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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation LILLIAN S SMITH FOUNDATION		A Employer identification number 57-1068768	
Number and street (or P O box number if mail is not delivered to street address) 1901 MAIN STREET SUITE 900		B Telephone number (see instructions) (803) 254-8196	
City or town, state or province, country, and ZIP or foreign postal code COLUMBIA, SC 29201		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) ▶ \$ 1,290,118		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	50,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	32	32		
	4 Dividends and interest from securities	28,916	28,916		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-148,266			
	b Gross sales price for all assets on line 6a 6,041,453				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-69,318	28,948		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,790	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .				
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	23,747	23,747		0
	24 Total operating and administrative expenses. Add lines 13 through 23	26,537	23,747		0
	25 Contributions, gifts, grants paid	64,500			64,500
	26 Total expenses and disbursements. Add lines 24 and 25	91,037	23,747		64,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-160,355			
	b Net investment income (if negative, enter -0-)		5,201		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	196,151	379,800	379,800
	3	Accounts receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,300,263	909,581	910,318
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans.				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,496,414	1,289,381	1,290,118	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	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	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,496,414	1,289,381	
30	Total net assets or fund balances (see instructions)	1,496,414	1,289,381		
31	Total liabilities and net assets/fund balances (see instructions)	1,496,414	1,289,381		

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	1,496,414
2	Enter amount from Part I, line 27a	2	-160,355
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,336,059
5	Decreases not included in line 2 (itemize) ▶ _____	5	46,678
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,289,381

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	SEE ATTACHED WELLS FARGO STATEMENT - 9864			
b	SEE ATTACHED WELLS FARGO STATEMENT - 9864			
c	SEE ATTACHED WELLS FARGO STATEMENT - 5131			
d	CAPITAL GAINS DIVIDENDS	P		
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 782,823		805,529	-22,706
b 138,834		164,171	-25,337
c 5,119,482		5,220,019	-100,537
d 314			314
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			-22,706
b			-25,337
c			-100,537
d			314
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	-148,266
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

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

1 Enter the appropriate amount in each column for each year, see 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	84,947	1,604,625	0 052939
2013	76,573	1,735,988	0 044109
2012	64,703	1,414,692	0 045736
2011	0	0	0 000000
2010	41,766	1,042,819	0 040051

2	Total of line 1, column (d).	2	0 182835
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 036567
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	1,376,098
5	Multiply line 4 by line 3.	5	50,320
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	52
7	Add lines 5 and 6.	7	50,372
8	Enter qualifying distributions from Part XII, line 4.	8	64,500

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 page 18 of the 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

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.

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☐ **Refunded** ☐

1	52
2	0
3	52
4	0
5	52
6a	
6b	
6c	
6d	
7	0
8	
9	52
10	
11	

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?

1b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1c

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

2

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

3

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0

4

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.

5

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*

6

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

7

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

8

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

9

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?

10

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.*

11

Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ _____

12

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* .

13

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*

14

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

1a	Yes	No
1b		No
1c		No
2		No
3		No
4a		No
4b		
5		No
6	Yes	
7	Yes	
8b		No
9		No
10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14	The books are in care of ▶WILLIAM F QUATTLEBAUM Telephone no ▶(803) 256-0002 Located at ▶1901 MAIN STREET SUITE 900 COLUMBIA SC ZIP+4 ▶29201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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		
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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

☐ Yes

☒ No

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

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes

☒ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

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

☐ Yes

☒ No

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

5b

6b

7b

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
SAMUEL L SMITH	SECRETARY	0	0	0
POST OFFICE BOX 3197	0 00			
WEST COLUMBIA, SC 291713197				
WILLIAM F QUATTLEBAUM	CEO	0	0	0
1901 MAIN STREET SUITE 900	0 00			
COLUMBIA, SC 29201				

2

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

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

Total

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

0

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Part VIII

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.	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		
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	

[illegible]

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	1,045,692
b	Average of monthly cash balances.	1b	351,362
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,397,054
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	1,397,054
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	20,956
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,376,098
6	Minimum investment return. Enter 5% of line 5.	6	68,805

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	68,805
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	52
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	52
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	68,753
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	68,753
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	68,753

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	64,500
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	64,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	52
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	64,448

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				68,753
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			36,964	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 64,500				
a Applied to 2014, but not more than line 2a			36,964	
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.				27,536
e Remaining amount distributed out of corpus	0			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				41,217
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 (see instructions). . . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

b Check box to indicate whether the organization is a private operating foundation described in section 170(c)(2)(B)(i) or 170(c)(2)(B)(ii): ☐ 170(c)(2)(B)(i) or ☐ 170(c)(2)(B)(ii)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

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))

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

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 email 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

[illegible]

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	64,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
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			14	32		
4 Dividends and interest from securities.			14	28,916		
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.			15			
8 Gain or (loss) from sales of assets other than inventory			18	-148,266		
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		-119,318		0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	-119,318		-119,318

[illegible]

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
MT PLEASANT PRESBYTERIAN HOPE HOUSE 314 HIBBEN ST MT PLEASANT, SC 29464	NONE	PUBLIC	GENERAL FUND	5,000
PALMETTO HEALTH FOUNDATION 1600 MARION STREET COLUMBIA, SC 29201	NONE	PUBLIC	GENERAL USE	27,000
SALVATION ARMY 2025 MAIN STREET COLUMBIA, SC 29201	NONE	PUBLIC	GENERAL FUND	10,000
SOUTH CAROLINA PHILHARMONIC 721 LADY STREET SUITE B COLUMBIA, SC 292013019	NONE	PUBLIC	GENERAL USE	10,000
USC COLLEGE OF NURSING 1601 GREENE STREET COLUMBIA, SC 29208	NONE	PUBLIC	GENERAL USE	10,000
SOUTH CAROLINA STATE MUSEUM 301 GERVAIS STREET COLUMBIA, SC 29214	NONE	PUBLIC	GENERAL USE	2,500
Total			3a	64,500

TY 2015 Accounting Fees Schedule

Name: LILLIAN S SMITH FOUNDATION

EIN: 57-1068768

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,790	0		0

TY 2015 Explanation of Non-Filing with Attorney General Statement

Name: LILLIAN S SMITH FOUNDATION

EIN: 57-1068768

Statement: SOUTH CAROLINA NO LONGER REQUIRES A COPY OF FORM 990-PF
TO BE FILED WITH THE STATE ATTORNEY GENERAL'S OFFICE.

