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

**2009**

Department of the Treasury  
 Internal Revenue Service

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

For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

G Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>ALICE SMITH MARSH CHARITABLE TRUST</b>	A Employer identification number <b>20-6948170</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>516 SOUTH ELM STREET</b>	B Telephone number <b>704-289-5168</b>
	Room/suite	C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code <b>MARSHVILLE, NC 28103</b>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>770,506.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	14,337.	14,337.		STATEMENT 1
4 Dividends and interest from securities	5,136.	5,136.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-297,588.			
b Gross sales price for all assets on line 6a	499,565.			
7 Capital gain net income (from Part IV, line 2)		0.		
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	136.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	-277,979.	19,473.		
13 Compensation of officers, directors, trustees, etc	7,200.	7,200.		3,600.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,000.	2,000.		0.
c Other professional fees	3,357.	3,357.		0.
17 Interest				
18 Taxes	183.	183.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	12,740.	12,740.		3,600.
25 Contributions, gifts, grants paid	31,750.			31,750.
26 Total expenses and disbursements. Add lines 24 and 25	44,490.	12,740.		35,350.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-322,469.			
b Net investment income (if negative, enter -0-)		6,733.		
c Adjusted net income (if negative, enter -0-)			N/A	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing ..			1.	1.
	2 Savings and temporary cash investments	379,924.	91,413.		91,413.
	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 <b>STMT 7</b>	0.	253,468.		340,403.
	c Investments - corporate bonds <b>STMT 8</b>	0.	325,085.		338,689.
11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other	612,512.				
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶ _____)					
<b>16 Total assets (to be completed by all filers)</b>	<b>992,436.</b>	<b>669,967.</b>		<b>770,506.</b>	
<b>Liabilities</b>	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 ▶ _____)				
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
27 Capital stock, trust principal, or current funds	0.	0.			
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	992,436.	669,967.			
<b>30 Total net assets or fund balances</b>	<b>992,436.</b>	<b>669,967.</b>			
<b>31 Total liabilities and net assets/fund balances</b>	<b>992,436.</b>	<b>669,967.</b>			

**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	992,436.
2 Enter amount from Part I, line 27a	2	-322,469.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	669,967.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	669,967.

**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 ATTACHED MORGANSTANLEY #606-71488-14 110	P	01/01/09	03/17/09
b SEE ATTACHED MORGANSTANLEY #606-71488-14 110	P	01/01/01	03/17/09
c GMAC BK MIDVALUE UTAH	P	04/04/08	04/09/09
d GOLDMAN SACHS BK USA NEW YORK	P	11/25/08	12/03/09
e CAPITAL GAINS DIVIDENDS			

(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 69,214.		105,258.	-36,044.
b 240,280.		501,895.	-261,615.
c 95,000.		95,000.	0.
d 95,000.		95,000.	0.
e 71.			71.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-36,044.
b			-261,615.
c			0.
d			0.
e			71.

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	-297,588.
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))
2008	55,956.	878,178.	.063718
2007	39,545.	1,031,680.	.038331
2006	0.	1,030,045.	.000000
2005			
2004			

2 Total of line 1, column (d)	2	.102049
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	.034016
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	741,968.
5 Multiply line 4 by line 3	5	25,239.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67.
7 Add lines 5 and 6	7	25,306.
8 Enter qualifying distributions from Part XII, line 4	8	35,350.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	67.
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	67.
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	67.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	560.
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	560.
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	493.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 80. Refunded <input checked="" type="checkbox"/>	11	413.

**Part VII: A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>LARRY B. SMITH, JR</u> Telephone no. ▶ <u>704-289-5168</u> Located at ▶ <u>516 SOUTH ELM STREET, MARSHVILLE, NC</u> ZIP+4 ▶ <u>28103</u>			
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 ▶ <u>15</u> <u>N/A</u>			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <u>N/A</u>	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 2009?	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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
LARRY B. SMITH, JR 516 SOUTH ELM STREET MARSHVILLE, NC 28103	TRUSTEE 5.00	4,800.	0.	0.
HARRIETT HELMS SMITH 5015 CLUSTER BOX 50 MARSHVILLE, NC 28103	TRUSTEE 1.00	1,200.	0.	0.
H. ALLISON SMITH 9232 VENDOME DRIVE BETHESDA, MD 20817	TRUSTEE 1.00	1,200.	0.	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
NONE				

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

0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	517,599.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	235,668.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	753,267.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	753,267.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	11,299.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	741,968.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	37,098.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	37,098.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	67.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	67.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	37,031.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	37,031.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	37,031.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	35,350.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	35,350.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	67.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	35,283.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				37,031.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			15,583.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 35,350.				
a Applied to 2008, but not more than line 2a			15,583.	
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 2009 distributable amount				19,767.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				17,264.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

**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 2009, 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		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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:

