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 SEP 1, 2009 , and ending AUG 31, 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: THE DONALD AND PAULA SMITH FAMILY FOUNDATION

A Employer identification number: 22-3732524

Number and street (or P O box number if mail is not delivered to street address): 152 WEST 57TH ST. Room/suite:

B Telephone number: 212-284-0990

City or town, state, and ZIP code: NEW YORK, NY 11019

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) ▶$ 68,036,498.

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))

	Line	Description	(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	5,136,200.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	91,240.	91,240.	91,240.	STATEMENT 1
	4	Dividends and interest from securities	83,311.	83,311.	83,311.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,573,522.			
	b	Gross sales price for all assets on line 6a 34,628,867.				
	7	Capital gain net income (from Part IV, line 2)		1,573,522.		
	8	Net short-term capital gain			1,573,522.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	61,959.	61,959.	61,959.	STATEMENT 3
	12	Total Add lines 1 through 11	6,946,232.	1,810,032.	1,810,032.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	4,400.	2,200.	0.	2,200.
	c	Other professional fees STMT 5	7,063.	7,063.	0.	0.
	17	Interest				
	18	Taxes STMT 6	240,428.	3,445.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,587,855.	0.	0.	1,587,855.
	22	Printing and publications				
	23	Other expenses STMT 7	515,951.	515,193.	0.	758.
	24	**Total operating and administrative expenses** Add lines 13 through 23	2,355,697.	527,901.	0.	1,590,813.
	25	Contributions, gifts, grants paid	1,390,057.			1,390,057.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,745,754.	527,901.	0.	2,980,870.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	3,200,478.			
	b	**Net investment income** (if negative, enter -0-)		1,282,131.		
	c	**Adjusted net income** (if negative, enter -0-)			1,810,032.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	50,383,592.	71,925,224.	72,671,491.
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 8	859,526.	<13,171,486.>	<7,070,537.>
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 9	6,692,344.	2,391,904.	2,435,544.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)	843.	0.	0.
16 **Total assets** (to be completed by all filers)	57,936,305.	61,145,642.	68,036,498.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	24,217,529.	9,452,641.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	33,718,776.	51,693,001.	
30 **Total net assets or fund balances**	57,936,305.	61,145,642.	
31 **Total liabilities and net assets/fund balances**	57,936,305.	61,145,642.	

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	57,936,305.
2 Enter amount from Part I, line 27a	2	3,200,478.
3 Other increases not included in line 2 (itemize) ▶ BOOK ADJUSTMENT	3	8,859.
4 Add lines 1, 2, and 3	4	61,145,642.
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	61,145,642.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENT A	P	VARIOUS	VARIOUS
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	34,628,867.		33,055,345.	1,573,522.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				1,573,522.
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	1,573,522.
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	1,573,522.

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	2,202,795.	59,790,840.	.036842
2007	1,338,143.	37,583,456.	.035605
2006	1,345,062.	29,698,865.	.045290
2005	649,927.	15,373,281.	.042276
2004	409,685.	8,254,229.	.049633

2	**Total** of line 1, column (d)	2	.209646
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	.041929
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	66,138,822.
5	Multiply line 4 by line 3	5	2,773,135.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,821.
7	Add lines 5 and 6	7	2,785,956.
8	Enter qualifying distributions from Part XII, line 4	8	2,980,870.

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 ▶ [X] and enter 1% of Part I, line 27b		1	12,821.
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	12,821.
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	12,821.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 80,000.		
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	80,000.
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	67,179.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 20,000. **Refunded** ▶		11	47,179.

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? *If "Yes," attach a detailed description of the activities*	2		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? *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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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 ▶ WWW.THESMITHFAMILYFOUNDATION.ORG

14 The books are in care of ▶ DONALD SMITH Telephone no. ▶ 212284-0990

Located at ▶ 152 WEST 57TH ST 22ND FL, NEW YORK, NY ZIP+4 ▶ 10019

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)?	1b		X
	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? — 6b — No: 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? 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
SEE STATEMENT 10		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 ATLAS ECONOMIC RESEARCH FOUNDATION 2010 PROGRAMS/SEMINARS	498,600.
2 CATO UNIVERSITY RANCHO BERNARDO EVENT	248,891.
3 CATO INSTITUTE FRIEDMAN DINNER	212,794.
4 STUDENTS FOR LIBERTY 2010 SFL CONFERENCE	64,940.

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.

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	975,626.
b	Average of monthly cash balances	1b	66,170,386.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	67,146,012.
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	67,146,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,007,190.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,138,822.
6	**Minimum investment return.** Enter 5% of line 5	6	3,306,941.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	2,980,870.
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	2,980,870.
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	12,821.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,968,049.

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				0.
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				
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: ▶ $ N/A				
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				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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 [X] 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	1,810,032.	2,989,542.	1,286,241.	1,387,144.	7,472,959.
b 85% of line 2a	1,538,527.	2,541,111.	1,093,305.	1,179,072.	6,352,015.
c Qualifying distributions from Part XII, line 4 for each year listed	2,980,870.	2,202,795.	1,338,143.	1,345,062.	7,866,870.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,980,870.	2,202,795.	1,338,143.	1,345,062.	7,866,870.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets	61,891,909.	57,936,305.	42,927,768.	30,889,352.	193645334.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	61,891,909.	57,936,305.	42,927,768.	30,889,352.	193645334.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,204,627.	1,993,028.	1,252,782.	924,763.	6,375,200.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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).)

