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Form **990-PF**

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning , and ending

Name of foundation HENRY LAIRD SMITH FOUNDATION		A Employer identification number 62-6271796
Number and street (or P O box number if mail is not delivered to street address) 4400 HARDING ROAD RM/STE 310	Room/suite	B Telephone number (see instructions) 615-460-9240
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE TN 37205-5215		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,638,968	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	182,207	182,021		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-58,582			
	b Gross sales price for all assets on line 6a	5,945,836			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term/capital gain			0	
	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	123,625	182,021	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	1,925			1,925
	c Other professional fees (attach schedule) STMT 2	82,446	44,950		33,496
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	12,477	5,135		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 4	1,308	1,308		
	24 Total operating and administrative expenses. Add lines 13 through 23	98,156	51,393	0	35,421
	25 Contributions, gifts, grants paid	558,000			558,000
	26 Total expenses and disbursements. Add lines 24 and 25	656,156	51,393	0	593,421
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-532,531			
	b Net investment income (if negative, enter -0-)		130,628		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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		458,326	637,091	637,094
	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 ▶	0			
	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) SEE STMT 5		10,849,247	10,137,951	11,001,874
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶))			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		11,307,573	10,775,042	11,638,968
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. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		11,307,573	10,775,042	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		11,307,573	10,775,042	
	31	Total liabilities and net assets/fund balances (see instructions)		11,307,573	10,775,042	

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	11,307,573
2	Enter amount from Part I, line 27a	2	-532,531
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,775,042
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,775,042

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 WORKSHEET				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-58,582
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	-336,081

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))
2015	535,984	12,021,779	0.044584
2014	596,035	11,978,291	0.049760
2013	579,495	11,463,603	0.050551
2012	583,347	10,853,269	0.053749
2011	520,070	10,935,718	0.047557

2 Total of line 1, column (d)	2	0.246201
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	0.049240
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,389,716
5 Multiply line 4 by line 3	5	560,830
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,306
7 Add lines 5 and 6	7	562,136
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	593,421

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,306
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,306
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,306
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	6,278
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	6,278
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,972
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 4,972 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		<input checked="" type="checkbox"/>
b		<input checked="" type="checkbox"/>
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		
c		<input checked="" type="checkbox"/>
d		
e		
2		<input checked="" type="checkbox"/>
3		<input checked="" type="checkbox"/>
4a		<input checked="" type="checkbox"/>
b		
5		<input checked="" type="checkbox"/>
6		
7	<input checked="" type="checkbox"/>	
8a		
TN		
b	<input checked="" type="checkbox"/>	
9		<input checked="" type="checkbox"/>
10		<input checked="" type="checkbox"/>

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)
- 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)
- 13** Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address ► **N/A**

	Yes	No
11		X
12		X
13	X	

- 14** The books are in care of ► **EQUITABLE TRUST COMPANY, CO-TTEE** Telephone no ► **615-460-9240**
4400 HARDING ROAD, STE 310

Located at ► **NASHVILLE**

TN

ZIP+4 ► **37205-5215**

- 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 2016, 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 ►

	Yes	No
16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

- 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
► ☐ **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 2016?
N/A
- 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?
If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No
- b** Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) **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
► 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 2016 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 2016) **N/A**
- 4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
- 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 2016?

	Yes	No
1b		
1c		
2b		
3b		
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))? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b** ☒

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EQUITABLE TRUST COMPANY 4400 HARDING ROAD, SUITE 310 NASHVILLE TN 37205	CO-TRUSTEE 10.00	55,827	0	0
OVERTON T. SMITH 409 PRESTWICK COURT NASHVILLE TN 37205	TRUSTEE 5.00	0	0	0
MARGARET S. WARNER 4428 SHEPPARD PLACE NASHVILLE TN 37205	TRUSTEE 5.00	0	0	0
RUSSELL O. STEWART 10 SANDY LAKE ROAD CHERRY HILLS VILLAGE CO 80113	TRUSTEE 5.00	0	0	0

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,954,670
b	Average of monthly cash balances	1b	608,493
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,563,163
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	11,563,163
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	173,447
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,389,716
6	Minimum investment return. Enter 5% of line 5	6	569,486

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	569,486
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,306
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,306
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	568,180
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	568,180
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	568,180

