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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

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 01-01-2009 , and ending 12-31-2009

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 GORDON V & HELEN C SMITH FOUNDATION		A Employer identification number 52-1440846	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 8716 CRIDER BROOK WAY		B Telephone number (see page 10 of the instructions) (301) 469-8597	
	City or town, state, and ZIP code POTOMAC, MD 20854		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,935,314		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	23,308			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	207,000	207,000		
	4 Dividends and interest from securities.	96,787	96,787		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-4,196,640			
	b Gross sales price for all assets on line 6a _____ 1,514,724				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,523,282	439,743		
	12 Total. Add lines 1 through 11	-2,346,263	743,530		
	13 Compensation of officers, directors, trustees, etc	56,842			56,842
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4,207			4,207
	b Accounting fees (attach schedule)	15,356	3,839		11,517
	c Other professional fees (attach schedule)				
	17 Interest	18,919	4,266		
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	52,145			52,145
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,565,843	9,481,289		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	9,713,312	9,489,394		124,711
	25 Contributions, gifts, grants paid	4,763,101			4,763,101
	26 Total expenses and disbursements. Add lines 24 and 25	14,476,413	9,489,394		4,887,812
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-16,822,676			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	4,534,111	6,106,185	5,645,022
	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 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 225,000 Less allowance for doubtful accounts ▶ _____	225,000	225,000	225,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,414,121	3,538,356	3,093,423
	c	Investments—corporate bonds (attach schedule).	224,000		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	13,067,693	7,387,749	4,571,869
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	405,683	400,000	400,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	33,870,608	17,657,290	13,935,314	
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 ▶ _____)	446,270	556,696	
	23	Total liabilities (add lines 17 through 22)	446,270	556,696	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	33,424,338	17,100,594	
	30	Total net assets or fund balances (see page 17 of the instructions)	33,424,338	17,100,594	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	33,870,608	17,657,290	

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	33,424,338
2	Enter amount from Part I, line 27a	2	-16,822,676
3	Other increases not included in line 2 (itemize) ▶ _____	3	515,646
4	Add lines 1, 2, and 3	4	17,117,308
5	Decreases not included in line 2 (itemize) ▶ _____	5	16,714
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,100,594

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div><div>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</div></div>		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			
2007			
2006			
2005			
2004			
2	Total of line 1, column (d).		2
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4
5	Multiply line 4 by line 3.		5
6	Enter 1% of net investment income (1% of Part I, line 27b).		6
7	Add lines 5 and 6.		7
8	Enter qualifying distributions from Part XII, line 4.		8
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			

Part VIExcise 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 ☐ 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 ☐ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2009 estimated tax payments and 2008 overpayment credited to 2009

6a

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.

8

Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2010 estimated tax 0 Refunded

Part VII-AStatements Regarding Activities

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)?

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.

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 \$ (2) On foundation managers \$

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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?

If "Yes," attach the statement required by General Instruction T.

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? If "Yes," complete Part II, col (c), and Part XV

8a

Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE, MD, VA

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

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)? If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JOSEPH R PARKER Telephone no (703) 821-2500 Located at PO BOX 11083 MCLEAN VA ZIP+4 22102			
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		

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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.	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 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).	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?			
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.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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.				

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.		

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	
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 INVESTMENT IN TSKI BANK OF THE PHILIPINES FOR THE RELIEF OF THE POR & DISTRESSED FUNDS WILL BE USED IN EFFORTS TO COMBAT DETERIORATION	400,000
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	400,000

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	4,775,201
b	Average of monthly cash balances.	1b	3,679,999
c	Fair market value of all other assets (see page 24 of the instructions).	1c	4,958,945
d	Total (add lines 1a, b, and c).	1d	13,414,145
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,414,145
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	201,212
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,212,933
6	Minimum investment return. Enter 5% of line 5.	6	660,647

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	660,647
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	660,647
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	660,647
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	660,647

