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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning MAR 1, 2009 , and ending FEB 28, 2010

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: CHARLES E. SMITH FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 2345 CRYSTAL DRIVE

City or town, state, and ZIP code: ARLINGTON, VA 22202

A Employer identification number: 31-1570183

B Telephone number: (703) 769-1023

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 ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 38,908,426.

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

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

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	217,966.	217,966.		STATEMENT 1
	4 Dividends and interest from securities	185,614.	185,614.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<2,004,480.>			
	b Gross sales price for all assets on line 6a 15,633,642.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	9,092.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	<1,591,808.>	403,580.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,665.	833.		832.
	b Accounting fees STMT 5	8,000.	4,000.		4,000.
	c Other professional fees				
	17 Interest	126,887.	126,887.		0.
	18 Taxes STMT 6	23,335.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	18,877.	18,877.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	178,764.	150,597.		4,832.
	25 Contributions, gifts, grants paid	2,372,800.			2,372,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,551,564.	150,597.		2,377,632.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<4,143,372.>			
	b **Net investment income** (if negative, enter -0-)		252,983.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

10530903 792894 31-1570183 2009.04020 CHARLES E. SMITH FAMILY FOU 31-15701

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	25,071,367.	4,505,526.	4,505,526.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	19,323,302.	36,003,421.	34,402,900.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER INVESTMENTS)	83,477.	0.	0.
	16 **Total assets** (to be completed by all filers)	44,478,146.	40,508,947.	38,908,426.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	44,478,146.	40,508,947.	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	44,478,146.	40,508,947.	
	31 **Total liabilities and net assets/fund balances**	44,478,146.	40,508,947.	

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	44,478,146.
2	Enter amount from Part I, line 27a	2	<4,143,372.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	174,173.
4	Add lines 1, 2, and 3	4	40,508,947.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,508,947.

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				
b	SEE ATTACHED STATEMENT			
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	15,633,642.		17,638,122.	<2,004,480.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<2,004,480.>

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 — <2,004,480.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	8,808,337.	46,191,479.	.190692
2007	19,238,034.	64,801,933.	.296874
2006	50,685,249.	103,620,994.	.489141
2005	12,137,043.	90,222,198.	.134524
2004	5,585,760.	71,248,385.	.078398

2	**Total** of line 1, column (d)	2	1.189629
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	.237926
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	38,072,287.
5	Multiply line 4 by line 3	5	9,058,387.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,530.
7	Add lines 5 and 6	7	9,060,917.
8	Enter qualifying distributions from Part XII, line 4	8	2,377,632.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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			1	5,060.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	5,060.
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	5,060.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	21,040.		
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	21,040.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	15,980.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	5,080.	**Refunded** ▶	11	10,900.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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?	1c		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?	2		X
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
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 instructions) ▶ 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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHARLES E. SMITH FAMILY FOUNDATION Telephone no ▶ (703) 769-8500
Located at ▶ 2345 CRYSTAL DRIVE, ARLINGTON, VA ZIP+4 ▶ 22202

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 N/A

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?	☐ 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 page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT P. KOGOD 2345 CRYSTAL DRIVE ARLINGTON, VA 22202	PRESIDENT 0.00	0.	0.	0.
ARLENE R. KOGOD 2345 CRYSTAL DRIVE ARLINGTON, VA 22202	TREASURER 0.00	0.	0.	0.
CLARICE R. SMITH 2345 CRYSTAL DRIVE ARLINGTON, VA 22202	SECRETARY 0.00	0.	0.	0.
DAVID B. SMITH 2345 CRYSTAL DRIVE ARLINGTON, VA 22202	VICE-PRESIDENT 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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**

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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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	1a	16,623,935.
b	Average of monthly cash balances	1b	22,028,133.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	38,652,068.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	38,652,068.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	579,781.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,072,287.
6	**Minimum investment return.** Enter 5% of line 5	6	1,903,614.

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	1,903,614.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 5,060.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,060.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,898,554.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,898,554.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,898,554.

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	1a	2,377,632.
b	Program-related investments - total from Part IX-B	1b	0.
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	2,377,632.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,377,632.

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				1,898,554.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 2,147,619.				
b From 2005 7,888,393.				
c From 2006 45,590,073.				
d From 2007 17,053,139.				
e From 2008 6,519,768.				
f Total of lines 3a through e	79,198,992.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 2,377,632.				
a Applied to 2008, but not more than line 2a			0.	
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				1,898,554.
e Remaining amount distributed out of corpus	479,078.			
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	79,678,070.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	2,147,619.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	77,530,451.			
10 Analysis of line 9:				
a Excess from 2005 7,888,393.				
b Excess from 2006 45,590,073.				
c Excess from 2007 17,053,139.				
d Excess from 2008 6,519,768.				
e Excess from 2009 479,078.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

ROBERT P. KOGOD

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED				2,372,800.
Total			▶ 3a	2,372,800.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	217,966.	
4 Dividends and interest from securities			14	185,614.	
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	<2,004,480.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND			01	9,092.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,591,808.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <1,591,808.>

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 9-14-10 Title:

Paid Preparer's Use Only

Preparer's signature: [signature]	Date: 9-9-10	Check if self-employed ▶ ☐ Preparer's identifying number: P00690169
Firm's name (or yours if self employed), address, and ZIP code: BAKER TILLY VIRCHOW KRAUSE, LLP 8219 LEESBURG PIKE, SUITE 800 VIENNA, VA 22182		EIN ▶
		Phone no. (703) 923-8300

Form **990-PF** (2009)

923622 02-02-10

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	MERRILL LYNCH - SEE ATTACHED	P	VARIOUS	VARIOUS
b	MERRILL LYNCH - SEE ATTACHED	P	VARIOUS	VARIOUS
c	GOLDMAN SACHS - SEE ATTACHED	P	VARIOUS	VARIOUS
d	GOLDMAN SACHS - SEE ATTACHED	P	VARIOUS	VARIOUS
e	CITI 6107 - SEE ATTACHED	P	VARIOUS	10/29/09
f	CITI 6107 - SEE ATTACHED	P	VARIOUS	10/29/09
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	142,850.		97,591.	45,259.
b	5,670,236.		6,324,068.	<653,832.>
c	1,861,070.		1,795,031.	66,039.
d	6,276,983.		7,486,777.	<1,209,794.>
e	1,656,130.		1,919,865.	<263,735.>
f	26,373.		14,790.	11,583.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				45,259.
b				<653,832.>
c				66,039.
d				<1,209,794.>
e				<263,735.>
f				11,583.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<2,004,480.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

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

SOURCE	AMOUNT
BANK OF AMERICA 1711	1,858.
CITI 6107	49.
EAST WEST BANK	64,591.
GOLDMAN, SACHS & CO.	50,720.
MERRILL LYNCH	100,748.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	217,966.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITI 3887	4,100.	0.	4,100.
GOLDMAN, SACHS & CO	64,441.	0.	64,441.
MERRILL LYNCH	117,073.	0.	117,073.
TOTAL TO FM 990-PF, PART I, LN 4	185,614.	0.	185,614.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	9,092.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,092.	0.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,665.	833.		832.
TO FM 990-PF, PG 1, LN 16A	1,665.	833.		832.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX CONSULTING	8,000.	4,000.		4,000.
TO FORM 990-PF, PG 1, LN 16B	8,000.	4,000.		4,000.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX EXPENSE	2,295.	0.		0.
ESTIMATED TAX ON NET INVESTMENT INCOME	21,040.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,335.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	18,399.	18,399.		0.
BANK SERVICE CHARGE	309.	309.		0.
MISCELLANEOUS EXPENSES	25.	25.		0.
FOREIGN TAXES PAID	144.	144.		0.
TO FORM 990-PF, PG 1, LN 23	18,877.	18,877.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
MERRILL LYNCH ADJUSTMENT TO COST BASIS	174,173.
TOTAL TO FORM 990-PF, PART III, LINE 3	174,173.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITIGROUP SECURITIES	0.	0.
MERRILL LYNCH SECURITIES	0.	0.
GOLDMAN SACHS SECURITIES	36,003,421.	34,402,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	36,003,421.	34,402,900.