TY 2015 Investments Corporate Stock Schedule

Name: LILLIAN S SMITH FOUNDATION

EIN: 57-1068768

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	909,581	910,318

TY 2015 Other Decreases Schedule

Name: LILLIAN S SMITH FOUNDATION

EIN: 57-1068768

Description	Amount
CURRENT YEAR UNREALIZED GAIN/LOSS	46,678

TY 2015 Other Expenses Schedule**Name:** LILLIAN S SMITH FOUNDATION**EIN:** 57-1068768

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEE	23,647	23,647		0
FOREIGN TAX	47	47		0
FEDERAL TAX	53	53		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2015
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Name of the organization LILLIAN S SMITH FOUNDATION	Employer identification number 57-1068768
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
--	---

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization LILLIAN S SMITH FOUNDATION	Employer identification number 57-1068768
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1			Person ☒
	LILLIAN S SMITH CHARITABLE LEAD TRU PO BOX 166	\$ 50,000	Payroll ☐
	COLUMBIA, SC 29202		Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number
57-1068768

Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization LILLIAN S SMITH FOUNDATION	Employer identification number 57-1068768
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	
	_____	_____	
	--	_____	
	_____	_____	
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	
	_____	_____	
	--	_____	
	_____	_____	
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	
	_____	_____	
	--	_____	
	_____	_____	
(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	
	_____	_____	
	--	_____	
	_____	_____	

2015 Year-End Account Summary

As of Date: 02/18/16

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Account Number: 1862-9864

LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
AT & T INC CUSIP 00206R102	190 00000	12/03/2014	06/10/2015	6,600 47	6,473 74		0 00	126 73	
	95 00000	03/30/2015	06/10/2015	3,300 25	3,134 78		0 00	165 47	
Subtotals	285.00000			\$9,900.72	\$9,608.52		\$0.00	\$292.20	
ABERCROMBIE & FITCH CO CUSIP 002896207	135 00000	10/23/2014	01/20/2015	3,488 06	4,516.25		0 00	-1,028 19	
AMERICA MOVIL SAB DE CV ADR SERIES L CUSIP 02364W105	305 00000	02/11/2015	06/10/2015	6,263 30	6,284 31		0 00	-21 01	
AMERN EAGLE OUTFITTERS INC NEW CUSIP 02553E106	185 00000	03/17/2014	01/23/2015	2,652.02	2,371.86		0.00	280.16	
	275 00000	12/05/2014	01/23/2015	3,942.21	3,285 56		0 00	656 65	
Subtotals	460.00000			\$6,594.23	\$5,657.42		\$0.00	\$936.81	
APPLIED MATERIALS INC CUSIP 038222105	130.00000	03/20/2015	06/10/2015	2,603 86	3,152 92		0 00	-549 06	
BANK OF AMERICA CORP CUSIP 060505104	400 00000	04/21/2015	06/10/2015	7,031 91	6,237 76		0.00	794 15	
CYS INVESTMENTS INC CUSIP 12673A108	335 00000	06/30/2014	06/10/2015	2,856.50	2,995 34		0 00	-138.84	Original Basis 3,006 42



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LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 3)	Quantity Sold (Box 4)	Date Acquired (Box 1a)	Date Sold or Disposed (Box 1b)	Proceeds (Box 5)	Cost or Other Basis (Box 6)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
CISCO SYSTEMS INC CUSIP 17275R102	230.00000	10/31/2014	01/02/2015	6,336.15	5,624.21		0.00	711.94	
CITIGROUP INC NEW CUSIP 172967424	75.00000	01/29/2015	02/18/2015	3,857.20	3,547.70		0.00	309.50	
	120.00000	01/29/2015	06/10/2015	6,843.47	5,676.31		0.00	1,167.16	
Subtotals	195.00000			\$10,700.67	\$9,224.01		\$0.00	\$1,476.66	
COMMUNICATIONS SALES & LEASING INC CUSIP 20341J104	78.00000	04/06/2015	06/10/2015	1,989.45	2,374.53		0.00	-385.08	
	225.00000	04/27/2015	06/10/2015	5,738.82	6,342.17		0.00	-603.35	
Subtotals	303.00000			\$7,728.27	\$8,716.70		\$0.00	(\$988.43)	
CYPRESS SEMICONDUCTOR CORP CUSIP 232806109	405.00000	03/20/2015	06/10/2015	5,329.73	6,272.48		0.00	-942.75	Original Basis 6,317.03
	332.00000	05/13/2015	06/10/2015	4,369.08	4,226.63		0.00	142.45	
Subtotals	737.00000			\$9,698.81	\$10,499.11		\$0.00	(\$800.30)	
DISCOVER FINANCIAL CUSIP 254709108	100.00000	01/21/2015	06/10/2015	5,872.38	6,097.36		0.00	-224.98	
DOW CHEMICAL COMPANY CUSIP 260543103	130.00000	11/28/2014	06/10/2015	6,766.38	6,344.27		0.00	422.11	
ERICSSON (LM) TEL-SP ADR NEW CUSIP 294821608	15.00000	04/14/2014	02/03/2015	188.35	192.16		0.00	-3.81	
	195.00000	04/14/2014	03/19/2015	2,527.19	2,498.05		0.00	29.14	
	305.00000	10/31/2014	03/19/2015	3,952.79	3,614.80		0.00	337.99	
	550.00000	04/29/2015	06/10/2015	6,297.44	6,255.15		0.00	42.29	
Subtotals	1065.00000			\$12,965.77	\$12,560.16		\$0.00	\$405.61	

2015 Year-End Account Summary

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LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
EXXON MOBIL CORP CUSIP 30231G102	40 00000	09/10/2014	06/10/2015	3 405 97	3 875 69		0 00	-469 72	
	30 00000	09/24/2014	06/10/2015	2,554 49	2 886 45		0 00	-331 96	
Subtotals	70 00000			\$5,960.46	\$6,762 14		\$0.00	(\$801 68)	
FIFTH THIRD BANCORP CUSIP 316773100	350 00000	01/21/2015	06/10/2015	7 444 36	6 257 58		0 00	1 186 78	
FIFTH STREET SENIOR FLTG RATE CORP CUSIP 31679F101	400 00000	09/19/2014	06/10/2015	4,006 44	4 805 16		0 00	-798 72	
	165 00000	10/10/2014	06/10/2015	1 652 67	1 880 13		0 00	-227 46	
Subtotals	565 00000			\$5 659.11	\$6,685 29		\$0 00	(\$1,026 18)	
GENERAL ELECTRIC COMPANY CUSIP 369604103	275 00000	08/04/2014	06/10/2015	7 592 64	6 933 36		0 00	659 26	
	135 00000	10/10/2014	06/10/2015	3,727 30	3,268 90		0 00	458 40	
	110 00000	02/03/2015	06/10/2015	3,037 06	2 689 85		0 00	347 21	
Subtotals	520 00000			\$14,357 00	\$12,892.13		\$0.00	\$1,464 87	
GUESS? INC CUSIP 401617105	165 00000	03/31/2015	06/10/2015	3 330 60	3 107 54		0 00	223 06	
HEWLETT-PACKARD COMPANY CUSIP 428236103	185 00000	03/20/2015	06/10/2015	6,060 54	6 209 03		0 00	-112 49	
	110 00000	03/30/2015	06/10/2015	3 624 96	3 480 74		0 00	144 24	
Subtotals	295 00000			\$9,721 52	\$9 689.77		\$0 00	\$31 75	
HONDA MOTOR LTD NEW AMERICAN SHARES 1076 CUSIP 438126308	145 00000	11/11/2014	05/06/2015	4 684 37	4 505 25		0 00	384 12	