**SEE STATEMENT 9**  
 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
HOSPICE OF UNION COUNTY 700 ROOSEVELT BLVD W MONROE, NC 28110				20,000.
UNION COUNTY COMMUNITY SHELTER 500 N MAIN STREET MONROE, NC 28112				2,500.
UNION COUNTY CRISIS MINISTRY 1333 W ROOSEVELT DRIVE MONROE, NC 28110				2,500.
UNION COUNTY LIBRARY FOUNDATION 316 EAST WINDSOR STREET MONROE, NC 28112				6,750.
<b>Total</b>			<b>▶ 3a</b>	<b>31,750.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





Ref: 00004364 00029013

LARRY B SMITH JR., ET AL, TTEE  
Account Number 606-71488-14 110

**Details of 1099 Reported Interest Income 2009, Boxes 1-4**

The following details show how we derived your total interest reported on Form 1099-INT. Amounts in Box 1 and Box 3 include any taxable accrued interest received

Reference number	Description	Interest Income (Box 1)	Early withdrawal penalty (Box 2)	Interest on US Savings Bonds and Treas obligations (Box 3)	Federal Income tax withheld (Box 4)
130000100	GE CAPITAL FINANCIAL INC, - UT *CERTIFICATE OF DEPOSIT DTD 08/20/08 INT : SEMI-ANN DUE 08/20/2010 RATE 4.100	\$ 1,033.42			
130000200	CITIBANK NA SOUTH DAKOTA BANK DEPOSIT PROGRAM	32.94			
130000300	CITICORP TRUST BANK, FSB	2.47			
<b>Totals</b>		<b>\$ 1,068.83</b>			

**Details of Short Term Gain (Loss) 2009**

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	118.779	CG CAPITAL MARKETS-	04/04/08	03/17/09	\$ 652.10	\$ 1,265.00	(\$ 612.90)	
	1,491.038	LARGE CAP VALUE INVESTMENTS	04/11/08		8,185.80	15,462.06	(7,276.26)	
	1,836.732		04/11/08		10,083.66	19,046.91	(8,963.25)	
	107.72		09/19/08		591.38	1,038.42	(447.04)	
	405.563		10/29/08		2,226.54	2,765.94	(539.40)	
	675.261		10/29/08		3,707.18	4,605.28	(898.10)	
	584.221		12/05/08		3,207.37	3,616.33	(408.96)	
125000020	965.649	CG CAPITAL MARKETS-	04/11/08	03/17/09	5,426.95	9,608.21	(4,181.26)	
	514.453	SMALL CAP VALUE INVESTMENTS	09/19/08		2,891.23	5,586.96	(2,695.73)	
	16.836		12/05/08		94.62	108.09	(13.47)	
	89.741		12/05/08		504.34	576.14	(71.80)	
125000030	147.892	CG CAPITAL MARKETS-	04/04/08	03/17/09	903.62	2,035.00	(1,131.38)	
	533.417	INTERNAT'L EQUITY INVESTMENTS	10/29/08		3,259.18	3,968.62	(709.44)	
	575.741		12/05/08		3,517.78	3,844.44	(326.66)	
	878.845		12/05/08		5,369.74	5,563.09	(193.35)	

2 0 0 9 Y E A R E N D S U M M A R Y



**Reserved  
Client Statement  
2009 Year End Summary**

**MorganStanley  
SmithBarney**

Ref: 00004364 00029014

LARRY B SMITH JR., ET AL, TTEE  
Account Number 606-71488-14 110

**Details of Short Term Gain (Loss) 2009 - continued**

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	120.278	CG CAPITAL MARKETS- LARGE CAP GROWTH INVESTMENTS	04/04/08	03/17/09	\$ 1,063.26	\$ 1,815.00	(\$ 751.74)	
	235.714		09/19/08		2,083.71	3,226.93	(1,143.22)	
	88.034		10/29/08		778.22	846.89	(68.67)	
	506.562		10/29/08		4,478.01	4,873.13	(395.12)	
	39.987		12/05/08		353.49	350.29		3.20
	228.795		12/05/08		2,022.53	2,004.24		18.29
125000050	9.982	CG CAPITAL MARKETS	04/04/08	03/17/09	94.23	165.00	(70.77)	
	735.511	SMALL CAP GROWTH INVESTMENTS	04/11/08		6,943.22	11,724.05	(4,780.83)	
	82.181		09/19/08		775.79	1,361.74	(585.95)	
<b>Total</b>					<b>\$ 69,213.95</b>	<b>\$ 105,257.76</b>	<b>(\$ 36,065.30)</b>	<b>\$ 21.49</b>