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	4,887,812
b	Program-related investments—total from Part IX-B.	1b	400,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,287,812
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,287,812
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				660,647
2	Undistributed income, if any, as of the end of 2008				
a	Enter amount for 2008 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2009				
a	From 2004.	118,138			
b	From 2005.	1,582,120			
c	From 2006.	941,994			
d	From 2007.	8,443,239			
e	From 2008.	5,548,012			
f	Total of lines 3a through e.	16,633,503			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 5,287,812				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2009 distributable amount.				660,647
e	Remaining amount distributed out of corpus	4,627,165			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,260,668			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
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).				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	118,138			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	21,142,530			
10	Analysis of line 9				
a	Excess from 2005.	1,582,120			
b	Excess from 2006.	941,994			
c	Excess from 2007.	8,443,239			
d	Excess from 2008.	5,548,012			
e	Excess from 2009.	4,627,165			

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

GORDON V SMITH

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

GORDON V AND HELEN C SMITH
8716 CRIDER BROOK WAY
POTOMAD, MD 20854
(301) 469-8597

b

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

NO ESTABLISHED FORM OR CRITERIA

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	4,763,101
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2009)

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

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.

*****	2010-05-17	*****
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only	Preparer's Signature 	JOSEPH R PARKER	Date	2010-05-15	Check if self-employed 	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code	JOSEPH R PARKER CPA	EIN 			
		PO BOX 11083				Phone no (703) 821-2500
		MCLEAN, VA 221027983				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
--	---

Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>1</div>	<div>GORDON V AND HELEN C SMITH</div> <div>8716 CRIDER BROOK WAY</div> <div>POTOMAC, MD 20854</div>	<div>\$ 7,308</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>2</div>	<div>MILLER AND SMITH INC</div> <div>8401 GREENSBORO DRIVE</div> <div>SUITE 450</div> <div>MCLEAN, VA 22102</div>	<div>\$ 13,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$ </div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$ </div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$ </div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$ </div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$ </div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div></div>		<div>\$ </div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	


Additional Data

Software ID: 09000034
Software Version: 09510951
EIN: 52-1440846
Name: GORDON V & HELEN C SMITH FOUNDATION


Form 990PF Part VIII Line 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
GORDON V SMITH	PRESIDENT 000 00	0	0	0
8716 CRIDER BROOK WAY POTOMAC, MD 20854				
HELEN C SMITH	VICE-PRES 000 00	0	0	0
8716 CRIDER BROOK WAY POTOMAC, MD 20854				
BRUCE G SMITH	DIRECTOR 10 00	0	0	0
220 BUXTON ROAD FALLS CHURCH, VA 22046				
DOUGLAS I SMITH	DIRECTOR 000 00	0	0	0
2800 PINE HOLLOW ROAD OAKTON, VA 22124				
CYNTHIA J SKARBK	DIRECTOR 15 00	56,842	0	0
2810 AVENUE OF THE WOODS LOUISVILLE, KY 40241				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AETAS MIRABILIS FOUNDATIO 2800 PINE HOLLOW ROAD OAKTON,VA 22124	NONE	PRIVATE	GENERAL SUPPORT	1,587,935
ALASKA VILLAGE MISSIONS1295 MISSION ROAD HOMER,AK 99603	NONE	PUBLIC	GENERAL SUPPORT	1,000
ALBION COLLEGE611 EAST PARKER STREET ALBION,MI 49224	NONE	PUBLIC	GENERAL SUPPORT	1,000
AMERICAN HEART ASSOCIATIO 7203 POPLAR STREET ANNANDALE,VA 22003	NONE	PUBLIC	GENERAL SUPPORT	15,000
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	GENERAL SUPPORT	23,000
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	JERRY MAYS MEMORIAL	250
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	LOUISE SCHINDEL MEMORIAL	200
BOUND FOR LIFE5023 WEBER COURT FORT MILL,SC 29715	NONE	PUBLIC	GENERAL SUPPORT	670
BUCCANEER SPORTS BOOSTERSPO BOX 562 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	500
CENTER FOR EQUAL OPPORTUN 7700 LEESBURG PIKE SUITE FALLS CHURCH,VA 22043	NONE	PUBLIC	GENERAL SUPPORT	15,000
CIRCLE URBAN MINISTRIES118 N CENTRAL AVENUE CHICAGO,IL 60644	NONE	PUBLIC	GENERAL SUPPORT	2,000
CORCORAN GALLERY OF ART500 SEVENTEENTH STREET N WASHINGTON,DC 20006	NONE	PUBLIC	GENERAL SUPPORT	700
CORNERSTONE SCHOOLS OF DC 907 MARYLAND AVENUE NE WASHINGTON,DC 20002	NONE	PUBLIC	GENERAL SUPPORT	15,000
COVENANT LIFE CHURCHPO BOX 171 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	8,500
FAITH IN ACTION INTERNATIO BOX 171 SPRING LAKE,MI 49456	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				4,763,101