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	593,421
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	593,421
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	1,306
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	592,115

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				568,180
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	25,122			
c From 2013	35,353			
d From 2014	17,015			
e From 2015				
f Total of lines 3a through e	77,490			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 593,421				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2016 distributable amount				568,180
e Remaining amount distributed out of corpus	25,241			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	102,731			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	102,731			
10 Analysis of line 9:				
a Excess from 2012	25,122			
b Excess from 2013	35,353			
c Excess from 2014	17,015			
d Excess from 2015				
e Excess from 2016	25,241			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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))

N/A

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

N/A**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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 <i>Paid during the year</i> SEE STATEMENT 6				558,000
Total			▶ 3a	558,000
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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					
4	Dividends and interest from securities			14	182,207	
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			18	-58,582	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	MISCELLANEOUS			14		
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		123,625	0
13	Total. Add line 12, columns (b), (d), and (e)				13	123,625

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

[illegible]

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2016
For calendar year 2016, or tax year beginning _____, and ending _____		

Name HENRY LAIRD SMITH FOUNDATION	Employer Identification Number 62-6271796
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(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.)
(1) SEE ATTACHED	P	VARIOUS	VARIOUS
(2) SEE ATTACHED	P	VARIOUS	VARIOUS
(3) SEE ATTACHED	P	VARIOUS	VARIOUS
(4) SEE ATTACHED	P	VARIOUS	VARIOUS
(5) SEE ATTACHED	P	VARIOUS	VARIOUS
(6) SEE ATTACHED	P	VARIOUS	VARIOUS
(7) SEE ATTACHED	P	VARIOUS	VARIOUS
(8) SEE ATTACHED	P	VARIOUS	VARIOUS
(9) SEE ATTACHED	P	VARIOUS	VARIOUS
(10) LONG-TERM CAP. GAIN DIVIDEND			
(11)			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 98,742		58,561	40,181
(2) 2,741,971		3,027,318	-285,347
(3) 1,193,722		1,122,180	71,542
(4) 176,269		224,230	-47,961
(5) 209,077		223,963	-14,886
(6) 71,604		91,726	-20,122
(7) 131,625		136,895	-5,270
(8) 749,789		732,440	17,349
(9) 479,145		387,105	92,040
(10) 93,892			93,892
(11)			
(12)			
(13)			
(14)			
(15)			

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	
(1)			40,181
(2)			-285,347
(3)			71,542
(4)			-47,961
(5)			-14,886
(6)			-20,122
(7)			-5,270
(8)			17,349
(9)			92,040
(10)			93,892
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2015 TAX PREP FEE	\$ 1,925	\$	\$	\$ 1,925
TOTAL	\$ 1,925	\$ 0	\$ 0	\$ 1,925

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIDUCIARY FEES	\$ 55,827	\$ 22,331	\$	\$ 33,496
INVESTMENT FEES	26,619	22,619		
TOTAL	\$ 82,446	\$ 44,950	\$ 0	\$ 33,496

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 5,135	\$ 5,135	\$	\$
2016 990-PF ESTIMATES	7,342			
TOTAL	\$ 12,477	\$ 5,135	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
MISCELLANEOUS	1,308	1,308		
TOTAL	\$ 1,308	\$ 1,308	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 10,849,247	\$ 10,137,951	COST	\$ 11,001,874
TOTAL	\$ 10,849,247	\$ 10,137,951		\$ 11,001,874