**Details of Long Term Gain (Loss) 2009**

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1,194.872	CG CAPITAL MARKETS- LARGE CAP VALUE INVESTMENTS	09/17/07	03/17/09	\$ 6,559.85	\$ 15,354.11	(\$ 8,794.26)	
	1,855.976		10/05/07		10,189.31	25,000.00	(14,810.69)	
	1,947.04		11/02/07		10,689.25	25,000.00	(14,310.75)	
	1,950.078		12/07/07		10,705.93	25,000.00	(14,294.07)	
	161.205		12/18/07		885.02	1,784.54	(899.52)	
	741.126		12/18/07		4,068.78	8,204.26	(4,135.48)	
	2,314.815		01/04/08		12,708.33	25,000.00	(12,291.67)	
	2,115.915		02/01/08		11,616.37	23,000.00	(11,383.63)	
125000030	1,852.118	CG CAPITAL MARKETS- INTERNAT'L EQUITY INVESTMENTS	11/02/07	03/17/09	11,316.44	30,467.35	(19,150.91)	
	1,889.092		12/07/07		11,542.35	31,000.00	(19,457.65)	
	112.576		12/18/07		687.84	1,595.20	(907.36)	
	624.387		12/18/07		3,815.00	8,847.57	(5,032.57)	
	2,170.868		01/04/08		13,264.00	31,000.00	(17,736.00)	
	191.474		01/18/08		1,169.91	2,565.75	(1,395.84)	
	1,748.613		01/18/08		10,684.03	23,431.41	(12,747.38)	
	2,722.59		02/01/08		16,635.03	37,000.00	(20,364.97)	
125000040	1,753.59	CG CAPITAL MARKETS- LARGE CAP GROWTH INVESTMENTS	10/05/07	03/17/09	15,501.74	28,986.84	(13,485.10)	
	2,274.087		11/02/07		20,102.93	38,000.00	(17,897.07)	



Ref: 00004364 00029015

LARRY B SMITH JR., ET AL, TTEE  
Account Number 606-71488-14 110

**Details of Long Term Gain (Loss) 2009 - continued**

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	2,287.778		12/07/07		\$ 20,223.96	\$ 38,000.00	(\$ 17,776.04)	
	15.024		12/18/07		132.81	236.18	(103.37)	
	141.245		12/18/07		1,248.61	2,220.37	(971.76)	
	2,465.931		01/04/08		21,798.83	38,000.00	(16,201.17)	
	2,207.358		02/01/08		19,513.05	33,000.00	(13,486.95)	
125000050	77.922	CG CAPITAL MARKETS	01/04/08	03/17/09	735.58	1,390.91	(655.33)	
	296.913	SMALL CAP GROWTH INVESTMENTS	01/18/08		2,802.86	4,809.99	(2,007.13)	
	178.147		02/01/08		1,681.71	3,000.00	(1,318.29)	
<b>Total</b>					<b>\$ 240,279.52</b>	<b>\$ 501,894.48</b>	<b>(\$ 261,614.96)</b>	

**Details of Deposits and Withdrawals 2009**

This section reflects any deposits or withdrawals made to your account during the year.

**Deposits**

Reference number	Date	Description	Amount
210000100	02/12/09	TRF 44,948.43	\$ 44,948.43
		FROM A/C 44K-00500-1-7	
210000300	03/26/09	DEBIT CASH BALANCE	95.00
		ACCT-TRANSFRD-03 26 09	
		RBC DAIN RAUSCHER INC	
<b>Total</b>			<b>\$ 45,227.40</b>

**Withdrawals**

Reference number	Date	Description	Amount
220000100	02/12/09	TRF 44,948.43	\$ 44,948.43
		TO A/C 606-71488-1-9	
220000300	03/28/09	CREDIT CASH BALANCE	360,623.70
		ACCT-TRANSFRD-03 26 09	
		RBC DAIN RAUSCHER INC	
<b>Total</b>			<b>\$ 406,454.15</b>

Reference number	Date	Description	Amount
210000200	03/19/09	INVESTMENT & ADVISORY SERVICES	\$ 183.97
		FROM 03/17/09 TO 03/31/09	

Reference number	Date	Description	Referral number	Amount
220000200	02/13/09	INVESTMENT & ADVISORY SERVICES		\$ 878.06
		FROM 01/01/09 TO 03/31/09		
220000400	03/30/09	CREDIT CASH BALANCE		3.96
		ACCT-TRANSFRD-03 30 09		
		RBC DAIN RAUSCHER INC		



## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY #4110	1,069.
ABC 1671	13,268.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,337.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABC 1671	5.	0.	5.
ABC 1845	5,202.	71.	5,131.
TOTAL TO FM 990-PF, PART I, LN 4	5,207.	71.	5,136.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUND	136.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	136.	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,000.	2,000.		0.
TOTAL TO FORM 990-PF, PG 1, LN 16B	2,000.	2,000.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT & ADVISORY SERVICES	3,357.	3,357.			0.
TOTAL TO FORM 990-PF, PG 1, LN 16C	3,357.	3,357.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	183.	183.			0.
TOTAL TO FORM 990-PF, PG 1, LN 18	183.	183.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	253,468.	340,403.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	253,468.	340,403.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE BOND FUNDS	325,085.	338,689.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	325,085.	338,689.		

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FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9  
PART XV, LINES 2A THROUGH 2D

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LARRY B. SMITH, JR.  
516 SOUTH ELM STREET  
MARSHVILLE, NC 28103

TELEPHONE NUMBER

704-289-5168

FORM AND CONTENT OF APPLICATIONS

THE TRUST REQUIRES A GRANT PROPOSAL AND HAS PROCEDURES IN PLACE FOR  
OVERSIGHT OF DISTRIBUTIONS TO ENSURE THAT ANY GRANTS ARE USED TO FURTHER  
THE TRUST'S CHARITABLE PURPOSES.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE