

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.

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation VIVIAN L SMITH FOUNDATION		A Employer identification number 76-0101380	
Number and street (or P O box number if mail is not delivered to street address) 1900 WEST LOOP SOUTH NO 1050		B Telephone number (see instructions) (713) 986-8030	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 770273207		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 86,375,097		J 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)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,975,360	1,975,360		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,920,518			
	b Gross sales price for all assets on line 6a	26,025,761			
	7 Capital gain net income (from Part IV, line 2)		1,920,518		
	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)	73,908	73,908			
12 Total. Add lines 1 through 11	3,969,786	3,969,786			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	12,150	6,075		6,075
	c Other professional fees (attach schedule)	472,522	422,522		50,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	41,606	41,606		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,520	7,162		1,358
	24 Total operating and administrative expenses. Add lines 13 through 23	534,798	477,365		57,433
	25 Contributions, gifts, grants paid	3,845,000			3,845,000
26 Total expenses and disbursements. Add lines 24 and 25	4,379,798	477,365		3,902,433	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-410,012				
b Net investment income (if negative, enter -0-)		3,492,421			
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	5,687	5,676	5,676
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	3,881,702	0	0
	b Investments—corporate stock (attach schedule)	53,962,436	60,159,827	67,503,117
	c Investments—corporate bonds (attach schedule)	9,461,292	5,787,199	5,007,539
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	10,453,217	11,398,601	13,858,765
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	77,764,334	77,351,303	86,375,097	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	77,764,334	77,351,303		
30 Total net assets or fund balances (see instructions)	77,764,334	77,351,303		
31 Total liabilities and net assets/fund balances (see instructions) .	77,764,334	77,351,303		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	77,764,334
2 Enter amount from Part I, line 27a	2	-410,012
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	77,354,322
5 Decreases not included in line 2 (itemize) ▶ _____	5	3,019
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	77,351,303

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
b PASSTHROUGH K-1 CAPITAL GAIN	P		2017-12-31
c OTHER CAPITAL GAINS/LOSSES	P		
d CAPITAL GAINS DIVIDENDS	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 24,979,189		24,105,243	873,946
b 673,466			673,466
c 372,949			372,949
d 157			157
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			873,946
b			673,466
c			372,949
d			157
e			

2 Capital gain net income or (net capital loss)	2	1,920,518
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	4,117,933	79,820,516	0 051590
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

2 Total of line 1, column (d)	2	0 244610
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 048922
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	84,097,061
5 Multiply line 4 by line 3	5	4,114,196
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,924
7 Add lines 5 and 6	7	4,149,120
8 Enter qualifying distributions from Part XII, line 4	8	3,902,433

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

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 76,137.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for 'Yes' and 'No' are provided for each question.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes
14 The books are in care of R E SMITH INTERESTS INC Telephone no (713) 986-8030
Located at 1900 WEST LOOP SOUTH 1050 HOUSTON TX ZIP+4 770273207
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
16 At any time during calendar year 2017, 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? Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b No
Organizations relying on a current notice regarding disaster assistance check here.
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 2017? 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2017 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 2017). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b
	Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, 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	(e) Expense account, other allowances
NONE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVE 42ND FLOOR NEW YORK, NY 10017	INVESTMENT MANAGEMENT	97,066
DANA INVESTMENT ADVISORS 20700 SWENSON DRIVE SUITE 400 WAUKESHA, WI 53186	INVESTMENT MANAGEMENT	58,728

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0
2	
3	
4	

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

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

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	70,577,059
b	Average of monthly cash balances.	1b	941,903
c	Fair market value of all other assets (see instructions).	1c	13,858,765
d	Total (add lines 1a, b, and c).	1d	85,377,727
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	85,377,727
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,280,666
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	84,097,061
6	Minimum investment return. Enter 5% of line 5.	6	4,204,853

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	4,204,853
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	69,848
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	69,848
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,135,005
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,135,005
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,135,005

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	3,902,433
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,902,433
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,902,433

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				4,135,005
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,837,438	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,902,433</u>				
a Applied to 2016, but not more than line 2a			3,837,438	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				64,995
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				4,070,010
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