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
BABY HEALTH SERVICE	1590 HARRODSBURG RD.	NONE	PUB. CHARITY	DONATION	1,000
LEXINGTON KY 40504	380 SOUTH MILL STREET	NONE	PUB. CHARITY	DONATION	1,000
BLUEGRASS CONSERVANCY	3414 HILLSBORO PIKE	NONE	PUB. CHARITY	DONATION	2,500
LEXINGTON KY 40508	P.O. BOX 22276	NONE	PUB. CHARITY	DONATION	5,000
BOY SCOUTS OF AMERICA	777 EAST GIRARD AVE #250	NONE	PUB. CHARITY	DONATION	1,000
NASHVILLE TN 37215	P.O. BOX 101	NONE	PUB. CHARITY	DONATION	1,000
CAMP HORSIN' AROUND	1940 HIGHWAY 107 SOUTH	NONE	PUB. CHARITY	DONATION	3,500
LEXINGTON KY 40522	1200 FORREST PARK DRIVE	NONE	PUB. CHARITY	DONATION	8,500
CAPITOL HILL COMMUNITY SERVICES	P.O. BOX 522	NONE	PUB. CHARITY	DONATION	2,500
ENGLEWOOD CO 80113	900 BROADWAY	NONE	PUB. CHARITY	DONATION	15,000
CASHIER'S COMMUNITY FUND	1420 WILSON PIKE	NONE	PUB. CHARITY	DONATION	4,750
CASHIERS NC 28717	14 E CACHE LA POUDRE ST.	NONE	PUB. CHARITY	DONATION	250
CASHIERS HISTORICAL SOCIE	P.O. BOX 90727	NONE	PUB. CHARITY	DONATION	1,000
CASHIERS NC 28717	209 RIDGE ROAD	NONE	PUB. CHARITY	DONATION	1,000
CHEEKWOOD					
NASHVILLE TN 37205					
CHERRY HILLS LAND PRESERVE					
ENGLEWOOD CO 80151					
CHRIST CHURCH CATHEDRAL					
NASHVILLE TN 37203					
CHURCH OF THE GOOD SHEPHE					
BRENTWOOD TN 37027					
COLORADO COLLEGE					
COLORADO SPRINGS CO 80903					
CUMBERLAND HEIGHTS					
NASHVILLE TN 37209					
DAVIDSON COLLEGE					
DAVIDSON NC 28036					

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
ENSWORTH SCHOOL	NASHVILLE TN 37205	NONE	211 ENSWORTH PLACE	PUB. CHARITY DONATION	750
EPISCOPAL HIGH SCHOOL	ALEXANDRIA VA 22302	NONE	1200 NORTH QUAKER LANE	PUB. CHARITY DONATION	1,000
FIFTY FORWARD	NASHVILLE TN 37203	NONE	174 RAINS AVENUE	PUB. CHARITY DONATION	5,000
FRIENDS OF RADNOR LAKE	NASHVILLE TN 37211	NONE	2606 EUGENIA AVENUE	PUB. CHARITY DONATION	1,000
FRIENDS OF WARNER PARKS	NASHVILLE TN 37221	NONE	50 VAUGHN ROAD	PUB. CHARITY DONATION	2,000
FRIST CENTER FOR VISUAL A	NASHVILLE TN 37203	NONE	919 BROADWAY	PUB. CHARITY DONATION	2,000
HARPETH HALL SCHOOL	NASHVILLE TN 37215	NONE	3801 HOBBS ROAD	PUB. CHARITY DONATION	81,500
KENT DENVER SCHOOL	ENGLEWOOD CO 80113	NONE	4000 EAST QUINCY AVENUE	PUB. CHARITY DONATION	5,250
KENTUCKY CHILDREN'S HOSPI	LEXINGTON KY 40536	NONE	800 ROSE STREET, #MN150	PUB. CHARITY DONATION	1,000
KENTUCKY EDUCATIONAL TELE	LEXINGTON KY 40502	NONE	600 COOPER DRIVE	PUB. CHARITY DONATION	1,500
KIPS BAY BOYS AND GIRLS C	BRONX NY 10473	NONE	1930 RANDALL AVENUE	PUB. CHARITY DONATION	3,000
LEXINGTON CLINIC	LEXINGTON KY 40504	NONE	1221 SOUTH BROADWAY	PUB. CHARITY DONATION	2,500
MCNEILLY CENTER FOR CHILD	NASHVILLE TN 37207	NONE	400 MERIDIAN STREET	PUB. CHARITY DONATION	1,000
MONTGOMERY BELL ACADEMY	NASHVILLE TN 37205	NONE	4001 HARDING ROAD	PUB. CHARITY DONATION	1,000
NASHVILLE PUBLIC LIBRARY	NASHVILLE TN 37219	NONE	615 CHURCH STREET	PUB. CHARITY DONATION	5,000
NASHVILLE PUBLIC RADIO	NASHVILLE TN 37230	NONE	P.O. BOX 305172	PUB. CHARITY DONATION	1,000
NASHVILLE PUBLIC TELEVISI	NASHVILLE TN 37203	NONE	161 RAINS AVENUE	PUB. CHARITY DONATION	5,000
NASHVILLE SYMPHONY	NASHVILLE TN 37201	NONE	1 SYMPHONY PLACE	PUB. CHARITY DONATION	5,000

