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Form **990-PF**
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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 FLORA BERNICE SMITH FOUNDATION		A Employer identification number 51-0181016
	Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 4967		B Telephone number (see page 10 of the instructions) 315-233-8222
	City or town, state, and ZIP code SYRACUSE NY 13221-4967		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,698,195.73		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		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 (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0.00			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12.49	12.49		
	4 Dividends and interest from securities	58,212.62	58,212.62		
	5a Gross rents	0.00	0.00		
	b Net rental income or (loss)	0.00			
	6a Net gain or (loss) from sale of assets not on line 10	(93,788.45)			
	b Gross sales price for all assets on line 6a	990,893.05			
	7 Capital gain net income (from Part IV, line 2)		(93,788.45)		
	8 Net short-term capital gain			N/A	
	9 Income modifications			N/A	
	10a Gross sales less returns and allowances	0.00			
b Less: Cost of goods sold	0.00				
c Gross profit or (loss) (attach schedule)	0.00		N/A		
11 Other income (attach schedule)	439.15	439.15	N/A		
12 Total. Add lines 1 through 11	(35,124.19)	(35,124.19)	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	4,917.91	3,135.17	N/A	1,782.74
	14 Other employee salaries and wages	0.00	0.00	N/A	0.00
	15 Pension plans, employee benefits	0.00	0.00	N/A	0.00
	16a Legal fees (attach schedule)	37,828.05	28,387.05	N/A	9,441.00
	b Accounting fees (attach schedule)	0.00	0.00	N/A	0.00
	c Other professional fees (attach schedule)	25,018.15	25,018.15	N/A	0.00
	17 Interest	0.00	0.00	N/A	0.00
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,105.31	695.31	N/A	0.00
	19 Depreciation (attach schedule) and depletion	0.00	0.00	N/A	
	20 Occupancy	0.00	0.00	N/A	0.00
	21 Travel, conferences, and meetings	0.00	0.00	N/A	0.00
	22 Printing and publications	0.00	0.00	N/A	0.00
	23 Other expenses (attach schedule)	250.00	0.00	N/A	0.00
	24 Total operating and administrative expenses. Add lines 13 through 23	69,119.42	57,235.68	N/A	11,223.74
	25 Contributions, gifts, grants paid	133,237.01			133,237.01
26 Total expenses and disbursements. Add lines 24 and 25	202,356.43	57,235.68	N/A		
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	(237,480.53)				
b Net investment income (if negative, enter -0-)		0.00			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	37,706.74	93,650.75	93,650.75
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S. and state government obligations (attach schedule)	644,611.08	768,682.50	776,213.91
	b Investments—corporate stock (attach schedule)	1,481,891.55	1,018,065.11	1,191,452.84
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	771,466.98	817,797.46	716,333.21
	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)	2,935,676.35	2,698,195.82	2,777,650.71
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 ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,916,207.04	2,692,408.72	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	19,469.31	5,787.10	
	30 Total net assets or fund balances (see page 17 of the instructions)			
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,935,676.35	2,698,195.82	

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	2,935,676.35
2 Enter amount from Part I, line 27a	2	(237,480.53)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,698,195.82

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 SCHEDULE ATTACHED			
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) FMV 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				
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	(93,788.45)
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		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	155,684.49	2,828,866.29	.0055
2007	130,124.37	3,098,739.16	.0420
2006	138,001.26	3,023,211.55	.0456
2005	131,147.25	2,814,586.77	.0466
2004	93,853.76	2,657,288.40	.0353
2	Total of line 1, column (d)		2 .1750
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 .035
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4 2,518,134.34
5	Multiply line 4 by line 3		5 88,134.79
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 221.11
7	Add lines 5 and 6		7 85,585.86
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.		8 155,684.49

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 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	0	00
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	00
3	Add lines 1 and 2	3	0	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0	00
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	410	06
b	Exempt foreign organizations—tax withheld at source	6b	0	00
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	00
d	Backup withholding erroneously withheld	6d	0	00
7	Total credits and payments. Add lines 6a through 6d	7	410	00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	00
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax Refunded	11	410	00

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0.00</u> (2) On foundation managers. ▶ \$ <u>0.00</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.00</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b 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? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>NEW YORK</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ JOHN E. MORRISSEY, JR.	Telephone no. ▶	315-233-8222	
	Located at ▶ 101 S. SALINA ST., SUITE 600, SYRACUSE NY	ZIP+4 ▶	13202-1390	
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		0

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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	✓
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 ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	✓

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)? **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? ☐ 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** ☒

