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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.

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

FLORA BERNICE SMITH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

PO BOX 4967

City or town, state or province, country, and ZIP or foreign postal code

SYRACUSE, NY 13221

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

Section 501(c)(3) exempt private foundation

 Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

Other (specify) _____

► \$

2,750,320.

(Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		44,723.	44,723.	44,723.	STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		71,666.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			71,666.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	AOOS	MAY 26 2016			
12 Total Add lines 1 through 11		116,389.	116,389.	44,723.	
13 Compensation of officers, directors, trustees, etc.	OGDEN, UT	8,013.	5,207.	0.	2,806.
14 Other employee-salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 2	14,832.	9,640.	0.	5,192.
b Accounting fees					
c Other professional fees	STMT 3	23,615.	23,615.	0.	0.
17 Interest					
18 Taxes	STMT 4	6,549.	6,549.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	250.	0.	0.	0.
24 Total operating and administrative expenses	Add lines 13 through 23	53,259.	45,011.	0.	7,998.
25 Contributions, gifts, grants paid		150,603.			150,603.
26 Total expenses and disbursements	Add lines 24 and 25	203,862.	45,011.	0.	158,601.
27 Subtract line 26 from line 12.		-87,473.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			71,378.		
c Adjusted net income (if negative, enter -0-)				44,723.	

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
			103,643.	70,032.	70,032.
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	1,282,251.	1,044,109.	1,102,397.	
	c Investments - corporate bonds	709,930.	863,422.	839,199.	
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	765,769.	796,557.	738,692.	
	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 1)	2,861,593.	2,774,120.	2,750,320.	
Net Assets or Fund Balances	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0.	0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds	2,853,580.	2,768,753.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	8,013.	5,367.		
	30 Total net assets or fund balances	2,861,593.	2,774,120.		
	31 Total liabilities and net assets/fund balances	2,861,593.	2,774,120.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 2,861,593.
2 Enter amount from Part I, line 27a	2 -87,473.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 2,774,120.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,774,120.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED					
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				71,666.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				71,666.	
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	71,666.	
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	71,666.	

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	162,832.	3,237,560.	.050295
2013	154,040.	2,933,320.	.052514
2012	285,127.	2,761,936.	.103234
2011	148,426.	2,846,395.	.052145
2010	125,662.	2,822,453.	.044522

2 Total of line 1, column (d)

2 .302710

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 .060542

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4 2,921,982.

5 Multiply line 4 by line 3

5 176,903.

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

6 714.

7 Add lines 5 and 6

7 177,617.

8 Enter qualifying distributions from Part XII, line 4

8 158,601.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2015 estimated tax payments and 2014 overpayment credited to 2015

6a 4,400.

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 4,400.8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached8 34.

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 2,938.

11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ►

11 Refunded 1,428.11 1,510.**Part VII-A Statements Regarding Activities**

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?

Yes No 1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b X*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.*1c X

c Did the foundation file Form 1120-POL for this year?

1c 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?

2 X*If "Yes," attach a detailed description of the activities.*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*3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

6 X

• 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?

7 X7 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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b X

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*9 X9 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*10 X10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► MACKENZIE HUGHES LLP Located at ► 101 S. SALINA ST., SYRACUSE, NY	Telephone no ► 315-233-8239	ZIP+4 ► 13202
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X No

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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?	<input type="checkbox"/>	Yes X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes X 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	4b X	

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

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

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

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

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

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

(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 Yes No Yes No Yes No 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

6b



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

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

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

 Yes No

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

 Yes No

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
MARY ANNE CODY 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	0.	0.	0.
ANNE RUFFER 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	0.	0.	0.
EDWARD SPENCER 101 S. SALINA ST SYRACUSE, NY 13202	TRUSTEE 2.00	0.	0.	0.

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

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

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

0

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
NONE		

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3	▶	0.

Form 990-PF (2015)

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	2,923,699.
b	Average of monthly cash balances	1b	42,780.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,966,479.
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	2,966,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,497.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,921,982.
6	Minimum investment return Enter 5% of line 5	6	146,099.

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	146,099.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,428.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,428.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	144,671.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	144,671.
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	144,671.