Federal Statements

**Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
NATURE CONSERVANCY OF TN	NASHVILLE TN 37212	NONE	2021 21ST AVENUE SOUTH	PUB. CHARITY DONATION			1,500
NEW YORK BOTANICAL GARDEN	BRONX NY 10458	NONE	BRONX RIVER PKWY AT FORDH	PUB. CHARITY DONATION			1,500
NEW YORK UNIVERSITY SCHOO	NEW YORK NY 10012	NONE	40 WASHINGTON SQUARE S.	PUB. CHARITY DONATION			1,250
PRINCETON UNIVERSITY	PRINCETON NJ 08540	NONE	330 ALEXANDER STREET	PUB. CHARITY DONATION			5,000
RONALD MCDONALD HOUSE CH	NASHVILLE TN 37212	NONE	2144 FAIRFAX AVENUE	PUB. CHARITY DONATION			5,000
SAINT AUGUSTINE CHAPEL	NASHVILLE TN 37235	NONE	P.O. BOX 6330B	PUB. CHARITY DONATION			1,000
SAINT JOHN'S EPISCOPAL CA	KNOXVILLE TN 37902	NONE	413 CUMBERLAND AVENUE	PUB. CHARITY DONATION			7,000
SCARSDALE PUBLIC LIBRARY	SCARSDALE NY 10583	NONE	54 OLMSTEAD ROAD	PUB. CHARITY DONATION			1,000
SECOND HARVEST	NASHVILLE TN 37228	NONE	331 GREAT CIRCLE ROAD	PUB. CHARITY DONATION			100,000
SILOAM FAMILY HEALTH CENTER	NASHVILLE TN 37204	NONE	820 GALE LANE	PUB. CHARITY DONATION			4,000
ST. JAMES THE LESS SCARSD	SCARSDALE NY 10583	NONE	10 CHURCH LANE SOUTH	PUB. CHARITY DONATION			3,500
ST. LUKE'S COMMUNITY HOUS	NASHVILLE TN 37209	NONE	5601 NEW YORK AVENUE	PUB. CHARITY DONATION			10,000
SWEET BRIAR COLLEGE	SWEET BRIAR VA 24595	NONE	134 CHAPEL ROAD	PUB. CHARITY DONATION			3,000
TENNESSEE PARKS GREENWAYS	NASHVILLE TN 37212	NONE	1205-A LINDEN AVENUE	PUB. CHARITY DONATION			1,000
THE COLLEGE OF WOOSTER	WOOSTER OH 44691	NONE	1189 BEALL AVENUE	PUB. CHARITY DONATION			1,000
THE HERMITAGE	NASHVILLE TN 37076	NONE	4580 RACHELS LANE	PUB. CHARITY DONATION			2,500
THE LAND TRUST FOR TENNES	NASHVILLE TN 37202	NONE	P.O. BOX 23473	PUB. CHARITY DONATION			50,000
THE LEXINGTON SCHOOL	LEXINGTON KY 40504	NONE	1050 LANE ALLEN ROAD	PUB. CHARITY DONATION			10,000