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? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
JOHN E. MORRISSEY, JR., 8 THORNWOOD LANE, FAYETTEVILLE NY 13066	TRUSTEE	1,229.48	0.00	0.00
GAY M. POMEROY, 109 FIORDON LANE, DEWITT NY 13214	TRUSTEE	1,229.48	0.00	0.00
KENNETH E. ACKERMAN, 310 WESTWOOD ROAD, SYRACUSE NY 13215	TRUSTEE	1,229.48	0.00	0.00
ALFRED W. POPKESS, 1840 AMNASTE LANE, MARCELLUS NY 13108	TRUSTEE	1,229.47	0.00	0.00

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				
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		
Total number of others receiving over \$50,000 for professional services		0.00

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 24 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	
Total. Add lines 1 through 3	0.00

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	2,455,653.68
b	Average of monthly cash balances	1b	106,827.88
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.00
d	Total (add lines 1a, b, and c)	1d	2,556,481.56
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	2,556,481.36
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	38,347.22
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,518,134.34
6	Minimum investment return. Enter 5% of line 5	6	125,906.71

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	125,906.71
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.00
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	0.00
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	125,906.71
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	125,906.71
6	Deduction from distributable amount (see page 25 of the instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	125,906.71

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	155,684.49
b	Program-related investments—total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.00
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.00
b	Cash distribution test (attach the required schedule)	3b	0.00
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	155,684.49
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,684.49

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				125,906.71
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			126,232.98	
b Total for prior years: 20____, 20____, 20____		0.00		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.00			
b From 2005	0.00			
c From 2006	0.00			
d From 2007	0.00			
e From 2008	0.00			
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 155,684.49				
a Applied to 2008, but not more than line 2a			126,232.98	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0.00		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0.00			
d Applied to 2009 distributable amount				29,451.51
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				96,455.20
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)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.00			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2005	0.00			
b Excess from 2006	0.00			
c Excess from 2007	0.00			
d Excess from 2008	0.00			
e Excess from 2009	0.00			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets			N/A		
(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 page 28 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).)

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 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 <i>Paid during the year</i> SEE SCHEDULE ATTACHED				
Total			▶ 3a	133,237.01
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	0.00

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						0.00
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					0.00
3	Interest on savings and temporary cash investments					12.49
4	Dividends and interest from securities					58,212.62
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					0.00
b	Not debt-financed property					0.00
6	Net rental income or (loss) from personal property					0.00
7	Other investment income					0.00
8	Gain or (loss) from sales of assets other than inventory					(93,788.45)
9	Net income or (loss) from special events					0.00
10	Gross profit or (loss) from sales of inventory					0.00
11	Other revenue: a BRISTOL MYERS SQUIBB					439.15
b	CLASS ACTION SETTLEMENT					
c						
d						0.00
e						0.00
12	Subtotal. Add columns (b), (d), and (e)		0.00		0.00	(35,124.19)
13	Total. Add line 12, columns (b), (d), and (e)				13	(35,124.19)

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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) (See page 29 of the instructions)
▼	

[illegible]

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






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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

[illegible]

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.			
	 Signature of officer or trustee		May 5, 2010 Date	
		TRUSTEE Title		
Paid Preparer's Use Only	Preparer's signature 		Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code 		EIN 	Preparer's identifying number (see Signature on page 30 of the instructions) 
			Phone no	

990-PF Parr II

Report Date 3/01/2010

Mackenzie Hughes LLP

Entity 263 Flora B. Smith Foundation

Schedule G #51-0181016

Principal Remaining on Hand

From 1/01/2009 Thru 12/31/2009

Description	Tax Basis	Fiduciary Carry Value	Market Value as of 12/31/2009
Section 2			
<u>Stocks</u>			
P189 American Express Co Shares 840 000000	17,597 86	17,597 86	34,036 80
P190 Autodesk Shares 1,280 000000	31,762 78	31,762 78	32,524 80
P172 Automatic Data Processing Inc Shares 630 000000	22,775 17	22,775 17	26,976 60
P15 Baker Hughes, Inc Shares 770 000000	31,421 65	31,421 65	31,169 60
P229 Bank of New York Mellon Corp Shares 1,000 000000	29,475 80	29,475 80	27,970 00
P207 Becton Dickinson & Co Shares 380 000000	25,036 62	25,036 62	29,966 80
P55 Carnival Corp (paired stock) Shares 840 000000	15,654 33	15,654 33	26,619 60
P186 Cerner Corp Shares 170 000000	5,539 02	5,539 02	14,014 80
P97 Cisco Systems Inc Shares 2,415 000000	53,805 29	53,805 29	57,815 10
P184 Dean Foods Co Shares 1,150 000000	27,366 42	27,366 42	20,746 00
P196 Electronic Arts Inc Shares 2,060 000000	61,130 14	61,130 14	36,565 00
P164 EMC Corp Mass Shares 2,660 000000	27,296 29	27,296 29	46,470 20
P197 Fortune Brands Inc Shares 300 000000	12,898 75	12,898 75	12,960 00
P195 Genzyme Corp Shares 540 000000	32,012 64	32,012 64	26,465 40
P176 Google Inc. Cl A Shares 90 000000	31,896 63	31,896 63	55,798 20
P139 Hess Corp Shares 520 000000	25,942 85	25,942 85	31,460 00
P217 Home Depot Inc	10,712 32	10,712 32	14,465 00