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LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information	
INDEPENDENCE REALTY TR INC CUSIP 45378A106	255.00000	11/20/2014	06/10/2015	2,138.19	2,330.49		0.00	-192.30	Original Basis	2,394.14
INVESCO MORTGAGE CAP INC CUSIP 46131B100	385.00000	06/30/2014	06/10/2015	5,890.42	6,675.90		0.00	-785.48		
	230.00000	01/12/2015	06/10/2015	3,518.96	3,545.13		0.00	-26.17		
	190.00000	04/01/2015	06/10/2015	2,906.97	2,974.66		0.00	-67.69		
Subtotals	805.00000			\$12,316.35	\$13,195.69		\$0.00	(\$879.34)		
ISHARES ETF U.S. TELECOMMUNICATIONS CUSIP 464287713	205.00000	03/30/2015	04/02/2015	6,418.43	6,252.50		0.00	165.93		
JPMORGAN CHASE & CO CUSIP 46625H100	50.00000	05/19/2014	01/14/2015	2,791.48	2,683.40		0.00	108.08		
	105.00000	04/06/2015	06/10/2015	7,165.08	6,340.52		0.00	824.56		
Subtotals	155.00000			\$9,956.56	\$9,023.92		\$0.00	\$932.64		
KLA-TENCOR CORP CUSIP 482480100	65.00000	01/07/2015	04/01/2015	3,734.34	4,390.45		0.00	-656.11		
	30.00000	01/07/2015	06/10/2015	1,687.17	2,012.41		0.00	-325.24	Original Basis	2,026.36
	45.00000	01/23/2015	06/10/2015	2,530.76	2,950.93		0.00	-420.17	Original Basis	2,971.86
Subtotals	140.00000			\$7,952.27	\$9,353.79		\$0.00	(\$1,401.52)		
KB HOME CUSIP 48666K109	290.00000	04/23/2014	01/13/2015	4,223.47	4,685.82		0.00	-462.35		
KOHL'S CORP CUSIP 500255104	60.00000	11/13/2014	02/04/2015	4,010.74	3,360.51		0.00	650.23		
	45.00000	11/13/2014	06/10/2015	2,810.25	2,520.37		0.00	289.88		
Subtotals	105.00000			\$6,820.99	\$5,880.88		\$0.00	\$940.11		

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LILLIAN S SMITH FOUNDATION
WILLIAM F QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
MEDLEY CAPITAL CORP CUSIP: 58503F106	305.00000	06/26/2014	06/10/2015	2,828.61	3,940.81		0.00	-1,112.20	
	370.00000	09/30/2014	06/10/2015	3,431.42	4,373.25		0.00	-941.83	
	315.00000	10/10/2014	06/10/2015	2,921.35	3,597.11		0.00	-675.76	
	765.00000	12/10/2014	06/10/2015	7,094.71	7,155.50		0.00	-60.79	
	155.00000	02/10/2015	06/10/2015	1,437.49	1,454.80		0.00	-17.31	
	430.00000	04/23/2015	06/10/2015	3,987.89	4,001.62		0.00	-13.73	
Subtotals	2340.00000			\$21,701.47	\$24,523.09		\$0.00	(\$2,821.62)	
MEDLEY MANAGEMENT INC-A CUSIP: 58503T106	375.00000	09/24/2014	01/16/2015	4,232.32	6,750.00		0.00	-2,517.68	
	40.00000	09/24/2014	01/16/2015	451.44	657.18		0.00	-205.74	
Subtotals	415.00000			\$4,683.76	\$7,407.18		\$0.00	(\$2,723.42)	
MERCK & CO INC NEW CUSIP: 58933Y105	110.00000	02/20/2015	05/05/2015	6,646.20	6,423.97		0.00	222.23	
	5.00000	03/30/2015	05/05/2015	302.11	292.13		0.00	9.98	
	45.00000	03/30/2015	06/10/2015	2,679.69	2,629.16		0.00	50.53	
	60.00000	04/06/2015	06/10/2015	3,572.94	3,419.77		0.00	153.17	
Subtotals	220.00000			\$13,200.94	\$12,765.03		\$0.00	\$435.91	
PENNANTPARK INVSTMNT CRP CUSIP: 708062104	275.00000	06/27/2014	06/10/2015	2,643.42	3,177.96		0.00	-534.54	
	290.00000	09/05/2014	06/10/2015	2,787.60	3,308.67		0.00	-521.07	
	320.00000	09/24/2014	06/10/2015	3,075.99	3,545.60		0.00	-469.61	
Subtotals	885.00000			\$8,507.01	\$10,032.23		\$0.00	(\$1,525.22)	
POWERSHARES FD TR II ETF CEF INCM COMPOSITE PORT CUSIP: 73936Q843	1065.00000	11/28/2014	06/10/2015	24,867.18	25,714.58		0.00	-847.40	Original Basis: 25,959.91

2015 Year-End Account Summary

As of Date 02/18/16

Account Number: 1862-9864

LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
PROSHARES TRUST ETF ULTRASHORT 20+ YEAR CUSIP 74347B201	85 00000	02/12/2014	01/05/2015	3,774.76	6,158.53		0.00	-2,383.77	
	5 00000	07/31/2014	01/05/2015	222.05	296.85		0.00	-74.80	
	100 00000	07/31/2014	01/27/2015	3,964.15	5,936.92		0.00	-1,972.77	
	65 00000	07/31/2014	03/18/2015	2,701.99	3,858.99		0.00	-1,157.00	
	100 00000	12/05/2014	03/18/2015	4,153.93	5,070.00		0.00	-913.07	
	150 00000	12/05/2014	04/23/2015	6,491.96	7,605.00		0.00	-1,113.04	
	5 00000	03/31/2015	04/23/2015	216.40	210.11		0.00	6.29	
	215 00000	03/31/2015	05/07/2015	10,102.68	9,034.36		0.00	1,068.32	
Subtotals	725 00000			\$31,630.92	\$38,170.76		\$0.00	(\$6,539.84)	
PROSHARES TRUST ETF ULTRASHORT S&P 500 NEW CUSIP 74347B300	840 00000	01/12/2015	01/16/2015	19,202.06	18,925.20		0.00	276.86	
	815 00000	01/23/2015	02/02/2015	18,777.35	17,978.90		0.00	798.45	
	40 00000	01/23/2015	06/10/2015	810.94	882.40		0.00	-71.46	
	490 00000	01/30/2015	06/10/2015	9,934.07	11,305.43		0.00	-1,371.36	
	915 00000	02/11/2015	06/10/2015	18,550.37	19,835.37		0.00	-1,285.00	
	1540 00000	04/17/2015	06/10/2015	31,221.39	32,291.18		0.00	-1,069.79	
	925 00000	05/19/2015	06/10/2015	18,753.11	18,433.22		0.00	319.89	
Subtotals	5565 00000			\$117,249.29	\$119,651.70		\$0.00	(\$2,402.41)	
PROSHARES SHORT S&P 500 CUSIP 74347R503	75 00000	08/22/2014	02/13/2015	1,597.56	1,718.23		0.00	-120.67	
	570 00000	09/09/2014	02/13/2015	12,141.46	13,051.86		0.00	-910.40	
	715 00000	09/22/2014	02/13/2015	15,230.08	16,287.99		0.00	-1,057.91	
	435 00000	09/22/2014	05/08/2015	9,084.58	9,909.47		0.00	-824.89	
	1065 00000	09/25/2014	05/08/2015	22,241.58	24,535.26		0.00	-2,293.68	
	545 00000	10/29/2014	05/08/2015	11,381.85	12,411.34		0.00	-1,029.49	
	1190 00000	10/29/2014	05/27/2015	24,748.33	27,099.99		0.00	-2,351.66	
Subtotals	4595 00000			\$96,425.44	\$105,014.14		\$0.00	(\$8,588.70)	