AMY MECKEL VIVIAN L SMITH FOUNDATIO
1900 WEST LOOP SOUTH SUITE 1050
HOUSTON, TX 770273207
(713) 986-8030

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

NO SPECIFIC FORM REQUIRED APPLICANTS MUST SPECIFY PURPOSE AND INCLUDE PROOF THAT THEY ARE QUALIFYING SEC 509(A)(1),(2) OR (3) ORGANIZATIONS

c Any submission deadlines

GRANTS MUST BE SUBMITTED BY FEB 15,MAY 15,AUG 15,AND OCT 25 PRECEDING THE QUARTERLY MEETINGS

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

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS ALL RECEIPIENTS MUST BE QUALIFYING SEC 509(A)(1),(2), OR (3) ORGANIZATIONS THERE ARE NO RESTRICTIONS TO GEOGRAPHICAL AREAS OR CHARITABLE FIELDS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	3,845,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

Part XVII

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
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1)** Cash.
- (2)** Other assets.

b Other transactions

- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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 | _____ 2018-10-30 _____
 Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00747421	
	Firm's name ▶	DELOITTE TAX LLP			Firm's EIN ▶	86-1065772
	Firm's address ▶	1111 BAGBY STREET SUITE 4500 HOUSTON, TX 77002			Phone no (713) 982-2000	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
SUZANNE R BENSON	TRUSTEE	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			
AMY M MECKEL	VP/TREAS/TRUSTEE	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	10 00			
RANSOM C LUMMIS	PRESIDENT	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			
RICHARD H SKINNER	TRUSTEE	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			
CYNTHIA J ADKINS	TRUSTEE	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			
KIRBY COHN MCCOOL	TRUSTEE	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			
JUDY S TATE	TRUSTEE	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			
CINDY GUICHET	SECRETARY	0	0	0
1900 WEST LOOP SOUTH STE 1050 HOUSTON, TX 77027	2 00			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMAZING PLACE INC3735 DREXEL DR HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	25,000
ARCHWAY ACADEMY6221 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
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A	PC	GENERAL SUPPORT	15,000
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
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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 INCPO BOX 79362 HOUSTON, TX 77279	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CASA DE ESPERANZA DE LOS NINOS PO BOX 66581 HOUSTON, TX 77266	N/A	PC	GENERAL SUPPORT	10,000
CENTER FOUNDATION 32 OLD SLIP 24TH FLOOR NEW YORK, NY 100053500	N/A	PC	GENERAL SUPPORT	50,000
CHILD ADVOCATES INC 2401 PORTSMOUTH HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	10,000
Total ▶				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ ST HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	25,000
COMMUNITIES IN SCHOOLS INC 1235 N LOOP WEST STE 300 HOUSTON, TX 77008	N/A	PC	GENERAL SUPPORT	100,000
CONTEMPORARY ARTS MUSEUM HOUSTON 5216 MONTROSE BLVD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	5,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
Total 				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20814	N/A	PC	GENERAL SUPPORT	75,000
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
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DRESS FOR SUCCESS HOUSTON 3310 EASTSIDE STREET HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	25,000
ECHOS EPIPHANY COMMUNITY 9600 S GESSNER RD HOUSTON, TX 77071	N/A	PC	GENERAL SUPPORT	30,000
EMERGE FELLOWSHIP 2 GREENWAY PLAZA SUITE 500 HOUSTON, TX 77046	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	1,000
GOOD SAMARITAN FOUNDATION 5615 KIRBY DR STE 610 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEALTHCARE FOR THE HOMELESS-HOUSTON PO BOX 66690 HOUSTON, TX 77266	N/A	PC	GENERAL SUPPORT	10,000
HOUSTON ARBORETUM AND NATURE CENTER 4501 WOODWAY DRIVE HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	10,000
HOUSTON AREA WOMENS CENTER 1010 WAUGH DR HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON BALLET FOUNDATION 601 PRESTON STREET HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	60,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	N/A	PC	GENERAL SUPPORT	15,000
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	100,000
Total 				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	25,000
HOUSTON SYMPHONY 615 LOUISIANA SUITE 102 HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	60,000
JULIE ROGERS GIFT OF LIFE PROGRAM 2390 DOWLEN RD BEAUMONT, TX 77706	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KELSEY RESEARCH FOUNDATION 5615 KIRBY DR STE 660 HOUSTON, TX 77005	N/A	PC	GENERAL SUPPORT	80,000
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
Total 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIPP ACADEMY11000 SCOTT ST HOUSTON, TX 77047	N/A	PC	GENERAL SUPPORT	10,000
LORD OF THE STREETS EPISCOPAL CHURCH 3401 FANNIN ST HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	10,000
MAKE A WISH FOUNDATION 4741 M 24TH STREET SUITE 400 PHEONIX, AZ 85016	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
MENIL FOUNDATION INC 1519 BRANARD ST HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	75,000
Total 				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MENNINGER CLINIC 12301 MAIN STREET HOUSTON, TX 77035	N/A	PC	GENERAL SUPPORT	1,000
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	N/A	PC	GENERAL SUPPORT	15,000
