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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	5,525	5,687	5,687		
	2	Savings and temporary cash investments	5,024				
	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)	4,603,672	3,881,702	3,823,124		
	b	Investments—corporate stock (attach schedule)	53,155,094	53,962,436	56,569,933		
	c	Investments—corporate bonds (attach schedule)	9,704,271	9,461,292	9,399,041		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	9,719,619	10,453,217	11,183,472		
	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)	77,193,205	77,764,334	80,981,257			
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	77,193,205	77,764,334			
30	Total net assets or fund balances (see instructions)	77,193,205	77,764,334				
31	Total liabilities and net assets/fund balances (see instructions) .	77,193,205	77,764,334				

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	77,193,205
2	Enter amount from Part I, line 27a	2	568,110
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,019
4	Add lines 1, 2, and 3	4	77,764,334
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	77,764,334

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)
1 a PUBLICLY TRADED SECURITIES	P		
b PASSTHROUGH K-1 CAPITAL GAIN	P		2016-12-31
c Other Capital Gains/Losses	P		
d Capital Gains Dividends	P		
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 24,665,301		21,778,453	2,886,848
b 641,692			641,692
c		11,888	-11,888
d 1,526			1,526
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,886,848
b			641,692
c			-11,888
d			1,526
e			

2 Capital gain net income or (net capital loss)	2	3,518,178
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))
2015	4,212,011	83,924,475	0 050188
2014	4,182,672	88,160,761	0 047444
2013	3,946,699	86,137,956	0 045818
2012	3,971,247	80,113,173	0 049570
2011	3,734,678	81,291,432	0 045942

2 Total of line 1, column (d)	2	0 238962
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 047792
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	79,820,516
5 Multiply line 4 by line 3	5	3,814,782
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,748
7 Add lines 5 and 6	7	3,863,530
8 Enter qualifying distributions from Part XII, line 4	8	4,166,681

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	48,748
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	48,748
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	48,748
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	194,733
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	194,733
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	145,985
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 145,985 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 R E SMITH INTERESTS INC Telephone no (713) 986-8030			

Located at **1900 WEST LOOP SOUTH 1050 HOUSTON TX** ZIP+4 **770273207**

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 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		No
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? ☐	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 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). ☐	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 2016?	4b		No

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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	No
	<i>If "Yes" to 6b, file Form 8870</i>			
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?		7b	

[illegible]

Total number of other employees paid over \$50,000.	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Silchester International Investors	Investment Management	80,100
780 Third Ave 42nd Floor New York, NY 10017		
Dana Investment Advisors	Investment Management	60,869
20700 Swenson Drive Suite 400 Waukesha, WI 53186		
LOWERY ASSET CONSULTING LLC	Investment Management	57,016
20 NORTH WACKER DR STE 1475 CHICAGO, IL 60606		
EATON VANCE	Investment Management	50,198
2 INTERNATIONAL PLACE BOSTON, MA 02110		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0
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	
Total. Add lines 1 through 3 ►	0

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	69,021,920
b	Average of monthly cash balances.	1b	830,665
c	Fair market value of all other assets (see instructions).	1c	11,183,472
d	Total (add lines 1a, b, and c).	1d	81,036,057
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	81,036,057
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,215,541
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	79,820,516
6	Minimum investment return. Enter 5% of line 5.	6	3,991,026

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	3,991,026
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	48,748
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	48,748
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,942,278
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,942,278
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	3,942,278

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	4,166,681
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	4,166,681
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	48,748
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,117,933

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				3,942,278
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			4,061,841	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,166,681</u>				
a Applied to 2015, but not more than line 2a			4,061,841	
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 2016 distributable amount.				104,840
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 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 2017				3,837,438
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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 e-mail address of the person to whom applications should be addressed
amy Meckel VIVIAN L SMITH FOUNDATIO
1900 West Loop South Suite 1050
houston, TX 770273207
(713) 986-8030

b The form in which applications should be submitted and information and materials they should include
no specific form required applicants must specify purpose and include proof that they are qualifying Sec 509(A)(1),(2) or (3) organizations

c Any submission deadlines
Grants must be submitted by Feb 15, May 15, Aug 15, and Oct 25 preceding the quarterly meetings

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. ALL RECEIPIENTS MUST BE QUALIFYING SEC 509(A)(1),(2), OR (3) ORGANIZATIONS. THERE ARE NO RESTRICTIONS TO GEOGRAPHICAL AREAS OR CHARITABLE FIELDS

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 Additional Data Table				
Total			3a	4,109,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Form **990-PF** (2016)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
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1b(3)		No
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1b(4)		No
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1b(5)		No
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1b(6)		No
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1c		No
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2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

☐ Yes ☒ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this return and the information provided are true and correct.