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
THE MASTERS SCHOOL	DOBBS FERRY NY 10522			49 CLINTON AVENUE	PUB. CHARITY DONATION		2,000
THE SALVATION ARMY	NASHVILLE TN 37213			140 N 1ST STREET	PUB. CHARITY DONATION		10,000
TRAVELERS REST	NASHVILLE TN 37220			636 FARRELL PKWY	PUB. CHARITY DONATION		10,000
UNITED WAY OF WESTCHESTER	WHITE PLAINS NY 10606			336 CENTRAL PARK AVE	PUB. CHARITY DONATION		10,000
UNIVERSITY OF MICHIGAN LA	ANN ARBOR MI 48109			625 SOUTH STATE STREET	PUB. CHARITY DONATION		250
UNIVERSITY OF THE SOUTH	SEWANEE TN 37383			735 UNIVERSITY AVENUE	PUB. CHARITY DONATION		1,000
VANDERBILT COLLEGE OF ART	NASHVILLE TN 37240			301 KIRKLAND HALL	PUB. CHARITY DONATION		2,000
VANDERBILT INGRAM CANCER	NASHVILLE TN 37232			691 PRESTON BUILDING	PUB. CHARITY DONATION		5,000
VANDERBILT LAW SCHOOL	NASHVILLE TN 37203			131 21ST AVENUE SOUTH	PUB. CHARITY DONATION		2,000
VANDERBILT UNIVERSITY	NASHVILLE TN 37240			2201 WEST END AVENUE	PUB. CHARITY DONATION		102,500
WESTCHESTER LAND TRUST	BEDFORD HILLS NY 10507			403 HARRIS ROAD	PUB. CHARITY DONATION		1,000
YWCA OF MIDDLE TENNESSEE	NASHVILLE TN 37203			1000 CHURCH STREET	PUB. CHARITY DONATION		5,000
WOMEN'S BEAN PROJECT	DENVER CO 80205			3201 CURTIS STREET	PUB. CHARITY DONATION		1,000
THE VILLAGE GREEN OF CASHIERS INC	CASHIERS NC 28717			PO BOX 2201	PUB. CHARITY DONATION		5,000
JOHN LAIRD CEMETERY ASSOCIATION	LYNNVILLE TN 38472			1070 YOKLEY ROAD	PUB. CHARITY DONATION		1,000
HAITI MAYCARE INC	DANBURY CT 06811			55 KING STREET	PUB. CHARITY DONATION		500
DARTMOUTH COLLEGE	HANOVER NH 03755			7 LEBANON STREET	PUB. CHARITY DONATION		750
CUMBERLAND RIVER COMPACT INC	NASHVILLE TN 37213			2 VICTORY AVE	PUB. CHARITY DONATION		10,000

Federal Statements

**Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
CHARITABLE IMPACT GROUP LEXINGTON KY 40502		NONE	2373 THE WOOD LN PUB. CHARITY DONATION		3,000
SUMNER CHAPEL		NONE	PO BOX 774 PUB. CHARITY DONATION		1,750
CASHIERS NC 28717		NONE	915 SOUTH PEARL STREET PUB. CHARITY DONATION		250
HIGHLINE CANAL CONSERVANCY DENVER CO 80209		NONE	11600 N COMMUNITY HOUSE PUB. CHARITY DONATION		250
SWIM ACROSS AMERICA INC CHARLOTTE NC 28277		NONE	40 PADDINGTON ROAD PUB. CHARITY DONATION		500
MAROON AND WHITE INC SCARSDALE NY 10583		NONE	PO BOX 196340 PUB. CHARITY DONATION		2,000
THE CONSERVANCY FOR THE PARTHENON NASHVILLE TN 37219		NONE	1100 E 18TH AVENUE PUB. CHARITY DONATION		500
METRO CARERING DENVER CO 80203		NONE			558,000
TOTAL					

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO FORM 990-PF, PART II, LINE 10(b)

