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

OMB No. 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.LILLIAN S. SMITH FOUNDATION
1607 ST. JULIAN PLACE
COLUMBIA, SC 29204

A Employer identification number

57-1068768

B Telephone number (see the instructions)

(803) 254-8196

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 1,095,659.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in
columns (b), (c), and (d) may not neces-
sarily equal the amounts in column (a)
(see 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 (att sch)

266,070.

2 Check ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

249.

249.

249.

4 Dividends and interest from securities

13,439.

13,439.

13,439.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10.

-95,193.

b Gross sales price for all assets on line 6a 2,511,449.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

0.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

184,565.

13,688.

13,688.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 1

274.

b Accounting fees (attach sch) SEE ST 2

2,665.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instr) SEE STM 3

134.

134.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

10,202.

10,202.

24 Total operating and administrative expenses. Add lines 13 through 23

13,275.

10,336.

25 Contributions, gifts, grants paid PART XV

49,000.

49,000.

26 Total expenses and disbursements. Add lines 24 and 25

62,275.

10,336.

0.

49,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

122,290.

b Net investment income (if negative, enter -0-)

3,352.

c Adjusted net income (if negative, enter -0-)

13,688.

SCANNED MAY 21 2010

ADMINISTRATIVE EXPENSES

ADMINISTRATIVE EXPENSES

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11

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	298,330.	467,806.	467,806.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)			
	b Investments — corporate stock (attach schedule)	422,628.	354,954.	380,700.
	c Investments — corporate bonds (attach schedule)	222,991.	243,479.	247,153.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	943,949.	1,066,239.	1,095,659.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS OR	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	943,949.	1,066,239.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	943,949.	1,066,239.	
	31 Total liabilities and net assets/fund balances (see the instructions)	943,949.	1,066,239.	

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	943,949.
2 Enter amount from Part I, line 27a	2	122,290.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,066,239.
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	1,066,239.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	-95,193.
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 the instructions) If (loss), enter -0- in Part I, line 8		3	-99,293.

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 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 (column (b) divided by column (c))
2008	20,939.	895,939.	0.023371
2007	37,334.	748,561.	0.049874
2006	24,666.	479,814.	0.051407
2005		44,305.	
2004		8,104.	

2 Total of line 1, column (d)	2	0.124652
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	0.024930
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	850,712.
5 Multiply line 4 by line 3	5	21,208.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34.
7 Add lines 5 and 6	7	21,242.
8 Enter qualifying distributions from Part XII, line 4	8	49,000.

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

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

1 a 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 instr.)		1	34.
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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	34.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	34.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	68.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	68.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 34. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Form 990-PF (2009)

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>WILLIAM F. QUATTLEBAUM</u> Telephone no <u>(803) 254-8196</u> Located at <u>1607 ST. JULIAN PLACE, COLUMBIA, SC</u> ZIP + 4 <u>29204</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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Form 990-PF (2009)

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 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6b X

If '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 N/A

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 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
SAMUEL L. SMITH POST OFFICE BOX 3197 WEST COLUMBIA, SC 29171-3197	CEO 0	0.	0.	0.
WILLIAM F. QUATTLEBAUM 1607 ST. JULIAN PLACE COLUMBIA, SC 29204	CFO 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** – (see 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

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	570,269.
b	Average of monthly cash balances	1 b	293,398.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	863,667.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	863,667.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	12,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	850,712.
6	Minimum investment return. Enter 5% of line 5	6	42,536.

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

1	Minimum investment return from Part X, line 6	1	42,536.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	34.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	34.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,502.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,502.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	42,502.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	49,000.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	49,000.
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 instructions)	5	34.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,966.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				42,502.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			22,894.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 49,000.				
a Applied to 2008, but not more than line 2a			22,894.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				26,106.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				16,396.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

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

(4) Gross investment income.

