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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

Name of foundation **SMITH FAMILY FOUNDATION**

A Employer identification number

TRUST COMPANY OF THE SOUTH A027992**56-6040787**

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

Room/suite

B Telephone number (see instructions)

800 GREEN VALLEY ROAD, SUITE 304**336-538-1000**

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

GREENSBORO, NC 27408

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization.

☐ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at

J Accounting method. ☒ Cash ☐ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)16) **\$ 4,586,506.**

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

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch. B.

3 Interest on savings and temporary cash investments.

Dividends and interest from securities

80,746.**80,466.****STMT 1**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

210,773.**210,773.**

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

-1,395.**-1,395.****STMT 2**

12 Total. Add lines 1 through 11

290,124.**289,844.**

13 Compensation of officers, directors, trustees, etc.

48,056.**39,406.****8,650.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) **STMT 3****1,200.****1,200.****NONE****NONE**

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) **STMT 4****860.**

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) **STMT 5****1,000.****820.****180.**

24 Total operating and administrative expenses

Add lines 13 through 23

51,116.**41,426.****NONE****8,830.**

25 Contributions, gifts, grants paid

211,000.**211,000.****211,000.**

26 Total expenses and disbursements Add lines 24 and 25

262,116.**41,426.****NONE****219,830.**

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

28,008.

b Net investment income (if negative, enter -0-)

248,418.

c Adjusted net income (if negative, enter -0-)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	79,792.	7,303.	7,303.
	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) ▶ *		50,000.	STMT 6
		Less allowance for doubtful accounts ▶	50,000.	50,000.	50,000.
	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)	2,425,033.	2,422,731.	3,705,902.
	c	Investments - corporate bonds (attach schedule)	603,510.	534,205.	537,974.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) STMT 7.	85,765.	260,533.	285,327.
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)	3,244,100.	3,274,772.	4,586,506.
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,244,100.	3,274,772.	
	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)	3,244,100.	3,274,772.		
31	Total liabilities and net assets/fund balances (see instructions)	3,244,100.	3,274,772.		

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	3,244,100.
2	Enter amount from Part I, line 27a	2	28,008.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,380.
4	Add lines 1, 2, and 3	4	3,275,488.
5	Decreases not included in line 2 (itemize) ▶ 2016 COST BASIS ADJUSTMENTS	5	716.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,274,772.

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**

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 1,015,639.		804,866.	210,773.
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			210,773.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	210,773.
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 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	217,135.	4,233,588.	0.051289
2014	226,365.	4,557,539.	0.049668
2013	782,729.	4,483,838.	0.174567
2012	213,186.	4,551,889.	0.046835
2011	197,014.	4,007,890.	0.049157

2 Total of line 1, column (d)	2	0.371516
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	0.074303
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,410,527.
5 Multiply line 4 by line 3.	5	327,715.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,484.
7 Add lines 5 and 6.	7	330,199.
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	219,830.

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)	1	4,968.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	4,968.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,968.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,344.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	2,344.
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	2,624.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► SEE STATEMENT 9 Telephone no ► Located at ► ZIP+4 ►		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

5b

6b

7b

X

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
TRUST COMPANY OF THE SOUTH	TRUSTEE			
800 GREEN VALLEY ROAD, GREENSBORO, NC 27408	1	23,056.	-0-	-0-
JAMES H. SMITH, JR.	EXECUTIVE DIRECT			
223 SHADY DRIVE, BURLINGTON, NC 27215-4854	8	25,000.	-0-	-0-
WILLIAM H. SMITH	OFFICER			
C/O TRUST COMPANY OF THE SOUTH, GREENSBORO, NC 27408	1	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	NONE	
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	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	4,434,145.
b	Average of monthly cash balances	1b	43,547.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,477,692.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,477,692.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	67,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,410,527.
6	Minimum investment return. Enter 5% of line 5	6	220,526.

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	220,526.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,968.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,968.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	215,558.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	215,558.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	215,558.

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	219,830.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	219,830.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	219,830.

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				215,558.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	348,596.			
d From 2014	2,313.			
e From 2015	7,800.			
f Total of lines 3a through e	358,709.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 219,830.				
a Applied to 2015, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				215,558.
e Remaining amount distributed out of corpus. . .	4,272.			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	362,981.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	362,981.			
10 Analysis of line 9				
a Excess from 2012 . . .	NONE			
b Excess from 2013 . . .	348,596.			
c Excess from 2014 . . .	2,313.			
d Excess from 2015 . . .	7,800.			
e Excess from 2016 . . .	4,272.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 21				211,000.
Total			3a	211,000.
b Approved for future payment				
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	80,746.	
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	210,773.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	PLEXUS FUND IV-A L			1	-1,322.	
c	GARDEN RIVER FORES			1	-73.	
d						
e						
12	Subtotal Add columns (b), (d), and (e)				290,124.	
13	Total Add line 12, columns (b), (d), and (e)					290,124.