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	158,601.
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	158,601.
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	158,601.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				144,671.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012	48,792.			
d From 2013	9,986.			
e From 2014	5,290.			
f Total of lines 3a through e	64,068.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 158,601.			0.	
a Applied to 2014, but not more than line 2a				
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			144,671.	
e Remaining amount distributed out of corpus	13,930.			
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:	77,998.			
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	0.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	77,998.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012	48,792.			
c Excess from 2013	9,986.			
d Excess from 2014	5,290.			
e Excess from 2015	13,930.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling



4942(j)(3) or 4942(j)(5)

Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities.				
Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
<i>a Paid during the year</i>				
AURORA OF CENTRAL NEW YORK INC., 518 JAMES STREET SYRACUSE, NY 13203		PUBLIC CHARITY	UPDATES TO COMPUTER SYSTEM AND PAINTING	16,263.
BOYS & GIRLS CLUB OF SYRACUSE 2100 E FAYETTE ST SYRACUSE, NY 13224		PUBLIC CHARITY	COMPUTER EQUIPMENT AND RECREATION EQUIPMENT	20,000.
CENTRAL NEW YORK SOCIETY FOR PREVENTION OF CRUELTY ANIMALS 5870 EAST MOLLOY ROAD SYRACUSE, NY 13211		PUBLIC CHARITY	CARGO VAN AND TRAILER	25,000.
CROUSE IRVING MEMORIAL HOSPITAL 736 IRVING AVENUE SYRACUSE, NY 13210		PUBLIC CHARITY	EMERGENCY ROOM EXPANSION	20,000.
ELMCREST CHILDREN'S CENTER 900 SALT SPRINGS ROAD SYRACUSE, NY 13224		PUBLIC CHARITY	TECHNOLOGY UPGRADE	20,000.
Total	SEE CONTINUATION SHEET(S)		► 3a	150,603.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					44,723.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					71,666.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	116,389.
13 Total Add line 12, columns (b), (d), and (e)				13	116,389.
(See worksheet in line 13 instructions to verify calculations.)					

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

FLORA BERNICE SMITH FOUNDATION

51-0181016

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
HOUSE OF PROVIDENCE ASSOCIATION 1654 W. ONONDAGA ST SYRACUSE, NY 13204		PUBLIC CHARITY/CHURCH	ROOF REPLACEMENT FOR GROUP RESIDENCE	15,620.
ST MARY'S OF THE LAKE JORDAN ROAD SKANEATELES, NY 13850		PUBLIC CHARITY/CHURCH	REPAIRS	10,000.
ST THOMAS PREPARATORY 240 E ONONDAGA STREET SYRACUSE, NY 13202		PUBLIC CHARITY/CHURCH	TUITION ASSISTANCE	9,000.
ST. JOSEPH'S HOSPITAL 301 PROSPECT AVENUE SYRACUSE, NY 13203		PUBLIC CHARITY	BARIARTIC TOOLS	14,720.
Total from continuation sheets				49,340.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	44,723.	0.	44,723.	44,723.	44,723.
TO PART I, LINE 4	44,723.	0.	44,723.	44,723.	44,723.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	14,832.	9,640.	0.	5,192.
LEGAL DISBURSEMENTS	0.	0.	0.	0.
TO FM 990-PF, PG 1, LN 16A	14,832.	9,640.	0.	5,192.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES + INV MGMT FEES	23,615.	23,615.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	23,615.	23,615.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	399.	399.	0.	0.
EXCISE TAXES	6,150.	6,150.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,549.	6,549.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS ATTORNEY GENERAL FILING FEE	250.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	250.	0.	0.	0.