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF POETRY2423 RUSSET DR KALMAZOO,MI 49008	NONE	PUBLIC	GENERAL SUPPORT	500
GOOD NEWS FOR INDIAPO BOX 7576 LA VERNE,CA 91750	NONE	PUBLIC	GENERAL SUPPORT	2,000
GRAND ASPIRATIONS400 SELBY AVENUE SUITE O ST PAUL,MN 55102	NONE	PUBLIC	GENERAL SUPPORT	1,000
GREEN STREET CHURCH639 S GREEN STREET WINSTON SALEM,NC 27101	NONE	PUBLIC	GENERAL SUPPORT	900
HABDANK FOUNDATION2810 AVENUE OF THE WOODS LOUISVILLE,KY 40241	NONE	PRIVATE	GENERAL SUPPORT	1,000,000
HEART ROCK TV INCPO BOX 567 FRANKLIN,TN 37065	NONE	PUBLIC	GENERAL SUPPORT	1,000
INTERSERVEPO BOX 418 UPPER DARBY,PA 19082	NONE	PUBLIC	GENERAL SUPPORT	1,500
KENNEDY CENTER CIRCLES2700 F STREET NW WASHINGTON,DC 20566	NONE	PUBLIC	GENERAL SUPPORT	12,000
KENNEDY CENTER HONORS2700 F STREET NW WASHINGTON,DC 20566	NONE	PUBLIC	GENERAL SUPPORT	8,000
KID'S HOPE USA100 PINE STREET ZEELAND,MI 49464	NONE	PUBLIC	GENERAL SUPPORT	2,500
KNIGHTS OF ROUD TABLE7505 23RD STREET ARLINGTON,VA 22202	NONE	PUBLIC	GENERAL SUPPORT	600
LOVE INC1106 FULTON AVE GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	500
LYRIC PERFORMING ARTSPO BOX 1886 BROWNWOOD,TX 76804	NONE	PUBLIC	GENERAL SUPPORT	5,000
MD ANDERSON CANCER CENT1515 HOLCOMBE BLVD HOUSTON,TX 77030	NONE	PUBLIC	GENERAL SUPPORT	1,000
NORTH WAY COMMUNITY CHURC12121 PERRY HWY WEXFORD,PA 15090	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				4,763,101

