

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

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
 ▶ Do not enter social security numbers on this form as it may be made public.  
 ▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

**For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016**

Name of foundation VIVIAN L SMITH FOUNDATION		<b>A Employer identification number</b> 76-0101380
Number and street (or P O box number if mail is not delivered to street address) 1900 WEST LOOP SOUTH No 1050	Room/suite	<b>B Telephone number</b> (see instructions) (713) 986-8030
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 770273207		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 80,981,257	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	1,842,384	1,842,384		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	3,518,178			
	<b>b</b> Gross sales price for all assets on line 6a	25,308,519			
	<b>7</b> Capital gain net income (from Part IV, line 2)		3,518,178		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	-1,375	-1,375			
<b>12 Total.</b> Add lines 1 through 11	5,359,187	5,359,187			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	12,150	6,075		6,075
	<b>c</b> Other professional fees (attach schedule)	503,328	453,328		50,000
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	153,334	13,334		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	13,265	11,659		1,606
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	682,077	484,396		57,681
	<b>25</b> Contributions, gifts, grants paid	4,109,000			4,109,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	4,791,077	484,396		4,166,681	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	568,110				
<b>b Net investment income</b> (if negative, enter -0-)		4,874,791			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	5,525	5,687	5,687
	<b>2</b> Savings and temporary cash investments . . . . .	5,024		
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)	4,603,672	3,881,702	3,823,124
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	53,155,094	53,962,436	56,569,933
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	9,704,271	9,461,292	9,399,041
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	9,719,619	10,453,217	11,183,472
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	77,193,205	77,764,334	80,981,257	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	77,193,205	77,764,334		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	77,193,205	77,764,334		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	77,193,205	77,764,334		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	77,193,205
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	568,110
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	3,019
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	77,764,334
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	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)
<b>1 a</b> PUBLICLY TRADED SECURITIES	P		
<b>b</b> PASSTHROUGH K-1 CAPITAL GAIN	P		2016-12-31
<b>c</b> Other Capital Gains/Losses	P		
<b>d</b> Capital Gains Dividends	P		
<b>e</b>			

(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 1,526		11,888	-11,888
d			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	
			2,886,848
			641,692
			-11,888
			1,526

<b>2</b> Capital gain net income or (net capital loss)	2	3,518,178
<b>3</b> 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

<b>2</b> Total of line 1, column (d)	2	0.238962
<b>3</b> 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
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	79,820,516
<b>5</b> Multiply line 4 by line 3	5	3,814,782
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	48,748
<b>7</b> Add lines 5 and 6	7	3,863,530
<b>8</b> 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	4,166,681

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 145,985.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

**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

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

**Total** number of other employees paid over \$50,000.  0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Silchester International Investors 780 Third Ave 42nd Floor New York, NY 10017	Investment Management	80,100
Dana Investment Advisors 20700 Swenson Drive Suite 400 Waukesha, WI 53186		
LOWERY ASSET CONSULTING LLC 20 NORTH WACKER DR STE 1475 CHICAGO, IL 60606	Investment Management	57,016
EATON VANCE 2 INTERNATIONAL PLACE BOSTON, MA 02110		
<b>Total</b> 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
<b>1</b> N/A	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	69,021,920
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	830,665
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	11,183,472
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	81,036,057
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	81,036,057
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,215,541
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	79,820,516
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	3,991,026
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	48,748
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	48,748
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	3,942,278
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	3,942,278
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,942,278

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	4,166,681
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	4,166,681
<b>5</b>	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).	<b>5</b>	48,748
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				3,942,278
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			4,061,841	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,166,681</u>				
<b>a</b> Applied to 2015, but not more than line 2a			4,061,841	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				104,840
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				3,837,438
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> 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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 Name and address (home or business)	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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				4,109,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0





<b>Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation</b>				
<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> 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 mccoool	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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b>				4,109,000
<b>3a</b>				

**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)				
<b>a</b> <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
<b>Total</b> . . . . . <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . .</b> ▶ <b>3a</b>				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)				
<b>a</b> <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
<b>Total</b> . . . . . <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b>				4,109,000
<b>3a</b>				

**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)				
<b>a</b> <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
<b>Total</b> . . . . . <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total</b> . . . . . <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . .</b> ▶ <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total . . . . . ▶</b> <b>3a</b>				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)				
<b>a</b> <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
<b>Total</b> . . . . . 				4,109,000
<b>3a</b>				

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

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
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 owned by the R.E. Smith Testamentary Trust Partnership, a disqualified person In this capacity, the management company pays expenses on the Foundation's behalf which 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 which represents reasonable payment for such services The Foundation has answered "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 However, the payment for these services is an excepted act under Sec 4941(d)(2)(E) since the payments are for "personal services" which 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

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
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

<b>Description</b>	<b>Amount</b>
Other Increase	3,019

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

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
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

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