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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning MAY 1, 2008 , and ending APR 30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
RICHARD & SUSAN SMITH FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1280 BOYLSTON STREET | 100

City or town, state, and ZIP code
CHESTNUT HILL, MA 02467

A Employer identification number
23-7090011

B Telephone number
617-278-5200

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 185,337,782.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	50,096,381.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,408,196.	1,400,418.		STATEMENT 2
	4 Dividends and interest from securities	2,106,816.	2,106,594.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	8,773,056.			STATEMENT 1
	b Gross sales price for all assets on line 6a 71,991,633.				
	7 Capital gain net income (from Part IV, line 2)		8,760,353.		
	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)				
	11 Other income	1,343,199.	1,372,237.		STATEMENT 4
	12 Total Add lines 1 through 11	63,727,648.	13,639,602.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	368,955.	0.		368,955.
	14 Other employee salaries and wages	216,008.	0.		216,008.
	15 Pension plans, employee benefits	117,611.	0.		117,611.
	16a Legal fees STMT 5	8,039.	0.		8,039.
	b Accounting fees STMT 6	65,848.	0.		65,848.
	c Other professional fees STMT 7	2,293,735.	2,291,087.		0.
	17 Interest				
	18 Taxes STMT 8	416,265.	60,698.		0.
	19 Depreciation and depletion	15,198.	0.		
	20 Occupancy	85,008.	0.		85,008.
	21 Travel, conferences, and meetings	17,501.	0.		17,501.
	22 Printing and publications				
	23 Other expenses STMT 9	184,675.	51,136.		133,539.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,788,843.	2,402,921.		1,012,509.
	25 Contributions, gifts, grants paid	9,866,865.			9,866,865.
	26 Total expenses and disbursements. Add lines 24 and 25	13,655,708.	2,402,921.		10,879,374.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	50,071,940.			
	b Net investment income (if negative, enter -0-)		11,236,681.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Form **990-PF** (2008)

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15220106 795930 A82152 2008.05020 RICHARD & SUSAN SMITH FAMIL A821521

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,051,386.	40,041,194.	40,041,194.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 10	161,615,472.	150,894,625.	145,216,090.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 139,974.			
	Less accumulated depreciation STMT 11 ▶ 109,014.	46,158.	30,960.	30,960.
	15 Other assets (describe ▶ ART WORK)	49,538.	49,538.	49,538.
	16 **Total assets** (to be completed by all filers)	165,762,554.	191,016,317.	185,337,782.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	165,762,554.	191,016,317.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	165,762,554.	191,016,317.	
	31 **Total liabilities and net assets/fund balances**	165,762,554.	191,016,317.	

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	165,762,554.
2	Enter amount from Part I, line 27a	2	50,071,940.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	215,834,494.
5	Decreases not included in line 2 (itemize) ▶ DIFF BETWEEN COST & FMV OF CONTRIB	5	24,818,177.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	191,016,317.

Form **990-PF** (2008)

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	71,991,633.		63,231,280.	8,760,353.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				8,760,353.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	8,760,353.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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))
2007	11,641,135.	193,658,001.	.060112
2006	12,149,171.	180,875,528.	.067169
2005	8,879,016.	168,031,227.	.052841
2004	7,233,972.	143,630,524.	.050365
2003	6,871,440.	125,771,299.	.054634

2	**Total** of line 1, column (d)	2	.285121
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	.057024
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	190,928,038.
5	Multiply line 4 by line 3	5	10,887,480.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	112,367.
7	Add lines 5 and 6	7	10,999,847.
8	Enter qualifying distributions from Part XII, line 4	8	10,879,374.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	224,734.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	224,734.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	224,734.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 621,204.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	621,204.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	396,470.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 396,470. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSAN F. SMITH - TRUSTEE Telephone no ▶ 617-278-5200

Located at ▶ 1280 BOYLSTON ST. CHESTNUT HILL, MA ZIP+4 ▶ 02467

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 N/A

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

			Yes	No
	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 page 20 of the instructions)? N/A	1b		
	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 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	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 ▶ _____, _____, _____, _____			
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 2008 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 2008)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If you answered "Yes" to 6b, also file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		368,955.	79,106.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNNE J. DOBLIN 1280 BOYLSTON STREET, CHESTNUT HILL,	PROGRAM DIRECTOR 40.00	162,352.	38,506.	
LEONA YOUNG 1280 BOYLSTON STREET, CHESTNUT HILL,	EXECUTIVE ASSISTANT 40.00	53,656.	0.	

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISORY	343,129.
GOULSTON & STORRS 400 ATLANTIC AVENUE, BOSTON, MA 02110	INVESTMENT ADVISORY	204,868.
WEST ASSET MGT. 1000 PERIMETER ROAD W #1, ENDICOTT, NY 13760	INVESTMENT ADVISORY	97,690.
DELOITTE TAX LLP 200 BERKELEY STREET, BOSTON, MA 02116	TAX PREPARATION	65,848.
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 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2008)

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01-02-09

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	164,256,691.
b	Average of monthly cash balances	1b	29,578,881.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	193,835,572.
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	193,835,572.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,907,534.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	190,928,038.
6	**Minimum investment return.** Enter 5% of line 5	6	9,546,402.

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	9,546,402.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	224,734.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	224,734.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	9,321,668.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	9,321,668.
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	9,321,668.