Flora Bernice Smith Foundation
Schedule G
Principal Remaining on Hand

From 1/01/2015 Thru 12/31/2015

Description	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2015
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Stocks

Alcoa Corp. Shares	2,960.000000	29,013.58	29,013.58	29,215.20
Alphabet Inc Cl A Shares	50.000000	21,633.35	21,841.20	38,900.50
Alphabet Inc. Cl C Shares	60.000000	22,382.96	22,475.63	45,532.80
Ambev SA Sponsd ADR Shares	5,620 000000	32,836.56	32,836.56	25,065.20
AMC Networks Inc. Cl A Shares	620 000000	36,708.17	36,708.17	46,301.60
Anheuser-Busch Inbev Shares	230.000000	20,187.41	20,187.41	28,582.73
Apple Inc Shares	430 000000	46,916.85	46,916.85	45,261.80
Cerner Corp. Shares	450.000000	23,814.28	23,814.28	27,076.50
Diageo PLC Sponsd ADR new Shares	970.000000	26,795.25	26,795.25	26,542.07
Ebay Inc. Shares	540 000000	16,277.75	16,277.75	14,839.20
Electronic Arts Inc Shares	680 000000	9,599.06	9,599.06	46,729.60
Express Scripts Holding Co Shares	240.000000	20,668.13	20,668.13	20,978.40
Flir Systems, Inc. Shares	520 000000	14,677.78	14,677.78	14,596.40
Flowserve Corp. Shares	340 000000	19,078.15	19,078.15	14,307.20
Intuitive Surgical Inc Shares	60 000000	30,328.89	30,328.89	32,769.60

Flora Bernice Smith Foundation
Schedule G
Principal Remaining on Hand

Description	From 1/01/2015 Thru 12/31/2015	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2015
Johnson & Johnson Shares	350 000000	30,762.55	30,762.55	35,952.00
Juniper Networks Inc Shares	720 000000	13,789.23	13,789.23	19,872.00
Liberty Global PLC Class A Shares	570.000000	26,393.65	26,393.65	24,145.20
LuLuLemon Athletica Inc. W/I Shares	530.000000	31,277.13	31,277.13	27,809.10
Mastercard Inc. Cl A Shares	450.000000	40,121.38	40,121.38	43,812.00
Monsanto Co., new, Del Shares	530 000000	47,912.74	48,174.52	52,215.60
PayPal Holdings Inc. Shares	790 000000	19,266.92	19,266.92	28,598.00
Priceline Company, Inc. Shares	10.000000	10,281.88	10,281.88	12,749.50
Qualcomm Inc Shares	700 000000	41,770.66	41,770.66	34,989.50
Range Resources Corp Shares	1,050 000000	47,024.21	47,024.21	25,840.50
Realogy Holdings Shares	440 000000	18,165.89	18,165.89	16,134.80
Schlumberger Ltd Shares	360 000000	23,813.26	29,431.80	25,110.00
Sinclair Broadcast Group Inc Cl A Shares	570 000000	16,296.17	16,296.17	18,547.80
Tegna Inc Shares	550 000000	12,113.21	12,113.21	14,036.00
Time Warner Inc Shares	770 000000	58,114.39	58,114.39	49,795.90
Tribune Media Company Shares	740 000000	38,071.28	38,071.28	25,019.40

Flora Bernice Smith Foundation
Schedule G
Principal Remaining on Hand

Description	From 1/01/2015 Thru 12/31/2015	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2015
TripAdvisor Inc Shares	290 000000	25,008 14	25,008 14	24,722.50
Twenty-first Century Fox, Inc. Shares	1,170.000000	37,626.24	37,626.24	31,777.20
Unilever PLC Sponsd ADR, new Shares	583 000000	16,467.35	19,168.12	25,138.96
Verifone Systems Inc. Shares	730 000000	19,930.60	19,930.60	20,454.60
Visa Inc. Shares	380 000000	25,835.12	25,835.12	29,469.00
Weatherford International PLC Shares	1,600 000000	26,062.32	29,905.15	13,424.00
Weyerhaeuser Co Shares	660.000000	19,033.61	19,033.61	19,786.80
Yum! Brands, Inc Shares	360 000000	28,052.93	28,052.93	26,298.00
	Total Stocks	1,044,109.03	1,056,833.47	1,102,397.16
<u>Bonds</u>				
American Express Cred Mtn 2 8% due 9/19/16 Par Value	25,000 000000	26,712.00	26,712.00	25,318.50
Amgen Inc 2 3% due 6/15/16 Par Value	25,000 000000	26,063.25	26,063.25	25,143.75
Bank of America Mtn 3 75% due 7/12/16 Par Value	5,000 000000	5,272.35	5,272.35	5,062.70
FHLMC 1 0% due 3/8/17 Par Value	50,000 000000	50,336.00	50,336.00	50,041.50
FHLMC 1 0% due 7/28/17 Par Value	130,000 000000	130,454.48	130,454.48	129,784.20
FHLMC GD Pool #C09044 3 5% due 6/1/43 Par Value	36,520 690000	38,183.61	38,183.61	37,628.73