Signature of officer or trustee _____ Date 2017-10-26 Title _____

May the IRS discuss this return with the preparer shown below
(see instr 1)? ☒ Yes ☐ No

Print/Type preparer's name Rinda Corbin	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00747421
Firm's name ▶ Deloitte Tax LLP				Firm's EIN ▶ 86-1065772
Firm's address ▶ 1111 Bagby Street Suite 4500 Houston, TX 77002				Phone no (713) 982-2000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(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
SUZANNE R BENSON Pres116-41216	PRESIDENT/TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
H DEVON GRAHAM JR DECEASED 716	VICE PRESIDENT 2 00	0	0	0
1901 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77028				
AMY M MECKEL	Sec/Trea 10 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
ransom c lummis President 41316	President/TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
RICHARD H SKINNER	TRUSTEE 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
SANDRA SMITH DOMPIER	TRUSTEE 1 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				
cynthia J Adkins	trustee 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 houston, TX 77027				
kirby cohn mccool	trustee 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 houston, TX 77027				
Judy S Tate	Trustee 2 00	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027				

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>				
AMAZING PLACE INC 3735 DREXEL DR HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	25,000
ARCHWAY ACADEMY 6221 MAIN ST HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	10,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA BCM160 HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	150,000
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	N/A	PC	GENERAL SUPPORT	5,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				4,109,000

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>				
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE PO BOX 152079 IRVING, TX 75015	N/A	PC	GENERAL SUPPORT	10,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY, TX 77447	N/A	PC	GENERAL SUPPORT	10,000
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	25,000
CAMP FOR ALL FOUNDATION 10500 NW FREEWAY HOUSTON, TX 77092	N/A	PC	GENERAL SUPPORT	50,000
CANCare INC PO BOX 79362 HOUSTON, TX 77279	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				4,109,000

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>				
CASA DE ESPERANZA DE LOS NINOS PO BOX 66581 HOUSTON, TX 77266	N/A	PC	GENERAL SUPPORT	10,000
CHILD ADVOCATES INC 2401 PORTSMOUTH HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	20,000
CHILDREN'S MUSEUM of Houston 1500 BINZ ST HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	25,000
CHRIST CHURCH CATHEDRAL 1117 TEXAS ST HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	5,000
COMMUNITIES IN SCHOOLS INC 1235 N LOOP WEST STE 300 HOUSTON, TX 77008	N/A	PC	GENERAL SUPPORT	120,000
Total ► 3a				4,109,000

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>				
CORNERSTONE RECOVERY 6699 PORTWEST DRIVE SUITE 140 HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	25,000
COUNCIL ON RECOVERY 303 JACKSON HILL STREET HOUSTON, TX 77007	N/A	PC	GENERAL SUPPORT	50,000
COVENANT HOUSE TEXAS 1111 LOVETT BLVD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	15,000
CRIME STOPPERS OF HOUSTON INC PO BOX 541654 HOUSTON, TX 77254	N/A	PC	GENERAL SUPPORT	25,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20814	N/A	PC	GENERAL SUPPORT	50,000
Total ► 3a				4,109,000

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>				
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DR HOUSTON, TX 77007	N/A	PC	GENERAL SUPPORT	15,000
DEPRESSION AND BIPOLAR SUPPORT ALLIANCE PO BOX 27607 HOUSTON, TX 77227	N/A	PC	GENERAL SUPPORT	10,000
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE STREET HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	25,000
EPILEPSEY FOUNDATION 8301 PROFESSIONAL PLACE EAST LANDOVER, MD 20785	N/A	PC	GENERAL SUPPORT	15,000
EPISCOPAL HIGH SCHOOL 4650 BISSONET ST BELLAIRE, TX 77401	N/A	PC	GENERAL SUPPORT	201,000
Total 				4,109,000
3a				

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>				
GOOD SAMARITAN FOUNDATION 5615 KIRBY DR STE 610 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	50,000
HEALTHCARE FOR THE HOMELESS-HOUSTON PO BOX 66690 HOUSTON, TX 77266	N/A	PC	GENERAL SUPPORT	10,000
HOUSTON ACHIEVEMENT PLACE 245 W 17TH STREET HOUSTON, TX 77008	N/A	PC	GENERAL SUPPORT	10,000
HOUSTON ARBORETUM AND NATURE CENTER 4501 WOODWAY DRIVE HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	50,000
HOUSTON AREA WOMENS CENTER 1010 WAUGH DR HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	15,000
Total ► 3a				4,109,000