Principal Remaining on Hand (Continued)

	Shares	500 000000			
P108	International Game Technology Shares	1,000 000000	23,258 07	23,258 07	18,770 00
P170	Johnson & Johnson Shares	460 000000	28,857 41	28,857 41	29,628 60
P133	Juniper Networks Inc Shares	545 000000	14,373 15	14,373 15	14,535 15
P25	Kroger Co Shares	940 000000	18,697 18	18,697 18	19,298 20
P174	Lonza Group AG CHF 1 (Regd) Shares	120 000000	8,890 63	8,890 63	8,474 00
P191	Lowes Companies, Inc Shares	670 000000	15,428 36	15,428 36	15,671 30
P187	Microsoft Corp Shares	1,420 000000	33,339 16	33,339 16	43,281 60
P29	Millipore Corp Shares	90 000000	6,450 30	6,450 30	6,511 50
P206	Monsanto Co , new, Del Shares	330 000000	23,897 95	23,897 95	26,977 50
P56	Nestle SA CHF 1- 0 Shares	600 000000	14,294 29	14,294 29	29,136 64
P227	Nokia Corp Sponsd ADR Shares	3,000 000000	39,969 30	39,969 30	38,550 00
P141	Perkinelmer Inc Shares	1,300 000000	26,281 79	26,281 79	26,767 00
P177	Quest Diagnostics Inc Shares	490 000000	26,053 37	26,053 37	29,586 20
P36	Safeway Inc Shares	940 000000	19,745 55	19,745 55	20,012 60
P171	SAP A G Sponsd ADR Shares	590 000000	22,071 55	22,071 55	27,617 90
P127	Sherwin Williams Co Shares	350 000000	20,000 94	20,000 94	21,577 50
P105	Southwest Airlines Co Shares	4,970 000000	30,868 53	30,868 53	56,807 10
P209	Thermo Fisher Scientific Inc Shares	610 000000	22,438 36	22,438 36	29,090 90
P41	Unilever PLC Sponsd ADR, new Shares	1,413.000000	34,978 52	34,978 52	45,074 70
P117	United Parcel Service, CI B		28,663 07	28,663 07	28,398 15

#51-0181016

Principal Remaining on Hand (Continued)

	Shares	495 000000			
P21	Walt Disney Co Shares	1,950 000000	44,397 02	44,397 02	62,887 50
P218	Weatherford International Ltd /Switzerland Shares	1,970 000000	33,367 50	33,367 50	35,282 70
P175	Weyerhaeuser Co Shares	730 000000	19,418 55	19,418 55	31,492 20

Line 10-b Total Stocks

1,018,065 11	1,018,065 11	1,191,452 84 ✓
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Section 3

Bonds

P213	Bank of America 3 125% due 6/15/12 Par Value	36,000 000000	37,324 76	37,324 76	37,303 20
P228	Citigroup Fdg FDIC 1 875% due 10/22/12 Par Value	72,000 000000	72,553 68	72,553 68	71,727 84
P225	Federal Home Loan Mort Corp 6 75% due 3/15/31 Par Value	2,000 000000	2,550 76	2,550 76	2,435 62
P221	FNMA 6 25% due 5/15/29 Par Value	12,000 000000	14,420 40	14,420 40	13,721 28
P224	FNMA 6 625% due 11/15/30 Par Value	10,000 000000	12,653 90	12,653 90	12,018 80
P222	FNMA 7 25% due 5/15/30 Par Value	10,000 000000	13,425 00	13,425 00	12,787 50
P214	General Electric Cap FDIC 3 0% due 12/9/11 Par Value	36,000 000000	37,132 56	37,132 56	37,109 52
P210	Goldman Sachs Group 3 25% due 6/15/12 Par Value	90,000 000000	90,898 20	90,898 20	93,503 70
P216	US Treasury Bond 5 375% due 2/15/31 Par Value	32,000 000000	39,110 00	39,110 00	35,360 00
P7	US Treasury Bond 5 5% due 8/15/28 Par Value	45,000 000000	48,646 87	48,646 87	50,147 10
P226	US Treasury Note 2 625% due 6/30/14 Par Value	120,000 000000	119,250 00	119,250.00	120,872 40
P192	US Treasury Note 2 875% due 1/31/13 Par Value	110,000 000000	109,260 91	109,260 91	113,892 90
P203	US Treasury Note 4 0% due 8/15/18 Par Value	30,000 000000	31,528 13	31,528 13	30,639 90
P202	US Treasury Note 4 25% due 8/15/15 Par Value	65,000 000000	69,194 52	69,194 52	69,570 15
P166	US Treasury Note 4 75% due 1/31/12		70,732 81	70,732 81	75,124 00

al Remaining on Hand (Continued)