Flora Bernice Smith Foundation

Schedule G

Principal Remaining on Hand

From 1/01/2015 Thru 12/31/2015

Description	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2015
FNMA 1.125% due 4/27/17	106,199 10	106,199 10	105,173.25
Par Value 105,000.000000			
FNMA Pool #995681 @ 6.0% due 5/01/38	12,469 46	12,765 52	6,423.56
Par Value 5,680.750000			
FNMA Pool #A00800 @ 3 0% due 4/1/27	22,656 35	22,656 35	22,029.92
Par Value 21,275.080000			
FNMA Pool #AB8464 2.5% due 2/1/43	22,359 45	22,359.45	22,569.51
Par Value 23,355 660000			
FNMA Pool #AE0217 @ 4.5% due 8/1/40	42,620.21	42,620 21	38,062 78
Par Value 35,164.520000			
FNMA Pool #AT8912 @ 3.0% due 7/1/43	20,838 03	20,838 03	20,889.40
Par Value 20,846.040000			
Goldman Sachs 5.35% due 1/15/16	38,078 95	38,078 95	35,036.75
Par Value 35,000.000000			
JP Morgan Chase Mtn 3 15% due 7/5/16	26,099 50	26,099 50	25,258.50
Par Value 25,000.000000			
Morgan Stanley Mtn 1 75% due 2/25/16	34,923 35	34,923 35	35,040 60
Par Value 35,000 000000			
US Treasury Note 2.375% due 7/31/17	26,025 00	26,025 00	24,506 16
Par Value 24,000 000000			
US Treasury Notes 1.5% due 5/31/2020	80,437 50	80,437 50	79,309 60
Par Value 80,000.000000			
US Treasury TIPS 125% due 1/15/22	28,770 90	28,770 90	28,512 86
Par Value 29,423 520000			
US Treasury TIPS 125% due 4/15/18	27,807 08	27,807 08	27,726 68
Par Value 27,780 300000			
US Treasury TIPS .625% due 2/15/43	28,222 32	28,222 32	27,138 55
Par Value 32,069 190000			
US Treasury TIPS 1 125% due 1/15/21	28,269 96	28,269 96	28,022 77
Par Value 27,181 500000			
Verizon Communications Inc 2 55% due 6/17/19	24,970 00	24,970 00	25,315 00
Par Value 25,000 000000			

Flora Bernice Smith Foundation
Schedule G
Principal Remaining on Hand

Description	From 1/01/2015 Thru 12/31/2015	Tax Basis	Fiduciary Carry Value	Market Value 12/31/2015
Wells Fargo Co. 2 625% due 12/15/16 Par Value	15,000.000000	15,653.25	15,653.25	15,203.70
		Total Bonds	863,422.10	863,718.16
				839,198.97
<i>Mutual Funds and Unit Trusts</i>				
Manning & Napier Core Bond Series FD #123 Shares/Units	20,773.163000	211,933.19	235,380.13	217,702.75
Manning & Napier Dynamic Opportunities Series Shares/Units	9,377.406000	90,861.16	90,861.16	83,740.24
Manning & Napier Emerging Markets Fund Shares/Units	3,409.831000	34,526.21	34,526.21	28,165.20
Manning & Napier Focused Opportunities Series Shares/Units	9,869.847000	95,438.75	95,438.75	77,379.60
Manning & Napier Global Fixed Income Series Shares/Units	15,151.584000	146,668.85	146,668.85	138,030.93
Manning & Napier International Series Shares/Units	13,038.820000	118,255.97	121,003.23	96,878.43
Manning & Napier Real Estate Fund Shares/Units	3,998.615000	49,704.16	51,171.68	56,580.39
Manning & Napier World Opportunities Shares/Units	5,940.082000	49,169.04	52,843.31	40,214.36
		Total Mutual Funds and Unit Trusts	796,557.33	827,893.32
				738,691.90
<i>Cash, Money and Bank Accounts</i>				
M&T Bank #9858517825 Trust checking account		1,997.65	1,997.65	1,997.65
Wilmington US Treasury Money Market Fund		68,035.08	68,035.08	68,035.08
		Total Cash, Money and Bank Accounts	70,032.73	70,032.73
				70,032.73