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	10,879,374.
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	10,879,374.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,879,374.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				9,321,668.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003 730,120.				
b From 2004 328,973.				
c From 2005 1,095,460.				
d From 2006 3,452,105.				
e From 2007 2,446,747.				
f **Total** of lines 3a through e	8,053,405.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 10,879,374.				
a Applied to 2007, but not more than line 2a			0.	
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 2008 distributable amount				9,321,668.
e Remaining amount distributed out of corpus	1,557,706.			
5 Excess distributions carryover applied to 2008 (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	9,611,111.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	730,120.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	8,880,991.			
10 Analysis of line 9				
a Excess from 2004 328,973.				
b Excess from 2005 1,095,460.				
c Excess from 2006 3,452,105.				
d Excess from 2007 2,446,747.				
e Excess from 2008 1,557,706.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SUSAN F. SMITH, TRUSTEE, 1280 BOYLSTON ST. STE 100, CHESTNUT HILL, MA 02467

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

LETTER DESCRIBING REQUEST, INCLUDING AMOUNT AND USAGE

c Any submission deadlines

NONE

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

NONE

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
a *Paid during the year*				
SEE ATTACHED STATEMENT	NONE			9866865.
Total			▶ 3a	9866865.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900000	1,342.	14	1,406,854.	
4 Dividends and interest from securities	900000	222.	14	2,106,594.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	-29,038.	14	1,372,237.	
8 Gain or (loss) from sales of assets other than inventory	900000	12,703.	18	8,760,353.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-14,771.		13,646,038.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	13,631,267.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	NOT APPLICABLE

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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
N/A		

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

Richard A. Smith — Signature of officer or trustee — Date 1/11/10 — Title CO CHAIR

Paid Preparer's Use Only

Preparer's signature Rhyssa A. Crapon — Date 1/7/10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code DELOITTE TAX LLP, 200 BERKELEY STREET, BOSTON, MA 02116 — EIN — Phone no 617-437-2000

Form **990-PF** (2008)

823622
01-02-09

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization	Employer identification number
RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.) ▶ $ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: RICHARD & SUSAN SMITH FAMILY FOUNDATION

Employer identification number: 23-7090011

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ADR CHARITABLE FOUNDATION 400 ATLANTIC AVE BOSTON, MA 02110	$ 96,381.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	RICHARD SMITH - CASH 1280 Boylston Street, #100 CHESTNUT HILL, MA 02467	$ 6,100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	RICHARD SMITH - SECURITIES (SEE ATTACHED) 1280 Boylston Street, #100 CHESTNUT HILL, MA 02467	$ 43,900,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4		$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5		$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
6		$	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)

Name of organization: RICHARD & SUSAN SMITH FAMILY FOUNDATION

Employer identification number: 23-7090011

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7		$	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: RICHARD & SUSAN SMITH FAMILY FOUNDATION

Employer identification number: 23-7090011

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	BURGUNDY FUNDS DST	$ 2,900,000.	8/18/08
4	SILCHESTER INTERNATIONAL INVESTORS	$ 14,000,000.	8/6/08
5	STATE STREET RES SMALL CAP	$ 18,000,000.	8/18/08
6	CAPITAL INTERNATIONAL MARKETS 405,515.004 SHARES	$ 5,000,000.	8/5/08
7	RS INVESTMENTS 111,358.575 SHARES	$ 4,000,000.	8/5/08
		$	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	ACADIAN	P	VARIOUS	VARIOUS
b	ADAGE	P	VARIOUS	VARIOUS
c	BAUPOST	P	VARIOUS	VARIOUS
d	BENNETT	P	VARIOUS	VARIOUS
e	BRANDES	P	VARIOUS	VARIOUS
f	BROOKSIDE	P	VARIOUS	VARIOUS
g	BURGUNDY	P	VARIOUS	VARIOUS
h	CHESTNUT HILL VENTURES	P	VARIOUS	VARIOUS
i	DOVER STREET	P	VARIOUS	VARIOUS
j	ENCAP	P	VARIOUS	VARIOUS
k	FARALLON	P	VARIOUS	VARIOUS
l	HIGHFIELDS	P	VARIOUS	VARIOUS
m	THE TAP FUND	P	VARIOUS	VARIOUS
n	IRM	P	VARIOUS	VARIOUS
o	NV PARTNERS IV	P	VARIOUS	VARIOUS

	(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	831,038.		2,467,838.	-1,636,800.
b	161,581.		1,737,396.	-1,575,815.
c	47,319.		4,072.	43,247.
d	32,092.		14,487.	17,605.
e	4,310,882.		5,642,696.	-1,331,814.
f	131,978.		370.	131,608.
g	2,215,418.		3,833,364.	-1,617,946.
h	2,136.			2,136.
i	75,741.		8,261.	67,480.
j	14,296.			14,296.
k	100,906.		1,299.	99,607.
l	587,340.		1,525.	585,815.
m			813,313.	-813,313.
n	137,906.		36,478.	101,428.
o	25.			25.

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

	(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-1,636,800.
b				-1,575,815.
c				43,247.
d				17,605.
e				-1,331,814.
f				131,608.
g				-1,617,946.
h				2,136.
i				67,480.
j				14,296.
k				99,607.
l				585,815.
m				-813,313.
n				101,428.
o				25.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
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) If (loss), enter "-0-" in Part I, line 8	3	

823591
04-25-08

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	OCM	P	VARIOUS	VARIOUS
b	OIA	P	VARIOUS	VARIOUS
c	SEMPER VIC	P	VARIOUS	VARIOUS
d	SILCHESTER	P	VARIOUS	VARIOUS
e	SILVER	P	VARIOUS	VARIOUS
f	SILVER TSA	P	VARIOUS	VARIOUS
g	SILVER III	P	VARIOUS	VARIOUS
h	BLACKROCK	P	VARIOUS	VARIOUS
i	VENROCK	P	VARIOUS	VARIOUS
j	BAIN IX	P	VARIOUS	VARIOUS
k	BC VIII PRIV INV	P	VARIOUS	VARIOUS
l	BAIN (SSS I) IX	P	VARIOUS	VARIOUS
m	BERKSHIRE VII	P	VARIOUS	VARIOUS
n	BRAZOS II	P	VARIOUS	VARIOUS
o	CERBERUS	P	VARIOUS	VARIOUS