Par Value 70,000 000000

Line 10a

Total Bonds

768,682 50

768,682 50

✓ 776,213 91

Section 4

Mutual Funds and Unit TrustsP151 Manning & Napier Core Bond Series FD #123
Shares/Units 28,430 082000

288,504 73

288,504 73

✓ 295,104 25

P150 Manning & Napier Financial Serv Series
Shares/Units 5,313 609000

60,051 07

60,051 07

✓ 29,490 53

P148 Manning & Napier International Series
Shares/Units 11,503 530000

110,177 54

110,177 54

✓ 96,514 62

P149 Manning & Napier Life Sciences Series
Shares/Units 9,916 478000

132,517 49

132,517 49

✓ 105,213 82

P230 Manning & Napier Real Estate Fund
Shares/Units 2,692 000000

27,513 20

27,513 20

✓ 28,593 97

P146 Manning & Napier Small Cap Series
Shares/Units 5,600 046000

72,193 57

72,193 57

✓ 41,384 33

P152 Manning & Napier Technology Series
Shares/Units 5,411 474000

52,472 08

52,472 08

✓ 52,653 64

P147 Manning & Napier World Opportunities
Shares/Units 8,297 790000

74,367 78

74,367 78

✓ 67,378 05

Line 13

Total Mutual Funds and Unit Trusts

817,797 46

817,797 46

716,333 21

Section 5

Cash and Money Accounts

P157 Wells Fargo Advisors Bank Deposit Sweep Option

✓ 16,031 63

16,031 63

16,031 63

Total Cash and Money Accounts

16,031 63

16,031 63

16,031 63

Bank Accounts

P3 MTB US Treasury Moneymarket

✓ 71,832 02

71,832 02

71,832 02

Bank Totals

71,832 02

71,832 02

71,832 02

Total Of All Assets

2,692,408 72

2,692,408 72

2,771,863 61

Flora B. Smith Foundation
Schedule A-1
Realized Increases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Increase
<u>Securities</u>				
<u>3M Company</u>				
6/24/2009	Gain on sale of 70 00 shares @ 59 4128 shr	4,156 69	3,848 01	308 68
<u>Allergan Inc</u>				
3/27/2009	Gain on sale of 280 00 shares @ 48 6458 shr	13,612.34	9,953 19	3,659 15
<u>American Express Co</u>				
8/12/2009	Gain on sale of 350 00 shares @ 32 8473 shr	11,485.75	7,459 20	4,026 55
8/12/2009	Gain on sale of 110 00 shares @ 32 8473 shr	3,609.81	1,760 78	1,849 03
	Account Subtotal	15,095 56	9,219 98	5,875 58
<u>Carnival Corp (paired stock)</u>				
9/24/2009	Gain on sale of 165 00 shares @ 31 9862 shr	5,272 64	3,050 16	2,222 48
9/24/2009	Gain on sale of 25.00 shares @ 31 9862 shr	798 88	501 33	297 55
9/24/2009	Gain on sale of 340.00 shares @ 31 9862 shr	10,864 83	6,336 27	4,528 56
	Account Subtotal	16,936 35	9,887 76	7,048 59
<u>Cerner Corp</u>				
6/05/2009	Gain on sale of 210 00 shares @ 58.5692 shr	12,292 91	8,150 90	4,142 01
8/03/2009	Gain on sale of 110 00 shares @ 64 7417 shr	7,118 10	4,269.51	2,848.59
10/16/2009	Gain on sale of 20.00 shares @ 85 2174 shr	1,703 70	776 28	927 42
10/16/2009	Gain on sale of 110 00 shares @ 85.2174 shr	9,370 37	3,584.08	5,786 29
	Account Subtotal	30,485.08	16,780 77	13,704 31
<u>Cisco Systems Inc</u>				
9/21/2009	Gain on sale of 75.00 shares @ 23.0841 shr	1,729.01	1,353 00	376 01
9/21/2009	Gain on sale of 255 00 shares @ 23.0841 shr	5,878.64	4,420 43	1,458.21
	Account Subtotal	7,607 65	5,773.43	1,834 22