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period 1/01/2015 to 12/31/2015

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

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
AMC Networks Inc. Cl A					
CUSIP # 00164V103					
40 00000	2/06/2014	11/17/2015	3,051.39	2,461.19	590.20
Anheuser-Busch Inbev					
30 00000	6/26/2013	11/17/2015	3,628.42	2,633.14	995.28
Apache Corp.					
CUSIP # 037411105					
100.00000	4/30/2012	6/22/2015	5,838.67	9,280.94	-3,442.27
Apollo Group Inc. Cl A					
CUSIP # 037604105					
560.00000	2/20/2014	4/08/2015	10,443.56	17,890.76	-7,447.20
Biomed Property Trust (REIT)					
CUSIP # 09063H107					
180.00000	3/27/2012	1/28/2015	4,455.41	3,385.39	1,070.02
Cameron International Corp.					
CUSIP # 13342B105					
260.00000	8/05/2013	8/31/2015	15,654.97	15,383.81	271.16
20 00000	10/29/2013	8/31/2015	1,204.23	1,080.42	123.81
10.00000	10/29/2013	8/31/2015	602.11	537.50	64.61
300.00000	10/31/2013	8/31/2015	18,063.43	16,379.22	1,684.21
Cerner Corp					
CUSIP # 156782104					
270.00000	11/25/2008	6/03/2015	18,319.05	2,199.32	16,119.73
20.00000	4/15/2014	6/03/2015	1,356.97	1,068.04	288.93
Citigroup Inc. 3.953% due 6/15/16					
CUSIP # 172967FS5					
5,000 00000	7/11/2013	3/18/2015	5,187.80	5,291.35	-103.55
Corp Office Properties Trust REIT					
CUSIP # 22002T108					
90 00000	8/23/2011	1/29/2015	2,731.95	2,202.64	529.31
50 00000	12/15/2011	1/29/2015	1,517.75	1,044.18	473.57
D R Horton Inc.					
CUSIP # 23331A109					

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period 1/01/2015 to 12/31/2015

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

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
470 00000	12/26/2013	4/21/2015	13,381.71	9,632.16	3,749.55
Diageo PLC Sponsd ADR new					
CUSIP # 25243Q205					
130 00000	10/16/2014	11/17/2015	3,685.82	3,591.12	94.70
EMC Corp Mass					
CUSIP # 268648102					
330.00000	6/13/2012	4/14/2015	8,603.83	8,108.23	495.60
400.00000	6/13/2012	10/02/2015	9,215.40	9,817.36	-601.96
770.00000	2/21/2013	10/02/2015	17,739.65	18,529.19	-789.54
EOG Resources Inc					
CUSIP # 26875P101					
70.00000	5/09/2012	6/22/2015	6,294.19	3,691.64	2,602.55
Express Scripts Holding Co.					
CUSIP # 30219G108					
40.00000	6/30/2014	11/17/2015	3,385.85	2,751.73	634.12
60.00000	6/30/2014	12/21/2015	5,193.19	4,126.59	1,066.60
120 00000	10/21/2014	12/21/2015	10,386.39	8,376.90	2,009.49
FHLMC 2.375% due 1/13/22					
CUSIP # 3137EADB2					
36,000 00000	6/04/2012	8/27/2015	36,714.24	36,964.08	-249.84
GE Capital Mtn 1.5% due 7/12/16					
CUSIP # 36962G6Z2					
15,000 00000	7/12/2013	4/15/2015	15,186.00	15,022.80	163.20
General Electric Co.					
CUSIP # 369604103					
540 00000	10/11/2013	5/13/2015	14,812.79	12,904.56	1,908.23
440 00000	10/11/2013	10/19/2015	12,712.62	10,514.83	2,197.79
Google Inc Class C					
CUSIP # 385259P70					
0 05493	1/29/2010	5/11/2015	28.73	14.98	13.75
0 02747	7/02/2010	5/11/2015	14.37	6.29	8.08
Hess Corp					
CUSIP # 42809H107					
660 00000	5/30/2012	7/08/2015	43,295.50	30,484.82	12,810.68