12/31/16

December 01, 2016 To December 31, 2016

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
* * Sub Total * *								
<u>Common Stock</u>								
1,354	Adobe Systems	102.950	119,729.97	139,394.30	19,664.33	1.20%	0.00	0.00%
408	Advance Auto Parts Inc	169.120	32,188.04	69,000.96	36,812.92	0.59%	97.92	0.14%
34	AdvanSix Inc	22.140	467.92	752.76	284.84	0.01%	0.00	0.00%
850	Aetna Inc	124.010	79,199.70	105,408.50	26,208.80	0.91%	850.00	0.81%
467	Align Technology Inc	96.130	37,541.06	44,892.71	7,351.65	0.39%	0.00	0.00%
352	Alphabet Inc Cl A	792.450	219,942.20	278,942.40	59,000.20	2.40%	0.00	0.00%
128	Alphabet Inc Cl C	771.820	68,688.34	98,792.96	30,104.62	0.85%	0.00	0.00%
937	Automatic Data Processing Inc	102.780	81,228.88	96,304.86	15,075.98	0.83%	2,136.36	2.22%
300	Becton Dickinson & Co	165.550	44,057.70	49,665.00	5,607.30	0.43%	876.00	1.76%
780	Berkshire Hathaway Inc Cl B	162.980	101,072.86	127,124.40	26,051.54	1.09%	0.00	0.00%
576	Celgene Corp	115.750	65,759.66	66,672.00	912.34	0.57%	0.00	0.00%
960	Chevron Corp	117.700	85,527.87	112,992.00	27,464.13	0.97%	4,147.20	3.67%
4,963	Cisco Systems Inc	30.220	113,051.10	149,981.86	36,930.76	1.29%	5,161.52	3.44%
2,602	Coca Cola Co	41.460	107,564.03	107,878.92	314.89	0.93%	3,642.80	3.38%
1,617	Copart Inc	55.410	62,012.37	89,597.97	27,585.60	0.77%	0.00	0.00%
1,771	Crown Holdings	52.570	95,113.54	93,101.47	-2,012.07	0.80%	0.00	0.00%
741	Deckers Outdoor	55.390	38,679.68	41,043.99	2,364.31	0.35%	0.00	0.00%
553	Delphi Automotive PLC	67.350	37,905.02	37,244.55	-660.47	0.32%	641.48	1.72%
650	Dollar General Corp	74.070	52,835.00	48,145.50	-4,689.50	0.41%	650.00	1.35%
5,207	Ebay Inc	29.690	126,374.23	154,595.83	28,221.60	1.33%	0.00	0.00%

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO FORM 990-PF, PART II, LINE 10(b)
12/31/16
December 01, 2016 To December 31, 2016

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
808	Facebook Inc	115 050	77,159.54	92,960 40	15,800 86	0 80%	0 00	0 00%
564	Gartner Group Cl A	101 070	49,682 70	57,003 48	7,320 78	0 49%	0 00	0 00%
650	HCA Holdings Inc	74 020	46,925 72	48,113 00	1,187 28	0 41%	0 00	0 00%
450	Home Depot Inc	134 080	56,876 29	60,336 00	3,459 71	0 52%	1,242 00	2 06%
850	Honeywell Intl Inc	115 850	87,322 71	98,472 50	11,149 79	0 85%	2,261 00	2 30%
1,210	Intel Corp	36 270	42,548 36	43,886 70	1,338 34	0 38%	1,258 40	2 87%
1,250	Intercontinental Exchange Group Inc	56 420	57,763 30	70,525 00	12,761 70	0 61%	850 00	1 21%
450	Intl Flavors & Fragrances Inc	117 830	46,098 39	53,023 50	6,925 11	0 46%	1,152 00	2 17%
890	Johnson & Johnson	115 210	92,909 30	102,536 90	9,627 60	0 88%	2,848 00	2 78%
770	JP Morgan Chase & Co	86 290	50,918 07	66,443 30	15,525 23	0 57%	1,478 40	2 23%
380	Kellogg Co	73 710	27,567 81	28,009 80	441 99	0 24%	790 40	2 82%
420	Kimberly Clark Corp	114 120	38,923 46	47,930 40	9,006 94	0 41%	1,545 60	3 22%
321	Madison Square Garden Company	171 510	49,136 56	55,054 71	5,918 15	0 47%	0 00	0 00%
115	Markel Corp	904 500	100,459 11	104,017 50	3,558 39	0 89%	0 00	0 00%
313	Mastercard Inc Class A	103 250	30,035 45	32,317 25	2,281 80	0 28%	275 44	0 85%
1,150	Microsoft Corp	62 140	61,809 47	71,461 00	9,651 53	0 61%	1,794 00	2 51%
965	Molson Coors Brewing Co - B	97 310	76,403 88	93,904 15	17,500 27	0 81%	1,582 60	1 69%
1,411	Motorola Solutions Inc	82 890	108,848 29	116,957 79	8,109 50	1 00%	2,652 68	2 27%
2,864	Nike Inc Cl B	50 830	144,193 00	145,577 12	1,384 12	1 25%	2,062 08	1 42%
230	O'Reilly Automotive Inc	278 410	52,742 03	64,034 30	11,292 27	0 55%	0 00	0 00%
1,788	Oracle Corporation	38 450	74,861 58	68,748 60	-6,112 98	0 59%	1,072 80	1 56%
999	Penney J C Co Inc	8 310	8,169 18	8,301 69	132 51	0 07%	0 00	0 00%
3,745	Pfizer Inc	32 480	105,239 25	121,637 60	16,398 35	1 05%	4,793 60	3 94%
126	Priceline Com Inc	1,466 060	157,900 14	184,723 56	26,823 42	1 59%	0 00	0 00%