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NORTHERN VIRGINIA TRANSPORO BOX 6149 MCLEAN,VA 22106	NONE	PUBLIC	GENERAL SUPPORT	35,000
OHIO WESLEYAN UNIVERSITY61 S SANDUSKY STREET DELAWARE,OH 43015	NONE	PUBLIC	GENERAL SUPPORT	602,674
OPPORTUNITY INTERNATIONALPO BOX 3695 OAK BROOK,IL 60522	NONE	PUBLIC	GENERAL SUPPORT	488,628
PT - CENTERPARK8401 GREENSBORO DRIVE MCLEAN,VA 22102	NONE	PUBLIC	GENERAL SUPPORT	21,341
PITTSBURGH KIDS FOUNDATIO116 FEDEAL AVENUE - 2ND F PITTSBURGH,PA 15212	NONE	PUBLIC	GENERAL SUPPORT	21,500
PROJECT MEDSENDPO BOX 1098 ORANGE,CT 06477	NONE	PUBLIC	GENERAL SUPPORT	1,000
SALVATION ARMY1009 W BARAGA AVENUE MARQUETTE,MI 49855	NONE	PUBLIC	GENERAL SUPPORT	3,000
SCHOOL OF ST JUDEPO BOX 11875 ARUSHA TZ	NONE	PUBLIC	GENERAL SUPPORT	743,377
SHALOM PROJECT639 S GREEN STREET WINSTON SALEM,NC 27101	NONE	PUBLIC	GENERAL SUPPORT	4,250
SPRING VALLEY WESLEYAN CH 5240 MT OLIVET KALAMAZOO,MI 49007	NONE	PUBLIC	GENERAL SUPPORT	500
STARR ELEMENTARY PTO600 SCHOOL DRIVE PLAINWELL,MI 49080	NONE	PUBLIC	GENERAL SUPPORT	1,000
SYNERGOS INSTITUTE51 MADISON AVENUE NEW YORK,NY 10010	NONE	PUBLIC	GENERAL SUPPORT	32,400
THE CALL10516A GRANDVIEW ROAD KANSAS CITY,MO 64137	NONE	PUBLIC	GENERAL SUPPORT	600
THREETREES MINISTRIESHAPO BOX 2016 CRANBERRY TOWNSHIP,PA 16066	NONE	PUBLIC	GENERAL SUPPORT	4,000
TIKKUN INTERNATIONALPO BOX 2997 GAITHERSBURG,MD 20886	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total ▶ 3a				4,763,101

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TOUCH FOUNDATIONPO BOX 1420 NEW YORK,NY 10150	NONE	PUBLIC	GENERAL SUPPORT	1,000
TRI CITIES MINISTRIES COU120 S FIFTH STREET GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	1,500
WASHINGTON OPERA2600 VIRGINIA AVENUE WASHINGTON,DC 20037	NONE	PUBLIC	GENERAL SUPPORT	2,500
WESLEY THEOLOGICAL SEMINA 4500 MASSACHUSETTS AVENUE WASHINGTON,DC 20037	NONE	PUBLIC	GENERAL SUPPORT	67,876
WEST MICHIGAN SYMPHONY325 W ESTERN AVENUE SUITE 409 MUSKEGON,MI 49440	NONE	PUBLIC	GENERAL SUPPORT	250
WESTERN THEOLOGICAL SEMIN 101 EAST 13TH STREET HOLLAND,MI 49423	NONE	PUBLIC	GENERAL SUPPORT	250
WOMEN AT RISK INTERNATION 4345 SAWKAW DR NE GRAND RAPIDS,MI 49525	NONE	PUBLIC	ENDOWNMENT CONTRIBUTION	700
WORLD TRADE YOUTH INCPO BOX 1732 LEESBURG,VA 20177	NONE	PUBLIC	GENERAL SUPPORT	5,000
YELLOW RIBBON FUND7200 WISCONSIN AVENUE SU BETHESDA,MD 20814	NONE	PUBLIC	GENERAL SUPPORT	2,500
YMCA OF KALAMAZOO353 E MICHIGAN AVE KALAMAZOO,MI 49007	NONE	PUBLIC	GENERAL SUPPORT	1,000
YOUTH LEADERSHIP FOUNDATI 5034 WISCONSIN AVENUE SUITE 250 WASHINGTON,DC 20016	NONE	PUBLIC	GENERAL SUPPORT	1,000
ZOOM GROUP410 W CHESTNUT ST SUITE 900 LOUISVILLE,KY 40202	NONE	PUBLIC	GENERAL SUPPORT	10,000
Total  3a				4,763,101