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>				
HOUSTON BALLET FOUNDATION 601 PRESTON STREET HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	N/A	PC	GENERAL SUPPORT	30,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	100,000
HOUSTON JUNIOR FORUM INC PO BOX 7941 HOUSTON, TX 77270	N/A	PC	GENERAL SUPPORT	10,000
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	20,000
Total 				4,109,000
3a				

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>				
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	210,000
JONES GRADUATE SCHOOL AT RICE UNIVERSITY 6100 MAIN ST HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	5,000
JOY SCHOOL ONE CHELSEA BOULEVARD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	1,000
JULIE ROGERS GIFT OF LIFE PROGRAM 2390 DOWLEN RD BEAUMONT, TX 77706	N/A	PC	GENERAL SUPPORT	15,000
KELSEY RESEARCH FOUNDATION 5615 KIRBY DR STE 660 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	80,000
Total ▶ 3a				4,109,000

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>				
KIDS MEALS INC 330 GARDEN OAKS BLVD HOUSTON, TX 77018	N/A	PC	GENERAL SUPPORT	25,000
KINKAID SCHOOL 201 KINKAID SCHOOL DR HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	25,000
LORD OF THE STREETS EPISCOPAL CHURCH 3401 FANNIN ST HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	5,000
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BOULEVARD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	200,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	100,000
Total 				4,109,000
3a				

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>				
MENIL FOUNDATION INC 1519 BRANARD ST HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	5,000
MENNINGER CLINIC 12301 MAIN STREET HOUSTON, TX 77035	N/A	PC	GENERAL SUPPORT	100,000
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	N/A	PC	GENERAL SUPPORT	15,000
NEIGHBORHOOD CENTERS INC PO BOX 271389 HOUSTON, TX 77277	N/A	PC	GENERAL SUPPORT	50,000
PALMER DRUG ABUSE PROGRAM THREE MEMORIAL CITY PLAZA HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				4,109,000

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>				
RISE SCHOOL OF HOUSTON 5618 H MARK CROSSWELL JR ST HOUSTON, TX 77021	N/A	PC	GENERAL SUPPORT	25,000
RONALD MCDONALD HOUSE HOUSTON 1907 HOLCOMBE BOULEVARD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	100,000
SACRED HEART CATHOLIC CHURCH 1111 ST JOSEPH PKWY HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	1,000
SHRINERS HOSPITALS FOR CHILDREN PO BOX 31356 TAMPA, FL 33631	N/A	PC	GENERAL SUPPORT	50,000
SMALL STEPS NURTURING CENTER 2902 JENSEN DRIVE HOUSTON, TX 77026	N/A	PC	GENERAL SUPPORT	20,000
Total ▶ 3a				4,109,000

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>				
SPAY NEUTER ASSISTANCE PROGRAM PO BOX 70286 HOUSTON, TX 77270	N/A	PC	GENERAL SUPPORT	15,000
SPECIAL OLYMPICS TEXAS 7715 CHEVY CHASE DR STE 120 AUSTIN, TX 78752	N/A	PC	GENERAL SUPPORT	25,000
ST EDWARD'S UNIVERSITY 3001 SOUTH CONGRESS AUSTIN, TX 78704	N/A	PC	GENERAL SUPPORT	10,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	25,000
ST JOHN'S UNITED METHODIST CHURCH 2019 CRAWFORD ST HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	25,000
Total 				4,109,000
3a				

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>				
ST PIUS HIGH SCHOOL 811 WEST DONOVAN STREET HOUSTON, TX 77091	N/A	PC	GENERAL SUPPORT	50,000
STAR OF HOPE MISSION 6897 ARDMORE HOUSTON, TX 77054	N/A	PC	GENERAL SUPPORT	10,000
SUNSHINE KIDS FOUNDATION 2814 VIRGINIA ST HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	25,000
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN STREET HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	110,000
TEXAS EXES ALUMNI ASSOCIATION 2110 SAN JACINTO BLVD AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				4,109,000