Charles E. Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
Merrill Lynch							
Genentech Inc	575 00	10/15/2007	3/27/2009	54,625 00	44,573 08		10,051 92
Genentech Inc	400 00	1/3/2008	3/27/2009	38,000 00	26,827 64		11,172 36
Cree Inc	825 00	5/29/2008	5/27/2009	24,815.34	20,528 00	4,287 34	
FNMA	2,030,000 00	10/31/2007	7/13/2009	2,030,000 00	2,029,999.98		0 02
Juniper Networks Inc	1,375 00	10/22/2008	7/15/2009	34,265 70	25,463 49	8,802 21	
Amazon Com Inc	400 00	10/15/2007	7/21/2009	35,271 13	39,177 08		(3,905 95)
Amazon Com Inc	350 00	11/15/2007	7/21/2009	30,862 24	27,528 66		3,333 58
Amazon Com Inc	500 00	2/1/2008	7/21/2009	44,088 92	37,541 05		6,547 87
Amazon Com Inc	375 00	10/3/2008	7/21/2009	33,066 69	25,233 64	7,833 05	
Amazon Com Inc	575 00	10/16/2008	7/21/2009	50,702 25	26,365 71	24,336 54	
Sandisk Corp	1,911 00	7/9/2008	7/21/2009	35,219 01	33,368 06		1,850 95
Bed Bath & Beyond	375 00	6/11/2008	7/28/2009	12,923.51	10,982 00		1,941 51
Bed Bath & Beyond	685 00	3/6/2008	7/28/2009	23,606 00	19,244 00		4,362 00
Bed Bath & Beyond	40 00	3/3/2008	7/28/2009	1,378 00	1,119 00		259 00
Bed Bath & Beyond	845 00	1/3/2008	7/28/2009	29,119.00	23,584 00		5,535 00
Home Depot Inc	4,625 00	8/7/2008	8/14/2009	127,832 00	113,775 00		14,057 00
Artisan Intl Value Fd - INV	11,129 00	10/15/2007	11/13/2009	262,422 00	323,074 52		(60,652 52)
Artisan Intl Value Fd - INV	8,725 00	1/3/2008	11/13/2009	205,736 00	221,000 00		(15,264 00)
Artisan Intl Value Fd - INV	20,463 00	2/1/2008	11/13/2009	482,518 00	503,000.00		(20,482 00)
Hendersen Intl Opp Fd-A	9,881 87	10/15/2007	11/13/2009	199,518 00	290,527 09		(91,009 09)
Hendersen Intl Opp Fd-A	8,738 25	1/3/2008	11/13/2009	176,420 17	223,000 00		(46,579 83)
Hendersen Intl Opp Fd-A	25,233 25	2/1/2008	11/13/2009	509,454 30	595,000 00		(85,545 70)
Hendersen Intl Opp Fd-A	3,856 63	10/3/2008	11/13/2009	77,873 39	66,000 00		11,873 39
MFS Instl Intl Eq Fd	58,927 24	10/15/2007	11/13/2009	973,474 99	1,321,746 97		(348,271 98)
MFS Instl Intl Eq Fd	16,400 80	1/3/2008	11/13/2009	270,945 18	329,000 00		(58,054 82)
MFS Instl Intl Eq Fd	2,962 96	10/3/2008	11/13/2009	48,949 15	44,000 00		4,949.15
Total Merrill Lynch				**5,813,085.97**	**6,421,658.97**	**45,259.14**	**(653,832.14)**

Charles E. Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
Citibank 6107							
Legg Mason Emerging Markets	25,140 29	10/15/2007	10/29/2009	415,568 91	607,640 69		(192,072 78)
Legg Mason Emerging Markets	33,615 12	2/1/2008	10/29/2009	555,657 88	676,000 00		(120,342 12)
Legg Mason Emerging Markets	28,934 82	10/3/2008	10/29/2009	478,292 53	364,000 00		114,292 53
Legg Mason Emerging Markets	12,499 13	Reinvestments	10/29/2009	206,610 64	272,223 89		(65,613 25)
Legg Mason Emerging Markets	1,595 46	Reinvestments	10/29/2009	26,373 02	14,789 95	11,583 07	
Total Citibank 6107				**1,682,502.98**	**1,934,654.53**	**11,583.07**	**(263,735.62)**

Charles E. Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
Goldman 3639							
DIRECTV CMN	0 39	3/31/2008	11/25/2009	$12 51			$12 51
Goldman 3641							
CAISSE D'AMORTISSEMENT DE LA D 2 875% 10/22/2014 SR LIEN	150,000	1/21/2010	2/12/2010	$151,140 00	$151,159 67	($19 67)	
U S TREASURY NOTE 0 875000% 03/31/2011 MS ON THE RUN S	150,000	12/22/2009	2/5/2010	$150,826 17	$150,579 22	$246 95	
Goldman 3640							
BRITISH TELECOMMUNICATIONS PUB 06/15/2001 12/15/2010 8	150,000	12/2/2009	2/5/2010	$159,960 00	$161,100 00	($1,140 00)	
COSTCO WHOLESALE CORPORATION 5 3% 03/15/2012 SR LIEN N	150,000	12/21/2009	2/12/2010	$162,177 00	$161,560 04	$616 96	
Goldman 3637							
COCA-COLA COMPANY (THE) CMN	350	6/17/2008	12/2/2009	$20,337 21	$18,980 40		$1,356 81
COCA-COLA COMPANY (THE) CMN	1,270	10/15/2007	12/2/2009	$73,795 01	$73,249 90		$545 11
DELL INC CMN	635	9/10/2008	12/2/2009	$8,708 99	$12,255 50		($3,546 51)
DELL INC CMN	3,485	9/10/2008	12/2/2009	$47,796 59	$67,285 25		($19,488 66)
DEVON ENERGY CORPORATION (NEW) CMN	175	10/3/2008	12/2/2009	$11,958 42	$14,650 91		($2,692 49)
DEVON ENERGY CORPORATION (NEW) CMN	850	10/15/2007	12/2/2009	$58,083 76	$75,702 95		($17,619 19)
DIRECTV CMN	400	3/31/2008	12/2/2009	$12,592 36	$7,681 87		$4,910 48
DIRECTV CMN	1,900	4/18/2008	12/2/2009	$59,813 68	$40,335 89		$19,477 80
DOLBY LABORATORIES, INC CMN CLASS A	30	10/21/2008	12/2/2009	$1,348 42	$936 38		$412 04
DOLBY LABORATORIES, INC CMN CLASS A	60	10/22/2008	12/2/2009	$2,696 83	$1,810 15		$886 68
DOLBY LABORATORIES, INC CMN CLASS A	10	10/20/2008	12/2/2009	$449 47	$309 75		$139 72
DOLBY LABORATORIES, INC CMN CLASS A	50	10/17/2008	12/2/2009	$2,247 36	$1,543 07		$704 29
DOLBY LABORATORIES, INC CMN CLASS A	90	10/16/2008	12/2/2009	$4,045 25	$2,567 55		$1,477 70
DOLBY LABORATORIES, INC CMN CLASS A	140	10/23/2008	12/2/2009	$6,292 61	$4,125 14		$2,167 47
EBAY INC CMN	350	2/1/2008	12/2/2009	$8,400 66	$9,967 30		($1,566 64)
EBAY INC CMN	130	8/6/2008	12/2/2009	$3,120 24	$3,286 40		($166 16)
EBAY INC CMN	150	10/18/2007	12/2/2009	$3,600 28	$5,720 78		($2,120 50)
EBAY INC CMN	200	2/22/2008	12/2/2009	$4,800 38	$5,424 34		($623 96)
EBAY INC CMN	725	1/3/2008	12/2/2009	$17,401 37	$23,878 75		($6,477 38)
EBAY INC CMN	875	10/15/2007	12/2/2009	$21,001.65	$33,967 33		($12,965 68)
EL PASO CORP CMN	500	2/1/2008	12/2/2009	$4,846 62	$8,240 00		($3,393 38)
EL PASO CORP CMN	3,975	1/18/2008	12/2/2009	$38,530 67	$68,130 31		($29,599 64)
EL PASO CORP CMN	2,065	9/17/2008	12/2/2009	$20,016 56	$27,650 36		($7,633 80)
ELECTRONIC ARTS CMN	28	2/1/2008	12/2/2009	$475 98	$1,361 16		($885 18)
EMC CORPORATION MASS CMN	600	2/1/2008	12/2/2009	$10,204 18	$9,737 76		$466 42
EMC CORPORATION MASS CMN	850	10/3/2008	12/2/2009	$14,455 92	$9,940 75		$4,515 17
EMC CORPORATION MASS CMN	1,250	4/18/2008	12/2/2009	$21,258 70	$19,225 00		$2,033 70
EMC CORPORATION MASS CMN	1,500	10/15/2007	12/2/2009	$25,510 44	$33,750 00		($8,239 56)
EMC CORPORATION MASS CMN	1,800	1/3/2008	12/2/2009	$30,612 53	$31,825 26		($1,212 73)
EXELON CORPORATION CMN	200	10/3/2008	12/2/2009	$9,849 75	$12,069 54		($2,219 79)
EXELON CORPORATION CMN	25	4/18/2008	12/2/2009	$1,231 22	$2,171 25		($940 03)
EXELON CORPORATION CMN	610	10/15/2007	12/2/2009	$30,041 73	$47,622 70		($17,580 97)
EXPEDIA, INC CMN	1,075	10/3/2008	12/2/2009	$27,913 27	$14,878 75		$13,034 52