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL ST HOUSTON, TX 77027	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PALMER DRUG ABUSE PROGRAM THREE MEMORIAL CITY PLAZA HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	15,000
POSSE FOUNDATION INC14 WALL ST NEW YORK, NY 10005	N/A	PC	GENERAL SUPPORT	25,000
RISE SCHOOL OF HOUSTON 5618 H MARK CROSSWELL JR ST HOUSTON, TX 77021	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE HOUSTON 1907 HOLCOMBE BOULEVARD HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	10,000
SACRED HEART CATHOLIC CHURCH 1111 ST JOSEPH PKWY HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	1,000
SALVATION ARMY615 SLATERS LANE ALEXANDERIA, VA 22313	N/A	PC	GENERAL SUPPORT	135,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHRINERS HOSPITALS FOR CHILDREN PO BOX 31356 TAMPA, FL 33631	N/A	PC	GENERAL SUPPORT	50,000
SIRE THERAPEUTIC HORSEMANSHIP 11211 KATY FWY STE 660 HOUSTON, TX 77079	N/A	PC	GENERAL SUPPORT	20,000
SMALL STEPS NURTURING CENTER 2902 JENSEN DRIVE HOUSTON, TX 77026	N/A	PC	GENERAL SUPPORT	21,750
Total 				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
SPRING SPIRIT BASEBALL 8526 PITNER RD HOUSTON, TX 77080	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST 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	20,000
ST MARTIN'S EPISCOPAL CHURCH 717 SAGE RD HOUSTON, TX 77056	N/A	PC	GENERAL SUPPORT	6,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	130,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 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
a <i>Paid during the year</i>				
TEXAS EXES ALUMNI ASSOCIATION 2110 SAN JACINTO BLVD AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	2,500
TEXAS HEART INSTITUTE 6770 BERTNER HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	4,000
THE ROSE FOUNDATION 1970 BROADWAY SUITE 600 OAKLAND, CA 94612	N/A	PC	GENERAL SUPPORT	75,000
Total 3a 				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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 HOUSTON SUGARLAND 14000 UNIVERSITY BLVD SUGAR LAND, TX 77479	N/A	PC	GENERAL SUPPORT	29,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	50,000
UNIVERSITY OF TEXAS AT AUSTIN 2268 SAN JACINTO AUSTIN, TX 78712	N/A	PC	GENERAL SUPPORT	7,000
UTHSC7000 FANNIN ST STE 1200 HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
HERITAGE SOCIETY AT SAM HOUSTON PARK 1100 BAGBY STREET HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	10,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HERMANN PARK CONSERVANCY 6201 A HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PC	GENERAL SUPPORT	10,000
HOPE & HEALING CENTER & INSTITUTE 717 SAGE ROAD HOUSTON, TX 77056	N/A	PC	GENERAL SUPPORT	15,000
HOUSTON CENTER FOR LITERACY 2401 PORTSMOUTH 230 HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	10,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
METHODIST HOSPITAL FOUNDATION 600 GRANT STREET GARY, IN 46402	N/A	PC	GENERAL SUPPORT	100,000
NEW HOPE HOUSING INC 1117 TEXAS AVE HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	50,000
PROJECT GRAD HOUSTON 3000 RICHARD AVE HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	50,000
Total 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SPAULDING FOR CHILDREN 6925 PORTWEST DRIVE SUITE 110 HOUSTON, TX 77024	N/A	PC	GENERAL SUPPORT	5,000
TEACH FOR AMERICA 315 WEST 36TH STREET 7TH FLOOR NEW YORK, NY 10018	N/A	PC	GENERAL SUPPORT	50,000
WILL ERWIN HEADACHE RESEARCH FOUNDATION 712 MAIN STREET SUITE 2000E HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	5,000
Total ▶ 3a				3,845,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YELLOWSTONE ACADEMY3000 TRULLY HOUSTON, TX 77004	N/A	PC	GENERAL SUPPORT	10,000
ALLEY THEATRE615 TEXAS AVE HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	60,000
BAKER RIPLEYPO BOX 271389 HOUSTON, TX 77277	N/A	PC	GENERAL SUPPORT	100,000
Total 				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BEACON OF DOWNTOWN HOUSTON 1117 TEXAS AVE HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	15,000
BLUE BIRD CIRCLE 615 W ALABAMA STREET HOUSTON, TX 77006	N/A	PC	GENERAL SUPPORT	25,000
CAMP ALLEN CAMP CONFERENCE CENTER 18800 FM 362 NAVASOTA, TX 77868	N/A	PC	GENERAL SUPPORT	15,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITIES IN SCHOOLS HOUSTON 1235 NORTH LOOP WEST SUITE 300 HOUSTON, TX 77008	N/A	PC	GENERAL SUPPORT	100,000
HOUSTON BOTANIC GARDEN 3701 KIRBY DRIVE SUITE 992 HOUSTON, TX 77098	N/A	PC	GENERAL SUPPORT	100,000
HOUSTON GRAND OPERA 510 PRESTON STREET HOUSTON, TX 77002	N/A	PC	GENERAL SUPPORT	50,000
Total 				3,845,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON HISTORY ALLIANCE PO BOX 25086 HOUSTON, TX 77265	N/A	PC	GENERAL SUPPORT	750
HOUSTON POLICE FOUNDATION 1221 MCKINNEY ST HOUSTON, TX 77010	N/A	PC	GENERAL SUPPORT	50,000
IBC NETWORK FOUNDATION PO BOX 908 FRIENDSWOOD, TX 77546	N/A	PC	GENERAL SUPPORT	1,000
Total 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEMORIAL PARK CONSERVANCY INC 7575 NORTH PICNIC LANE HOUSTON, TX 77007	N/A	PC	GENERAL SUPPORT	50,000
MONARCH SCHOOL & INSTITUTE 2815 ROSEFIELD DRIVE HOUSTON, TX 77080	N/A	PC	GENERAL SUPPORT	50,000
NEXTOP VETERANS 2929 MCKINNEY STREET HOUSTON, TX 77003	N/A	PC	GENERAL SUPPORT	10,000
Total ▶ 3a				3,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST THOMAS HIGH SCHOOL 4500 MEMORIAL DRIVE HOUSTON, TX 77007	N/A	PC	GENERAL SUPPORT	50,000
STAGES REPERTORY THEATRE 3201 ALLEN PARKWAY SUITE 101 HOUSTON, TX 77019	N/A	PC	GENERAL SUPPORT	100,000
TEVA FOUNDATION PO BOX 11779 EL DORADO, AR 71730	N/A	PC	GENERAL SUPPORT	10,000
Total 3a				3,845,000