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>				
TEXAS HEART INSTITUTE 6770 BERTNER HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	4,500
THE ROSE FOUNDATION 1970 BROADWAY SUITE 600 OAKLAND, CA 94612	N/A	PC	GENERAL SUPPORT	50,000
THEATRE UNDER THE STARS 800 BAGBY STREET SUITE 200 HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
TIRR FOUNDATION 4605 POST OAK PLACE SUITE 222 HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	100,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	50,000
Total ► 3a				4,109,000

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>				
UNIVERSITY OF TEXAS AT AUSTIN 2268 SAN JACINTO AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	5,000
UT HEALTH SCIENCE CENTER 7000 FANNIN STREET HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	74,000
WOODS PROJECT 2700 SOUTHWEST FREEWAY SUITE A HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	10,000
WRITERS IN THE SCHOOLS 1523 W MAIN STREET HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	10,000
YES PREP PUBLIC SCHOOLS INC 6201 BONHOMME STE 168N HOUSTON, TX 77036	N/A	PC	GENERAL SUPPORT	100,000
Total ► 3a				4,109,000

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>				
HOUSTON SYMPHONY 615 LOUISIANA SUITE 102 HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
HSPVA FRIENDS 4119 MONTROSE BLVD STE 210 HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	10,000
JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LN HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	2,000
MAKE A WISH FOUNDATION 4741 M 24TH STREET SUITE 400 PHEONIX, AZ 85016	N/A	PC	GENERAL SUPPORT	15,000
SALVATION ARMY 615 SLATERS LANE ALEXANDERIA, VA 22313	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				4,109,000

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>				
ST MARTIN'S EPISCOPAL CHURCH 717 SAGE RD HOUSTON, TX 77056	N/A	PC	GENERAL SUPPORT	2,325
THE BEACON 199 MAIN ST BEACON, NY 12508	N/A	PC	GENERAL SUPPORT	17,175
UNIVERSITY OF HOUSTON SUGARLAND 14000 UNIVERSITY BLVD SUGAR LAND, TX 77479	N/A	PC	GENERAL SUPPORT	74,000
UNIVERSITY OF TEXAS 215 E 24TH ST AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	1,000
CENTER FOUNDATION 32 OLD SLIP 24TH FLOOR NEW YORK, NY 100053500	N/A	PC	GENERAL SUPPORT	50,000
Total ► 3a				4,109,000

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>				
CHANGE HAPPENS 3353 ELGIN STREET HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	1,000
CHINQUAPIN SCHOOL 2615 E WALLISVILLE RD HIGHLANDS, TX 77562	N/A	PC	GENERAL SUPPORT	100,000
CHRISTO REY JESUIT 6700 MT CARMEL DR HOUSTON, TX 77087	N/A	PC	GENERAL SUPPORT	20,000
CONTEMPORARY ARTS MUSEUM HOUSTON 5216 MONTROSE BLVD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	5,000
ECHOS EPIPHANY COMMUNITY 9600 S GESSNER RD HOUSTON, TX 77071	N/A	PC	GENERAL SUPPORT	20,000
Total ▶ 3a				4,109,000

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>				
EMERGE FELLOWSHIP 2 GREENWAY PLAZA SUITE 500 HOUSTON, TX 77046	N/A	PC	GENERAL SUPPORT	15,000
HUMBLE ISD EDUCATION FOUNDATION 20200 EASTWAY VILLAGE DR HUMBLE, TX 77336	N/A	PC	GENERAL SUPPORT	25,000
KIPP ACADEMY 11000 SCOTT ST HOUSTON, TX 77047	N/A	PC	GENERAL SUPPORT	220,000
LONE STAR FLIGHT MUSEUM 11551 AEROSPACE AVE HOUSTON, TX 77034	N/A	PC	GENERAL SUPPORT	25,000
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL ST HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				4,109,000

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>				
POSSE FOUNDATION INC 14 WALL ST NEW YORK, NY 10005	N/A	PC	GENERAL SUPPORT	25,000
PRESBYTERIAN SCHOOL 5300 MAIN ST HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	200,000
SIRE THERAPEUTIC HORSEMANSHIP 11211 KATY FWY STE 660 HOUSTON, TX 77079	N/A	PC	GENERAL SUPPORT	10,000
SOUTH TEXAS BOY SCOUTS OF AMERICA 700 EVERHART TERRACE BUILDING A CORPUS CHRISTI, TX 78411	N/A	PC	GENERAL SUPPORT	500
SPRING SPIRIT BASEBALL 8526 PITNER RD HOUSTON, TX 77080	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				4,109,000