	(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	33.			33.
b	947,725.		971,850.	-24,125.
c	1,112,871.		1,197,471.	-84,600.
d	12,000,000.		6,955,589.	5,044,411.
e	2,421.			2,421.
f			1,324.	-1,324.
g	21.			21.
h	30,158,585.		19,543,797.	10,614,788.
i	668.		1,094.	-426.
j			271.	-271.
k	4,773.			4,773.
l	28.		1,704.	-1,676.
m	18,182.			18,182.
n	18,347.			18,347.
o	109,965.			109,965.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				33.
b				-24,125.
c				-84,600.
d				5,044,411.
e				2,421.
f				-1,324.
g				21.
h				10,614,788.
i				-426.
j				-271.
k				4,773.
l				-1,676.
m				18,182.
n				18,347.
o				109,965.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
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) If (loss), enter "-0-" in Part I, line 8	3	

823591
04-25-08

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CHARLESBANK	P	VARIOUS	VARIOUS
b	GMO	P	VARIOUS	VARIOUS
c	NALANDA	P	VARIOUS	VARIOUS
d	RESOURCE CAP	P	VARIOUS	VARIOUS
e	RHO	P	VARIOUS	VARIOUS
f	DENHAM IV	P	VARIOUS	VARIOUS
g	TA X ASSOC	P	VARIOUS	VARIOUS
h	VENROCK IV	P	VARIOUS	VARIOUS
i	WLR	P	VARIOUS	VARIOUS
j	CAPITAL	P	VARIOUS	VARIOUS
k	RS INVTS	P	VARIOUS	VARIOUS
l	WEATHERBIE	P	VARIOUS	VARIOUS
m	MAYO	P	VARIOUS	VARIOUS
n	HANSBERGER	P	VARIOUS	VARIOUS
o	GOLDMAN	P	VARIOUS	VARIOUS

	(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			104.	-104.
b	6,509.			6,509.
c	10,101.		1,865.	8,236.
d	10,910.			10,910.
e			68,666.	-68,666.
f	2,637.		905.	1,732.
g	8,234.		55,121.	-46,887.
h	92,439.		3,597.	88,842.
i	1,486.			1,486.
j	2,655,640.		2,320,884.	334,756.
k	8,757.			8,757.
l	730,555.		918,473.	-187,918.
m	774,689.		906,951.	-132,262.
n	7,961,085.		9,635,179.	-1,674,094.
o	2,398,733.		2,930,922.	-532,189.

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

	(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-104.
b				6,509.
c				8,236.
d				10,910.
e				-68,666.
f				1,732.
g				-46,887.
h				88,842.
i				1,486.
j				334,756.
k				8,757.
l				-187,918.
m				-132,262.
n				-1,674,094.
o				-532,189.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
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) If (loss), enter "-0-" in Part I, line 8	3	

823591
04-25-08

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	GMO	P	VARIOUS	VARIOUS
b	PERRY	P	VARIOUS	VARIOUS
c	TUDOR	P	VARIOUS	VARIOUS
d	CHESTNUT HEDGE FUND	P	VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,157,795.		1,000,000.	157,795.
b	1,252,148.		904,414.	347,734.
c	1,473,233.		1,250,000.	223,233.
d	424,405.			424,405.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				157,795.
b				347,734.
c				223,233.
d				424,405.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	8,760,353.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-25-08

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LEASEHOLD IMPROVE	04 05 02	SL	39.00	16	19,445.			19,445.	3,036.		499.
2	PHONE EQUIPMENT	03 15 02	200DB	5.00	17	9,939.			9,939.	9,939.		0.
3	FUNITURE & FIXTURE	11 01 02	SL	7.00	16	101,209.			101,209.	79,516.		14,458.
4	LEASEHOLD IMPROVE	11 01 02	SL	39.00	16	9,381.			9,381.	1,325.		241.
	* TOTAL 990-PF PG 1 DEPR					139,974.		0.	139,974.	93,816.	0.	15,198.

828102
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACADIAN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
831,038.	2,467,838.	0.	0.	-1,636,800.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADAGE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
161,581.	1,737,396.	0.	0.	-1,575,815.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAUPOST	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,319.	0.	0.	0.	47,319.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BENNETT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32,092.	14,487.	0.	0.	17,605.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRANDES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,310,882.	5,642,696.	0.	0.	-1,331,814.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROOKSIDE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
131,978.	0.	0.	0.	131,978.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BURGUNDY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,215,418.	3,833,364.	0.	0.	-1,617,946.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHESTNUT HILL VENTURES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,136.	0.	0.	0.	2,136.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DOVER STREET	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,741.	0.	0.	0.	75,741.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENCAP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,296.	0.	0.	0.	14,296.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FARALLON	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,906.	1,299.	0.	0.	99,607.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIGHFIELDS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
587,340.	1,525.	0.	0.	585,815.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THE TAP FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	813,313.	0.	0.	-813,313.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
IRM	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
137,906.	36,478.	0.	0.	101,428.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NV PARTNERS IV	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25.	0.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OCM	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33.	0.	0.	0.	33.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OIA	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
947,725.	971,850.	0.	0.	-24,125.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEMPER VIC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,112,871.	1,197,471.	0.	0.	-84,600.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILCHESTER	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,000,000.	6,955,589.	0.	0.	5,044,411.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILVER	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,421.	0.	0.	0.	2,421.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILVER TSA	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,324.	0.	0.	-1,324.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SILVER III	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21.	0.	0.	0.	21.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACKROCK	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,158,585.	19,543,797.	0.	0.	10,614,788.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VENROCK	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
668.	1,094.	0.	0.	-426.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN IX	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	271.	0.	0.	-271.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BC VIII PRIV INV	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,773.	0.	0.	0.	4,773.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAIN (SSS I) IX	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28.	1,704.	0.	0.	-1,676.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BERKSHIRE VII	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,182.	0.	0.	0.	18,182.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRAZOS II	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,347.	0.	0.	0.	18,347.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CERBERUS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,965.	0.	0.	0.	109,965.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARLESBANK	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	104.	0.	0.	-104.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GMO	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,509.	0.	0.	0.	6,509.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NALANDA	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,101.	1,865.	0.	0.	8,236.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RESOURCE CAP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,910.	0.	0.	0.	10,910.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RHO	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	68,666.	0.	0.	-68,666.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DENHAM IV	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,637.	905.	0.	0.	1,732.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TA X ASSOC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,234.	55,121.	0.	0.	-46,887.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VENROCK IV	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92,439.	3,597.	0.	0.	88,842.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WLR	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,486.	0.	0.	0.	1,486.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,655,640.	2,320,884.	0.	0.	334,756.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RS INVTS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,757.	0.	0.	0.	8,757.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WEATHERBIE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
730,555.	918,473.	0.	0.	-187,918.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAYO	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
774,689.	906,951.	0.	0.	-132,262.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HANSBERGER	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,961,085.	9,635,179.	0.	0.	-1,674,094.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,398,733.	2,930,922.	0.	0.	-532,189.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GMO	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,157,795.	1,000,000.	0.	0.	157,795.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERRY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,252,148.	904,414.	0.	0.	347,734.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TUDOR	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,473,233.	1,250,000.	0.	0.	223,233.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHESTNUT HEDGE FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
424,405.	0.	0.	0.	424,405.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	8,773,056.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
ACADIAN	367.
ADAGE	100,414.
BAIN CAP ASIA	554.
BAIN CAP X	2,921.
BAIN CAPITAL EUROPE III	491.
BAIN CAPITAL VIII PRIV INV	63.
BAIN CAPITAL VIII-E PRIV INV	123.
BAIN IX	673.
BAUPOST	126,082.
BENNETT	153,063.
BERKSHIRE VII	2,917.
BLACKSTONE	28,009.
BRANDES	1,121.
BROOKSIDE	27,032.
BURGUNDY	3,139.
CERBERUS	58,212.
CHARLESBANK	5,045.
CHESTNUT HEDGE FUND	44,211.
CHESTNUT HILL VENTURES	193.
DENHAM CAP	3,684.
DENHAM CAP V	545.
DOVER ST.	5,491.
ENCAP	45,303.
FARALLON	3,859.
GMO FORESTRY	3,925.
GOULSTON & STORRS	142,190.
HIGHFIELDS IV	11,006.
IRM	555,194.
MADISON	16.
MAYO	7,095.
NALANDA	617.
NV PARTNERS IV	671.
OCM	3,842.
OIA	254.
RESOURCE CAP	4,870.
RHO VENTURES	1,174.
SILVER LAKE CAYMAN	4.
SILVER LAKE II	802.
SILVER LAKE II TSA	1,239.
SILVER LAKE III	178.
STATE STREET	22,415.
SUMMIT	532.
TA X ASSOC	5,368.
TELEGRAPH HILL	239.
THE TAP FUND (GRESHAM)	23,372.
VENROCK	1,133.
VENROCK	918.
WEATHERBIE	308.

WLR	7,322.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,408,196.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACADIAN	53,354.	0.	53,354.
ADAGE	716,173.	0.	716,173.
BAIN CAP (SSS I) IX	42.	0.	42.
BAIN CAPITAL VIII PRIV INV	223.	0.	223.
BAIN CAPITAL X	10.	0.	10.
BAIN IX	1,099.	0.	1,099.
BAUPOST	7,388.	0.	7,388.
BENNETT	41,727.	0.	41,727.
BRANDES	207,593.	0.	207,593.
BRAZOS EQUITY II	883.	0.	883.
BROOKSIDE	32,892.	0.	32,892.
BURGUNDY	48,717.	0.	48,717.
CAPITAL	118,905.	0.	118,905.
CERBERUS	42,030.	0.	42,030.
CHARLESBANK	566.	0.	566.
CHESTNUT HEDGE FUND	165,502.	0.	165,502.
DOVER ST.	16,815.	0.	16,815.
ENCAP	8,760.	0.	8,760.
FARALLON	39,398.	0.	39,398.
GARDNER RUSSO	45,606.	0.	45,606.
GMO FORESTRY	4,162.	0.	4,162.
GOULSTON & STORRS	62,087.	0.	62,087.
HANSBERGER	45,403.	0.	45,403.
HIGHFIELDS IV	43,617.	0.	43,617.
IRM	6,881.	0.	6,881.
MAYO	9,124.	0.	9,124.
NALANDA	3,212.	0.	3,212.
OCM	22.	0.	22.
OIA	32,833.	0.	32,833.
PIMCO	268,998.	0.	268,998.
RESOURCE CAP	2,078.	0.	2,078.
RHO VENTURES	683.	0.	683.
RS INVESTMENTS	11,521.	0.	11,521.
SILVER LAKE II TSA	16.	0.	16.
STATE STREET RES SM CAP	59,088.	0.	59,088.
TA X ASSOC	1,113.	0.	1,113.
WEATHERBIE	6,893.	0.	6,893.
WLR	1,402.	0.	1,402.
TOTAL TO FM 990-PF, PART I, LN 4	2,106,816.	0.	2,106,816.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACADIAN	3,898.	3,898.	
ADAGE	80,131.	80,131.	
BAUPOST	805,958.	810,874.	
BENNETT	-4,644.	-4,644.	
BLACKSTONE	278,713.	278,713.	
BRANDES INTL EQUITY TRUST	14,360.	14,360.	
BROOKSIDE	-27,983.	-27,905.	
BURGUNDY	-6,867.	-6,867.	
CHESTNUT HILL VENTURES	-627.	-627.	
DOVER ST.	-1,950.	-1,981.	
FARALLON	52,123.	52,123.	
HIGHFIELDS IV	304,122.	304,122.	
MIRLELF III AUSTRALIA	-158.	-158.	
OCM	157.	157.	
OIA	1,202.	1,202.	
BLACKROCK	-84,603.	-84,603.	
VENROCK V	2.	2.	
BAIN CAP VIIIE PRIV INV	-5.	-5.	
BAIN IX	-85.	-85.	
BAIN CAP (SSS I) IX	-53,576.	-53,576.	
CERBERUS	32,869.	32,869.	
CHARLESBANK	-257.	-321.	
DENHAM	-1,766.	-1,766.	
GMO FORESTRY	-5,189.	-5,189.	
NALANDA	3,985.	3,985.	
RESOURCE CAP	1,894.	1,894.	
RHO VENTURES	-551.	-551.	
TA X ASSOC	-249.	-249.	
WLR	5,296.	5,296.	
CHESTNUT HEDGE FUND	-53,001.	-30,905.	
	0.	2,042.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,343,199.	1,372,236.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,039.	0.		8,039.
TO FM 990-PF, PG 1, LN 16A	8,039.	0.		8,039.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP	65,848.	0.		65,848.
TO FORM 990-PF, PG 1, LN 16B	65,848.	0.		65,848.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHESTNUT HEDGE FUND	112,990.	112,990.		0.
ACADIAN	26,096.	26,096.		0.
ADAGE	515,984.	515,984.		0.
BAIN CAPITAL X	3,561.	3,561.		0.
BAIN CAPITAL	16,972.	16,972.		0.
BAUPOST	132,737.	132,037.		0.
BENNETT	55,439.	55,439.		0.
BRANDES	66,654.	66,654.		0.
BRAZOS III	17,888.	17,888.		0.
BROOKSIDE	71,892.	71,691.		0.
BURGUNDY	22,570.	22,570.		0.
CHESTNUT HILL VENTURES	260.	260.		0.
DOVER ST	30,852.	29,912.		0.
ENCAP	327.	327.		0.
FARALLON	6,738.	6,738.		0.
HIGHFIELDS IV	41,102.	41,102.		0.
THE TAP FUND	14,464.	14,464.		0.
IRM	13,205.	13,205.		0.
MADISON	11,590.	11,590.		0.
MIRELF III AUSTRALIA	43.	43.		0.
MIRELF III EAST BRIDGE	159.	159.		0.
NV PARTNERS IV	26,214.	26,214.		0.
OCM	578.	578.		0.
OIA	5,561.	5,561.		0.
SEMPER VIC	10,224.	10,224.		0.
SILVER LAKE II	4,996.	4,996.		0.
SILVER LAKE II CAYMAN	78.	78.		0.
SILVER LAKE II TSA	414.	245.		0.
SILVER LAKE III	20,874.	20,874.		0.
SUMMIT	28,783.	28,783.		0.
TELEGRAPH HILL	32,061.	32,061.		0.
VENROCK V	36,327.	36,327.		0.
BAIN CAPITAL VIII PRIV INV	11,498.	11,498.		0.
BAIN CAPITAL VIII E PRIV INV	16,471.	16,471.		0.
BAIN IX	30,339.	30,339.		0.
BAIN ASIA	1,476.	1,476.		0.
BERKSHIRE VII	20,449.	20,449.		0.
BRAZOS EQUITY II	2,343.	2,343.		0.
CERBERUS	37,500.	37,500.		0.
CHARLESBANK	4,514.	3,876.		0.
DENHAM CAP	8,546.	8,546.		0.
GMO FORESTRY	21,989.	21,989.		0.
NALANDA	21,420.	21,420.		0.
RESOURCE CAP	22,185.	22,185.		0.
RHO	31,271.	31,271.		0.