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Winters 12 Paul | 10/05/17 | Preparer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name DOUG HART	Preparer's signature <i>Doug Hart</i>	Date 09/18/2017	Check <input type="checkbox"/> if self-employed	PTIN P00241831
	Firm's name ▶ TRUST PROCESSING SOLUTIONS			Firm's EIN ▶ 01-0604131	
	Firm's address ▶ P O BOX 894 MILFORD, OH 45140			Phone no 513-774-8805	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BLACKROCK FEDFUND INST	333.	333.
BLACKROCK T-FUND INST	76.	76.
DFA INTL REAL ESTATE SEC PORT	1,704.	1,704.
DFA EMERGING MKTS VALUE	1,878.	1,878.
DFA EMERGING MKTS SML CAP PORT	1,530.	1,530.
DFA INTL SMALL COMPANY PORTFOLIO	2,632.	2,632.
DFA US SMALL CAP VALUE PORTFOLIO	2,243.	2,243.
DFA US LARGE CAP VALUE PORTFOLIO	19,128.	19,128.
DFA REAL ESTATE SECURITIES PORTFOLIO	1,156.	1,156.
DFA LARGE CAP INTL PORTFOLIO	7,495.	7,495.
DFA WORLD EX U.S. GOVERNMENT FIXED INCOM	1,091.	1,091.
DFA INVESTMENT GRADE PORTFOLIO	1,248.	1,248.
DFA INTERNATIONAL VALUE PORTFOLIO	16,020.	16,020.
JP MORGAN CORE BOND FD SEL	2,026.	2,026.
TEMPLETON GLOBAL BOND FD ADV CL	280.	
VANGUARD TOTAL BD MKT INDEX INSTL	4,390.	4,390.
VANGUARD SHORT TERM INVESTMENT GRADE FD	2,002.	2,002.
VANGUARD TOTAL INTERNATIONAL BOND INDEX	2,160.	2,160.
VANGUARD SMALL CAP GROWTH INDEX FUND INS	2,139.	2,139.
VANGUARD GROWTH INDEX FUND - INSTITUTION	11,215.	11,215.
	-----	-----
TOTAL	80,746.	80,466.
	=====	=====

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LOSS FROM PLEXUS FUND IV-A LP	-1,322.	-1,322.
LOSS FROM GARDEN RIVER FORESTLANDS LP	-73.	-73.
	-----	-----
TOTALS	-1,395.	-1,395.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,200.	1,200.		
TOTALS	1,200.	1,200.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL ESTIMATES - PRINCIPAL	860.

TOTALS	860.
	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	1,000.	820.	180.
TOTALS	----- 1,000. =====	----- 820. =====	----- 180. =====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

=====

BORROWER:

COMPANY SHOPS

ORIGINAL AMOUNT: 50,000.

DATE OF NOTE: 03/15/2010

BEGINNING BALANCE DUE 50,000.

ENDING BALANCE DUE 50,000.

ENDING FAIR MARKET VALUE 50,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 50,000.

=====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 50,000.

=====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 50,000.

=====

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
GARDEN RIVER FORESTLANDS LP	C	229,283.	257,647.
PLEXUS FUND IV-A LP	C	31,250.	27,680.
		-----	-----
TOTALS		260,533.	285,327.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP LOSSES	1,395.
BOOK VALUE ADJUSTMENT	1,985.

TOTAL	3,380.
	=====

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: TRUST COMPANY OF THE SOUTH

ADDRESS: 800 GREEN VALLEY ROAD SUITE 304
GREENSBORO, NC 27408

TELEPHONE NUMBER: (336)538-1000

STATEMENT 9

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ALAMANCE COMMUNITY COLLEGE

ATTN: CAROLYN RHODE

ADDRESS:

PO BOX 8000

GRAHAM, NC 27253-8000

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

UNIVERSITY OF NC AT CHAPEL HILL

ENDOWMENT FOR

ADDRESS:

PHILOSOPHY, POLITICS & ECONOMICS

CHAPEL HILL, NC 27599-6115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NC COMMUNITY FDN

PEGGY HAYWOOD SMITH MEMORIAL ENDOWMENT

ADDRESS:

FOR FIRST BAPTIST CHURCH OF MOUNT G

RALEIGH, NC 27609

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 10

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ALAMANCE COUNTY ECONOMIC
DEVELOPMENT FOUNDATION

ADDRESS:

PO BOX 450
BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

HOSPICE OF ALAMANCE-CASWELL
ATTN: CAROLINE DURHAM

ADDRESS:

914 CHAPEL HILL ROAD
BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PET ADAPTION & WELFARE SOCIETY

ADDRESS:

PO BOX 2440
BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 11

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ELON ACADEMY

ALAMANCE BUILDING 216

ADDRESS:

2108 CAMPUS BOX

ELON, NC 27244

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ALAMANCE COUNTY ENDOWMENT

FOR THE ARTS

ADDRESS:

213 SOUTH MAIN STREET

GRAHAM, NC 27253

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

ALAMANCE ELDERCARE

ADDRESS:

PO BOX 202

BURLINGTON, NC 27216-0202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

STATEMENT 12

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

SALVATION ARMY

ADDRESS:

PO BOX 1238

BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

RALPH SCOTT LIVESEERVICES, INC.