Flora B. Smith Foundation
Schedule A-1
Realized Increases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Increase
	<u>EMC Corp Mass</u>			
7/28/2009	Gain on sale of 1,270.00 shares @ 15 0825 shr	19,116 18	17,601 82	1,514 36
	<u>Federal Home Loan Mort Corp 6 25% due 7/15/32</u>			
10/08/2009	Gain on sale of 10,000 00 par @ 124 762% par	12,476 20	12,232 50	243 70
	<u>Federal Home Loan Mort Corp 6 75% due 3/15/31</u>			
10/08/2009	Gain on sale of 8,000 00 par @ 130 81% par	10,464 80	10,203 04	261 76
	<u>Fedex Corp</u>			
11/16/2009	Gain on sale of 110 00 shares @ 82 4914 shr	9,070 52	7,929 43	1,141 09
11/16/2009	Gain on sale of 70 00 shares @ 82.4914 shr	5,772 15	3,631 68	2,140 47
11/20/2009	Gain on sale of 170 00 shares @ 84 9213 shr	14,431 14	8,819 81	5,611 33
	Account Subtotal	29,273 81	20,380 92	8,892 89
	<u>Google Inc Cl A</u>			
8/05/2009	Gain on sale of 30 00 shares @ 443 9845 shr	13,318 29	12,186 11	1,132 18
12/28/2009	Gain on sale of 10 00 shares @ 600 1939 shr	6,001 48	4,062 03	1,939 45
12/28/2009	Gain on sale of 50 00 shares @ 600 1939 shr	30,007 42	17,720 35	12,287 07
	Account Subtotal	49,327 19	33,968 49	15,358 70
	<u>Home Depot Inc</u>			
3/31/2009	Gain on sale of 540.00 shares @ 23 8804 shr	12,879 14	11,569 31	1,309 83
	<u>JP Morgan Chase 3 125% due 12/1/11</u>			
2/23/2009	Gain on sale of 55,000.00 par @ 102.859% par	56,572 45	55,383.35	1,189 10
3/04/2009	Gain on sale of 30,000.00 par @ 103.077% par	30,923 10	30,209 10	714.00
	Account Subtotal	87,495 55	85,592 45	1,903 10
	<u>Juniper Networks Inc.</u>			
5/01/2009	Gain on sale of 455 00 shares @ 20 9272 shr	9,507 98	6,619 48	2,888 50
	<u>Microsoft Corp</u>			

Flora B. Smith Foundation
Schedule A-1
Realized Increases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Increase
11/20/2009	Gain on sale of 460 00 shares @ 29.7191 shr	13,656.63	12,975 22	681 41
	<u>Novartis AG Spons'd ADR</u>			
9/18/2009	Gain on sale of 140 00 shares @ 47 7241 shr	6,676 99	6,251 39	425 60
12/08/2009	Gain on sale of 115 00 shares @ 56 1934 shr	6,458 62	5,135 07	1,323.55
12/08/2009	Gain on sale of 130.00 shares @ 56 1934 shr	7,301 05	6,856 43	444 62
12/08/2009	Gain on sale of 320 00 shares @ 56 1934 shr	17,971 83	14,660 90	3,310 93
	Account Subtotal	38,408 49	32,903 79	5,504.70
	<u>Salesforce com Inc</u>			
8/10/2009	Gain on sale of 420 00 shares @ 45 1246 shr	18,939 24	11,730 98	7,208 26
	<u>SEI Corp</u>			
6/23/2009	Gain on sale of 230 00 shares @ 17 5984 shr	4,040 63	2,760 37	1,280 26
12/09/2009	Gain on sale of 680 00 shares @ 17 5969 shr	11,945 18	8,161 09	3,784 09
	Account Subtotal	15,985 81	10,921 46	5,064.35
	<u>Southwest Airlines Co</u>			
10/20/2009	Gain on sale of 30 00 shares @ 9 9431 shr	297 39	210 62	86 77
	<u>Unilever PLC Sponsd ADR, new</u>			
9/14/2009	Gain on sale of 740 00 shares @ 27 0994 shr	20,030 84	14,624 49	5,406 35
10/27/2009	Gain on sale of 433 00 shares @ 30 6084 shr	13,240 10	8,557 31	4,682.79
10/27/2009	Gain on sale of 97 00 shares @ 30.6084 shr	2,966.03	2,514 06	451.97
	Account Subtotal	36,236 97	25,695 86	10,541 11
	<u>US Treasury Note 4 625% due 10/31/11</u>			
1/05/2009	Gain on sale of 50,000.00 par @ 109 8125% par	54,906 25	54,046 87	859 38
	<u>Wells Fargo Co 3 0% due 12/9/11</u>			
3/04/2009	Gain on sale of 10,000 00 par @ 102.903% par	10,290 30	10,253 00	37 30