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period 1/01/2015 to 12/31/2015

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

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Johnson & Johnson					
CUSIP # 478160104					
30 00000	11/20/2012	11/17/2015	3,019.80	2,072.58	947.22
Joy Global Inc.					
CUSIP # 481165108					
270 00000	4/19/2013	9/03/2015	6,526.96	14,602.45	-8,075.49
Juniper Networks Inc					
CUSIP # 48203R104					
110.00000	2/16/2012	3/02/2015	2,693.34	2,439.56	253.78
1,140.00000	6/06/2012	3/02/2015	27,912.81	19,262.84	8,649.97
200 00000	4/29/2013	3/02/2015	4,896.98	3,207.24	1,689.74
Lennar Corp Cl A					
CUSIP # 526057104					
250.00000	1/31/2014	4/21/2015	12,532.25	9,588.65	2,943.60
Manning & Napier Inflation Focus Equity Ser					
CUSIP # 56382P575					
2,637 00000	8/26/2011	5/14/2015	28,713.76	26,370.00	2,343.76
86 00000	11/08/2011	5/14/2015	936.44	892.68	43.76
61 97200	12/18/2012	5/14/2015	674.80	676.12	-1.32
3 46900	2/06/2013	5/14/2015	37.77	37.85	-0.08
7 00600	9/18/2013	5/14/2015	76.29	85.05	-8.76
112 49700	12/20/2013	5/14/2015	1,224.96	1,295.97	-71.01
32.39500	12/20/2013	5/14/2015	352.74	373.19	-20.45
Mastercard Inc Cl A					
CUSIP # 57636Q104					
90.00000	4/28/2014	11/17/2015	8,895.97	6,600.94	2,295.03
Mosaic Co					
CUSIP # 61945C103					
420 00000	3/19/2014	5/06/2015	18,884.84	20,170.39	-1,285.55
Nestle SA CHF 1- 0					
CUSIP # 628530107					
400 00000	6/18/2013	1/20/2015	30,381.37	26,717.52	3,663.85
Peabody Energy Corp					
CUSIP # 704549104					

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period: 1/01/2015 to 12/31/2015

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

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
750 00000	5/21/2013	4/21/2015	3,915.00	15,240.68	-11,325.68
180 00000	7/18/2013	4/21/2015	939.60	2,900.80	-1,961.20
Popular Inc. CUSIP # 733174700					
440.00000	7/14/2014	7/17/2015	12,745.85	15,046.00	-2,300.15
Priceline Company, Inc. CUSIP # 741503403					
20.00000	6/12/2014	11/17/2015	26,345.20	24,697.47	1,647.73
Sanofi ADR CUSIP # 80105N105					
170.00000	2/11/2014	3/03/2015	8,217.78	8,069.16	148.62
270.00000	8/26/2014	10/09/2015	13,186.75	14,494.68	-1,307.93
Sinclair Broadcast Group Inc. Cl A CUSIP # 829226109					
230.00000	11/13/2013	11/17/2015	7,681.16	7,374.76	306.40
Starz CUSIP # 85571Q102					
260.00000	5/15/2013	2/18/2015	8,294.03	6,028.20	2,265.83
570 00000	5/17/2013	2/18/2015	18,183.05	13,155.81	5,027.24
Toll Brothers CUSIP # 889478103					
270.00000	2/04/2014	4/22/2015	10,320.38	9,816.73	503.65
US Treasury Note .375% due 5/31/16 CUSIP # 912828WM8					
105,000.00000	6/02/2014	8/27/2015	105,032.81	105,016.41	16.40
60,000.00000	6/02/2014	11/25/2015	59,906.25	60,009.37	-103.12
Viacom Inc. Cl B CUSIP # 92553P201					
160 00000	10/11/2012	8/28/2015	6,264.89	9,063.39	-2,798.50
150 00000	1/15/2013	8/28/2015	5,873.34	8,656.83	-2,783.49
140 00000	2/07/2013	8/28/2015	5,481.78	8,295.40	-2,813.62
Yum! Brands, Inc. CUSIP # 988498101					
220 00000	4/22/2013	5/12/2015	19,731.28	14,587.05	5,144.23