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LILLIAN S SMITH FOUNDATION
WILLIAM F QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
PROSHARES TRUST ETF	275 00000	12/12/2014	01/08/2015	10 800.99	10 958.64		0.00	-157.65	
ULTRASHORT QQQ	250 00000	12/12/2014	01/28/2015	9 955.98	9 952.40		0.00	-6.42	
CUSIP 74348A426	230 00000	12/12/2014	01/27/2015	8 523.66	9 165.40		0.00	-641.74	
	135 00000	03/06/2015	03/27/2015	5 003.03	4,794.30		0.00	208.73	
	170 00000	03/06/2015	04/08/2015	6 245.69	6,037.26		0.00	208.43	
	375 00000	05/22/2015	06/10/2015	12,839.76	12,510.00		0.00	329.76	
Subtotals	1435 00000			\$53 389.11	\$53 428.00		\$0.00	(\$58.89)	
PULTE GROUP INC	160 00000	05/07/2015	06/10/2015	3,058.12	3 157.89		0.00	-102.77	
CUSIP 745867101									
SPDR S&P INTERNATNL ETF	135 00000	09/17/2014	03/19/2015	5 615.59	6,552.77		0.00	-937.18	
DIVIDEND	15 00000	09/26/2014	03/19/2015	623.96	701.10		0.00	-77.14	
CUSIP 78463X772	85 00000	09/26/2014	05/05/2015	3 906.26	3,972.90		0.00	-66.64	
	65 00000	10/31/2014	05/05/2015	2 987.15	2 985.45		0.00	1.70	
Subtotals	300 00000			\$13,132.96	\$14,212.22		\$0.00	(\$1,079.26)	
SPDR DOW JONES INDL ETF	35 00000	11/15/2014	01/13/2015	6 129.67	6,189.01		0.00	-59.34	
AVERAGE ETF TR	90 00000	12/17/2014	01/13/2015	15 762.02	15 473.50		0.00	288.52	
CUSIP 78467X109	50 00000	01/08/2015	01/13/2015	8 756.68	8 927.97		0.00	-171.29	
	120 00000	01/08/2015	01/27/2015	20 755.80	21 427.12		0.00	-671.32	
	5 00000	01/08/2015	02/20/2015	895.48	892.79		0.00	2.69	
	90 00000	01/20/2015	02/20/2015	16 118.71	15 734.87		0.00	383.84	
	85 00000	01/20/2015	03/13/2015	15 066.31	14 860.71		0.00	205.60	
	55 00000	03/11/2015	03/19/2015	9 880.18	9,742.55		0.00	137.63	
	35 00000	03/11/2015	05/05/2015	6 258.64	6 199.79		0.00	58.85	
Subtotals	565 00000			\$99 623.49	\$99 448.31		\$0.00	\$175.18	





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LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP Box 1b	Quantity Sold	Date Acquired Box 2	Date Sold or Disposed Box 1c	Proceeds Box 1d	Cost or Other Basis Box 1e	Code Box 1f	Adjustments Box 1g	Gain/Loss Amount	Additional Information
SELECT SECTOR SPDR FD MATERIALS CUSIP 81369Y100	125.00000	03/30/2015	04/28/2015	6,337.51	6,138.75		0.00	198.76	
FINANCIAL SELECT ETF SECTOR SPDR CUSIP 81369Y605	410.00000 385.00000 260.00000	01/29/2015 01/29/2015 03/30/2015	02/18/2015 03/19/2015 06/10/2015	10,001.28 9,389.98 6,516.75	9,551.08 8,978.08 6,302.40		0.00 0.00 0.00	440.20 411.90 214.35	
Subtotals	1055.00000			\$25,908.01	\$24,841.56		\$0.00	\$1,066.45	
SECTOR SPDR TR ETF TECHNOLOGY SELECT SECTOR CUSIP 81369Y803	150.00000	03/30/2015	04/28/2015	5,517.41	5,276.00		0.00	241.41	
SOLAR CAPITAL LTD CUSIP 83413U100	320.00000	05/06/2015	06/10/2015	6,081.49	6,095.81		0.00	-14.32	
THE SOUTHERN COMPANY CUSIP 842587107	135.00000	02/20/2015	06/10/2015	5,727.94	6,233.23		0.00	-505.29	
STAPLES INC CUSIP 855030102	225.00000	10/02/2014	01/13/2015	3,784.56	2,699.43		0.00	1,085.13	
TELEFONICA BRASIL SA SPONSORED ADR CUSIP 87935R106	200.00000	03/13/2015	06/10/2015	2,755.11	3,103.36		0.00	-348.25	
TELEFONICA S A SPON ADR CUSIP 879382208	450.00000	03/13/2015	06/10/2015	6,484.43	6,281.82		0.00	202.61	

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LILLIAN S SMITH FOUNDATION
WILLIAM F QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1c)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1e)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
TUPPERWARE CORP CUSIP 899896104	55 00000 50 00000	10/24/2014 10/24/2014	01/28/2015 06/10/2015	3,640.10 3,329.60	3,508.49 3,189.52		0.00 0.00	131.61 140.08	
Subtotals	105.00000			\$6,969.70	\$6,698.01		\$0.00	\$271.69	
VERIZON COMMUNICATIONS COM CUSIP 92343V104	105 00000 35 00000 25 00000 95 00000 70 00000 65 00000	03/17/2014 08/08/2014 08/08/2014 08/19/2014 10/14/2014 12/05/2014	02/06/2015 02/06/2015 06/10/2015 06/10/2015 06/10/2015 06/10/2015	5,201.89 1,733.97 1,184.97 4,502.92 3,317.94 3,080.95	4,879.21 1,696.94 1,212.09 4,591.29 3,394.05 3,162.26		0.00 0.00 0.00 0.00 0.00 0.00	322.68 37.03 -27.12 -88.37 -76.11 -81.31	
Subtotals	395.00000			\$19,022.84	\$18,935.84		\$0.00	\$86.80	
WINDSTREAM HOLDINGS INC CUSIP 97382A200	65 00000 400 00000 310 00000	04/06/2015 05/29/2015 06/03/2015	06/10/2015 06/10/2015 06/10/2015	480.99 2,959.98 2,294.00	763.06 3,295.24 2,500.68		0.00 0.00 0.00	-282.07 -335.26 -206.68	
Subtotals	775.00000			\$5,734.97	\$6,558.98		\$0.00	(\$824.01)	
TELEFONICA S A SPON ADR CUSIP N/A	450 00000	04/23/2015	04/24/2015	57.26	0.00		0.00	0.00	Tender
Totals				\$782,823.41	\$806,529.05		\$0.00	(\$22,762.90)	