ADDRESS:

408 W TRADE STREET

BURLINGTON, NC 27217-2400

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

THE ALAMANCE COMMUNITY FDN

J HAROLD & PEGGY SMITH SCHOLARSHIP

ADDRESS:

330 S GREENE STREET, SUITE 100

GREENSBORO, NC 27401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

STATEMENT 13

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

OLD NORTH STATE COUNCIL BOY SCOUTS
OF AMERICA

ADDRESS:

P.O. BOX 29046
GREENSBORO, NC 27429-9046

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

VIRGINIA EPISCOPAL SCHOOL

ADDRESS:

400 VES ROAD
LYNCHBURG, VA 24503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

J. HAROLD SMITH CAROLINA SCHOLARS FUND

ADDRESS:

800 GREEN VALLEY RD., SUITE 304
GREENSBORO, NC 27403

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

METHODIST HOME FOR CHILDREN

ADDRESS:

1041 WASHINGTON STREET

RALEIGH, NC 27605

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

FRONT STREET UMC

ADDRESS:

P.O. BOX 2597

BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

EDUCATIONAL FOUNDATION

ADDRESS:

P.O. BOX 2446

CHAPEL HILL, NC 27515

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 32,500.

STATEMENT 15

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

EAST CAROLINA UNIVERSITY

ADDRESS:

GREENVILLE CENTRE, SUITE 1

GREENVILLE, NC 27585

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SWINGPALS

ADDRESS:

P.O. BOX 98718

RALEIGH, NC 27624

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SOCIONOMICS FOUDATION

ADDRESS:

200 MAIN STREET STREET SW

GAINSVILLE, GA 30501

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

STATEMENT 16

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

ADDRESS:

P.O. BOX 29046

GREENSBORO, NC 27429

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

ALAMANCE COUNTY CHAMBER OF COMMERCE

ADDRESS:

610 S LEXINGTON AVENUE

BURLINGTON, NC 27215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

POSITIVE ATTITUDE YOUTH CENTER

ADDRESS:

229 N. GRAHAM HOPEDALE ROAD

BURLINGTON, NC 27217

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

STATEMENT 17

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

NEW LEAF SOCIETY

ADDRESS:

P.O. BOX 4083

BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

THE TAFT SCHOOL

ADDRESS:

110 WOODBURY ROAD

WATERTOWN, CT 06795

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

JOEL OSTEEN MINISTRIES

ADDRESS:

P.O. BOX 4600

HOUSTON, TX 77210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

STATEMENT 18

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

MT. BETHEL UNITED METHODIST CHURCH

ADDRESS:

1605 BAHAMA ROAD

BAHAMA, NC 27503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UNIVERSITY OF ARIZONA FOUNDATION

ADDRESS:

P.O. BOX 210109

TUCSON, AZ 85721

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 11,500.

RECIPIENT NAME:

NC MUSEUM OF ART

ADDRESS:

2110 BLUE RIDGE ROAD

RALEIGH, NC 27607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 19

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ARMC FOUNDATION, INC.

ADDRESS:

P.O. BOX 202

BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BURLINGTON DOWNTOWN CORP

ADDRESS:

P.O. BOX 761

BURLINGTON, NC 27216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

UNC CHILDREN'S PEDIATRIC RESEARCH FUND

ADDRESS:

UNC DEPARTMENT OF PEDIATRICS

CHAPEL HILL, NC 27599

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

SMITH FAMILY FOUNDATION

56-6040787

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

WOODBERRY FOREST SCHOOL

ADDRESS:

402 WOODBERRY STATION

WOODBERRY FOREST, VA 22989

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

211,000.