TA X ASSOC	16,504.	16,504.		0.
VENROCK	13,421.	13,421.		0.
WLR	22,540.	22,540.		0.
DENHAM V	18,047.	18,047.		0.
WEATHERBIE	13,626.	13,626.		0.
MAYO	6,276.	6,276.		0.
GOULSTON & STORRS	204,868.	204,868.		0.
CAMBRIDGE ASSOCIATES	343,129.	343,129.		0.
WESTERN ASSET MGT	97,690.	97,690.		0.
TO FORM 990-PF, PG 1, LN 16C	2,293,735.	2,291,087.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL/STATE TAXES PAID	375,000.	20,000.		0.
GOULSTON - FOREIGN TAX	50.	50.		0.
CAPITAL - FOREIGN TAX	10,181.	10,181.		0.
WEATHERBIE - FOREIGN TAX	66.	66.		0.
MAYO - FOREIGN TAX	144.	144.		0.
ACADIAN - FOREIGN TAX	3,731.	3,731.		0.
ADAGE - FOREIGN TAX	1,599.	1,599.		0.
BAUPOST - FOREIGN TAX	2,457.	1,901.		0.
BRANDES - FOREIGN TAX	7,727.	7,727.		0.
BROOKSIDE - FOREIGN TAX	3,261.	3,261.		0.
BURGUNDY - FOREIGN TAX	101.	101.		0.
DOVER ST - FOREIGN TAX	42.	31.		0.
FARALLON - FOREIGN TAX	655.	655.		0.
OCM - FOREIGN TAX	2.	2.		0.
OIA - FOREIGN TAX	4,603.	4,603.		0.
SEMPER VIC - FOREIGN TAX	1,420.	1,420.		0.
BLACKROCK - FOREIGN TAX	1,473.	1,473.		0.
CERBERUS - FOREIGN TAX	378.	378.		0.
RESOURCE CAP - FOREIGN TAX	318.	318.		0.
CHESTNUT HEDGE FUND - FOREIGN TAX	3,057.	3,057.		0.
TO FORM 990-PF, PG 1, LN 18	416,265.	60,698.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	10,000.	0.		10,000.
SUBSCRIPTION, DUES, AND MEMBERSHIP	40,340.	0.		40,340.
FILING FEE	250.	0.		250.
INSURANCE	4,230.	0.		4,230.
OFFICE EXPENSES	32,985.	0.		32,985.
PAYROLL TAXES	22,466.	0.		22,466.
POSTAGE AND DELIVERY	4,851.	0.		4,851.
UTILITIES	9,996.	0.		9,996.
MEALS & ENTERTAINMENT	8,421.	0.		8,421.
GOULSTON	7,500.	7,500.		0.
BAUPOST	261.	261.		0.
CHESTNUT HILL VENTURES	4.	4.		0.
BRAZOS EQUITY II	25.	25.		0.
DENHAM V	11.	11.		0.
CHESTNUT HEDGE FUND - INTEREST EXP	43,335.	43,335.		0.
TO FORM 990-PF, PG 1, LN 23	184,675.	51,136.		133,539.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BRANDES INTL EQUITY	0.	0.
CAPITAL	3,286,968.	2,736,497.
OCM	3,375.	5,111.
ADAGE	20,371,732.	15,833,204.
SILCHESTER	6,335,762.	4,093,457.
HBK	5,383,672.	5,497,674.
PERRY	821,246.	1,323,746.
TUDOR	-15,853.	324,909.
BAUPOST	7,054,284.	6,129,586.
PIMCO	4,776,823.	4,569,305.
BROOKSIDE	2,619,234.	2,396,000.
HIGHFIELD	0.	0.
FARALLON	2,383,761.	1,777,379.
DOVER STREET	2,459,666.	2,508,798.
BENNETT	3,519,415.	2,853,146.
SANKATY	5,930,268.	3,811,381.
CHESTNUT HEDGE FUND LLC	6,429,717.	6,008,719.
RS INVESTMENT	2,831,884.	2,795,166.
BLACKROCK	6,318,609.	8,509,876.
VENROCK	1,469,623.	1,493,287.
(SEMPER VIC) GARDNER RUSSO	25,983.	84,259.
SILVER LAKE	1,566,210.	1,110,283.
BAIN CAPITAL VIII	2,451,874.	2,393,653.
BLACKSTONE	1,356,406.	813,128.
BURGUNDY	0.	0.
GMO FORESTRY	1,170,004.	1,459,854.
BAIN CAPITAL VIII-E	500,546.	483,400.
INDUS PARTNERS	1,500,000.	2,006,988.
RHO VENTURES	834,565.	759,039.
ETON PARK	3,404,701.	4,448,340.
WEATHERBIE	1,305,212.	1,239,040.
BAIN CAPITAL AIV (LOEWS) II, LP	12,479.	0.
CHARLESBANK	376,747.	428,157.
TELEGRAPH HILL	875,006.	759,570.
SUMMIT PARTNERS	673,741.	610,586.
CONVEXITY CAPITAL	15,000,000.	19,688,811.
TA X ASSOCIATES	652,398.	519,048.
SOWOOD	714,684.	740,720.
BAIN ABSOLUTE	2,000,000.	2,394,497.
MAYO	0.	0.
HANSBERGER	0.	0.
CHESTNUT HILL VENTURES	15,026.	0.
BAIN CAP (TRU) VIII	61,091.	0.
BAIN CAP TRU VIII-E	14,616.	0.
GOLDMAN	0.	0.
CENTERBRIDGE	1,017,467.	713,273.
ACADIAN	0.	0.

ENCAP	928,059.	967,996.
IRM	10,462,117.	10,351,687.
NEW VENTURE	290,416.	272,060.
NEW VERNON	1,000,000.	829,340.
BAIN IX	108,533.	1,020,777.
BERKSHIRE	398,003.	387,973.
BRAZOS	1,404,430.	1,304,664.
CERBERUS	2,128,602.	1,522,018.
RESOURCE CAP	723,596.	721,834.
MOON CAPITAL	1,000,000.	1,045,798.
GMO	0.	0.
PATRON CAPITAL	355,772.	314,925.
SANKATY II	3,000,000.	1,081,529.
CONATUS	2,000,000.	1,654,960.
GRESHAM	995,595.	967,602.
MADISON	255,670.	237,871.
NALANDA	844,118.	547,726.
WLR	589,074.	539,057.
BAIN CAPITAL X	467,506.	629,250.
BAIN CAPITAL EUROPE III	333,244.	298,772.
HIGHFIELDS	6,153,458.	7,150,500.
BAIN CAP (SSS I) IX	-53,240.	0.
BAIN ASIA	1,123.	49,864.
MIRELF III	-393.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	150,894,625.	145,216,090.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVE	19,445.	3,535.	15,910.
PHONE EQUIPMENT	9,939.	9,939.	0.
FUNITURE & FIXTURE	101,209.	93,974.	7,235.
LEASEHOLD IMPROVE	9,381.	1,566.	7,815.
TOTAL TO FM 990-PF, PART II, LN 14	139,974.	109,014.	30,960.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN F. SMITH 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
ROBERT A. SMITH 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
AMY S. BERYLSON 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
JOHN G. BERYLSON 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
DEBRA S. KNEZ 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
BRIAN J. KNEZ 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
DANA A. WEISS 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
DAVID FORD 1280 BOYLSTON STREET CHESTNUT HILL, MA 02467	EXECUTIVE DIRECTOR 40.00	368,955.	79,106.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		368,955.	79,106.	0.