Charles E. Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
EXPEDIA, INC CMN	850	2/1/2008	12/2/2009	$22,070 96	$19,627 02		$2,443 94
EXPEDIA, INC CMN	4,025	6/25/2008	12/2/2009	$104,512 47	$80,797 45		$23,715 02
FOREST LABORATORIES INC CMN	125	1/3/2008	12/2/2009	$3,924 81	$4,502 64		($577 83)
FOREST LABORATORIES INC CMN	2,650	4/18/2008	12/2/2009	$83,206 00	$95,390 73		($12,184 73)
FOREST LABORATORIES INC CMN	400	10/3/2008	12/2/2009	$12,559 40	$10,618 48		$1,940 92
GENERAL ELECTRIC CO CMN	105	9/16/2008	12/2/2009	$1,690 18	$2,569 35		($879 17)
GENERAL ELECTRIC CO CMN	950	9/16/2008	12/2/2009	$15,292 14	$23,307 30		($8,015 16)
GENERAL ELECTRIC CO CMN	3,225	8/6/2008	12/2/2009	$51,912 77	$93,064.15		($41,151 38)
GENZYME CORP CMN	1,100	4/18/2008	12/2/2009	$56,554 71	$82,029 97		($25,475 26)
GOOGLE, INC CMN CLASS A	42	10/22/2008	12/2/2009	$24,762 56	$15,044 08		$9,718 48
HEWLETT-PACKARD CO CMN	207	8/20/2008	12/2/2009	$10,254.51	$9,343 63		$910 88
INTEL CORPORATION CMN	1,700	10/15/2007	12/2/2009	$33,574 14	$43,911 00		($10,336 86)
INTEL CORPORATION CMN	334	2/1/2008	12/2/2009	$6,596 33	$7,257 82		($661 49)
INTEL CORPORATION CMN	367	10/15/2007	12/2/2009	$7,248 06	$9,479 61		($2,231 55)
INTL BUSINESS MACHINES CORP CMN	125	1/3/2008	12/2/2009	$15,994 38	$13,142 50		$2,851.88
INTL BUSINESS MACHINES CORP CMN	442	10/30/2007	12/2/2009	$56,556.11	$50,708 71		$5,847 40
J C PENNEY CO INC (HLDNG CO) CMN	350	4/18/2008	12/2/2009	$10,118 41	$13,936 65		($3,818 24)
J C PENNEY CO INC (HLDNG CO) CMN	1,750	3/14/2008	12/2/2009	$50,592 07	$69,558 47		($18,966 40)
JOHNSON & JOHNSON CMN	1,085	10/15/2007	12/2/2009	$69,354 99	$71,265 35		($1,910 36)
JPMORGAN CHASE & CO CMN	600	4/18/2008	12/2/2009	$25,132 16	$27,689 10		($2,556 94)
JPMORGAN CHASE & CO CMN	1,081	1/22/2008	12/2/2009	$45,279 76	$43,671 32		$1,608.44
KRAFT FOODS INC CMN CLASS A	300	2/1/2008	12/2/2009	$8,011.53	$8,804 55		($793 02)
KRAFT FOODS INC CMN CLASS A	1,250	10/30/2007	12/2/2009	$33,381 39	$41,084 75		($7,703 36)
KRAFT FOODS INC CMN CLASS A	1,850	10/15/2007	12/2/2009	$49,404 46	$62,289 13		($12,884 67)
L-3 COMMUNICATIONS HLDGS INC CMN	500	4/18/2008	12/2/2009	$39,248 83	$56,992.90		($17,744 07)
L-3 COMMUNICATIONS HLDGS INC CMN	225	6/6/2008	12/2/2009	$17,661 98	$22,418 96		($4,756 98)
LIBERTY GLOBAL INC CMN CLASS A	400	4/18/2008	12/2/2009	$7,803 64	$13,954 44		($6,150 80)
LIBERTY GLOBAL INC CMN CLASS A	225	10/15/2007	12/2/2009	$4,389 54	$9,412 49		($5,022 94)
LIBERTY MEDIA HLDG CORP CMN SERIES A INTERACTIVE	700	1/3/2008	12/2/2009	$7,751 81	$12,640 04		($4,888 23)
LIBERTY MEDIA HLDG CORP CMN SERIES A INTERACTIVE	1,150	10/3/2008	12/2/2009	$12,735 12	$13,029 39		($294 27)
LIBERTY MEDIA HLDG CORP CMN SERIES A INTERACTIVE	5,475	4/18/2008	12/2/2009	$60,630 23	$85,359 63		($24,729 40)
LIBERTY MEDIA HOLDING CORP CAPITAL CMN SERIES A TRACKIN	2,555	4/18/2008	12/2/2009	$58,913 97	$41,121 19		$17,792 78
LIBERTY MEDIA HOLDING CORP CAPITAL CMN SERIES A TRACKIN	75	6/4/2008	12/2/2009	$1,729 37	$1,122 73		$606 64
LIBERTY MEDIA HOLDING CORP CAPITAL CMN SERIES A TRACKIN	20	6/11/2008	12/2/2009	$461 17	$299 98		$161 19
LOWES COMPANIES INC CMN	475	4/18/2008	12/2/2009	$10,757 38	$11,826 98		($1,069 60)
LOWES COMPANIES INC CMN	1,075	10/15/2007	12/2/2009	$24,345 65	$30,223 84		($5,878 19)
LOWES COMPANIES INC CMN	1,625	1/3/2008	12/2/2009	$36,801 57	$36,291 78		$509 79
ORACLE CORPORATION CMN	125	4/18/2008	12/2/2009	$2,819 93	$2,684 81		$135 12
ORACLE CORPORATION CMN	548	10/30/2007	12/2/2009	$12,362 55	$11,834 12		$528 43
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184	17	9/15/2008	12/2/2009	$709 22	$1,391 62		($682 40)
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184	168	9/16/2008	12/2/2009	$7,008 78	$13,752 73		($6,743 95)
WALT DISNEY COMPANY (THE) CMN	625	1/3/2008	12/2/2009	$19,215 44	$19,971 88		($756 44)
WALT DISNEY COMPANY (THE) CMN	1,288	10/15/2007	12/2/2009	$39,599 18	$45,143 76		($5,544 58)