Flora B. Smith Foundation
Schedule A-1
Realized Increases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Increase
	<u>Weyerhaeuser Co</u>			
9/16/2009	Gain on sale of 330 00 shares @ 37 2502 shr	12,282 34	10,607 92	1,674 42
	Total Securities	519,437 94	422,976 87	96,461 07
Schedule A-1 Total		519,437.94	422,976 87	96,461 07
Realized Increases on Principal				

Flora B. Smith Foundation
Schedule B
Realized Decreases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Decrease
<u>Securities</u>				
<u>3M Company</u>				
6/04/2009	Loss on sale of 200 00 shares @ 59.3151 shr	11,856 71	15,005 74	-3,149 03
6/24/2009	Loss on sale of 80 00 shares @ 59 4128 shr	4,750 50	6,002.30	-1,251 80
6/24/2009	Loss on sale of 280 00 shares @ 59 4128 shr	16,626 75	19,176 95	-2,550 20
	Account Subtotal	33,233 96	40,184 99	-6,951 03
<u>American Express Co</u>				
7/29/2009	Loss on sale of 680 00 shares @ 29 5541 shr	20,075.87	26,744 40	-6,668.53
8/12/2009	Loss on sale of 20.00 shares @ 32 8473 shr	656 33	786 60	-130 27
	Account Subtotal	20,732 20	27,531 00	-6,798.80
<u>Carnival Corp (paired stock)</u>				
9/24/2009	Loss on sale of 500 00 shares @ 31 9862 shr	15,977 68	23,958 25	-7,980 57
9/24/2009	Loss on sale of 90 00 shares @ 31 9862 shr	2,875 98	3,551 23	-675 25
	Account Subtotal	18,853 66	27,509 48	-8,655 82
<u>Charter Communications Inc CI A</u>				
4/01/2009	Loss on sale of 5,090.00 shares @ 0 0299 shr	136 92	14,004 12	-13,867 20
4/01/2009	Loss on sale of 3,230.00 shares @ 0 0299 shr	86 88	4,245.84	-4,158 96
	Account Subtotal	223 80	18,249.96	-18,026.16
<u>Comcast Corp new CI A</u>				
2/10/2009	Loss on sale of 1,010.00 shares @ 13 8251shr	13,932.97	18,780 55	-4,847 58
12/08/2009	Loss on sale of 490.00 shares @ 15 98 shr	7,815 30	9,111 35	-1,296 05
12/08/2009	Loss on sale of 340 00 shares @ 15.98 shr	5,422 86	8,569.97	-3,147 11
12/08/2009	Loss on sale of 220 00 shares @ 15 98 shr	3,508.91	5,261.50	-1,752 59
12/08/2009	Loss on sale of 250 00 shares @ 15 98 shr	3,987.40	4,949.90	-962 50

Flora B. Smith Foundation
Schedule B
Realized Decreases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Decrease
12/08/2009	Loss on sale of 260 00 shares @ 15 98 shr	4,146 88	5,570 66	-1,423 78
	Account Subtotal	38,814 32	52,243 93	-13,429.61
	<u>Dean Foods Co</u>			
1/27/2009	Loss on sale of 180 00 shares @ 19.2855 shr	3,465 97	4,736 29	-1,270 32
	<u>EMC Corp. Mass</u>			
2/11/2009	Loss on sale of 960.00 shares @ 11 9901 shr	11,481.63	16,635 17	-5,153 54
2/11/2009	Loss on sale of 970 00 shares @ 11 9901 shr	11,601 23	15,018 90	-3,417 67
2/11/2009	Loss on sale of 190 00 shares @ 11 9901 shr	2,272 40	2,633.34	-360 94
	Account Subtotal	25,355 26	34,287 41	-8,932 15
	<u>Fedex Corp</u>			
4/07/2009	Loss on sale of 70 00 shares @ 49 5896 shr	3,469 15	6,123 38	-2,654 23
4/07/2009	Loss on sale of 100 00 shares @ 49 5896 shr	4,955 93	8,879 68	-3,923 75
7/28/2009	Loss on sale of 250 00 shares @ 63 5942 shr	15,890 64	22,199 20	-6,308 56
11/16/2009	Loss on sale of 90 00 shares @ 82 4914 shr	7,421 33	7,991.71	-570.38
	Account Subtotal	31,737.05	45,193.97	-13,456 92
	<u>Fortune Brands Inc.</u>			
9/25/2009	Loss on sale of 200 00 shares @ 44.2495 shr	8,843 67	12 802.78	-3,959 11
	<u>Google Inc Cl A</u>			
4/22/2009	Loss on sale of 50.00 shares @ 394.2965 shr	19,712 82	25,595 84	-5,883.02
4/22/2009	Loss on sale of 40.00 shares @ 394 2965 shr	15,770 25	17,290 43	-1,520.18
4/22/2009	Loss on sale of 20 00 shares @ 394.2965 shr	7,885 13	10,928 22	-3,043.09
	Account Subtotal	43,368 20	53,814.49	-10,446 29
	<u>International Game Technology</u>			
8/17/2009	Loss on sale of 60 00 shares @ 19.1893 shr	1,149 53	2,061 37	-911.84
8/17/2009	Loss on sale of	12,261 63	22,809 60	-10,547 97