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE STATEMENT 6				
Total			3a	49,000.
<i>b</i> Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

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 the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	249.	
4	Dividends and interest from securities			14	13,439.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-95,193.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-81,505.	
13	Total. Add line 12, columns (b), (d), and (e)				13	-81,505.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

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 the organization

LILLIAN S. SMITH FOUNDATION

Employer identification number

57-1068768

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule –

- ☒ For 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 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (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 their Form 990, or check the box on line H 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).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

LILLIAN S. SMITH FOUNDATION

57-1068768

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LILLIAN H. SMITH CHAR. LEAD TR 1607 ST JULIAN PLACE COLUMBIA, SC 29204	\$ 266,070.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LILLIAN S. SMITH FOUNDATION

57-1068768

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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

LILLIAN S. SMITH FOUNDATION

57-1068768

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 cols (a) through (e) and the following line entry.)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once – see instructions.)

► \$ N/A

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

LILLIAN S. SMITH FOUNDATION

57-1068768

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 274.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 2,665.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	\$ 134.	\$ 134.	\$ 0.	\$ 0.
TOTAL	\$ 134.	\$ 134.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEE	\$ 10,202.	\$ 10,202.	\$ 0.	\$ 0.
TOTAL	\$ 10,202.	\$ 10,202.	\$ 0.	\$ 0.

LILLIAN S. SMITH FOUNDATION

57-1068768

STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	477 BARCLAYS BANK PLC PFD IPATH S&P 500 VIX	SHORT TRM FUTURES PURCHASED	10/02/2009	12/04/2009
2	226 BARCLAYS BANK PLC PFD IPATH S&P 500 VIX	SHORT TRM FUTURES PURCHASED	10/30/2009	12/04/2009
3	606 BLDERS IDX FDS TR EMERGING MKTS 50 ADR IDX FD	PURCHASED	3/12/2009	6/25/2009
4	554 BLDERS IDX FDS TR EMERGING MKTS 50 ADR IDX FD	PURCHASED	3/12/2009	7/30/2009