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Goldman 3637							
ALCON, INC CMN	89	12/2/2009	2/9/2010	$13,998 43	$13,323 77	$674 66	
ANSYS INC CMN	369	12/2/2009	1/27/2010	$15,350.24	$14,717 86	$632.38	
CONSOL ENERGY INC CMN	345	12/2/2009	2/2/2010	$16,941 35	$16,237 33	$704 02	
CONSOL ENERGY INC CMN	153	12/2/2009	2/25/2010	$7,426 26	$7,189 77	$236 49	
FIRST SOLAR, INC CMN	150	12/3/2008	12/2/2009	$18,311 52	$18,541 50	($229 98)	
MORGAN STANLEY CMN	2,275	12/18/2008	12/2/2009	$70,386 92	$39,459 44	$30,927 48	
RIO TINTO PLC SPONSORED ADR	86	12/2/2009	1/20/2010	$19,689 32	$18,641 85	$1,047 47	
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184	185	1/12/2009	12/2/2009	$7,718 00		$7,718 00	
ROPER INDS INC (NEW) CMN	227	12/2/2009	2/26/2010	$12,588 42	$12,137 19	$451 23	
SCHLUMBERGER LTD CMN	349	12/2/2009	1/28/2010	$22,792 45	$22,539 95	$252 50	
SCHLUMBERGER LTD CMN	149	12/2/2009	2/9/2010	$9,587 93	$9,611 61	($23 68)	
Goldman 3635							
ABBOTT LABORATORIES CMN	345	6/30/2008	12/4/2009	$18,526 71	$18,347 10		$179 61
ABBOTT LABORATORIES CMN	417	6/30/2008	12/4/2009	$22,393 16	$22,201 75		$191 41
ABBOTT LABORATORIES CMN	708	6/30/2008	12/4/2009	$38,020 04	$37,695 05		$324 99
ACE LIMITED CMN	800	7/17/2008	12/4/2009	$39,026 99	$39,008 00		$18 99
AMERICAN EXPRESS CO CMN	551	10/15/2007	12/4/2009	$21,606 47	$33,726 71		($12,120 24)
AMERICAN EXPRESS CO CMN	147	4/18/2008	12/4/2009	$5,764 34	$6,858 43		($1,094 09)
AMERICAN EXPRESS CO CMN	174	10/15/2007	12/4/2009	$6,823 10	$10,650 54		($3,827 44)
AMERICAN EXPRESS CO CMN	1,250	1/3/2008	12/4/2009	$49,016 49	$63,822 63		($14,806 14)
AMGEN INC CMN	350	10/15/2007	12/4/2009	$19,858 49	$20,251 00		($392 51)
AMGEN INC CMN	193	11/15/2007	12/4/2009	$10,950 54	$10,601.86		$348 68
AMGEN INC CMN	778	1/3/2008	12/4/2009	$44,142 58	$36,363 72		$7,778 86
ANADARKO PETROLEUM CORP CMN	236	10/15/2007	12/4/2009	$14,185 95	$13,579 11		$606 84
ANADARKO PETROLEUM CORP CMN	1,169	4/18/2008	12/4/2009	$70,268 54	$79,141 18		($8,872 64)
ANADARKO PETROLEUM CORP CMN	122	7/24/2008	12/4/2009	$7,333 41	$7,134 56		$198 85
AON CORPORATION CMN	1,900	10/15/2007	12/4/2009	$73,129 12	$86,335 82		($13,206 70)
AUTODESK INC CMN	125	2/27/2008	12/4/2009	$3,121 17	$4,124 96		($1,003 79)
AUTODESK INC CMN	1,500	4/18/2008	12/4/2009	$37,454 03	$49,474 65		($12,020 62)
BAKER HUGHES INC CMN	225	1/3/2008	12/4/2009	$8,775 43	$18,363 60		($9,588 17)
BAKER HUGHES INC CMN	175	10/15/2007	12/4/2009	$6,825 33	$17,250 10		($10,424 77)
BAKER HUGHES INC CMN	325	2/1/2008	12/4/2009	$12,675 62	$20,731 75		($8,056 14)
BAKER HUGHES INC CMN	400	10/3/2008	12/4/2009	$15,600 76	$20,204 00		($4,603 24)
BIOGEN IDEC INC CMN	2,375	12/13/2007	12/4/2009	$114,346 18	$134,774.60		($20,428.42)
BIOGEN IDEC INC CMN	500	5/19/2008	12/4/2009	$24,072 88	$31,734 25		($7,661 37)
BIOGEN IDEC INC CMN	25	6/11/2008	12/4/2009	$1,203 64	$1,488 80		($285 16)
BIOGEN IDEC INC CMN	400	4/18/2008	12/4/2009	$19,258 30	$26,510 56		($7,252 26)
BROADCOM CORP CL-A CMN CLASS A	850	4/18/2008	12/4/2009	$26,162 75	$19,443 75		$6,719 00
BROADCOM CORP CL-A CMN CLASS A	28	10/3/2008	12/4/2009	$861 83	$472 30		$389 54
BROADCOM CORP CL-A CMN CLASS A	1,150	4/18/2008	12/4/2009	$35,396 66	$26,306 25		$9,090 41
CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP COM	2,975	4/18/2008	12/4/2009	$74,347 20	$68,485 10		$5,862 10
CELGENE CORPORATION CMN	179	12/3/2008	12/4/2009	$9,995 10	$9,164 43		$830 67
CEMEX, S A B DE C V SPONSORED ADR CMN	702	4/18/2008	12/4/2009	$8,099 61	$18,275 76		($10,176 15)