RICHARD AND SUSAN SMITH FOUNDATION
4/30/2009

EIN: 23-7090011

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Accion USA	NONE	Public Charity	Poverty	195,469 00
American Cancer Association	NONE	Public Charity	Medical	100 00
American Cancer Association	NONE	Public Charity	Medical	150 00
American Diabetes	NONE	Public Charity	Medical	375,000 00
American Diabetes	NONE	Public Charity	Medical	335,741 00
Americans For Peace Now	NONE	Public Charity	General Welfare	100 00
Associated Grant Makers	NONE	Public Charity	Youth	26,250 00
Associated Grant Makers	NONE	Public Charity	Youth	100 00
BELL	NONE	Public Charity	Youth	500,000 00
BELL	NONE	Public Charity	Youth	150,000 00
Beth El Temple Center	NONE	Public Charity	Religious	2,949 10
Beth El Temple Center	NONE	Public Charity	Religious	100 00
Beth El Temple Center	NONE	Public Charity	Religious	125 00
Beth Israel Deaconess	NONE	Public Charity	Medical	100,000 00
Beth Israel Deaconess	NONE	Public Charity	Medical	100,000 00
Beth Israel Deaconess	NONE	Public Charity	Medical	100,000 00
Boston Health Care for the Homeless Program	NONE	Public Charity	Medical	200,000 00
Boston Medical	NONE	Public Charity	Medical	166,500 00
Boston Symphony Orchestra	NONE	Public Charity	Cultural	25,000 00
Boston Teacher Residency	NONE	Public Charity	Youth	200,000 00
Bottom Line	NONE	Public Charity	Youth	145,000 00
Boys & Girls Club	NONE	Public Charity	Youth	40,500 00
Boys & Girls Club	NONE	Public Charity	Youth	200,000 00
Boys & Girls Club	NONE	Public Charity	Youth	25,000 00
Boys & Girls Club	NONE	Public Charity	Youth	67,000 00
Boys & Girls Club	NONE	Public Charity	Youth	50,000 00
Boys & Girls Club	NONE	Public Charity	Youth	40,000 00
Brandeis University	NONE	Public Charity	Medical	100,000 00
Brown University	NONE	Public Charity	Education	1,000 00
Butler PTA	NONE	Public Charity	General Welfare	100 00
Catalogue For Philanthropy	NONE	Public Charity	General Welfare	150 00
Chelsea Collaborative Inc	NONE	Public Charity	Cultural	265,000 00
Children: Our	NONE	Public Charity	Youth	100 00
Children's Hospital	NONE	Public Charity	Medical	100,000 00
Children's Hospital Boston	NONE	Public Charity	Medical	75,000 00
Citi Performing Arts Center	NONE	Public Charity	Cultural	20,000 00
Citizen Schools	NONE	Public Charity	Education	150 00
Citizens Schools	NONE	Public Charity	Youth	100,000 00
College of the Holy Cross	NONE	Public Charity	Medical	100,000 00
Combined Jewish Philanthropies	NONE	Public Charity	General Welfare	187,500 00
Combined Jewish Philanthropies	NONE	Public Charity	General Welfare	187,500 00
Combined Jewish Philanthropies	NONE	Public Charity	General Welfare	187,500 00
Combined Jewish Philanthropies	NONE	Public Charity	General Welfare	187,500 00
Common Cause	NONE	Public Charity	General Welfare	100 00
Common Cause	NONE	Public Charity	General Welfare	100 00
Community Servings	NONE	Public Charity	Poverty	200,000 00
Community Servings	NONE	Public Charity	General Welfare	300 00
Cradles to Crayons	NONE	Public Charity	Youth	110,000 00
Crossroads For Kids	NONE	Public Charity	Youth	50,000 00
Cystic Fibrosis	NONE	Public Charity	Medical	10,000 00
Dana Farber Cancer Institute	NONE	Public Charity	Medical	25,000 00
Dana Farber Cancer Institute	NONE	Public Charity	Medical	100 00
Emerald Necklace Conservancy	NONE	Public Charity	Cultural	32,378 00
Epiphany School	NONE	Public Charity	Youth	16,778 00
Facing History and Ourselves	NONE	Public Charity	General Welfare	294,664 00
Facing History and Ourselves	NONE	Public Charity	General Welfare	25,000 00
FIRST	NONE	Public Charity	Youth	45,000 00
Foundation For Belmont	NONE	Public Charity	General Welfare	100 00
Foundation For Belmont	NONE	Public Charity	General Welfare	100 00
Foundation For Belmont	NONE	Public Charity	General Welfare	150 00
Friends of the Children Boston	NONE	Public Charity	Youth	15,695 00
Friends of the Children Boston	NONE	Public Charity	Youth	34,305 00
Girls' LEAP Self Defense	NONE	Public Charity	Youth	9,100 00
Harvard University	NONE	Public Charity	Medical	100,000 00
Harvard University	NONE	Public Charity	Education	12,500 00
Harvard University	NONE	Public Charity	Education	250,000 00
Harvard University	NONE	Public Charity	Education	200,000 00
Health Service	NONE	Public Charity	Medical	300,000 00