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LILLIAN S SMITH FOUNDATION
WILLIAM F QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
AMERICAN CAPITAL MORTGAGE INVESTMENT CORP CUSIP 02504A104	220.00000 170.00000	02/12/2013 06/28/2013	06/10/2015 06/10/2015	3,742.15 2,891.67	5,658.93 3,018.08		0.00 0.00	-1,916.78 -126.41	
Subtotals	390.00000			\$6,633.82	\$8,677.01		\$0.00	(\$2,043.19)	
APOLLO INVESTMENT CORP CUSIP 03761U106	735.00000	09/04/2012	06/10/2015	5,698.15	5,990.25		0.00	-294.10	
BLACKROCK CAPITAL INVESTMENT CORP CUSIP 092533103	300.00000 430.00000 360.00000 20.00000	09/25/2012 03/20/2014 04/14/2014 04/14/2014	06/10/2015 06/10/2015 06/10/2015 06/10/2015	2,895.24 4,149.85 3,474.30 193.02	2,809.80 4,011.21 3,332.84 183.56		0.00 0.00 0.00 0.00	85.44 138.64 141.46 9.46	Original Basis 2,941.80
Subtotals	1110.00000			\$10,712.41	\$10,337.41		\$0.00	\$375.00	
CYS INVESTMENTS INC CUSIP 12673A108	130.00000 370.00000 290.00000	10/18/2012 02/26/2013 03/05/2013	06/10/2015 06/10/2015 06/10/2015	1,106.48 3,154.93 2,472.79	1,694.32 4,189.93 3,285.30		0.00 0.00 0.00	-585.84 -1,035.00 -812.51	Original Basis 1,759.14 4,374.51 3,430.00
Subtotals	790.00000			\$6,736.20	\$9,169.55		\$0.00	(\$2,433.35)	
ERICSSON (LM) TEL-SP ADR NEW CUSIP 294821608	310.00000	12/24/2013	02/03/2015	3,892.42	3,753.79		0.00	138.63	
FIFTH STREET FINANCE CORP CUSIP 31678A103	465.00000 220.00000 775.00000 705.00000	11/27/2013 11/27/2013 12/13/2013 12/20/2013	02/10/2015 06/10/2015 06/10/2015 06/10/2015	3,242.89 1,514.16 5,333.99 4,852.22	4,483.53 2,121.24 7,099.93 6,513.14		0.00 0.00 0.00 0.00	-1,240.64 -607.08 -1,765.94 -1,660.92	
Subtotals	2165.00000			\$14,943.26	\$20,217.84		\$0.00	(\$5,274.58)	

2015 Year-End Account Summary

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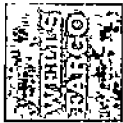
LILLIAN S SMITH FOUNDATION
WILLIAM F QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
GENERAL ELECTRIC COMPANY CUSIP 365904103	250 00000	09/04/2013	06/10/2015	6,902.39	5,786.04		0.00	1,114.35	
INDEPENDENCE REALTY TR INC CUSIP 45378A105	400 00000 380 00000	06/13/2013 01/24/2014	06/10/2015 06/10/2015	3,352.01 3,186.32	3,137.55 3,019.38		0.00 0.00	216.46 166.94	Original Basis Original Basis
Subtotals	780 00000			\$6,540.33	\$6,156.93		\$0.00	\$383.40	
ISHARES MORTGAGE REAL ESTATE ETF CUSIP 464286539	505 00000	11/14/2013	06/10/2015	5,688.05	5,765.97		0.00	-107.92	Original Basis
JPMORGAN CHASE & CO CUSIP 46625F100	50 00000	09/04/2012	01/14/2015	3,348.76	2,210.40		0.00	1,129.36	
MEDLEY CAPITAL CORP CUSIP 58503F106	465 00000 525 00000	09/04/2013 02/21/2014	06/10/2015 06/10/2015	4,312.47 4,868.91	6,058.20 7,186.62		0.00 0.00	1,745.73 -2,317.71	
Subtotals	990 00000			\$9,181.38	\$13,244.82		\$0.00	(\$4,063.44)	
PENNANT PARK INVESTMENT CORP CUSIP 708062104	295 00000 315 00000	05/14/2013 06/07/2013	06/10/2015 06/10/2015	2,836.66 3,027.91	3,396.51 3,522.49		0.00 0.00	-560.85 -494.58	
Subtotals	610 00000			\$5,863.57	\$6,919.00		\$0.00	(\$1,055.43)	
PROSPECT CAPITAL CORP CUSIP 74348T102	500 00000 410 00000	09/04/2012 11/12/2012	06/10/2015 06/10/2015	3,633.43 2,973.41	5,779.66 4,330.95		0.00 0.00	-2,146.23 -1,357.54	
	280 00000	04/18/2013	06/10/2015	2,034.72	2,941.74		0.00	-907.02	
	185 00000	07/11/2013	06/10/2015	1,341.37	2,024.36		0.00	-679.99	
	410 00000	03/20/2014	06/10/2015	2,979.43	4,447.31		0.00	-1,467.88	
Subtotals	1785 00000			\$12,971.36	\$19,524.02		\$0.00	(\$6,552.66)	



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LILLIAN S SMITH FOUNDATION
WILLIAM F QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
SPDR S&P INTERNATNL ETF DIVIDEND CUSIP 78453X772	50.00000	08/29/2013	03/19/2015	2,079.84	2,213.50		0.00	-133.66	
SENIOR HOUSING PROP TR REIT CUSIP 81721M109	432.00000 130.00000	04/17/2014 05/28/2014	06/10/2015 06/10/2015	7,758.62 2,334.77	9,520.54 3,022.34		0.00 0.00	-1,761.92 -687.57	Original Basis Original Basis
Subtotals	562.00000			\$10,093.39	\$12,542.88		\$0.00	(\$2,449.49)	
TICC CAPITAL CORP CUSIP 87244T109	745.00000 215.00000 710.00000	09/04/2012 09/04/2012 03/14/2014	03/17/2015 06/10/2015 06/10/2015	5,017.19 1,517.89 5,012.58	7,962.28 2,297.83 7,064.88		0.00 0.00 0.00	-2,945.09 -779.94 -2,072.30	Original Basis Original Basis
Subtotals	1670.00000			\$11,547.66	\$17,344.99		\$0.00	(\$5,797.33)	
TWO HARBORS INVT CORP CUSIP 90187B101	120.00000 485.00000	09/11/2013 11/27/2013	06/10/2015 06/10/2015	1,229.47 4,989.13	1,130.43 4,406.86		0.00 0.00	99.04 582.27	Original Basis Original Basis
Subtotals	605.00000			\$6,198.60	\$5,537.29		\$0.00	\$661.31	
WHITESTONE REIT CUSIP 966084204	480.00000 225.00000	09/04/2012 10/03/2013	06/10/2015 06/10/2015	6,689.64 3,135.77	5,810.76 2,955.42		0.00 0.00	878.88 180.35	Original Basis Original Basis
Subtotals	705.00000			\$9,825.41	\$8,766.18		\$0.00	\$1,059.23	
Totals				\$138,834.00	\$164,170.87		\$0.00	(\$25,336.87)	