5	1329 CLAYMORE SWM CAN ENERGY INC IDX	PURCHASED	6/12/2009	7/30/2009
6	325 CURRENCYSHARES AUSTALIAN DOLLAR TR	PURCHASED	11/04/2008	2/20/2009
7	280 CURRENCYSHARES CANADIAN DOLLAR TR	PURCHASED	3/19/2009	6/23/2009
8	2852 FIRST TRUST ISE-REVERE NATURAL GAS IDX FD	PURCHASED	5/19/2009	7/10/2009
9	3226 FIRST TRUST NASDAQ 100 EQUAL WEIGHTED IDX ETF	PURCHASED	9/10/2009	10/28/2009
10	691 FIRST TRUST NASDAQ 100 TECH SECTOR IDX ETF	PURCHASED	8/13/2009	10/29/2009
11	669 FIRST TRUST NASDAQ 100 TECH SECTOR IDX ETF	PURCHASED	8/13/2009	10/29/2009
12	1314 GREENHAVEN CONTINUOUS ETF COMMODITY IDX FD	PURCHASED	3/23/2009	4/22/2009
13	333 ISHARES BARCLAYS 10-20 YEAR TREASURY BD FD	PURCHASED	2/25/2009	5/19/2009
14	241 ISHARES BARCLAYS 7-10 YR TREASURY BD FD	PURCHASED	1/15/2008	1/06/2009
15	1110 ISHARES BARCLAYS 1-3 YR TREASURY BD FD	PURCHASED	2/27/2009	5/18/2009
16	362 ISHARES BARCALSY 20+ YR TRASURY BD FD	PURCHASED	12/24/2008	1/26/2009
17	466 ISHARES COMEX GOLD TR	PURCHASED	1/26/2009	2/26/2009
18	239 ISHARES COMEX GOLD TR	PURCHASED	11/03/2009	12/04/2009
19	2511 ISHARES DOW JONES US HOMES CONSTRUCTION FD	PURCHASED	12/05/2008	2/25/2009
20	593 ISHARES FTSE/XINHUA CHINA 25 IDX FD	PURCHASED	7/15/2009	8/17/2009
21	164 ISHARES IBOXV INV GRADE CORP BD FD ETF	PURCHASED	11/13/2008	4/07/2009
22	1873 ISHARES MSCI AUSTRIA INVESTABLE MKT IDX FD	PURCHASED	6/02/2009	8/03/2009
23	615 ISHARES MSCI EAFE IDX FD	PURCHASED	1/05/2009	2/23/2009
24	922 ISHARES MSCI MEXICO INVESTABLE MKT IDX FD	PURCHASED	8/24/2009	9/28/2009
25	2474 ISHARES MSCI SINGAPORE IDX FD	PURCHASED	6/02/2009	8/07/2009
26	897 ISHARES MSCI SINGAPORE IDX FD	PURCHASED	6/02/2009	8/24/2009
27	2244 ISHARES MSCI SINGAPORE IDX FD	PURCHASED	7/17/2009	8/24/2009
28	521 ISHARES MSCI TURKEY ETF IDX FD	PURCHASED	7/15/2009	11/10/2009
29	71 ISHARES MSCI TURKEY ETF IDX FD	PURCHASED	7/15/2009	11/20/2009
30	521 ISHARES MSCI TURKEY ETF IDX FD	PURCHASED	7/30/2009	11/20/2009
31	922 ISHARES S&P NORTH AMER TECH NETWORKING IDX ETF	PURCHASED	7/17/2009	8/07/2009
32	338 ISHARES TR NASDAQ BIOTECH IDX FD	PURCHASED	2/04/2009	3/09/2009
33	3096 ISHARES TR MSCI TAIWAN WEBS IDX	PURCHASED	4/02/2009	6/17/2009
34	1546 ISHARES TR MSCI TAIWAN WEBS IDX	PURCHASED	4/30/2009	6/17/2009
35	1439 ISHARES TR MSCI EMERGING MKTS IDX FD	PURCHASED	12/19/2008	2/27/2009
36	960 MARKET VECTOR GOLD MINERS	PURCHASED	5/21/2009	9/10/2009
37	534 MARKET VECTOR GOLD MINERS	PURCHASED	9/03/2009	9/10/2009
38	1317 MARKET VECTOR AGRIBUSINESS	PURCHASED	12/17/2008	3/02/2009
39	706 MARKET VECTOR AGRIBUSINESS	PURCHASED	5/08/2009	6/17/2009
40	595 MARKET VECTOR AGRIBUSINESS	PURCHASED	5/19/2009	6/17/2009