Flora B. Smith Foundation
Schedule B
Realized Decreases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Decrease
8/17/2009	640 00 shares @ 19 1893 shr Loss on sale of 80 00 shares @ 19 1893 shr	1,532 70	2,702 21	-1,169.51
	Account Subtotal	14,943 86	27,573 18	-12,629 32
3/24/2009	<u>JB Hunt Transport Services Inc</u> Loss on sale of 480 00 shares @ 23.252 shr	11,146 49	13,991 66	-2,845.17
3/04/2009	<u>JetBlue Airways Corp</u> Loss on sale of 360 00 shares @ 3 7934 shr	1,354 82	4,911.62	-3,556 80
3/04/2009	Loss on sale of 325 00 shares @ 3 7934 shr	1,223 10	3,737 44	-2,514 34
3/04/2009	Loss on sale of 160 00 shares @ 3 7934 shr	602 14	1,589 04	-986 90
3/04/2009	Loss on sale of 520 00 shares @ 3 7934 shr	1,956 96	5,356 26	-3,399 30
3/04/2009	Loss on sale of 380 00 shares @ 3 7934 shr	1,430 07	2,057 85	-627 78
	Account Subtotal	6,567 09	17,652 21	-11,085 12
5/08/2009	<u>Johnson & Johnson</u> Loss on sale of 170 00 shares @ 53 8564 shr	9,150 25	10,237 46	-1,087 21
5/01/2009	<u>Juniper Networks Inc</u> Loss on sale of 135 00 shares @ 20 9272 shr	2,821.05	3,560 32	-739 27
1/26/2009	<u>L'Oreal</u> <u>ISIN FR 0000120321</u> Loss on sale of 270.00 shares @ 69.314 shr	18,677 36	28,346.79	-9,669.43
4/15/2009	<u>Lowes Companies, Inc</u> Loss on sale of 700.00 shares @ 20 3436 shr	14,219 15	16,899 61	-2,680 46
11/20/2009	<u>Microsoft Corp.</u> Loss on sale of 550 00 shares @ 29 7191 shr	16,328 58	18,594 13	-2,265.55
7/28/2009	<u>Perkinelmer Inc</u> Loss on sale of 390 00 shares @ 17 9455 shr	6,986 87	8,083.33	-1,096 46

Flora B. Smith Foundation
Schedule B
Realized Decreases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Decrease
<u>SAP A G Sponsd ADR</u>				
5/22/2009	Loss on sale of 210.00 shares @ 41.2246 shr	8,650 64	11,198 40	-2,547 76
5/22/2009	Loss on sale of 280 00 shares @ 41 2246 shr	11,534 19	14,922 07	-3,387 88
	Account Subtotal	20,184 83	26,120 47	-5,935 64
<u>SEI Corp</u>				
6/23/2009	Loss on sale of 820.00 shares @ 17 5984 shr	14,405 71	23,531.13	-9,125 42
6/23/2009	Loss on sale of 100.00 shares @ 17 5984 shr	1,756 79	2,585 74	-828 95
	Account Subtotal	16,162 50	26,116 87	-9,954 37
<u>Southwest Airlines Co</u>				
8/26/2009	Loss on sale of 760.00 shares @ 8.7221 shr	6,605 82	11,316.40	-4,710 58
8/26/2009	Loss on sale of 750.00 shares @ 8.7221 shr	6,518 91	10,159 73	-3,640.82
8/26/2009	Loss on sale of 470 00 shares @ 8 7221 shr	4,085 18	6,398 82	-2,313 64
10/20/2009	Loss on sale of 400 00 shares @ 9 9431 shr	3,965 14	5,445 80	-1,480 66
10/20/2009	Loss on sale of 1,310.00 shares @ 9 9431 shr	12,985 82	15,247 48	-2,261.66
	Account Subtotal	34,160 87	48,568 23	-14,407 36
<u>United Parcel Service, CI B</u>				
11/27/2009	Loss on sale of 125 00 shares @ 58 4275 shr	7,299 50	8,532 50	-1,233 00
11/27/2009	Loss on sale of 135 00 shares @ 58 4275 shr	7,883 45	9,680 44	-1,796.99
	Account Subtotal	15,182 95	18,212 94	-3,029 99
<u>Weatherford International Inc</u>				
2/27/2009	Receipt of 180 00 shares of Weatherford International Ltd Switzerland	1,626 23	1,626.23	0 00
2/27/2009	Receipt of 250 00 shares of Weatherford International Ltd /Switzerland	6,251 10	6,251 10	0 00
2/27/2009	Receipt of 460 00 shares of Weatherford International Ltd /Switzerland	8,730 41	8,730 41	0.00
2/27/2009	Receipt of 1,080.00 shares of Weatherford International Ltd /Switzerland	16,759.76	16,759 76	0 00
	Account Subtotal	33,367 50	33,367 50	0 00