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As of Date: 02/18/16

Account Number: 9820-5131

LILLIAN S. SMITH FOUNDATION
WILLIAM F. QUATTLEBAUM

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds Gross	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
ABBVIE INC CUSIP 00287Y109	704 00000	06/10/2015	08/10/2015	48,629.39	48,935.04		0.00	-305.65	
AMGEN INC CUSIP 031162100	101 00000	07/14/2015	08/24/2015	15,155.02	16,042.36		0.00	-887.34	
ARCHER-DANIELS-MIDLAND CO CUSIP 039183102	910 00000	05/19/2015	02/10/2015	42,350.90	46,819.50		0.00	-4,468.60	
AUTOMATIC DATA PROCESSING CUSIP 053015103	361 00000	02/17/2015	03/24/2015	27,488.64	30,299.70		0.00	-2,811.06	
BARCLAYS BK PLC ETN PATH S&P 500 VIX SHORT CUSIP 06742E711	344 00000 946 00000 456 00000	09/11/2015 02/11/2015 09/04/2015	09/24/2015 09/26/2015 10/13/2015	8,328.16 24,035.45 9,051.43	5,549.27 15,260.49 13,349.58		0.00 0.00 0.00	2,778.89 8,807.96 4,298.15	
Subtotals	1746 00000			\$41,448.04	\$34,159.34		\$0.00	\$7,288.70	
BOEING CO CUSIP 097023105	299 00000	06/19/2015	08/24/2015	37,913.91	43,668.50		0.00	-5,754.59	
BRISTOL MYERS SQUIBB CO CUSIP 110122108	615 00000	07/01/2015	07/28/2015	39,603.67	41,367.91		0.00	-1,764.24	
CME GROUP INC CUSIP 12572C105	141 00000	08/31/2015	10/15/2015	12,326.94	13,336.94		0.00	-940.00	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds Basis	Cost or Other Basis	Code (Box 5)	Adjustments Basis	Gain/Loss Amount	Additional Information
GUGGENHEIM BULLETSHR ETF 2022 CORPORATE CUSIP 18383M258	92.00000	06/19/2015	11/19/2015	1,892.41	1,904.40		0.00	-11.99	
CONAGRA FOODS INC CUSIP 205887102	37.00000	11/09/2015	11/19/2015	1,510.68	1,516.62		0.00	-5.94	
CORNING INC CUSIP 219350105	1608.00000	06/19/2015	06/30/2015	31,601.90	33,799.36		0.00	-2,137.46	
DR PEPPER SNAPPLE GROUP INC CUSIP 26138E109	537.00000 152.00000	06/19/2015 09/29/2015	09/26/2015 11/04/2015	40,144.74 13,393.66	40,166.96 11,651.55		0.00 0.00	-22.22 1,542.11	
Subtotals	689.00000			\$53,538.40	\$52,018.51		\$0.00	\$1,519.89	
ENERGY CORP NEW CUSIP 29364G103	535.00000	06/19/2015	08/05/2015	36,433.42	38,444.67		0.00	-2,011.25	
GAMESTOP CORP CLASS A CUSIP 38467W109	311.00000	06/19/2015	08/25/2015	13,640.71	13,497.40		0.00	143.31	
GAP INC CUSIP 364760108	1089.00000	06/19/2015	07/22/2015	39,420.96	42,274.76		0.00	-2,853.80	
GENL DYNAMICS CORP COM CUSIP 359550108	311.00000	06/19/2015	09/29/2015	42,057.59	45,335.81		0.00	-3,278.22	
GENERAL MOTORS CO CUSIP 37045V100	1204.00000 546.00000	07/27/2015 07/29/2015	08/26/2015 08/26/2015	33,064.60 14,994.42	37,327.85 17,331.79		0.00 0.00	-4,263.25 -2,337.37	
Subtotals	1750.00000			\$48,059.02	\$54,659.64		\$0.00	(\$6,600.62)	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
HASBRO INC CUSIP 418056107	432.00000	07/08/2015	08/25/2015	31,371.61	33,288.02		0.00	-1,916.41	
	5.00000	10/22/2015	11/19/2015	377.74	376.77		0.00	0.97	
	271.00000	10/22/2015	12/03/2015	19,145.95	20,420.77		0.00	-1,274.82	
	13.00000	10/23/2015	12/03/2015	918.45	1,018.81		0.00	-100.36	
	142.00000	10/23/2015	12/04/2015	9,758.83	11,128.54		0.00	-1,369.71	
Subtotals	863.00000			\$61,572.58	\$66,232.91		\$0.00	(\$4,660.33)	
INTEL CORP CUSIP 458140100	1234.00000	06/19/2015	07/08/2015	36,231.30	39,586.72		0.00	-3,355.42	
ISHARES CORE S&P 500 ETF S&P 500 INDEX FD CUSIP 464287200	830.00000	11/18/2014	01/05/2015	169,119.30	171,622.66		0.00	-2,503.36	
	793.00000	03/02/2015	06/01/2015	168,849.98	168,966.73		0.00	-116.75	
	5.00000	05/18/2015	06/01/2015	1,054.63	1,071.38		0.00	-6.75	
	794.00000	05/18/2015	06/11/2015	169,186.13	170,134.27		0.00	-948.14	
Subtotals	2422.00000			\$508,220.04	\$511,795.04		\$0.00	(\$3,575.00)	
ISHARES 7-10 YR TREASURY BOND CUSIP 464287440	1493.00000	12/16/2014	02/18/2015	159,175.06	159,860.44		0.00	-685.38	
	68.00000	12/16/2014	03/02/2015	7,269.23	7,280.98		0.00	-11.75	
	1526.00000	02/02/2015	03/02/2015	163,130.22	168,185.95		0.00	-5,055.73	
	23.00000	09/26/2015	11/19/2015	2,439.34	2,470.55		0.00	-31.21	
Subtotals	3110.00000			\$332,013.86	\$337,797.92		\$0.00	(\$5,784.07)	
ISHARES 1-3 YR TREASURY BOND CUSIP 464287457	1721.00000	04/16/2015	05/18/2015	145,998.17	146,198.27		0.00	-200.10	
	2166.00000	04/16/2015	06/01/2015	183,626.63	184,000.83		0.00	-374.20	
	59.00000	04/16/2015	06/11/2015	4,994.25	5,012.02		0.00	-17.77	
	2095.00000	05/05/2015	06/11/2015	177,338.50	177,616.20		0.00	-277.70	
	1664.00000	06/19/2015	07/27/2015	141,151.19	141,160.12		0.00	-8.93	
Subtotals	7705.00000			\$653,108.74	\$653,987.44		\$0.00	(\$878.70)	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP Box 1a)	Quantity Sold Box 1b)	Date Acquired Box 1c)	Date Sold or Disposed Box 1d)	Proceeds Box 1e)	Cost or Other Basis (Box 1f)	Code Box 1g)	Adjustments Box 1h)	Gain/Loss Amount	Additional Information
ISHARES CORE S&P MIDCAP ETF CUSIP 464287507	1195 00000 1117 00000 1107 00000	11/18/2014 02/18/2015 05/01/2015	02/02/2015 04/16/2015 06/11/2015	170 618 81 170 818 33 169 950 93	171 865 61 167 745 59 168 875 40		0 00 0 00 0 00	-1,246 80 3 072 74 1 075 53	
Subtotals	3419 00000			\$511,388 07	\$508,486 60		\$0 00	\$2,901 47	
ISHARES RUSSELL 2000 CUSIP 464287655	1439 00000 22 00000 1380 00000	12/16/2014 12/16/2014 01/05/2015	02/02/2015 04/16/2015 04/16/2015	166 079 38 2 761 38 174 468 82	164 557 28 2 515 81 162 811 57		0 00 0 00 0 00	1 522 10 265 57 11,657 25	