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CEMEX, S A B DE C V SPONSORED ADR CMN	1,742	1/3/2008	12/4/2009	$20,099 03	$42,951 02		($22,851 99)
CEMEX, S A B DE C V SPONSORED ADR CMN	274	5/8/2008	12/4/2009	$3,161 38	$7,611 22		($4,449 84)
CEMEX, S A B DE C V SPONSORED ADR CMN	1,234	10/15/2007	12/4/2009	$14,237 77	$39,253 62		($25,015 85)
CEMEX, S A B DE C V SPONSORED ADR CMN	1,898	10/3/2008	12/4/2009	$21,898 94	$25,902 96		($4,004 02)
CHEVRON CORPORATION CMN	965	10/15/2007	12/4/2009	$75,245 96	$89,211 16		($13,965 20)
CHEVRON CORPORATION CMN	100	2/1/2008	12/4/2009	$7,797 51	$8,191 85		($394 34)
CHEVRON CORPORATION CMN	100	10/3/2008	12/4/2009	$7,797 51	$8,071 00		($273 49)
CISCO SYSTEMS, INC CMN	50	4/8/2008	12/4/2009	$1,207.47	$1,204 17		$3 30
CISCO SYSTEMS, INC CMN	620	9/10/2008	12/4/2009	$14,972 61	$14,355 23		$617 38
COMCAST CORPORATION CMN CLASS A NON VOTING	5,025	4/18/2008	12/4/2009	$76,528.78	$100,797 48		($24,268 70)
COMCAST CORPORATION CMN CLASS A NON VOTING	450	1/3/2008	12/4/2009	$6,853 32	$7,690 50		($837 18)
CONOCOPHILLIPS CMN	200	10/3/2008	12/4/2009	$10,129 74	$13,505 30		($3,375 56)
CONOCOPHILLIPS CMN	52	4/18/2008	12/4/2009	$2,633 73	$4,349 90		($1,716 17)
COVIDIEN PLC CMN	18	4/18/2008	12/4/2009	$850 47	$827 46		$23 01
CVS CAREMARK CORPORATION CMN	175	4/18/2008	12/4/2009	$5,372 36	$7,136 50		($1,764 14)
CVS CAREMARK CORPORATION CMN	225	10/3/2008	12/4/2009	$6,907 32	$7,269 53		($362 21)
CVS CAREMARK CORPORATION CMN	2,575	10/15/2007	12/4/2009	$79,050 47	$102,742 50		($23,692 03)
ELECTRONIC ARTS CMN	979	10/15/2007	12/4/2009	$15,898 55	$59,055.04		($43,156 49)
HEWLETT-PACKARD CO CMN	1	8/20/2008	12/4/2009	$49 70	$45 14		$4 56
INTEL CORPORATION CMN	3	10/15/2007	12/4/2009	$61 31	$77 49		($16 18)
JOHNSON & JOHNSON CMN	1	10/15/2007	12/4/2009	$64 28	$65 68		($1 40)
METLIFE, INC CMN	615	10/9/2008	12/4/2009	$21,565 77	$17,588 32		$3,977 45
NVIDIA CORP CMN	3	7/8/2008	12/4/2009	$42 62	$36 18		$6 44
NVIDIA CORP CMN	397	7/8/2008	1/5/2010	$7,407 18	$4,787 30		$2,619 88
ORACLE CORPORATION CMN	2	10/15/2007	12/4/2009	$45 65	$43 94		$1 71
WALT DISNEY COMPANY (THE) CMN	2	10/15/2007	12/4/2009	$61 67	$70.10		($8 43)
WALT DISNEY COMPANY (THE) CMN	276	10/15/2007	1/5/2010	$8,806 05	$9,673 66		($867 61)
Goldman 3635							
ABB LTD SPONSORED ADR CMN	2,650	12/4/2008	12/4/2009	$49,024 80	$30,767 56	$18,257 24	
AMERICAN EAGLE OUTFITTERS INC (NEW)	1,241	12/4/2009	2/9/2010	$19,954 65	$19,734 75	$219 90	
AMERICAN EAGLE OUTFITTERS INC (NEW)	251	1/14/2010	2/9/2010	$4,035 95	$4,362 38	($326 43)	
ASML HOLDING NV ADR CMN	630	12/4/2009	2/9/2010	$19,872 65	$20,726 94	($854 29)	
ATHEROS COMMUNICATIONS INC CMN	127	12/4/2009	1/14/2010	$4,557 97	$3,876 14	$681 83	
AVON PRODUCTS INC CMN	227	12/4/2009	1/5/2010	$7,296 54	$8,019 91	($723 37)	
AVON PRODUCTS INC CMN	648	12/4/2009	2/8/2010	$19,019 52	$22,893 84	($3,874 32)	
AVON PRODUCTS INC CMN	147	1/14/2010	2/8/2010	$4,314 62	$4,743 69	($429 08)	
BHP BILLITON LTD SPONSORED ADR CMN	64	12/4/2009	1/14/2010	$5,166 65	$4,812.80	$353 85	
BHP BILLITON LTD SPONSORED ADR CMN	193	12/4/2009	1/21/2010	$14,415 96	$14,513 60	($97 64)	
BROCADE COMMUNICATIONS SYSTEMS CMN	1,243	12/4/2009	2/9/2010	$7,810 04	$8,747 98	($937 94)	
CME GROUP INC CMN CLASS A	65	12/4/2009	1/25/2010	$20,038 00	$21,432 77	($1,394 76)	
CME GROUP INC CMN CLASS A	15	1/14/2010	1/25/2010	$4,624 16	$5,132 10	($507 94)	
FREEPORT-MCMORAN COPPER & GOLD CMN	34	12/4/2009	1/14/2010	$2,893 02	$2,710 00	$183 02	
FREEPORT-MCMORAN COPPER & GOLD CMN	180	12/4/2009	1/21/2010	$13,822 49	$14,347 08	($524 59)	
STARBUCKS CORP CMN	107	12/4/2009	1/14/2010	$2,524 09	$2,313 50	$210 59	

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WESTERN UNION COMPANY (THE) CMN	989	12/4/2009	2/3/2010	$17,781 30	$17,906 24	($124 94)	
WESTERN UNION COMPANY (THE) CMN	223	1/14/2010	2/3/2010	$4,009 33	$4,424 32	($414 99)	
Goldman 3636							
CONOCOPHILLIPS CMN	400	10/15/2007	12/7/2009	$20,311 47	$34,510 24		($14,198 77)
ISHARES RUSSELL 2000 INDEX FUND	4,525	10/3/2008	12/7/2009	$272,177 18	$284,522 50		($12,345 32)
ISHARES RUSSELL 2000 INDEX FUND	22,150	4/18/2008	12/7/2009	$1,332,314.84	$1,597,482 36		($265,167 52)
MICROSOFT CORPORATION CMN	55	10/15/2007	1/25/2010	$1,619 84	$1,657 70		($37 86)
PROCTER & GAMBLE COMPANY (THE) CMN	790	10/15/2007	12/7/2009	$49,049 83	$56,056 03		($7,006 20)
Goldman 3636							
APPLE, INC CMN	55	12/7/2009	12/22/2009	$10,952 79	$10,410.55	$542 24	
APPLE, INC CMN	50	12/7/2009	1/27/2010	$10,362 80	$9,464 14	$898 66	
BOSTON SCIENTIFIC CORP COMMON STOCK	1,025	12/7/2009	1/29/2010	$8,865 93	$8,697 74	$168 19	
BOSTON SCIENTIFIC CORP COMMON STOCK	590	1/14/2010	2/1/2010	$5,007 15	$5,593 20	($586 05)	
BOSTON SCIENTIFIC CORP COMMON STOCK	1,760	12/7/2009	2/1/2010	$14,936 57	$14,934 66	$1 91	
DAVITA INC CMN	195	12/7/2009	1/28/2010	$11,722 16	$11,617 75	$104 41	
LABORATORY CORPORATION OF AMER CMN	225	12/7/2009	1/22/2010	$16,292 24	$16,569 00	($276.76)	
SILGAN HOLDINGS INC CMN	68	12/7/2009	12/24/2009	$3,893 69	$3,600 96	$292 73	
SILGAN HOLDINGS INC CMN	215	12/7/2009	12/28/2009	$12,573 49	$11,385 39	$1,188 10	
SILGAN HOLDINGS INC CMN	90	12/7/2009	1/25/2010	$4,800 22	$4,765 98	$34 24	
SILGAN HOLDINGS INC CMN	240	12/7/2009	1/26/2010	$12,629 69	$12,709 27	($79 58)	
THERMO FISHER SCIENTIFIC INC CMN	5	12/15/2008	12/7/2009	$242 69	$150 45	$92 24	
VISA INC CMN CLASS A	105	12/7/2009	1/28/2010	$8,687 08	$8,397 82	$289 26	
WESTERN UNION COMPANY (THE) CMN	1,720	12/7/2009	2/23/2010	$27,654 32	$31,265 64	($3,611 32)	
WESTERN UNION COMPANY (THE) CMN	425	1/14/2010	2/23/2010	$6,833 19	$8,402 25	($1,569 06)	
XTO ENERGY INC CMN	230	12/7/2009	12/16/2009	$10,823 98	$9,469 10	$1,354 88	
XTO ENERGY INC CMN	245	12/7/2009	12/17/2009	$11,524 94	$10,086 65	$1,438 29	
Goldman 3704							
AMB PROPERTY CORP CMN	203	12/7/2009	12/14/2009	$4,990 80	$5,064 54	($73 74)	
AMERICAN CAMPUS CMNTYS, INC CMN	31	12/7/2009	12/9/2009	$829 58	$838 55	($8 97)	
APARTMENT INVT & MGMT CO CL-A CMN CLASS A	306	12/14/2009	2/17/2010	$5,105 54	$4,668 26	$437 28	
AVALONBAY COMMUNITIES INC CMN	68	12/7/2009	2/4/2010	$5,073 79	$5,197 24	($123 45)	
BIOMED REALTY TRUST INC CMN	386	12/7/2009	12/14/2009	$5,634 04	$5,813 16	($179.12)	
BRANDYWINE REALTY TRUST NEW CMN	424	12/7/2009	12/14/2009	$4,344 00	$4,558 00	($214 00)	
CAMDEN PROPERTY TRUST CMN	360	12/7/2009	12/14/2009	$13,900 93	$14,652 00	($751 07)	
CORRECTIONS CORP OF AMERICA CMN	54	12/7/2009	12/16/2009	$1,367 81	$1,348 00	$19 81	
CORRECTIONS CORP OF AMERICA CMN	155	12/7/2009	1/27/2010	$3,011 84	$3,869 27	($857 42)	
CORRECTIONS CORP OF AMERICA CMN	60	12/14/2009	1/27/2010	$1,165 88	$1,518 76	($352 88)	
CORRECTIONS CORP OF AMERICA CMN	504	1/14/2010	1/27/2010	$9,793 35	$11,738 50	($1,945 15)	
EDUCATION REALTY TRUST, INC CMN	58	12/7/2009	12/29/2009	$286 12	$300 44	($14 32)	
EDUCATION REALTY TRUST, INC CMN	399	12/7/2009	12/30/2009	$1,930 74	$2,066 82	($136 08)	
EDUCATION REALTY TRUST, INC CMN	190	12/7/2009	12/31/2009	$924 14	$984 20	($60 06)	
ENTERTAINMENT PROPERTIES TRUST SHARES OF BENEFICIAL INT	35	12/7/2009	12/16/2009	$1,210 83	$1,189 30	$21 53	