LILLIAN S. SMITH FOUNDATION

57-1068768

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
41	1015 MARKET VECTORS RUSSIA ETF	PURCHASED	8/06/2009	11/27/2009
42	648 MARKET VECTORS STEEL IDX FD	PURCHASED	9/15/2009	10/30/2009
43	1216 POWERSHARES DB AGRICULTURE FD	PURCHASED	3/19/2009	6/17/2009
44	1077 POWERSHARES DB BASE METALS FD	PURCHASED	3/06/2009	8/07/2009
45	1828 POWERSHARES DB G10 CURRENCY HARVEST FD	PURCHASED	4/22/2009	7/17/2009
46	1869 POWERSHARES DYNAMIC MID CAP GRWTH PORT	PURCHASED	2/11/2009	2/27/2009
47	1219 POWERSHARES DYNAMIC MID CAP GRWTH PORT	PURCHASED	2/11/2009	7/23/2009
48	1964 POWERSHARES DYNAMIC MKT NETWORKING PORTFOLIO	PURCHASED	7/30/2009	12/01/2009
49	1855 POWERSHARES DYNAMIC MKT SOFTWARE PORT	PURCHASED	4/02/2009	8/06/2009
50	1998 POWERSHARES DYNAMIC MKT BIOTECH & GENOME PORT	PURCHASED	8/13/2009	9/16/2009
51	1976 POWERSHARES DYNAMIC MKT BIOTECH & GENOME PORT	PURCHASED	8/27/2009	9/16/2009
52	1238 POWERSHARES EM MAR ETF SOV DE PT	PURCHASED	1/20/2009	2/25/2009
53	858 POWERSHARES EMERGING ETF MKTS INFRASTRUCTURE	PURCHASED	8/13/2009	9/16/2009
54	848 POWERSHARES EMERGING ETF MKTS INFRASTRUCTURE	PURCHASED	8/27/2009	9/16/2009
55	796 POWERSHARES QQQ ETF SERIES 1	PURCHASED	3/12/2009	5/18/2009
56	3182 POWERSHARES FINCL PRFD PORT	PURCHASED	1/06/2009	2/23/2009
57	1272 PROSHARES ULTRA ETF MID CAP 400	PURCHASED	12/12/2008	2/26/2009
58	1829 PROSHARES ULTRA ETF MID CAP 400	PURCHASED	12/17/2008	2/26/2009
59	1343 PROSHARES ULTRA DOW ETF 30	PURCHASED	12/03/2008	1/22/2009
60	204 PROSHARES ULTRA DOW ETF 30	PURCHASED	12/03/2008	1/23/2009
61	1343 PROSHARES ULTRA DOW ETF 30	PURCHASED	12/08/2008	1/23/2009
62	787 PROSHARES ULTRA OIL & GAS	PURCHASED	6/01/2009	7/02/2009
63	986 PROSHARES ULTRA QQQ	PURCHASED	1/26/2009	2/10/2009
64	720 PROSHARES ULTRA QQQ	PURCHASED	1/28/2009	2/10/2009
65	861 PROSHARES ULTRA QQQ	PURCHASED	1/28/2009	3/02/2009
66	3262 PROSHARES ULTRA S&P	PURCHASED	11/24/2008	1/23/2009
67	426 PROSHARES ULTRA SHORT S&P 500	PURCHASED	1/22/2009	1/28/2009
68	394 PROSHARES ULTRA SHORT S&P 500	PURCHASED	2/27/2009	3/06/2009
69	374 PROSHARES ULTRA SHORT S&P 500	PURCHASED	5/14/2009	6/01/2009
70	393 PROSHARES ULTRASHORT MSCI EMERGING MKTS	PURCHASED	1/23/2009	1/28/2009
71	566 PROSHARES ULTRASHORT LEHMAN 20+ YR TREAS	PURCHASED	1/23/2009	3/19/2009
72	272 PROSHARES ULTRASHORT LEHMAN 20+ YR TREAS	PURCHASED	5/28/2009	7/31/2009
73	1378 REVENUESHARES SMALL CAP	PURCHASED	4/15/2009	7/23/2009
74	786 REVENUESHARES SMALL CAP	PURCHASED	5/19/2009	7/23/2009
75	1819 REVENUESHARES SMALL CAP	PURCHASED	5/19/2009	8/06/2009
76	405 RYDEX S&P SMALLCAP 600 PURE VAL	PURCHASED	7/23/2009	9/16/2009
77	670 RYDEX S&P SMALLCAP 600 PURE VAL	PURCHASED	7/24/2009	9/16/2009
78	378 RYDEX S&P SMALLCAP 600 PURE VAL	PURCHASED	7/24/2009	11/11/2009
79	975 RYDEX S&P SMALLCAP 600 PURE VAL	PURCHASED	8/27/2009	10/08/2009
80	100 RYDEX S&P SMALLCAP 600 PURE VAL	PURCHASED	8/27/2009	10/08/2009
81	943 SELECT SECTOR SPDR TR UTIL	PURCHASED	12/15/2008	3/30/2009
82	855 SPDR METALS & MINING	PURCHASED	2/09/2009	3/17/2009
83	840 SPDR S&P EMERGING ASIA PACIFIC	PURCHASED	7/20/2009	8/27/2009
84	652 SPDR S&P SEMICONDUCTR	PURCHASED	7/15/2009	11/02/2009
85	811 SPDR S&P SEMICONDUCTR	PURCHASED	7/17/2009	11/02/2009