	64 00000 1294 00000 1360 00000	01/05/2015 03/02/2015 06/01/2015	05/05/2015 05/05/2015 06/11/2015	7 740 51 156 503 45 171 497 33	7 550 68 159 541 92 168 884 53		0 00 0 00 0 00	189 83 -3 038 47 2 512 80	
Subtotals	5559 00000			\$679,070 87	\$665,861 79		\$0 00	\$13,209 08	
ISHARES IBOX \$ ETF HIGH YIELD CORP BOND CUSIP 464288513	70 00000 1512 00000	07/27/2015 07/27/2015	11/19/2015 12/08/2015	5 817 59 123 040 07	6 099 89 131 757 49		0 00 0 00	-282 30 -8,717 42	
Subtotals	1582 00000			\$128,857 66	\$137,857 38		\$0 00	(\$8,999 72)	
ISHARES INTERMEDIATE CREDIT BOND CUSIP 464288638	584 00000 585 00000	12/08/2015 12/08/2015	12/21/2015 12/28/2015	62 794 68 62 763 91	63 159 32 63 267 45		0 00 0 00	-374 64 -503 54	
Subtotals	1169 00000			\$125,548 59	\$126,426 77		\$0 00	(\$878 18)	
ISHARES 3-7 YEAR TREASURY BOND CUSIP 464288661	1385 00000	02/02/2015	03/02/2015	170,179 02	173,038 02		0 00	-2 859 00	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
ISHARES ETF U.S. PREFERRED STOCK CUSIP 464288587	111.00000	06/19/2015	11/19/2015	4,334.47	4,361.19		0.00	-26.72	
ISHARES 0-5 YEAR ETF HIGH YIELD CORPORATE CUSIP 46434V407	58.00000 585.00000 579.00000	06/19/2015 06/19/2015 06/19/2015	11/19/2015 12/21/2015 12/28/2015	2,655.84 25,732.93 25,613.44	2,828.66 28,530.45 28,237.83		0.00 0.00 0.00	-172.82 -2,767.52 -2,594.39	
Subtotals	1222.00000			\$54,092.21	\$59,586.94		0.00	(\$5,534.73)	
LB BRANDS INC CUSIP 501797104	25.00000	07/22/2015	11/19/2015	2,215.46	2,155.56		0.00	142.90	
ELI LILLY & CO CUSIP 532457108	304.00000	09/22/2015	03/29/2015	24,570.49	26,495.39		0.00	-1,974.30	
MARATHON PETROLEUM CORP CUSIP 56585A102	522.00000	08/11/2015	08/24/2015	23,906.67	28,080.21		0.00	-4,113.54	
MOSAIC COMPANY CUSIP 61945C103	958.00000	07/27/2015	09/24/2015	35,677.34	40,674.57		0.00	-3,797.23	
NATIONAL OILWELL VARCO INC CUSIP 537071101	58.00000	06/19/2015	07/09/2015	35,199.29	38,462.28		0.00	-3,262.99	
NETAPP INC CUSIP 64110D104	1198.00000 406.00000	12/07/2015 12/08/2015	12/15/2015 12/15/2015	34,432.21 11,715.28	37,737.60 12,750.45		0.00 0.00	-3,335.39 -1,034.17	
Subtotals	1606.00000			\$46,118.49	\$50,488.05		\$0.00	(\$4,369.56)	
PIMCO 0-5 YEAR HIGH YIELD CORPORATE BOND CUSIP 72201R783	327.00000	06/19/2015	09/28/2015	31,007.77	33,001.10		0.00	-1,933.33	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds \$	Cost or Other Basis \$	Code	Adjustments \$	Gain/Loss Amount	Additional Information
PIMCO ETF TRUST ENHANCED SHORT MATURITY CUSIP 73301R833	919 00000	06/19/2015	09/28/2015	92 725 39	93 048 75		0 00	-323 36	
POWERSHARES SENIOR ETF LOAN PORTFOLIO CUSIP 73936Q769	123 00000 2464 00000	06/19/2015 06/19/2015	11/19/2015 12/08/2015	2 794 51 55 550 85	2 929 74 58 689 51		0 00 0 00	-135 23 -3 138 66	Original Basis 2 929 86 58 692 48
Subtotals	2587 00000			\$58,345 36	\$61,619 25		\$0 00	(\$3,273.89)	
PROSHARES ULTRA S&P ETF 500 2X CUSIP 74347R107	49 00000 111 00000 252 00000	10/01/2014 11/18/2014 03/02/2015	01/05/2015 01/05/2015 06/01/2015	6 090 27 13 796 35 17 045 25	5 664 35 14 139 68 17 038 46		0 00 0 00 0 00	425 92 -343 33 6 79	
34 00000 254 00000	03/02/2015 05/18/2015	06/11/2015 06/11/2015	2 300 79 17 188 31	2 298 83 17 406 67		0 00 0 00	1 96 -218 36		
Subtotals	700 00000			\$56,420.97	\$56,547.99		\$0 00	(\$127.02)	
PROSHARES TRUST ETF ULTRA 7-10 YR TREASURY CUSIP 74347R180	287 00000 49 00000 536 00000	12/16/2014 12/16/2014 02/02/2015	02/18/2015 03/02/2015 03/02/2015	16,139 17 2,777 54 30,382 98	16,386 88 2,797 75 32,250 37		0 00 0 00 0 00	-247 71 -20 21 -1,867 39	
722 00000 87 00000	04/16/2015 04/16/2015	05/18/2015 06/01/2015	40,380 72 4,907 45	42,276 35 5,094 24		0 00 0 00	-1,895 63 -186 79		
19 00000 104 00000	05/05/2015 05/05/2015	06/01/2015 06/11/2015	1,071 75 5,636 49	1,067 67 5,844 07		0 00 0 00	4 08 -207 58		
Subtotals	1804 00000			\$101,296.10	\$105,717.33		\$0 00	(\$4,421.23)	
PROSHARES ULTRA ETF MIDCAP 400 CUSIP 74347R404	39 00000 243 00000 244 00000	11/03/2014 11/18/2014 02/18/2015	02/02/2015 02/02/2015 04/16/2015	2,780 71 17 326 01 19,982 01	2,755 16 17 550 65 19,231 30		0 00 0 00 0 00	25 55 -224 64 750 71	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
PROSHARES ULTRA ETF MIDCAP 400 CUSIP 74347R404	239.00000	06/01/2015	06/11/2015	19,668.72	19,418.97		0.00	249.75	
Subtotals	765.00000			\$59,757.45	\$58,956.08		\$0.00	\$801.37	
ULTRA RUSSELL 2000 PROSHARES ETF 2X CUSIP 74347R842	190.00000 43.00000 148.00000	12/16/2014 12/15/2014 01/05/2015	02/02/2015 04/16/2015 04/16/2015	15,935.35 4,328.84 14,899.28	15,611.68 3,533.16 12,997.59		0.00 0.00 0.00	323.67 795.68 1,901.69	
	42.00000 154.00000 200.00000	01/05/2015 03/02/2015 06/01/2015	05/05/2015 05/05/2015 06/11/2015	3,863.11 14,164.78 19,940.27	3,688.50 14,694.66 19,350.10		0.00 0.00 0.00	174.61 -529.88 590.17	
Subtotals	777.00000			\$73,131.63	\$69,875.69		\$0.00	\$3,255.94	
PRUDENTIAL FINANCIAL INC CUSIP 744320102	540.00000	06/19/2015	06/30/2015	47,166.02	48,173.83		0.00	-1,007.81	
PUBLIC SVC ENTERPRISE GROUP INC CUSIP 744573106	643.00000	06/19/2015	09/02/2015	24,961.64	26,498.03		0.00	-1,536.39	
QUEST DIAGNOSTICS INC CUSIP 74834L100	189.00000 376.00000 565.00000	07/13/2015 07/14/2015	08/25/2015 08/25/2015	12,645.41 25,157.02 \$37,802.43	13,780.12 27,709.24 \$41,489.36		0.00 0.00 \$0.00	-1,134.71 -2,552.22 (\$3,686.93)	
RLJ LODGING TRUST CUSIP 74965L101	344.00000	07/29/2015	08/24/2015	9,439.60	10,443.84		0.00	-1,004.24	
RIO TINTO PLC SPONSORED ADR CUSIP 767204100	874.00000	06/19/2015	06/30/2015	35,919.52	37,968.40		0.00	-2,048.88	