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EQUITY LIFESTYLE PPTYS INC CMN	111	12/7/2009	12/29/2009	$5,583 91	$5,596 00	($12 09)	
EQUITY LIFESTYLE PPTYS INC CMN	76	12/7/2009	12/30/2009	$3,789 64	$3,831 50	($41 86)	
EQUITY RESIDENTIAL CMN	604	12/7/2009	12/14/2009	$19,392 41	$19,859 52	($467 11)	
EQUITY RESIDENTIAL CMN	42	12/7/2009	1/27/2010	$1,323 57	$1,380 96	($57 39)	
EQUITY RESIDENTIAL CMN	97	1/14/2010	1/27/2010	$3,056 81	$3,257 28	($200 47)	
ESSEX PROPERTY TRUST INC CMN	30	12/7/2009	2/3/2010	$2,396 96	$2,468 10	($71 14)	
HCP, INC CMN	89	12/7/2009	12/9/2009	$2,824 93	$2,901 40	($76 47)	
HEALTH CARE REIT INC (DEL) CMN	153	12/7/2009	12/14/2009	$6,983.52	$7,024 23	($40 71)	
HERSHA HOSPITALITY TRUST CLASS A COMMON SHARES OF BEN	529	12/7/2009	12/10/2009	$1,375 67	$1,430 75	($55 08)	
HERSHA HOSPITALITY TRUST CLASS A COMMON SHARES OF BEN	256	12/7/2009	12/11/2009	$680 07	$692 39	($12 32)	
HOSPITALITY PROPERTIES TRUST CMN	492	12/7/2009	12/9/2009	$10,350 94	$10,242 16	$108 78	
HOSPITALITY PROPERTIES TRUST CMN	198	2/10/2010	2/23/2010	$4,475 34	$4,223 12	$252 22	
JONES LANG LASALLE INC CMN	32	12/7/2009	12/8/2009	$1,733 54	$1,758 72	($25 18)	
MFA FINANCIAL INC CMN	851	12/7/2009	12/14/2009	$6,527 19	$6,338 49	$188 70	
REGENCY CTRS CORP CMN	77	12/7/2009	12/9/2009	$2,542 22	$2,576 73	($34 51)	
SIMON PROPERTY GROUP INC CMN	168	12/7/2009	2/23/2010	$13,087 57	$12,633 38	$454 19	
SL GREEN REALTY CORP CMN	189	12/7/2009	12/11/2009	$8,991 92	$8,996 40	($4 48)	
STARWOOD HOTELS & RESORTS CMN	80	12/7/2009	2/10/2010	$2,963 53	$2,688 00	$275 53	
STARWOOD HOTELS & RESORTS CMN	372	1/14/2010	2/10/2010	$13,780 42	$14,277 36	($496 94)	
STARWOOD HOTELS & RESORTS CMN	80	12/9/2009	2/10/2010	$2,963 53	$2,672 55	$290 98	
STARWOOD PROPERTY TRUST INC CMN	65	12/7/2009	12/10/2009	$1,251 75	$1,263 60	($11 85)	
STARWOOD PROPERTY TRUST INC CMN	132	12/7/2009	12/11/2009	$2,543 14	$2,566 08	($22 94)	
TAUBMAN CENTERS INC CMN	215	12/7/2009	12/11/2009	$7,575 48	$7,944 25	($368 77)	
VENTAS, INC CMN	79	12/7/2009	1/6/2010	$3,386 50	$3,502 64	($116 14)	
Goldman 3634							
3M COMPANY CMN	50	4/18/2008	12/2/2009	$3,917 50	$4,133 73		($216 23)
3M COMPANY CMN	300	1/3/2008	12/2/2009	$23,504 99	$24,825 00		($1,320 01)
3M COMPANY CMN	1,180	10/15/2007	12/2/2009	$92,452 98	$111,133 46		($18,680 48)
AMGEN INC CMN	7	11/15/2007	1/14/2010	$393 90	$384 52		$9 38
AMGEN INC CMN	53	1/3/2008	1/14/2010	$2,982 40	$2,477 22		$505 18
AT&T INC CMN	410	12/6/2007	12/2/2009	$11,186 77	$15,603 78		($4,417 01)
AT&T INC CMN	90	12/6/2007	12/2/2009	$2,455 63	$3,425 22		($969 59)
AT&T INC CMN	1,876	1/16/2008	12/2/2009	$51,186 28	$72,066 24		($20,879 96)
CONOCOPHILLIPS CMN	63	1/3/2008	2/18/2010	$3,082 96	$5,591 51		($2,508 55)
DEVON ENERGY CORPORATION (NEW) CMN	100	10/15/2007	1/26/2010	$6,919 46	$8,906 23		($1,986 77)
EXELON CORPORATION CMN	90	10/15/2007	2/12/2010	$3,888 58	$7,026 30		($3,137.72)
INTL BUSINESS MACHINES CORP CMN	39	10/30/2007	12/11/2009	$5,043 04	$4,474 30		$568 74
INTL BUSINESS MACHINES CORP CMN	11	10/30/2007	12/16/2009	$1,422 48	$1,261 98		$160 50
LIBERTY MEDIA-STARZ SR A CMN SERIES A	40	3/31/2008	12/2/2009	$1,971 95	$1,327 01		$644 94
LIBERTY MEDIA-STARZ SR A CMN SERIES A	190	4/18/2008	12/2/2009	$9,366 75	$6,967 84		$2,398 91
MCKESSON CORPORATION CMN	375	4/18/2008	12/2/2009	$23,305 76	$20,307 11		$2,998 65
MCKESSON CORPORATION CMN	80	10/15/2007	12/2/2009	$4,971 90	$4,722 66		$249 24
MCKESSON CORPORATION CMN	670	10/15/2007	12/2/2009	$41,639 63	$39,552 24		$2,087 39
MCKESSON CORPORATION CMN	527	6/30/2008	12/2/2009	$32,752 37	$29,870 36		$2,882 01