RICHARD AND SUSAN SMITH FOUNDATION
4/30/2009

EIN: 23-7090011

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Hyde Square Task Force	NONE	Public Charity	Youth	119,421.00
Inner City Entrepreneurs	NONE	Public Charity	Poverty	100,000 00
Inner City Scholarship Fund	NONE	Public Charity	Youth	5,000 00
Institute of Contemporary Art	NONE	Public Charity	Cultural	25,000 00
Jewish Community Centers	NONE	Public Charity	Youth	46,700 00
Joslin Diabetes	NONE	Public Charity	Medical	33,750 00
Joslin Diabetes	NONE	Public Charity	Medical	8,247.00
Joslin Diabetes	NONE	Public Charity	Medical	33,750 00
Jumpstart	NONE	Public Charity	Youth	12,500 00
Make a Wish Foundation	NONE	Public Charity	General Welfare	100 00
Mattapan Community Health Center	NONE	Public Charity	Medical	250,000 00
Merrimack Valley	NONE	Public Charity	Poverty	50,000 00
Milton Academy	NONE	Public Charity	Education	12,500 00
More Than Words	NONE	Public Charity	Youth	100,000 00
Morgan Memorial Goodwill Industries	NONE	Public Charity	General Welfare	100 00
Museum of Fine Arts	NONE	Public Charity	Cultural	30,000 00
My Sister's Keeper	NONE	Public Charity	General Welfare	5,000 00
MY TURN	NONE	Public Charity	Youth	200,000 00
New England Shelter	NONE	Public Charity	Poverty	49,440 00
New England Shelter	NONE	Public Charity	General Welfare	100 00
Operation Warm	NONE	Public Charity	General Welfare	5,000 00
Pan Mass Challenge	NONE	Public Charity	General Welfare	100 00
Pan Mass Challenge	NONE	Public Charity	General Welfare	15,000 00
Pan Mass Challenge	NONE	Public Charity	General Welfare	100 00
Pan Mass Challenge	NONE	Public Charity	General Welfare	16,000 00
Park School	NONE	Public Charity	Education	75,000 00
President And Fellows of Harvard College	NONE	Public Charity	Medical	100,000 00
Project Bread	NONE	Public Charity	Poverty	50,000 00
Raising a Reader	NONE	Public Charity	Youth	81,955 00
Research Triangle Institute	NONE	Public Charity	Medical	127,471 30
Research Triangle Institute	NONE	Public Charity	Medical	55,146 29
Roca	NONE	Public Charity	Youth	200,000 00
Rosie's Place	NONE	Public Charity	General Welfare	100 00
Seven Hills Foundation	NONE	Public Charity	Medical	250,000 00
St George Volunteer Fire Dept	NONE	Public Charity	General Welfare	100 00
Summer Search Boston	NONE	Public Charity	Youth	142,490 00
The Boston Foundation	NONE	Public Charity	General Welfare	10,000 00
The Children's Room Center For Grieving	NONE	Public Charity	Youth	39,000 00
The Stepping Stone Foundation	NONE	Public Charity	Youth	25,000 00
Trustees of Tuft College	NONE	Public Charity	Education	100 00
Tufts University	NONE	Public Charity	Medical	100,000 00
Tufts University	NONE	Public Charity	Education	25,000 00
United South End Settlements	NONE	Public Charity	Youth	50,000 00
United Teen Equality Center	NONE	Public Charity	Youth	159,440 00
United Way	NONE	Public Charity	Poverty	50,000 00
United Way of Massachusetts	NONE	Public Charity	General Welfare	25,000 00
Whitehead Institute for Biomedical Research	NONE	Public Charity	Medical	100,000 00
Whitehead Institute for Biomedical Research	NONE	Public Charity	Medical	100,000 00
Whittier Street	NONE	Public Charity	Medical	250,000 00
Williams College	NONE	Public Charity	Education	25,000 00
Women's Lunch Place	NONE	Public Charity	General Welfare	100 00
Year Up	NONE	Public Charity	Youth	210,000 00
Year Up	NONE	Public Charity	Youth	210,000 00
Year Up	NONE	Public Charity	General Welfare	200 00
				9,866,864 69

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011
	Number, street, and room or suite no. If a P.O. box, see instructions. 1280 BOYLSTON STREET, NO. 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHESTNUT HILL, MA 02467	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SUSAN F. SMITH - TRUSTEE 1280 BOYLSTON ST. CHESTNUT HILL, MA - 02467
  Telephone No ▶ 617-278-5200 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until DECEMBER 15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning MAY 1, 2008, and ending APR 30, 2009.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 621,204
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 621,204
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of Exempt Organization		Employer identification number
File by the extended due date for filing the return See instructions	RICHARD & SUSAN SMITH FAMILY FOUNDATION		23-7090011
	Number, street, and room or suite no. If a P.O. box, see instructions. 1280 BOYLSTON STREET, NO. 100		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHESTNUT HILL, MA 02467		

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ SUSAN F. SMITH - TRUSTEE 1280 BOYLSTON ST. CHESTNUT HILL, MA - 02467
  Telephone No. ▶ 617-278-5200 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MARCH 15, 2010.

5 For calendar year _____, or other tax year beginning MAY 1, 2008, and ending APR 30, 2009.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	621,204.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	621,204.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

823832
05-26-09