LILLIAN S. SMITH FOUNDATION

57-1068769

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
86	1759 ULTRA BASIC MATERIALS PS	PURCHASED	12/17/2008	2/26/2009
87	2597 ULTRA RUSSELL 2000 PROSHARES	PURCHASED	1/26/2009	2/27/2009
88	1406 ULTRA RUSSELL 2000 PROSHARES	PURCHASED	1/28/2009	2/27/2009
89	387 VANGUARD EXTENDED DURATION TREAS	PURCHASED	10/02/2009	11/12/2009
90	289 ISHARES BARCLAYS 7-10 YR TREASURY BD FD	PURCHASED	1/15/2008	6/12/2009
91	201 ISHARES BARCLAYS 1-3 YR TREASURY BD FD	PURCHASED	8/20/2007	1/06/2009
92	221 ISHARES BARCLAYS 1-3 YR TREASURY BD FD	PURCHASED	8/20/2007	5/18/2009
93	194 ISHARES BARCLAYS 3-7 YR TREAS BD FD	PURCHASED	12/20/2007	1/06/2009
94	70 ISHARES BARCLAYS 3-7 YR TREAS BD FD	PURCHASED	12/20/2007	6/02/2009
95	174 ISHARES BARCLAYS 3-7 YR TREAS BD FD	PURCHASED	1/15/2008	6/02/2009
96	CASH IN LIEU	PURCHASED	VARIOUS	12/31/2009
97	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	18,083.		25,337.	-7,254.				\$ -7,254.
2	8,568.		10,709.	-2,141.				-2,141.
3	20,422.		15,596.	4,826.				4,826.
4	21,042.		14,258.	6,784.				6,784.
5	17,689.		19,675.	-1,986.				-1,986.
6	20,812.		22,665.	-1,853.				-1,853.
7	24,217.		22,863.	1,354.				1,354.
8	32,541.		38,765.	-6,224.				-6,224.
9	57,426.		58,372.	-946.				-946.
10	12,997.		12,380.	617.				617.
11	12,671.		11,986.	685.				685.
12	28,466.		29,959.	-1,493.				-1,493.
13	36,723.		38,117.	-1,394.				-1,394.
14	23,201.		21,439.	1,762.				1,762.
15	93,180.		93,301.	-121.				-121.
16	38,783.		43,838.	-5,055.				-5,055.
17	43,221.		41,591.	1,630.				1,630.
18	26,964.		24,889.	2,075.				2,075.
19	19,193.		27,506.	-8,313.				-8,313.
20	23,306.		22,883.	423.				423.
21	15,213.		14,810.	403.				403.
22	33,722.		32,624.	1,098.				1,098.
23	21,931.		27,392.	-5,461.				-5,461.
24	40,074.		41,111.	-1,037.				-1,037.
25	25,407.		23,814.	1,593.				1,593.
26	9,228.		8,634.	594.				594.
27	23,085.		21,408.	1,677.				1,677.
28	26,352.		20,481.	5,871.				5,871.
29	3,319.		2,791.	528.				528.
30	24,353.		23,447.	906.				906.
31	22,994.		22,148.	846.				846.
32	20,197.		25,115.	-4,918.				-4,918.
33	29,528.		27,431.	2,097.				2,097.
34	14,745.		15,615.	-870.				-870.
35	30,284.		37,000.	-6,716.				-6,716.
36	42,379.		38,178.	4,201.				4,201.
37	23,574.		23,275.	299.				299.
38	32,100.		38,303.	-6,203.				-6,203.