TY 2017 Accounting Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX COMPLIANCE SERVICES	12,150	6,075		6,075

TY 2017 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 2017 Investments Corporate Bonds Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FRANKLIN TEMPLETON BONDS	3,137,000	2,743,486
FX STRATEGY GLOBAL	2,650,199	2,264,053

TY 2017 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	5,685,908	6,255,164
CHARLES SCHWAB	75,321	75,321
DANA	2,746,462	3,352,938
DODGE & COX	9,458,889	9,407,661
DOUBLELINE TOTAL	9,561,178	9,414,082
GARGOYLE HEDGE VALUE	1,984,248	1,940,565
HILLCREST	2,174,670	2,332,542
INVESTMENT - FAYEZ SAROFIM	3,190,089	5,981,812
INVESTMENT - INVESTORS TREASURY	1,208,481	1,208,481
LEUTHOLD CORE INVESTMENT	3,489,317	4,273,626
LUTHER KING	2,660,596	4,016,641
MITCHELL	6,770,242	6,253,668
VANGUARD GROWTH INDEX	2,450,630	3,083,662
VANGUARD INDEX S&P	1,534,007	1,845,924
VANGUARD INDEX VALUE	3,170,016	3,646,071
VANGUARD INTERNATIONAL EXPLOERER	3,999,773	4,414,959

TY 2017 Investments - Other Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RANGER	AT COST	2,531,264	3,197,058
SILCHESTER INTERNATIONAL	AT COST	8,867,337	10,661,707

TY 2017 Other Decreases Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Description	Amount
OTHER DECREASE	3,019

TY 2017 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	608	0		608
OTHER INVESTMENT EXPENSES	7,162	7,162		0

TY 2017 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	7,009	7,009	7,009
K-1 PASSTHROUGH OTHER INCOME	66,899	66,899	66,899

TY 2017 Other Professional Fees Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	100,000	50,000		50,000
INVESTMENT MANAGEMENT FEES	372,522	372,522		0

TY 2017 Taxes Schedule**Name:** VIVIAN L SMITH FOUNDATION**EIN:** 76-0101380

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	41,606	41,606		0