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO FORM 990-PF, PART II, LINE 10(b)

12/31/16

December 01, 2016 To December 31, 2016

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
1,900	Procter & Gamble Co	84.080	148,911.26	159,752.00	10,840.74	1.37%	5,088.20	3.19%
138	Regeneron Pharmaceuticals Inc	367.090	73,006.42	50,658.42	-22,348.00	0.44%	0.00	0.00%
1,150	Schlumberger Ltd	83.950	93,632.07	96,542.50	2,910.43	0.83%	2,300.00	2.38%
1,135	Skyworks Solutions Inc	74.660	70,727.94	84,739.10	14,011.16	0.73%	1,271.20	1.50%
1,600	Southwest Airlines	49.840	68,512.16	79,744.00	11,231.84	0.69%	640.00	0.80%
1,558	Starbucks Corp	55.520	84,552.50	86,500.16	1,947.66	0.74%	1,558.00	1.80%
730	T Rowe Price Group Inc	75.260	50,315.46	54,939.80	4,624.34	0.47%	1,576.80	2.87%
1,001	TJX Companies	75.130	67,264.00	75,205.13	7,941.13	0.65%	1,041.04	1.38%
450	United Parcel Service Cl B	114.640	42,783.75	51,588.00	8,804.25	0.44%	1,404.00	2.72%
2,265	Visa Inc Cl A	78.020	133,741.60	176,715.30	42,973.70	1.52%	1,494.90	0.85%
1,424	Walgreens Boots Alliance Inc	82.760	117,714.57	117,850.24	135.67	1.01%	2,136.00	1.81%
2,095	Zoetis Inc	53.530	75,047.53	112,145.35	37,097.82	0.96%	879.90	0.78%
* * Sub Total * *			4,239,642.02	4,893,889.19	654,247.17	42.07%	65,252.32	1.33%
Large Cap Funds								
50,109.113	DFA US Large Company	17.400	670,494.17	871,898.57	201,404.40	7.49%	16,996.01	1.95%
* * Sub Total * *			670,494.17	871,898.57	201,404.40	7.49%	16,996.01	1.95%
Small Cap Funds								
1,277.261	Brown Capital Management Small Instl	73.410	65,821.79	93,763.73	27,941.94	0.81%	0.00	0.00%
2,078.446	Private Capital Management Value I	15.260	27,477.06	31,717.09	4,240.03	0.27%	451.82	1.42%
* * Sub Total * *			93,298.85	125,480.82	32,181.97	1.08%	451.82	0.36%
International Equities								
1,199	Accenture PLC Cl A	117.130	126,359.39	140,438.87	14,079.48	1.21%	2,901.58	2.07%
422	Adidas Spd Adr	79.186	34,525.50	33,416.28	-1,109.22	0.29%	273.62	0.82%
5,452	Ambev ADR	4.910	34,048.84	26,769.32	-7,279.52	0.23%	903.97	3.38%

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO FORM 990-PF, PART II, LINE 10(b)

