,640,971 93		11,531,835 80	1,109,136 13-
TOTAL INVESTMENT		131,786,067 70		145,405,305 76	13,619,238 06

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JULIE A. BOLAND 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
CHARLES P. BOLTON 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
CAREY F. JAROS 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
TREVOR O. JONES 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
WILLIAM B, LAPLACE 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
ELLEN STIRN MAVEC 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	PRESIDENT & CHAIR 40.00	49,375.	0.	0.
VANESSA MAVEC 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
J.T. MULLEN 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
JOHN G. NESTOR 30195 CHAGRIN BLVD. SUITE 275 CLEVELAND, OH 44124	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		49,375.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAMELA EICHENAUER
30195 CHAGRIN BLVD SUITE 275
CLEVELAND, OH 44124

TELEPHONE NUMBER

216-591-9111

FORM AND CONTENT OF APPLICATIONS

- (1) WRITTEN APPLICATION;
- (2) CURRENT AUDITED FINANCIAL STATEMENTS; AND
- (3) IRS TAX EXEMPTION LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATION MAY BE MADE ONLY BY INTERNAL REVENUE CODE SECTION 509(A)(1),
(2), OR (3) ORGANIZATIONS. PREFERENCE IS GIVEN TO THE GREATER CLEVELAND
AREA.