Charles E Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
METLIFE, INC CMN	60	10/9/2008	12/2/2009	$2,101 14	$1,715 93		$385 21
MORGAN STANLEY CMN	51	12/18/2008	1/13/2010	$1,573 02	$885 03		$687 99
NASDAQ OMX GROUP, INC CMN	1,825	7/9/2008	12/2/2009	$35,586 58	$45,369 50		($9,782 92)
NVIDIA CORP CMN	1,825	7/8/2008	12/2/2009	$24,979 04	$21,991 25		$2,987 79
NVIDIA CORP CMN	540	9/10/2008	12/2/2009	$7,391 06	$5,902 20		$1,488 86
NVIDIA CORP CMN	975	9/10/2008	12/2/2009	$13,344 97	$10,662 02		$2,682 95
NVIDIA CORP CMN	815	7/8/2008	12/2/2009	$11,155 02	$9,827 84		$1,327 18
PALL CORP CMN	1,400	4/18/2008	12/2/2009	$44,779 80	$51,965 76		($7,185 96)
PEPSICO INC CMN	75	6/11/2008	12/2/2009	$4,766 13	$5,090 51		($324 38)
PEPSICO INC CMN	487	10/15/2007	12/2/2009	$30,948 05	$34,692 86		($3,744 81)
PFIZER INC CMN	2,759	10/15/2007	12/2/2009	$51,564 38	$69,057 77		($17,493 38)
PFIZER INC CMN	280	10/15/2007	12/2/2009	$5,233 06	$7,008 40		($1,775 34)
SEAGATE TECHNOLOGY CMN	2,175	10/3/2008	12/2/2009	$35,839 81	$23,549.13		$12,290 68
SEAGATE TECHNOLOGY CMN	350	1/3/2008	12/2/2009	$5,767 33	$8,365 04		($2,597 71)
SEAGATE TECHNOLOGY CMN	3,425	4/18/2008	12/2/2009	$56,437 41	$67,156 03		($10,718 62)
SEAGATE TECHNOLOGY CMN	75	10/15/2007	12/2/2009	$1,235 86	$2,027 96		($792 10)
SEARS HOLDINGS CORPORATION CMN	516	3/14/2008	12/2/2009	$38,118 57	$48,502 31		($10,383 74)
SEARS HOLDINGS CORPORATION CMN	100	1/11/2008	12/2/2009	$7,387 32	$9,825 56		($2,438 24)
SEARS HOLDINGS CORPORATION CMN	359	3/17/2008	12/2/2009	$26,520 48	$33,693 37		($7,172 90)
TEXAS INSTRUMENTS INC CMN	4,325	8/7/2008	12/2/2009	$112,188 48	$110,323 63		$1,864 85
TEXAS INSTRUMENTS INC CMN	500	8/7/2008	12/2/2009	$12,969 77	$12,720 00		$249 77
TIME WARNER CABLE INC CMN	515	8/1/2008	12/2/2009	$21,755 77	$44,928 60		($23,172 83)
TIME WARNER CABLE INC CMN	42	10/3/2008	12/2/2009	$1,774 26	$1,524 82		$249 44
TIME WARNER CABLE INC CMN	211	1/3/2008	12/2/2009	$8,913 53	$10,255 65		($1,342 12)
TIME WARNER CABLE INC CMN	502	10/15/2007	12/2/2009	$21,206 59	$27,999 72		($6,793 13)
TIME WARNER CABLE INC CMN	538	8/1/2008	12/2/2009	$22,727 38	$47,073 86		($24,346 48)
TIME WARNER INC CMN	167	10/3/2008	12/2/2009	$5,160 03	$4,627 92		$532 11
TIME WARNER INC CMN	842	1/3/2008	12/2/2009	$26,016 46	$31,126 31		($5,109 85)
TIME WARNER INC CMN	1,999	10/15/2007	12/2/2009	$61,765 91	$84,980 27		($23,214 36)
TYCO ELECTRONICS LTD CMN SERIES	253	11/9/2007	12/2/2009	$6,019 50	$8,290 55		($2,271 05)
TYCO ELECTRONICS LTD CMN SERIES	1,600	4/18/2008	12/2/2009	$38,067 98	$58,239 06		($20,171 08)
TYCO ELECTRONICS LTD CMN SERIES	222	11/8/2007	12/2/2009	$5,281 93	$7,311 99		($2,030 06)
TYCO ELECTRONICS LTD CMN SERIES	475	10/3/2008	12/2/2009	$11,301 43	$12,263 18		($961 75)
TYCO INTERNATIONAL LTD CMN	200	10/3/2008	12/2/2009	$7,175 88	$6,498 57		$677 31
TYCO INTERNATIONAL LTD CMN	350	11/8/2007	12/2/2009	$12,557 78	$14,316 02		($1,758 24)
TYCO INTERNATIONAL LTD CMN	225	1/3/2008	12/2/2009	$8,072 86	$8,749 90		($677 04)
TYCO INTERNATIONAL LTD CMN	550	11/7/2007	12/2/2009	$19,733 66	$22,544 62		($2,810 96)
TYCO INTERNATIONAL LTD CMN	1,200	4/18/2008	12/2/2009	$43,055 25	$56,439 61		($13,384 36)
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	36	1/3/2008	12/2/2009	$2,083 63	$2,452 64		($369 02)
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK	70	10/15/2007	12/2/2009	$4,051 50	$5,357 03		($1,305 53)
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK	330	10/15/2007	12/2/2009	$19,099 91	$25,254 57		($6,154 66)
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK	450	10/29/2007	12/2/2009	$26,045 33	$33,797 93		($7,752 60)
UNITED TECHNOLOGIES CORP CMN	225	4/18/2008	12/2/2009	$15,321 34	$16,161 37		($840 03)
UNITED TECHNOLOGIES CORP CMN	125	1/3/2008	12/2/2009	$8,511 86	$9,508 75		($996 89)
UNITED TECHNOLOGIES CORP CMN	1,133	10/15/2007	12/2/2009	$77,151 46	$90,218 86		($13,067 40)

Charles E. Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
UNITEDHEALTH GROUP INCORPORATE CMN	600	10/15/2007	12/2/2009	$16,931.56	$29,322 00		($12,390 44)
UNITEDHEALTH GROUP INCORPORATE CMN	925	3/13/2008	12/2/2009	$26,102.83	$35,680 40		($9,577 57)
UNITEDHEALTH GROUP INCORPORATE CMN	3,425	4/18/2008	12/2/2009	$96,651 01	$127,201 08		($30,550.07)
WEATHERFORD INTERNATIONAL LTD CMN	730	7/24/2008	12/2/2009	$12,471 36	$25,272 50		($12,801 14)
WEATHERFORD INTERNATIONAL LTD CMN	157	10/15/2007	12/2/2009	$2,682 20	$5,293.22		($2,611.02)
WEATHERFORD INTERNATIONAL LTD CMN	1,050	4/18/2008	12/2/2009	$17,938 26	$43,493 69		($25,555 43)
WYNDHAM WORLDWIDE CORP CMN	1,600	10/15/2007	12/2/2009	$30,091 54	$51,644 96		($21,553 42)
WYNDHAM WORLDWIDE CORP CMN	675	10/3/2008	12/2/2009	$12,694 87	$8,489 41		$4,205.46
WYNDHAM WORLDWIDE CORP CMN	1,150	4/18/2008	12/2/2009	$21,628 30	$23,770 96		($2,142 66)
XEROX CORPORATION CMN	825	1/3/2008	12/2/2009	$6,434 67	$13,058 60		($6,623 93)
XEROX CORPORATION CMN	1,300	4/18/2008	12/2/2009	$10,139 48	$19,370 00		($9,230 52)
XEROX CORPORATION CMN	150	10/15/2007	12/2/2009	$1,169.94	$2,578 20		($1,408.26)
XEROX CORPORATION CMN	900	10/3/2008	12/2/2009	$7,019 64	$9,176 11		($2,156 47)
Goldman 3634							
AMERISOURCEBERGEN CORPORATION CMN	332	12/2/2009	2/19/2010	$9,201 19	$8,220 32	$980 87	
AMGEN INC CMN	215	12/2/2009	1/14/2010	$12,098 41	$12,364 65	($266 24)	
AVERY DENNISON CORPORATION CMN	103	12/2/2009	2/9/2010	$3,352 78	$3,908 94	($556 16)	
BAXTER INTERNATIONAL INC CMN	208	12/2/2009	2/2/2010	$12,006 50	$11,614 72	$391 78	
BAXTER INTERNATIONAL INC CMN	44	1/14/2010	2/2/2010	$2,539 84	$2,716 12	($176 28)	
BJ'S WHOLESALE CLUB INC CMN	233	12/2/2009	1/29/2010	$7,859 97	$7,998 89	($138 92)	
BJ'S WHOLESALE CLUB INC CMN	110	1/14/2010	2/1/2010	$3,740 75	$3,678 40	$62 35	
BJ'S WHOLESALE CLUB INC CMN	285	12/2/2009	2/1/2010	$9,691 95	$9,784 05	($92 10)	
CNA FINCL CORP CMN	255	12/2/2009	2/4/2010	$6,047 70	$5,818 62	$229 08	
CNA FINCL CORP CMN	463	12/2/2009	2/9/2010	$10,371 85	$10,564 78	($192 93)	
CNA FINCL CORP CMN	284	12/2/2009	2/10/2010	$6,294 18	$6,480 34	($186 16)	
CNA FINCL CORP CMN	233	1/14/2010	2/10/2010	$5,163 89	$5,674 55	($510 66)	
CSX CORPORATION CMN	205	12/2/2009	1/21/2010	$9,356 43	$9,970 79	($614 36)	
DEVON ENERGY CORPORATION (NEW) CMN	120	12/2/2009	1/26/2010	$8,303 35	$8,076 00	$227 35	
DIRECTV CMN	240	12/2/2009	1/6/2010	$7,954 97	$7,562 40	$392 57	
DR PEPPER SNAPPLE GROUP, INC CMN	140	12/2/2009	2/26/2010	$4,383 82	$3,763 35	$620 47	
EXELON CORPORATION CMN	118	1/14/2010	2/12/2010	$5,098 36	$5,788 90	($690 54)	
EXELON CORPORATION CMN	367	12/2/2009	2/12/2010	$15,856 77	$18,305 96	($2,449 19)	
EXXON MOBIL CORPORATION CMN	73	12/2/2009	2/18/2010	$4,799 68	$5,522 02	($722 34)	
FRANKLIN RESOURCES INC CMN	38	12/2/2009	12/18/2009	$3,937 83	$4,142 07	($204 24)	
FREEPORT-MCMORAN COPPER & GOLD CMN	64	12/2/2009	1/21/2010	$5,020 09	$5,440 28	($420 18)	
GENERAL CABLE CORP CMN	283	12/2/2009	2/19/2010	$6,751 87	$8,153 23	($1,401 36)	
GENERAL CABLE CORP CMN	167	12/2/2009	2/26/2010	$3,967 19	$4,811 27	($844 08)	
GENERAL CABLE CORP CMN	90	1/14/2010	2/26/2010	$2,138 00	$2,781 00	($643 00)	
GILEAD SCIENCES CMN	335	12/2/2009	12/16/2009	$14,950 73	$15,580 85	($630 12)	
GILEAD SCIENCES CMN	136	12/2/2009	12/15/2009	$6,121 49	$6,325 36	($203 87)	
HONEYWELL INTL INC CMN	89	12/2/2009	12/29/2009	$3,547 80	$3,516 13	$31 67	
HONEYWELL INTL INC CMN	282	12/2/2009	1/5/2010	$11,337 20	$11,141 00	$196 20	
HONEYWELL INTL INC CMN	154	12/2/2009	1/6/2010	$6,224 95	$6,084.09	$140 86	
ILLINOIS TOOL WORKS CMN	21	12/2/2009	1/14/2010	$1,015 47	$1,020 68	($5 21)	

