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Form **990-PF**

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

2008

For calendar year 2008, or tax year beginning 11/01, 2008, and ending 10/31, 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: **HARRY T SMITH CHARITABLE TR**

Number and street (or P O box number if mail is not delivered to street address): **BANK OF AMERICA, NA 231 S LASALLE ST**

Room/suite: **CHICAGO, IL 60697**

City or town, state, and ZIP code: **CHICAGO, IL 60697**

A Employer identification number
59-7264955

B Telephone number (see page 10 of the instructions)
(312) 828-3903

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) ▶ \$ **854,122.**

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

C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	22,734.	22,734.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-82,815.			
b	Gross sales price for all assets on line 6a	554,797.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	757.	757.		
12	Total. Add lines 1 through 11	-59,324.	23,491.		
13	Compensation of officers, directors, trustees, etc.	8,364.	5,018.		3,346.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	1,183.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 3	891.			891.
24	Total operating and administrative expenses Add lines 13 through 23	10,438.	5,018.	NONE	4,237.
25	Contributions, gifts, grants paid	67,050.			67,050.
26	Total expenses and disbursements. Add lines 24 and 25	77,488.	5,018.	NONE	71,287.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-136,812.			
b	Net investment income (if negative, enter -0-)		18,473.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	14,224.	27,338.	27,338.
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	833,415.	684,520.	582,127.
	c	Investments - corporate bonds (attach schedule)	240,000.	238,969.	244,657.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	1,087,639.	950,827.	854,122.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,087,639.	950,827.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	1,087,639.	950,827.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,087,639.	950,827.		

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)	1,087,639.
2	Enter amount from Part I, line 27a	-136,812.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	950,827.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	950,827.

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-82,815.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

(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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)	1	369.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	369.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	369.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	828.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	828.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	459.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 372. Refunded <input type="checkbox"/> 87.	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 4		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ N/A			
14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (312) 828-3903			
Located at ▶ 231 SOUTH LASALLE STREET, CHICAGO, IL ZIP + 4 ▶ 60697			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

• b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If 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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		8,364.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	775,063.
b	Average of monthly cash balances	1b	20,930.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	795,993.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	795,993.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	11,940.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	784,053.
6	Minimum investment return Enter 5% of line 5	6	39,203.

Part XI Distributable Amount (see page 25 of the 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	39,203.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	369.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	369.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,834.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	38,834.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,834.

Part XII Qualifying Distributions (see page 25 of the 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	71,287.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	71,287.
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,287.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				38,834.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			NONE	
b Total for prior years 20 <u>06</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008.				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	2,615.			
e From 2007	NONE			
f Total of lines 3a through e	2,615.			
4 Qualifying distributions for 2008 from Part XII, line 4. ▶ \$ <u>71,287.</u>				
a Applied to 2007, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				38,834.
e Remaining amount distributed out of corpus . . .	32,453.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	35,068.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	35,068.			
10 Analysis of line 9:				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	2,615.			
d Excess from 2007	NONE			
e Excess from 2008	32,453.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

Table with 5 columns: (a) 2008, (b) 2007, (c) 2006, (d) 2005, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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 page 27 of 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))

N/A

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

N/A

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

Check here [X] 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 page 28 of the 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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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
<i>a Paid during the year</i>			SEE STATEMENT 6	67,050.
Total				▶ 3a 67,050.
<i>b Approved for future payment</i>				
Total				▶ 3b