LILLIAN S. SMITH FOUNDATION

57-1068768

STATEMENT 5 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
39	24,167.		23,518.	649.				\$ 649.
40	20,367.		21,678.	-1,311.				-1,311.
41	30,004.		24,633.	5,371.				5,371.
42	32,692.		34,123.	-1,431.				-1,431.
43	31,785.		30,791.	994.				994.
44	19,924.		13,331.	6,593.				6,593.
45	38,771.		37,379.	1,392.				1,392.
46	22,564.		24,979.	-2,415.				-2,415.
47	18,021.		16,292.	1,729.				1,729.
48	33,328.		31,479.	1,849.				1,849.
49	33,358.		27,030.	6,328.				6,328.
50	33,845.		32,665.	1,180.				1,180.
51	33,473.		33,355.	118.				118.
52	24,756.		26,240.	-1,484.				-1,484.
53	35,419.		32,861.	2,558.				2,558.
54	35,006.		32,453.	2,553.				2,553.
55	26,864.		22,200.	4,664.				4,664.
56	20,897.		47,619.	-26,722.				-26,722.
57	22,141.		27,414.	-5,273.				-5,273.
58	31,837.		43,857.	-12,020.				-12,020.
59	36,377.		39,492.	-3,115.				-3,115.
60	5,316.		5,999.	-683.				-683.
61	34,996.		44,048.	-9,052.				-9,052.
62	19,761.		24,656.	-4,895.				-4,895.
63	26,854.		25,720.	1,134.				1,134.
64	19,610.		19,627.	-17.				-17.
65	18,850.		23,470.	-4,620.				-4,620.
66	68,562.		80,637.	-12,075.				-12,075.
67	31,997.		35,183.	-3,186.				-3,186.
68	42,793.		38,567.	4,226.				4,226.
69	20,385.		22,562.	-2,177.				-2,177.
70	21,323.		26,928.	-5,605.				-5,605.
71	24,822.		25,524.	-702.				-702.
72	13,841.		15,496.	-1,655.				-1,655.
73	30,046.		22,668.	7,378.				7,378.
74	17,138.		15,368.	1,770.				1,770.
75	41,712.		35,565.	6,147.				6,147.
76	14,294.		11,002.	3,292.				3,292.
77	23,647.		18,265.	5,382.				5,382.
78	11,446.		10,305.	1,141.				1,141.
79	34,027.		32,097.	1,930.				1,930.
80	3,488.		3,292.	196.				196.
81	23,679.		26,772.	-3,093.				-3,093.
82	19,313.		26,193.	-6,880.				-6,880.
83	53,860.		55,017.	-1,157.				-1,157.
84	24,402.		23,242.	1,160.				1,160.
85	30,352.		29,360.	992.				992.
86	16,930.		28,934.	-12,004.				-12,004.
87	30,810.		43,556.	-12,746.				-12,746.
88	16,680.		24,493.	-7,813.				-7,813.
89	36,408.		42,580.	-6,172.				-6,172.
90	25,712.		25,709.	3.				3.
91	16,945.		16,275.	670.				670.

LILLIAN S. SMITH FOUNDATION

57-1068768

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
92	18,552.		17,894.	658.				\$ 658.
93	22,221.		20,471.	1,750.				1,750.
94	7,742.		7,386.	356.				356.
95	19,246.		18,686.	560.				560.
96	37.		0.	37.				37.
97								66.
TOTAL								\$ -95,193.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SISTERCARE P.O. BOX 1029 COLUMBIA, SC 29202	NONE	PUBLIC	GENERAL FUND	\$ 2,000.
SALVATION ARMY 2025 MAIN STREET COLUMBIA, SC 29201	NONE	PUBLIC	GENERAL FUND	10,000.
OLIVER GOSPEL MISSION 1100 TAYLOR STREET COLUMBIA, SC 29201	NONE	PUBLIC	GENERAL FUND	10,000.
HARVEST HOPE 2220 SHOP ROAD COLUMBIA, SC, 29201,	NONE	PUBLIC	GENERAL USE	10,000.
LUTHERAN FAMILY SERVICES 1118 UNION STREET COLUMBIA, SC 29201	NONE	PUBLIC	GENERAL USE	5,000.
UNITED METHODIST RELIEF CENTER 690 COLEMAN ROAD MT. PLEASANT, SC 29464	NONE	PUBLIC	GENERAL USE	1,000.
CHARLESTON AUTISM ACADEMY 950 WHIPPLE ROAD MT. PLEASANT, SC 29465	NONE	PUBLIC	GENERAL USE	1,000.
SOUTH CAROLINA STATE MUSEUM FOUNDATION 301 GERVAIS STREET COLUMBIA, SC 29201	NONE	PUBLIC	GENERAL USE	10,000.
TOTAL				\$ 49,000.