Charles E. Smith Family Foundation
Gain/Loss from Sale of Securities - Schedule D
3/1/09 - 2/28/10

Security	Shares	Date Purchased	Date Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
INTERNATIONAL PAPER CO CMN	139	12/2/2009	1/5/2010	$3,818 69	$3,605 17	$213 52	
INTL BUSINESS MACHINES CORP CMN	18	12/2/2009	12/16/2009	$2,327 70	$2,298 21	$29 49	
LOCKHEED MARTIN CORPORATION CMN	75	1/5/2010	2/19/2010	$5,793 98	$5,766.82	$27 16	
MC DONALDS CORP CMN	56	12/2/2009	12/16/2009	$3,498 59	$3,523 52	($24 93)	
MICRON TECHNOLOGY, INC CMN	563	12/2/2009	12/31/2009	$6,061 89	$4,582 82	$1,479 07	
MOLEX INC CMN	471	12/2/2009	2/19/2010	$9,700 96	$9,084 74	$616 22	
MORGAN STANLEY CMN	163	12/2/2009	1/13/2010	$5,027 51	$4,991 06	$36 45	
MORGAN STANLEY CMN	149	12/18/2008	12/10/2009	$4,513 08	$2,585 69	$1,927 39	
NATIONAL FUEL GAS CO CMN	62	12/2/2009	12/3/2009	$2,977 46	$2,961 74	$15 72	
PERRIGO COMPANY CMN	73	1/5/2010	2/24/2010	$3,564 54	$2,845 08	$719 46	
PIONEER NATURAL RESOURCES CO CMN	113	12/2/2009	1/13/2010	$5,683 91	$4,761 70	$922 22	
SPX CORPORATION CMN	190	12/2/2009	2/10/2010	$10,570 70	$10,073 82	$496 88	
SPX CORPORATION CMN	42	1/14/2010	2/10/2010	$2,336 68	$2,575 86	($239 18)	
STATE STREET CORPORATION (NEW) CMN	390	12/2/2009	1/25/2010	$17,089 19	$16,767 51	$321 68	
STATE STREET CORPORATION (NEW) CMN	140	12/2/2009	1/26/2010	$6,163 79	$6,019 11	$144 68	
STATE STREET CORPORATION (NEW) CMN	137	1/14/2010	1/26/2010	$6,031 70	$5,988 27	$43 43	
SYBASE INC CMN	241	12/2/2009	12/9/2009	$9,913 44	$9,905 10	$8 34	
TECH DATA CORP CMN	111	12/2/2009	12/31/2009	$5,267 31	$4,694 19	$573 12	
TECH DATA CORP CMN	110	12/2/2009	12/16/2009	$5,055 14	$4,651 90	$403 24	
TECH DATA CORP CMN	107	12/2/2009	12/31/2009	$5,066 82	$4,525 03	$541 79	
THE TRAVELERS COMPANIES, INC CMN	77	12/2/2009	12/4/2009	$3,891 72	$4,059 44	($167 72)	
THE TRAVELERS COMPANIES, INC CMN	161	12/2/2009	1/5/2010	$7,920 22	$8,487 92	($567 70)	
THE TRAVELERS COMPANIES, INC CMN	168	12/2/2009	2/19/2010	$8,895 91	$8,856 96	$38 95	
THE TRAVELERS COMPANIES, INC CMN	38	1/14/2010	2/19/2010	$2,012 17	$1,870 74	$141 43	
THERMO FISHER SCIENTIFIC INC CMN	949	12/15/2008	12/2/2009	$45,579 29	$28,555 60	$17,023 69	
WESTERN DIGITAL CORP CMN	270	12/2/2009	1/19/2010	$12,089 45	$10,484 94	$1,604 51	
WESTERN DIGITAL CORP CMN	63	1/14/2010	1/19/2010	$2,820 87	$2,886 66	($65 79)	
XEROX CORPORATION CMN	2,725	12/10/2008	12/2/2009	$21,253 90	$21,093 41	$160 50	
TOTAL GOLDMAN				**$8,138,052.76**	**$9,281,807.39**	**66,039.51**	**($1,209,794.11)**
TOTAL ALL				**$15,633,641.71**	**$17,638,120.89**	**$122,881.72**	**($2,127,361.87)**

Charles E. Smith Family Foundation

EIN: 31-1570183
Year Ended February 28, 2010
Attachment

03/01/09 - 02/28/10 CESFF Contributions

Date	Name	Debit
07/14/2009	Adas Israel Congregation	25,000 00
11/09/2009	American Friends of Hebrew University	211,000 00
04/07/2009	American Friends of the Shalom Hartman	100,000 00
11/04/2009	Charles E Smith Jewish Day School	300,000 00
04/07/2009	Gesher Jewish Day School	25,000 00
05/01/2009	Hebrew Day Institute	20,000 00
08/25/2009	Jewish Community Center	15,000 00
08/25/2009	Jewish Community Center-North VA	15,000 00
11/04/2009	Jewish Council for the Aging	20,000 00
06/03/2009	Jewish Social Service Agency	10,000 00
06/09/2009	Kennedy Center for the Performing Arts	500,000 00
06/09/2009	Kennedy Center for the Performing Arts	100,000 00
06/09/2009	Nat'l Christian Leadership Conf /Israel	15,000 00
05/27/2009	Simon Wiesenthal Center	1,800 00
11/04/2009	The Jewish Federation	1,000,000 00
04/24/2009	Washington DC JCC	15,000 00
		2,372,800 00