Standard Portfolio Holdings Detail Report

As of: October, 2009

Basis: Settlement Date

3145168 - HARRY T SMITH CHARITABLE TRUST

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
COLUMBIA GOVERNMENT RESERVES TRUST CLASS	27,338 120	27,338 12	27,338 12
Total CASH EQUIVALENTS		27,338 12	27,338 12
Total CASH/CURRENCY		27,338 12	27,338 12
EQUITIES			
U.S. LARGE CAP			
COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES	10,799 782	153,000 00	119,985 58
COLUMBIA MARSICO GROWTH FUND CLASS Z SHARES	8,124 370	165,500.00	129,908 68
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	4,115 226	40,000 00	37,818 93
EATON VANCE LARGE-CAP VALUE FUND CL I	3,001 200	50,000 00	47,028 80
Total U.S. LARGE CAP		408,500 00	334,741 99
U.S. MID CAP			
COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES	1,758 727	42,000 00	32,448 51
COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	3,399 894	31,619 34	34,236 93
Total U.S. MID CAP		73,619 34	66,685 44
U.S. SMALL CAP			
COLUMBIA SELECT SMALL CAP FUND CLASS Z SHARES	767 389	8,610 33	9,469 58
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES	558 899	13,000 00	11,910 14
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES	660 153	25,000 00	23,171 37
Total U.S. SMALL CAP		46,610 33	44,551 09
INTERNATIONAL DEVELOPED			
COLUMBIA ACORN INTERNATIONAL			

Standard Portfolio Holdings Detail Report

As of: October, 2009

Basis: Settlement Date

3145168 - HARRY T SMITH CHARITABLE TRUST

Asset Type	Units	Fed Tax Cost	Market Value
FUND CLASS Z SHARES	738 133	32,500 00	23,878 60
COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FD CLASS Z SHARES	3,205 128	35,000 00	32,628 20
HARBOR INTERNATIONAL FUND INSTL CL	629 044	35,000 00	32,534 16
Total INTERNATIONAL DEVELOPED		102,500 00	89,040 96
EMERGING MARKETS			
EATON VANCE STRUCTURED EMERGING MKTS FUND CL I	765 462	12,500 00	9,537 66
ISHARES MSCI EMERGING MKTS INDEX FUND	1,000 000	40,790 00	37,570 00
Total EMERGING MARKETS		53,290 00	47,107 66
Total EQUITIES		684,519 67	582,127 14
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	5,149 331	50,000 00	50,978 38
COLUMBIA STRATEGIC INCOME FUND CLASS Z SHARES	5,757 383	33,968 56	33,162 53
PIMCO TOTAL RETURN FUND INSTL	14,672 428	155,000 00	160,516 36
TOTAL ASSETS		950,826 35	854,122 53
NET TOTAL		950,826 35	854,122 53