12/31/16

December 01, 2016 To December 31, 2016

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
449	Canadian Pacific Railway Ltd	142.770	71,463.16	64,103.73	-7,359.43	0.55%	683.72	1.07%
1,286	Chr Hansen Holding ADR	27.739	31,455.56	35,672.87	4,217.31	0.31%	309.41	0.87%
578	Chubb Limited	132.120	61,354.64	76,365.36	15,010.72	0.66%	1,595.28	2.09%
6,680	Coloplast A/S ADR	6.757	47,672.95	45,133.42	-2,539.53	0.39%	736.47	1.63%
2,642	Compass Group PLC ADR	18.547	45,227.45	49,001.44	3,773.99	0.42%	984.13	2.01%
457	Core Lab	120.040	52,307.36	54,858.28	2,550.92	0.47%	1,005.40	1.83%
1,783	CSL Limited	36.354	61,610.06	64,818.47	3,208.41	0.56%	1,018.09	1.57%
1,081	CTRIIP Intl Ltd ADR	40.000	52,544.05	43,240.00	-9,304.05	0.37%	0.00	0.00%
148,169	DFA International Core Equity	11.660	1,733,593.21	1,727,656.61	-5,936.60	14.84%	45,083.54	2.61%
2,010	DSV A/S ADR	22.285	51,940.52	44,793.05	-7,147.47	0.38%	163.07	0.36%
697	Essilor Intl ADR	56.614	45,076.34	39,459.82	-5,616.52	0.34%	336.22	0.85%
3,173	Experian PLC ADR	19.449	60,212.12	61,711.99	1,499.87	0.53%	1,174.01	1.90%
763	HDFC Bank Ltd	60.680	43,652.89	46,298.84	2,645.95	0.40%	307.64	0.66%
854	Hermes Intl ADR	41.135	31,494.79	35,129.55	3,634.76	0.30%	223.58	0.64%
428	ICON PLC ADR	75.200	29,683.09	32,185.60	2,502.51	0.28%	0.00	0.00%
1,444	Industria de Diseno Textil S A ADR	17.103	24,048.52	24,696.44	647.92	0.21%	346.98	1.40%
609	Luxottica Group S p A - Spon ADR	53.700	31,569.08	32,703.30	1,134.22	0.28%	447.60	1.37%
1,211	LVMH Moet Hennessy Louis Vuitton SA	38.266	44,156.33	46,340.61	2,184.28	0.40%	691.91	1.49%
1,760	Nestle SA ADR	71.875	132,364.55	126,499.64	-5,864.91	1.09%	3,426.31	2.71%
1,122	Novozymes A/S ADR	34.541	53,421.90	38,755.23	-14,666.67	0.33%	367.54	0.95%
4,014	Reckitt Benckiser Group PLC ADR	17.017	73,326.41	68,307.84	-5,018.57	0.59%	1,548.00	2.27%
2,288	SGS Societe Generale DE Surveillance Hldg ADR	20.387	43,494.88	46,644.77	3,149.89	0.40%	927.64	1.99%
2,839	Shoprite Holdings ADR	12.538	40,769.48	35,595.95	-5,173.53	0.31%	650.38	1.83%
848	SYSMEX Corporation ADR	29.022	25,914.88	24,610.83	-1,304.05	0.21%	164.08	0.67%

HENRY LAIRD SMITH FOUNDATION

62-6271796

ATTACHMENT TO FORM 990-PF, PART II, LINE 10(b)

12/31/16

December 01, 2016 To December 31, 2016

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
2,460	Taiwan Semiconductor ADR	28 750	57,735 96	70,725.00	12,989 04	0 61%	1,848.81	2.61%
2,159	Tencent Holdings Ltd ADR	24 468	43,072.05	52,825 33	9,753 28	0 45%	114 90	0 22%
1,148	Wal-Mart De Mexico Spd Adr	18 008	29,382 37	20,673 64	-8,708 73	0 18%	334 21	1 62%
1,779	Yandex NV	20 130	29,400 31	35,811 27	6,410.96	0 31%	0 00	0 00%
* * Sub Total * *			3,242,878.64	3,245,243.35	2,364.71	27.90%	68,568.09	2.11%
<u>Multi Strategy Funds</u>								
10,420 811	First Eagle Global Instl	54 490	555,543 72	567,829 99	12,286 27	4 88%	3,636 86	0.64%
28,138 323	Gabelli ABC Advisor	10 080	280,820 46	283,634 30	2,813.84	2 44%	0 00	0.00%
* * Sub Total * *			836,364.18	851,464.29	15,100.11	7.32%	3,636.86	0.43%
<u>Real Estate/Infrastructure Fds</u>								
48,047 138	Northern Multi Mgr Global Infrastructure	11 810	570,800 00	567,436 70	-3,363 30	4 88%	14,346 25	2 53%
29,430 549	REMS Real Estate Value Opportunity	15 170	484,472 90	446,461 43	-38,011 47	3 84%	9,694 42	2 17%
* * Sub Total * *			1,055,272.90	1,013,898.13	-41,374.77	8.72%	24,040.67	2.37%
* * Grand Total * *			10,137,950.56	11,001,874.35				