Statement #
SCHEDULE D - Long Term Capital Gains & Losses
 Period. 1/01/2015 to 12/31/2015

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

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Liberty Global PLC Cl A					
CUSIP # G5480U138					
6 00000	3/26/2014	7/15/2015	257.70	235.30	22.40
0 50000	3/26/2014	7/17/2015	23.50	19.58	3.92
Alphabet Inc. Cl A					
CUSIP # 02079K305					
10 00000	1/29/2010	11/17/2015	7,615.70	2,727.68	4,888.02
Electronic Arts Inc					
CUSIP # 285512109					
170 00000	5/15/2012	11/17/2015	12,209.99	2,478.63	9,731.36
General Electric Co.					
CUSIP # 369604103					
220.00000	10/11/2013	11/16/2015	6,607.02	5,251.47	1,355.55
390.00000	8/08/2014	11/16/2015	11,712.44	9,748.64	1,963.80
380.00000	9/26/2014	11/16/2015	11,412.12	9,939.92	1,472.20
Juniper Networks Inc.					
CUSIP # 48203R104					
200.00000	4/29/2013	11/17/2015	5,947.59	3,168.16	2,779.43
70.00000	10/21/2014	11/17/2015	2,081.66	1,344.82	736.84
Manning & Napier Dynamic Opportunities Series					
692.00000	1/29/2014	11/17/2015	6,490.96	6,809.28	-318.32
Manning & Napier Global Fixed Income Series					
CUSIP # 56382P179					
1,190 00000	4/03/2013	11/17/2015	10,983.70	11,888.10	-904.40
Manning & Napier Real Estate Fund					
CUSIP # 56182P641					
253 00000	12/21/2009	11/17/2015	3,863.31	2,631.20	1,232.11
Manning & Napier World Opportunities					
CUSIP # 563821545					
568 00000	3/05/2004	11/17/2015	4,004.40	4,129.36	-124.96
Visa Inc					
CUSIP # 92826C839					
140 00000	4/29/2014	11/10/2015	11,107.19	7,311.83	3,795.36

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Entity: 357 Flora Bernice Smith Foundation

SCHEDULE D - Long Term Capital Gains & Losses

Federal Id # 51-0181016

Period 1/01/2015 to 12/31/2015

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
		Total	846,903 50	779,904 92	66,998 58

Plus long-term capital gains distributions as reported on Schedule A-1:

Manning & Napier Core Bond Fund	1,171.63
Manning & Napier Dynamic Opportunities Fund	4,617.26
Manning & Napier Emerging Markets Fund	122.51
Manning & Napier Inflation Focus Equity Fund	291.53
Manning & Napier International Series	1,553.20
Manning & Napier Real Estate Fund	<u>6,041.25</u>
	<u>13,797.38</u>
	80,795.96

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SCHEDULE D - Short Term Capital Gains & Losses
 Period 1/01/2015 to 12/31/2015

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

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
Amazon Com Inc					
CUSIP # 023135106					
40.000000	4/11/2014	3/26/2015	15,143.39	13,009.66	2,133.73
30.000000	4/15/2014	3/26/2015	11,357.54	9,660.30	1,697.24
Apache Corp					
CUSIP # 037411105					
30.000000	11/04/2014	6/22/2015	1,751.60	2,313.79	-562.19
Apollo Group Inc Cl A					
CUSIP # 037604105					
140.000000	3/04/2015	4/08/2015	2,610.89	3,889.60	-1,278.71
Catamaran Corp					
CUSIP # 148887102					
460.000000	6/16/2014	4/02/2015	27,508.69	20,010.64	7,498.05
260.000000	10/23/2014	4/02/2015	15,548.39	10,464.83	5,083.56
Express Scripts Holding Co.					
CUSIP # 30219G108					
80.000000	3/31/2014	1/15/2015	6,649.14	6,038.23	610.91
100.000000	4/21/2014	1/15/2015	8,311.42	7,288.81	1,022.61
10.000000	6/30/2014	1/15/2015	831.14	693.15	137.99
FHLMC 5% due 5/13/16					
CUSIP # 3137EAD!9					
65,000.00000	8/28/2014	5/12/2015	65,101.40	65,051.35	50.05
10,000.00000	8/28/2014	8/28/2015	10,009.00	10,007.90	1.10
Gannett Co.					
CUSIP # 364730101					
540.000000	9/30/2014	2/18/2015	18,787.84	16,232.15	2,555.69
Google Inc. Class C					
CUSIP # 385259P70					
0.08240	1/15/2015	5/11/2015	43.09	40.21	2.88
HSBC Holdings PLC ord USD 50					
2,970.00000	4/22/2014	4/14/2015	26,428.10	30,905.25	-4,477.15