TY 2009 Accounting Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	15,356	3,839		11,517

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION
EIN: 52-1440846

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BELL MICROPRODUCTS INC	2006-02	PURCHASE	2009-09		16,101	42,684			-26,583	
BELL MICROPRODUCTS INC	2006-02	PURCHASE	2009-09		100,766	202,416			-101,650	
BUCYRUS INTERNATIONAL, INC NEW COM	2007-12	PURCHASE	2009-12		1,320	1,264			56	
FLEXTRONICS INTERNATIONAL LTD	2008-11	PURCHASE	2009-08		548,991	318,247			230,744	
FLIR SYSTEMS INC	2007-12	PURCHASE	2009-12		24,855	25,026			-171	
GENENTECH INC	2008-12	PURCHASE	2009-04		21,090	18,593			2,497	
HARSCO CORP	2007-12	PURCHASE	2009-12		7,566	15,391			-7,825	
ISHARES TR RUSSELL	2007-12	PURCHASE	2009-12		16,865	21,325			-4,460	
KRAFT FOODS, INC	2007-12	PURCHASE	2009-12		1,023	1,240			-217	
M&T BANK CORP - CASH IN LIEU	2009-05	PURCHASE	2009-05		12				12	
NEWCREST MINING LTD	2007-12	PURCHASE	2009-12		4,308	4,188			120	
TIME WARNER CABLE INC COM - CASH IN	2009-04	PURCHASE	2009-04		21				21	
TIME WARNER, INC - CASH IN LIEU	2009-04	PURCHASE	2009-04		14				14	
AMPHENOL CORP NEW - CL A	2007-07	PURCHASE	2009-07		48,319	36,407			11,912	
BEST BUY COMPANY, INC	2007-07	PURCHASE	2009-07		75,152	97,267			-22,115	
CEMEX S A B DE C V	2007-07	PURCHASE	2009-07		29,978	94,971			-64,993	
CEMEX S A B DE C V - CASH IN LIEU	2009-06	PURCHASE	2009-06		6				6	
CONOCOPHILLIPS	2007-07	PURCHASE	2009-07		53,927	100,223			-46,296	
PAYHEX	2004-08	PURCHASE	2009-07		18,235	25,222			-6,987	
PROCTOR & GAMBLE	2007-07	PURCHASE	2009-07		44,503	31,640			12,863	
STERICYCLE	2006-07	PURCHASE	2009-07		38,662	19,583			19,079	
TIME WARNER CABLE INC COM - CASH IN	2009-04	PURCHASE	2009-04		27				27	
TIME WARNER, INC - CASH IN LIEU	2009-04	PURCHASE	2009-04		7				7	
UNITED PARCEL SERVICE	2006-08	PURCHASE	2009-07		74,389	101,212			-26,823	
VANGUARD INDEX FUNDS	2008-10	PURCHASE	2009-07		86,220	101,791			-15,571	
WIPRO LTD - ADR	2007-07	PURCHASE	2009-07		21,068	23,250			-2,182	
WHOLE FOOD MARKET INC	2006-11	PURCHASE	2009-07		35,528	70,965			-35,437	
ZIMMER HOLDINGS INC	2006-07	PURCHASE	2009-07		30,771	42,742			-11,971	
MM CMNTY FDG CORP SUB INCM NT	2001-10	PURCHASE	2009-12		8,500	2,887,503			-2,879,003	
MMN CMNTY FNDG II LTD CDO	2001-12	PURCHASE	2009-12		6,500	1,204,214			-1,197,714	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
RIGGS NATL CORP WASH D S S/D REG DUE	2005-03	PURCHASE	2009-06		200,000	224,000			-24,000	