Flora B. Smith Foundation
Schedule B
Realized Decreases on Principal
From 1/01/2009 Thru 12/31/2009

Date	Description	Proceeds	Fiduciary Carrying Value	Decrease
	<u>Weyerhaeuser Co</u>			
5/08/2009	Loss on sale of 420 00 shares @ 36 9143 shr	15,491 01	28,111 57	-12,620 56
6/04/2009	Loss on sale of 50 00 shares @ 35.5591 shr	1,776 41	3,346 61	-1,570.20
6/04/2009	Loss on sale of 230 00 shares @ 35 5591 shr	8,171 48	13,942 64	-5,771.16
9/16/2009	Loss on sale of 40.00 shares @ 37 2502 shr	1,488.77	2,424 81	-936.04
	Account Subtotal	26,927 67	47,825 63	-20,897 96
	Total Securities	471,455 11	661,704 63	-190,249 52
Schedule B Total		471,455 11	661,704 63	-190,249 52
Realized Decreases on Principal				

FLORÁ BERNICE SMITH FOUNDATION
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Part I, Column (a), Line 11; Other Income		
Settlement, Bristol-Myers Squibb class action		\$439.15
Column (a), Line 16(a), Legal Fees		
Mackenzie Hughes LLP, legal fees	\$37,580.00	
Mackenzie Hughes LLP, disbursements	248.05	\$37,828.05
Column (a), Line 16(c), Other Professional Fees		
Manning & Napier Advisors, investment management fee	\$18,315.09	
M&T Bank, custodial fee	6,553.06	
Wells Fargo Advisors, annual fee	150.00	\$25,018.15
Column (a), Line 18, Taxes		
Foreign taxes withheld at source	\$692.84	
Excise tax on net investment income	410.00	
ADR Fee, Switzerland	2.47	\$1,105.31
Column (a), Line 23, Other Expenses		
NYS Department of Law, filing fee for annual report with the Attorney General		\$250.00

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PART VX; GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Aurora of Central New York, Inc. 518 James Street Syracuse NY 13203	Grant to partially pay for the purchase of a new motor vehicle	\$10,000.00
Boys & Girls Club of Syracuse 2100 East Fayette Street Syracuse NY 13224	Grant to partially reimburse the cost of repairs to the Clubs and to purchase some new equipment for the Clubs	15,445.00
Central New York Society for the Prevention of Cruelty to Animals 5870 East Molloy road Syracuse NY 13211	Grant to improve its telephone system and to replace eight interior/exterior fire-rated doors	14,038.00
Community General Hospital 4900 Broad Road Syracuse NY 13215	Grant to partially fund the purchase of a new Hollogig Bone Densitometer for the Wellspring Breast Center	17,000.00
Crouse Irving Memorial Hospital 736 Irving Avenue Syracuse NY 13210	Grant to enable the hospital to purchase a Glide Scope anesthesia machine	15,762.01
Elmcrest Children's Center 900 Salt Springs Road Syracuse NY 13224	Grant to partially reimburse the Center for the cost of upgrading its communication and data processing capabilities	21,000.00
St. Joseph's Hospital 301 Prospect Avenue Syracuse NY 13203-2502	Second-year grant of funding for renovations to College of Nursing	17,500.00
St. Mary's of the Lake Church 10 West Austin Street Skaneateles NY 13152	Grant to reimburse the church for repairs to the sidewalks to the main entrance to the church	11,792.00
House of Providence Assoc. (St. Vincent Orphan Asylum and St. Joseph House of Providence) Catholic Charities of Onondaga County 1654 West Onondaga Street Syracuse NY 13204	Grant to partially reimburse the cost of remodeling the bathroom at the Liverpool Intermediate Care Facility	10,700.00
		\$133,237.01

All of the above-named charitable organizations are public charities.