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>				
ST FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT RD HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	100,000
TEXAS CHILDREN'S CANCER CENTER 6701 FANNIN STE 1400 HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	2,500
THE CHILDRENS MINISTRY PO BOX 436943 LOUISVILLE, KY 40253	N/A	PC	GENERAL SUPPORT	20,000
THE MSU FOUNDATION 2727 ALLIANCE DR SUITE C LANSING, MI 48910	N/A	PC	GENERAL SUPPORT	25,000
URBAN HARVEST 2311 CANAL ST STE 200 HOUSTON, TX 77003	N/A	PC	GENERAL SUPPORT	10,000
Total ► 3a				4,109,000

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>				
UTHSC 7000 FANNIN ST STE 1200 HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	10,000
WREATHS ACROSS AMERICA-HOUSTON 4 POINT ST COLUMBIA FALLS, ME 04623	N/A	PC	GENERAL SUPPORT	30,000
Total ▶ 3a				4,109,000

TY 2016 Accounting Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Compliance Services	12,150	6,075		6,075

TY 2016 General Explanation Attachment**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990PF, PART VII-B, LINE 1a (2)(3) (4) AND LINE 1b	The Foundation's bookkeeping, cash and property management functions are performed by R.E. Smith Interests Inc , a management company ow ned by the R.E. Smith Testamentary Trust Partnership, a disqualified person In this capacity, the management company pays expenses on the Foundation's behalf w hich are later reimbursed from the Foundation's funds In exchange for these services, the Foundation remitted to R.E. Smith Interests, Inc a management fee in the amount of \$100,000 w hich represents reasonable payment for such services The Foundation has answ ered "yes" to questions 1a (2), (3) and (4) since it pays for services provided either directly or indirectly by a disqualified person as described above How ever, the payment for these services is an excepted act under Sec 4941(d)(2)(E) since the payments are for "personal services" w hich are necessary to carry out the exempt purposes of the foundation and are "reasonable" in amount as those terms are used in the regulations and other authoritative pronouncements

TY 2016 Investments Corporate Bonds Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Name of Bond	End of Year Book Value	End of Year Fair Market Value
franklin templeton bonds	3,039,930	2,673,358
fx strategy global	2,491,908	2,809,374
INVESTMENT - EATON VANCE	3,929,454	3,916,309

TY 2016 Investments Corporate Stock Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Name of Stock	End of Year Book Value	End of Year Fair Market Value
artisan international	5,629,695	4,766,133
charles schwab	21,414	21,414
dana	2,611,884	2,920,196
dent growth fund	0	0
dodge & cox	4,425,957	4,343,069
doubleline total	4,524,832	4,379,087
driehaus active income	1,889,841	1,682,226
gargoyle hedge value	1,984,248	1,700,613
INVESTMENT - FAYEZ SAROFIM	3,023,567	4,743,047
INVESTMENT - INVESTORS TREASURY	870,309	870,309
ivy asset strategy	0	0
LEUTHOLD CORE INVESTMENT	3,721,888	4,052,968
luther king	4,129,124	5,411,347
MITCHELL	6,924,593	7,370,827
VANGUARD INTERNATIONAL EXPLOERER	2,137,358	1,915,087
wcm	0	0
Hillcrest	2,062,950	2,339,881
VANGUARD GROWTH INDEX	2,571,627	2,567,866
VANGUARD INDEX S&P	3,000,000	3,021,304
VANGUARD INDEX VALUE	4,433,149	4,464,559

TY 2016 Investments Government Obligations Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**US Government Securities - End
of Year Book Value:**

3,881,702

**US Government Securities - End
of Year Fair Market Value:**

3,823,124

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 Investments - Other Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RANGER	AT COST	2,237,047	2,768,021
silchester international	AT COST	8,216,170	8,415,451

TY 2016 Other Expenses Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
dues	750	0		750
DELIVERY SERVICE and other expenses	856	0		856
Other investment expenses	11,659	11,659		0

TY 2016 Other Income Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER Investment INCOME	1,966	1,966	1,966
K-1 Passthrough Other Income	-3,341	-3,341	-3,341

TY 2016 Other Increases Schedule

Name: VIVIAN L SMITH FOUNDATION

EIN: 76-0101380

Description	Amount
Other Increase	3,019

TY 2016 Other Professional Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	100,000	50,000		50,000
Investment Management Fees	403,328	403,328		0

TY 2016 Taxes Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
foreign tax	13,334	13,334		0
federal excise tax	140,000	0		0