**TY 2009 Investments Corporate
Bonds Schedule**

Name: GORDON V & HELEN C SMITH FOUNDATION
EIN: 52-1440846

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RIGGGS NATIONAL CORP		

TY 2009 Investments Corporate
Stock Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION
EIN: 52-1440846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO.		
ABBOT LABORATORIES, INC.		
AIR PRODUCTS AND CHEMICALS, INC.		
AMERICAN ONLINE	20,615	5,919
AMGEN, INC.		
AMPHENOL CORP NEW CL A		
ANALOG DEVICES, INC.		
APPLIED MATERIALS		
AT&T INC	4,386	3,083
AUTOMATIC DATA PROCESSING		
BAKER HUGHES INC.		
BANKUNITED CAPITAL		
BARD C R INC.		
BELL MICROPRODUCTS INC.	224,666	166,850
BERKSHIRE HATHAWAY INC. CL B		
BEST BUY COMPANY,INC.		
BLUE POINT ENERGY PRODUCTS		
BP PLC		
BRIGHT HORIZONS FAMILY		
BRISTOL MEYERS SQUIBB		
BUCRYUS INTL CL A		
CALPINE CORPORATION		
CARDINAL HEALTH INC.		
CEMEX S A DE C V		
CIMAREX ENERGY CO.		
CISCO SYSTEMS (BGS)	10,422	8,140
CISCO SYSTEMS		
CONCOHILLIPS		
COUNTRYWIDE FINANCIAL CORP	624,891	90,541
COUNTRYWIDE FINANCIAL CORP (BGS)	491,000	274,393

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COVIDEN LTD		
CROWN NORTHCORP		
WALT DISNEY CO.		
EMC CORPORATION		
EMERSON ELECTRIC CO.		
EXXON MOBIL CORP		
FLEXTRONICS INTL LTD	286,335	985,500
FLIR SYSTEMS INC.		
FPL GROUP		
GAP INC.		
GENENTICH INC.		
GILETTE CO.		
W.W. GRAINGER INC.		
HARSCO CORP		
HELMERICH & PAYNE INC.		
HOME DEPOT		
HOSPIRA INC		
IDESS LABORATORIES INC		
IBM (BGS)	12,050	13,090
IBM		
INTEL CORPORATION		
ISSHARES RUSSELL 2000 VALUE		
JOHNSON AND JOHNSON		
KLA - TENCOR CORPORATION		
KRAFT FOODS INC.		
KRAFT FOODS CL A		
LINEAR TECHNOLOGY CORPP		
MARATHON OIL CORP		
M&T BANKCORP	179,282	298,463
MCDONALD'S CORPORATION		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEDCO HEALTY SOLUTIONS INC.		
MERCK & CO. INC.		
MICROSOFT CORPORATION		
MICROSOFT CORP	10,349	7,318
MILLIPORE CORP		
MORGAN STANLEY		
NEWCREST MNG LTD		
NOKIA CORP		
ORACLE CORP		
PAYCHEX, INC.		
PENN WEST ENERGY TR	688,802	529,760
PEPISCO INC.		
PFIZER INC.		
PHILIP MORRIS INTERNATIONAL INC.		
PROCTOR AND GAMBLE		
RELIANCE GROUP HOLDING		
SCHLUMBERGER LIMITED		
STERICYCLE		
SUNCOR ENERGY INC.		
TEVA PHARMACEUTICAL INDUTRIES LTD		
THOMAS & BETTS CORP		
TIME WARNER		
TURKIYE IS BANKAS AS	985,558	710,366
UNITED PARCEL SERVICE		
US BANCORP		
VANGUARD INDEX FUNDS		
VODAFONE GROUP PLC		
WALGREEN		
WAL-MART STORES INC.		
WHOLE FOOD MARKET, INC.		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WIPRO LTD		
XTO ENERGY INC		
YUM BRANDS INC.		
ZIMMER HOLDINGS INC.		
ZIMMER HOLDINGS INC. (CJS)		