=====

STATEMENT 21

Holding List

Business Date: 8/21/2017 Time Printed: 8/21/2017 9 07 46 AM

Select Account A027992 Smith Family Foundation

As Of Date: 6/30/17

Location: All

Registration: All

Trade Date Basis: No

Include Transactions: None

CUSIP	Ticker	Security Description	P/I	Shares	Price	Local Mkt Value	%Port	EAInc	Accruals	Cost Basis	Unfzrd G/L	Yield
Account Number A027992 [USD] - Smith Family Foundation												
Security Type: CASH EQUIVALENT- TAXABLE												
09248U700	YFDXX	BLACKROCK FEDFUND INST	I	7,302,870	1,000	7,302.87	0.16	62.80	34.68	7,302.87	0.00	0.86
Security Type: MUTUAL FUNDS - REIT												
233203348	DFITX	DFA INTL REAL ESTATE SEC PORT	P	4,180,590	5,000	20,902.95	0.45	1,693.14	0.00	19,822.61	1,080.34	8.10
233203835	DFREX	DFA REAL ESTATE SECURITIES	P	1,231,439	34,860	42,927.96	0.93	1,516.89	0.00	19,981.68	22,946.28	3.53
				Security Type Total		63,830.91	1.39	3,210.03	0.00	39,804.29	24,026.62	5.03
Security Type: MUTUAL FUNDS-EQUITY												
233203819	DFSIX	DFA US SMALL CAP VALUE	P	9,774,290	36,590	357,641.27	7.77	2,344.85	0.00	280,284.04	77,357.23	0.66
233203827	DFLVX	DFA US LARGE CAP VALUE	P	27,513,519	36,800	1,012,497.50	21.98	17,729.71	0.00	544,918.92	467,578.58	1.75
922908819	VSGIX	VANGUARD SW CAP GR INDEX FD INST SHS	P	5,485,148	41,070	225,275.03	4.89	2,303.76	0.00	160,216.90	65,058.13	1.02
922908868	VIGIX	VANGUARD GROWTH INDEX FD INST	P	12,367,106	65,380	808,561.39	17.96	10,988.37	0.00	360,135.57	448,425.82	1.28
				Security Type Total		2,403,975.19	52.19	32,766.69	0.00	1,345,555.43	1,058,419.76	1.36
Security Type: MUTUAL FUNDS-FIXED INCOME												
233203323	DWFIK	DFA WORLD EX U.S. GOVERNMENT FIXED INCOME POR	P	4,054,739	10,070	40,831.22	0.89	1,022.20	0.00	41,236.70	-405.48	2.50
233203448	DFAPX	DFA INVESTMENT GRADE PORTFOLIO	P	6,694,270	10,850	72,632.83	1.58	1,510.90	0.00	72,164.23	468.60	2.08
921937504	VBPIX	VANGUARD TOTAL BD MKT INDEX INSTL	P	20,270,850	10,770	218,317.05	4.74	5,574.48	456.45	217,791.76	525.29	2.55
922031877	VFSIX	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	P	7,745,840	10,600	82,725.57	1.80	1,876.82	153.68	83,254.03	-528.46	2.27
922032099	VTIFX	VANGUARD TOTAL INTERNATIONAL BOND INDEX FD IN	P	3,794,311	32,540	123,466.88	2.68	2,295.56	117.62	119,758.51	3,708.37	1.86
				Security Type Total		537,973.55	11.68	12,279.96	727.75	534,205.23	3,768.32	2.28
Security Type: MUTUAL FUNDS-INTERNATIONAL												
233203587	DFEVX	DFA EMERGING MKTS VALUE	P	6,821,748	28,060	191,418.25	4.16	2,872.64	0.00	164,924.25	26,494.00	1.50
233203611	DEMIX	DFA EMERGING MKTS SML CAP PORT	P	3,912,829	21,720	84,986.65	1.85	1,664.62	0.00	78,847.80	6,138.85	1.96
233203629	DFISX	DFA INTL SMALL COMPANY	P	7,445,012	19,980	148,751.34	3.23	2,764.33	0.00	114,748.40	34,002.94	1.86
233203668	DFALX	DFA LARGE CAP INTL PORTFOLIO	P	13,375,579	22,010	294,396.49	6.39	7,118.48	0.00	252,752.03	41,644.46	2.42
25434D203	DFIVX	DFA INTERNATIONAL VALUE	P	28,522,764	18,180	518,543.85	11.26	15,607.66	0.00	426,098.68	92,445.17	3.01
				Security Type Total		1,238,096.58	26.88	30,027.63	0.00	1,037,371.16	200,725.42	2.43
Security Type: PROMISSORY NOTE												
658001995		PROMISSORY NOTE - 03/15/10 - COMPANY SHOPS MK	P	50,000,000	1,000	50,000.00	1.09	2,000.00	0.00	50,000.00	0.00	4.00
Security Type: UNIQUE / ALTERNATIVE ASSETS												
385005994		HEARTWOOD FORESTLAND REIT III, LLC	P	1,000	257,646,600	257,646.60	5.59	0.00	0.00	229,283.46	28,363.14	0.00
665004990		PLEXUS FUND IV L P	P	1,000	27,680,000	27,680.00	0.60	0.00	0.00	31,250.00	-3,570.00	0.00
				Security Type Total		285,326.60	6.19	0.00	0.00	260,533.46	24,793.14	0.00
				Account Subtotal								