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Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
SPDR BARCLAYS ETF SHORT TERM HIGH YIELD CUSIP 78468R408	11.46 00000	06/15/2015	09/28/2015	30,872.76	33,268.38		0.00	-2,395.60	
SANOFLADR CUSIP 80105N105	889 00000	06/19/2015	09/17/2015	46,554.11	43,758.22		0.00	2,795.89	
SCHLUMBERGER LTD CUSIP 806857108	323 00000	06/19/2015	06/30/2015	27,534.14	27,996.90		0.00	-462.76	
STANLEY BLACK & DECKER INC CUSIP 854502101	8 00000	09/18/2015	11/19/2015	857.82	804.27		0.00	53.55	
TARGET CORP CUSIP 87612E106	192 00000	05/19/2015	08/25/2015	14,696.07	16,104.69		0.00	-1,408.62	
	105 00000	08/21/2015	08/25/2015	8,036.02	8,423.45		0.00	-385.43	
	123 00000	08/21/2015	08/26/2015	9,214.02	9,867.46		0.00	-653.44	
	504 00000	10/01/2015	11/16/2015	35,945.20	39,742.52		0.00	-3,794.32	
Subtotals	924.00000			\$67,898.31	\$74,138.12		\$0.00	(\$6,239.81)	
TEXAS INSTRUMENTS INC CUSIP 882508104	712 00000	06/19/2015	07/09/2015	35,083.79	38,284.24		0.00	-3,200.45	
VANGUARD LONG TERM BOND CUSIP 921937793	968 00000	09/28/2015	11/16/2015	84,679.18	86,529.42		0.00	-1,850.24	
VANGUARD INTERMEDIATE BOND ETF CUSIP 921937819	36 00000	11/16/2015	11/19/2015	3,022.49	3,023.28		0.00	-0.79	

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Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
VANGUARD MORTGAGE ETF CUSIP 92206C771	1294.00000	06/19/2015	08/27/2015	68,586.43	68,654.98		0.00	-68.55	
VIACOM INC CL B CUSIP 92533P201	10.00000	11/18/2015	11/19/2015	577.21	523.15		0.00	-0.94	
	507.00000	11/18/2015	12/03/2015	23,714.43	26,523.29		0.00	-2,808.86	
Subtotals	517.00000			\$24,291.64	\$27,046.44		\$0.00	(\$2,809.80)	
WASTE MGMT INC DEL CUSIP 94106L100	560.00000	07/27/2015	11/13/2015	29,254.99	27,625.21		0.00	1,629.78	
	273.00000	07/27/2015	11/16/2015	14,272.34	13,457.53		0.00	814.81	
Subtotals	833.00000			\$43,527.33	\$41,082.74		\$0.00	\$2,444.59	
WESTERN UNION CO CUSIP 959802109	342.00000	06/05/2015	08/24/2015	23,914.85	27,438.08		0.00	-3,423.23	
	955.00000	08/07/2015	08/24/2015	17,068.21	19,452.11		0.00	-2,383.90	
	632.00000	11/05/2015	11/16/2015	11,715.58	12,382.14		0.00	-666.56	
Subtotals	2929.00000			\$52,771.64	\$59,282.31		\$0.00	(\$6,490.67)	
WEYERHAEUSER CO CUSIP 962166104	270.00000	06/19/2015	08/25/2015	7,614.70	8,802.33		0.00	-1,187.63	
	504.00000	06/19/2015	08/26/2015	16,305.22	19,691.12		0.00	-3,385.90	
Subtotals	874.00000			\$23,919.92	\$28,493.45		\$0.00	(\$4,573.53)	
NIELSEN NV CUSIP N63218106	327.00000	06/19/2015	08/07/2015	15,104.57	14,891.58		0.00	212.99	
Totals				\$5,119,481.77	\$5,220,019.22		\$0.00	(\$100,537.45)	