TY 2009 Investments - Other Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL CROSSOVER PARTNERS LP	AT COST	1,333,558	1,822,214
DPI INVESTORS, L.L.C.	AT COST	4,034,845	583,800
FBR TECHNOLOGY VENTURES PARTNERS, LP	AT COST		
GERARD RESTAURANT PARTNERS, INC.	AT COST		
MILLER AND SMITH AT CENTERPARK, L.L.	AT COST		158,155
MILLER AND SMITH AT DULLES PARKWAY C	AT COST		1,665,900
MILLER AND SMITH AT MAPLE LAWN, L.L.	AT COST		199,700
MILLER AND SMITH AT WOODCREST, L.L.C	AT COST	511,828	
MM COMMUNITY FUNDING CORP SUB INCM N	AT COST		
MM COMMUNITY FUNDING II LTD CDO	AT COST		
MS PEMBROOKE INVESTORS, L.L.C.	AT COST	1,237,518	142,100
RNR III, LP	AT COST		
TSKI BANK	AT COST	270,000	

TY 2009 Legal Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	4,207			

TY 2009 Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OPPORTUNITY MICROFINANCE BANK	400,000	400,000	400,000
ACCRUED INTEREST - RIGGS 9 65% BONDS	5,683		

TY 2009 Other Decreases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
FEDERAL INCOME TAXES	16,714

TY 2009 Other Expenses Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
M&S AT CENTERPARK LLC				
OTHER EXPENSES	47,685			
DPI INVESTORS, L L C				
OTHER EXPENSES	19			
M&S AT MAPLE LAWN, L L C				
OTHER EXPENSES	128,319			
EXPENSES				
LOSS - M&S AT MAPLE LAWN		81,341		
INVESTMENT EXP - DPI INVESTOR		7		
INVESTMENT EXP - CENTERPARK		10,429		
INVESTMENT EXP - RNR II LP	7,629	7,629		
INVESTMENT EXP - M&S AT DPC L	1,030	1,030		
INVESTMENT EXP - VALUE LINE	2,042	2,042		
WRITE OFF OF INVESTMENTS	9,373,148	9,373,148		
MISCELLANEOUS	5,971	5,663		

TY 2009 Other Income Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
OTHER INCOME	4,509	4,509	
INCOME - RNR II L P	6,552	6,552	
INCOME - M&S AT DPC LLC	22,760	22,760	
INCOME - DPI INVESTORS, LLC	4,998		
INCOME - DPI INVESTORS, LLC	2,672	2,672	
INCOME - M&S AT CENTERPARK	976,517		
INCOME - M&S AT CENTERPARK	273,345	273,345	
INCOME - MS PEMBROOKE INVSTR	102,024		
INCOME - FINL INST PTRS LP	129,905	129,905	

TY 2009 Other Increases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
PRIOR PERIOD ADJUSTMENTS	515,646

TY 2009 Other Liabilities Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFICIT BALANCES - INVESTMENT K-1'S	446,270	556,696

TY 2009 Other Notes/Loans
Receivable Short Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION
EIN: 52-1440846

Name of 501(c)(3) Organization	Balance Due
NOTES RECEIVABLE - TSKI	225,000

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Aetas Mirabilis Foundation
2800 Pine Hollow Road, Oakton, VA 22124
- (ii) Amount of Grant: Grant of \$1,654,727 was given on June 5, 2009.
- (iii) Purpose of Grant: General Support for the Aetas Mirabilis Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) General support for Aetas Mirabilis Foundation, a Foundation operating a [insert purpose of grant] in amount listed above.
- (v) And (vi) Reports: Grantee has spent \$25,150 through December 31, 2009 from statements provided to the Foundation
- (vi) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Habdank Foundation
2810 Avenue of the Woods
Louisville Kentucky 40241
- (ii) Amount of Grant: Grant of \$1,000,000 was given on September 3, 2009.
- (iii) Purpose of Grant: General Support for the Habdank Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$275 through December 31, 2009 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.