Joy Global Inc
 CUSIP # 481165108

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SCHEDULE D - Short Term Capital Gains & Losses
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Entity 357 Flora Bernice Smith Foundation
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(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
250 00000	9/25/2014	9/03/2015	6,043.47	14,407.43	-8,363.96
Manning & Napier Inflation Focus Equity Ser					
CUSIP # 56382P575					
24 19600	9/26/2014	5/14/2015	263.47	293.74	-30.27
3.97200	9/26/2014	5/14/2015	43.25	48.22	-4.97
29 88600	12/22/2014	5/14/2015	325.42	309.32	16.10
129.69700	12/22/2014	5/14/2015	1,412.24	1,342.36	69.88
32.86000	5/12/2015	5/14/2015	357.81	357.85	-0.04
Peabody Energy Corp.					
CUSIP # 704549104					
320 00000	5/09/2014	4/21/2015	1,670.40	5,942.88	-4,272.48
720 00000	7/15/2014	4/21/2015	3,758.40	11,485.30	-7,726.90
310.00000	9/22/2014	4/21/2015	1,618.20	4,402.23	-2,784.03
510 00000	12/23/2014	4/21/2015	2,662.20	4,174.87	-1,512.67
Popular Inc.					
CUSIP # 733174700					
60 00000	9/19/2014	7/17/2015	1,738.08	1,890.25	-152.17
Priceline Company, Inc.					
CUSIP # 741503403					
10.00000	1/20/2015	11/17/2015	13,172.60	10,282.47	2,890.13
SabMiller PLC					
610 00000	9/18/2015	9/18/2015	34,096.34	27,939.58	6,156.76
Sanofi ADR					
CUSIP # 80105N105					
210.00000	7/10/2014	3/03/2015	10,151.38	11,053.38	-902.00
SLM Corp.					
CUSIP # 78442P106					
925 00000	10/29/2014	10/14/2015	6,660.00	8,316.81	-1,656.81
1,265 00000	10/30/2014	10/14/2015	9,108.00	11,546.17	-2,438.17
Viacom Inc Cl B					
CUSIP # 92553P201					
60 00000	9/29/2014	8/28/2015	2,349.34	4,630.74	-2,281.40
Eli Lilly and Company					
CUSIP # 532457108					

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Entity 357 Flora Bernice Smith Foundation

SCHEDULE D - Short Term Capital Gains & Losses

Federal Id # 51-0181016

Period 1/01/2015 to 12/31/2015

(a) Description of property Shares/Par	(b) Date acquired	(c) Date sold	(d) Sale price	(e) Cost other basis	(f) Gain or Loss
430.00000	5/07/2015	10/13/2015	36,047.29	31,421.49	4,625.80
Gannett SpinCo Inc.					
CUSIP # 36473H104					
45 00000	9/30/2014	7/09/2015	534.45	509.04	25.41
230 00000	10/17/2014	7/09/2015	2,731.60	2,308.94	422.66
Liberty Global PLC Cl A					
CUSIP # G5480U138					
22.00000	5/14/2015	7/15/2015	944.89	1,035.95	-91.06
Merck & Co , Inc., new					
CUSIP # 58933Y105					
540.00000	5/04/2015	10/19/2015	26,843.56	32,439.35	-5,595.79
Total			372,614.02	381,744.24	-9,130.22