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					859.	
136,971.00		13765.978				CMG CORE BOND FUND PROPERTY TYPE: SECURITIES	05/21/2008	07/06/2009
		140,000.00					-3,029.00	
30,000.00		2702.703				CMG SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES	03/14/2008	11/11/2008
		31,622.00					-1,622.00	
66,450.00		5844.306				CMG SHORT TERM BOND FUND PROPERTY TYPE: SECURITIES	03/14/2008	07/06/2009
		68,378.00					-1,928.00	
6,220.00		521.376				COLUMBIA MULTI-ADVISOR INT'L EQU PROPERTY TYPE: SECURITIES	10/22/2007	10/16/2009
		10,000.00					-3,780.00	
483.00		40.45				COLUMBIA MULTI-ADVISOR INT'L EQUIT PROPERTY TYPE: SECURITIES	06/20/2007	10/16/2009
		737.00					-254.00	
1,242.00		104.122				COLUMBIA MULTI-ADVISOR INT'L EQU PROPERTY TYPE: SECURITIES	06/20/2007	10/16/2009
		1,898.00					-656.00	
10,185.00		853.728				COLUMBIA MULTI-ADVISOR INT'L EQU PROPERTY TYPE: SECURITIES	12/28/2007	10/16/2009
		15,000.00					-4,815.00	
3,408.00		285.684				COLUMBIA MULTI-ADVISOR INT'L EQU PROPERTY TYPE: SECURITIES	12/21/2007	10/16/2009
		4,945.00					-1,537.00	
1,499.00		125.619				COLUMBIA MULTI-ADVISOR INT'L EQU PROPERTY TYPE: SECURITIES	12/21/2007	10/16/2009
		2,174.00					-675.00	
897.00		75.202				COLUMBIA MULTI-ADVISOR INT'L EQUI PROPERTY TYPE: SECURITIES	12/21/2006	10/16/2009
		1,291.00					-394.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
436.00		36.565					12/21/2006	10/16/2009
		628.00					-192.00	
167.00		14.016					06/18/2008	10/16/2009
		221.00					-54.00	
719.00		60.275					06/18/2008	10/16/2009
		950.00					-231.00	
146.00		12.234					12/22/2005	10/16/2009
		185.00					-39.00	
1,285.00		107.724					06/19/2006	10/16/2009
		1,598.00					-313.00	
852.00		71.434					06/19/2006	10/16/2009
		1,059.00					-207.00	
22,094.00		1852.005					01/31/2000	10/16/2009
		23,150.00					-1,056.00	
23,851.00		1999.232					01/31/2000	10/16/2009
		24,991.00					-1,140.00	
34,802.00		2917.153					11/11/2008	10/16/2009
		25,000.00					9,802.00	
27,338.00		2150.904					01/31/2000	10/16/2009
		39,830.00					-12,492.00	
529.00		41.602					11/19/2004	10/16/2009
		733.00					-204.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,118.00		166.608				12/14/2005	10/16/2009	
		2,867.00				-749.00		
1,148.00		90.341				06/26/2007	10/16/2009	
		1,516.00				-368.00		
298.00		23.458				06/26/2007	10/16/2009	
		394.00				-96.00		
81.00		6.38				05/18/2005	10/16/2009	
		105.00				-24.00		
1,809.00		142.307				05/18/2005	10/16/2009	
		2,334.00				-525.00		
431.00		33.926				12/13/2006	10/16/2009	
		556.00				-125.00		
3,551.00		279.371				12/13/2006	10/16/2009	
		4,579.00				-1,028.00		
1,052.00		82.787				06/27/2006	10/16/2009	
		1,330.00				-278.00		
2,491.00		195.955				06/27/2006	10/16/2009	
		3,149.00				-658.00		
273.00		21.48				12/12/2007	10/16/2009	
		338.00				-65.00		
4,775.00		375.715				12/12/2007	10/16/2009	
		5,914.00				-1,139.00		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
703.00		55.294	COLUMBIA CONVERTIBLE SECURITIES F			06/25/2008	10/16/2009	
		812.00	PROPERTY TYPE: SECURITIES			-109.00		
9.00		.738	COLUMBIA CONVERTIBLE SECURITIES FD			06/25/2008	10/16/2009	
		11.00	PROPERTY TYPE: SECURITIES			-2.00		
29,848.00		5922.166	COLUMBIA STRATEGIC INCOME FUND			05/21/2008	03/16/2009	
		34,996.00	PROPERTY TYPE: SECURITIES			-5,148.00		
5,152.00		1022.278	COLUMBIA STRATEGIC INCOME FUND			02/05/2008	03/16/2009	
		6,031.00	PROPERTY TYPE: SECURITIES			-879.00		
23,000.00		1673.945	COLUMBIA SELECT SMALL CAP FUND			05/21/2008	10/16/2009	
		28,290.00	PROPERTY TYPE: SECURITIES			-5,290.00		
107,625.00		9652.51	COLUMBIA SELECT OPPORTUNITIES FU			05/21/2008	10/16/2009	
		150,000.00	PROPERTY TYPE: SECURITIES			-42,375.00		
TOTAL GAIN(LOSS)						-----		
						-82,815.		
						=====		

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTERESTS	22,734.	22,734.
TOTAL	22,734.	22,734.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
EXCISE TAX PAID	355.
ESTIMATED TAX PAID	828.
TOTALS	----- 1,183. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
ILLINOIS CHARITY BUREAU, FILING FEE	15.	15.
BANK OF AMERICA, TAX PREPARATION FEE	876.	876.
TOTALS	891.	891.
	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

IL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

231 S LASALLE ST
CHICAGO, IL 60697

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 8,364.

TOTAL COMPENSATION: 8,364.

=====

RECIPIENT NAME:
NORTHWESTERN UNIVERSITY
UNIV DEVELOPMENT-CATHY FRASUNEK
ADDRESS:
2020 RIDGE AVE., ROOM 333
EVANSTON, IL 60208
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 33,525.

RECIPIENT NAME:
TRUSTEES OF DARTMOUTH
COLLEGE
ADDRESS:
14 SOUTH MAIN ST.,
HANOVER, NH 03755
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 33,525.

TOTAL GRANTS PAID: 67,050.
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