SEE STATEMENT 11

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 STATEMENT 12				
Total			▶ 3a	1,390,057.
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	91,240.	
4 Dividends and interest from securities			14	83,311.	
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			18	61,959.	
8 Gain or (loss) from sales of assets other than inventory			18	1,573,522.	
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)		0.		1,810,032.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,810,032.

(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).

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

Donald Smith | 1-14-2011 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Robert N. Lyons CPA	Date 1/14/2011	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	MARKS PANETH & SHRON LLP 622 THIRD AVENUE NEW YORK, NY 10017		EIN
			Phone no. 212 503-8800

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 THE DONALD AND PAULA SMITH FAMILY FOUNDATION	**Employer identification number** 22-3732524

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box 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)

Name of organization	Employer identification number
THE DONALD AND PAULA SMITH FAMILY FOUNDATION	22-3732524

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DONALD AND PAULA SMITH 152 WEST 57TH ST. NEW YORK, NY 10019	$ 5,136,200.	Person [X] 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
THE DONALD AND PAULA SMITH FAMILY FOUNDATION	22-3732524

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE DONALD AND PAULA SMITH FAMILY FOUNDATION

Employer identification number: 22-3732524

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
IB INTEREST	91,240.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	91,240.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DONALD SMITH DIVIDEND AND INTEREST	19,958.	0.	19,958.
VANGUARD DIVIDENDS	63,353.	0.	63,353.
TOTAL TO FM 990-PF, PART I, LN 4	83,311.	0.	83,311.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM DONALD SMITH VALUE FUND, LP	61,959.	61,959.	61,959.
TOTAL TO FORM 990-PF, PART I, LINE 11	61,959.	61,959.	61,959.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,400.	2,200.	0.	2,200.
TO FORM 990-PF, PG 1, LN 16B	4,400.	2,200.	0.	2,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERACTIVE BROKERAGE FEES	182.	182.	0.	0.
ADMINISTRATIVE FEES	6,881.	6,881.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	7,063.	7,063.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES EXPENSE	236,983.	0.	0.	0.
WITHHOLDING TAX	3,445.	3,445.	0.	0.
TO FORM 990-PF, PG 1, LN 18	240,428.	3,445.	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
OFFICE EXPENSES	123.	0.	0.	123.
PHOTOGRAPHY, VIDEOS	263.	0.	0.	263.
PHOTOCOPYING/FAXING	5.	0.	0.	5.
POSTAGE	295.	0.	0.	295.
DUES/SUBSCRIPTIONS	72.	0.	0.	72.
DIV PAID ON SECURITIES SHORT SALES	454,381.	454,381.	0.	0.
SHORT DIVIDEND EXPENSE	19,210.	19,210.	0.	0.
EXPENSE RELATED TO SECURITIES SOLD SHORT	41,602.	41,602.	0.	0.
TO FORM 990-PF, PG 1, LN 23	515,951.	515,193.	0.	758.

THE DONALD AND PAULA SMITH FAMILY FOUND 22-3732524

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES FUTURES & SHORTS	<15,136,443.>	<12,788,256.>
VANGUARD SECURITIES	1,964,957.	5,717,719.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<13,171,486.>	<7,070,537.>

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LONG FOREIGN POSITIONS	COST	1,002,787.	843,104.
LONG POSITIONS	COST	1,389,117.	1,592,440.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,391,904.	2,435,544.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	PRESIDENT/TREAS. 10.00	0.	0.	0.
PAULA SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	VP/SECRETARY 1.00	0.	0.	0.
JULIE SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
LAURA SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
GARY GERSTEIN 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

DONALD SMITH
PAULA SMITH

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	NONE CHARITABLE	501(C)(3)	1,000.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE CHARITABLE	501(C)(3)	1,000.
ARTHUR ASHE INSTITUTE 483 HUDSON AVENUE BROOKLYN, NY 11201	NONE CHARITABLE	501(C)(3)	20,600.
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L ST NW WASHINGTON, DC 20005	NONE CHARITABLE	501(C)(3)	10,000.
BOWERY MISSION 45 AVENUE D NEW YORK, NY 10009	NONE CHARITABLE	501(C)(3)	3,200.
CASA 100 WEST HARRISON, NORTH TOWER, SUITE 500 SEATTLE, WA 98119	NONE CHARITABLE	501(C)(3)	700.
CENTRAL PARK CONSERVANCY 14 EAST 60TH ST NEW YORK, NY 10022	NONE CHARITABLE	501(C)(3)	32,500.
COMFORT ZONE CAMP 110B MEADOWLANDS PARKWAY, SUITE 301 SECAUCUS, NJ 07094	NONE CHARITABLE	501(C)(3)	1,000.

COMMITTEE TO REDUCE INFECTION DEATHS 185 E 85TH ST, SUITE 35B NEW YORK, NY 10028	NONE CHARITABLE	501(C)(3)	1,000.
DEBORAH HOSPITAL FOURBROWNS FD 20 PINE MILL ROAD BROWN MILLS, NJ 08015	NONE CHARITABLE	501(C)(3)	2,000.
DONORS TRUST 109 NORTH HENRY ST ALEXANDRIA, VA 22314	NONE CHARITABLE	501(C)(3)	1000000.
FAMILIES AGAINST MANDATORY MIN. 1612 K STREET NW SUITE 700 WASHINGTON , DC 20006	NONE CHARITABLE	501(C)(3)	25,000.
C.A.R.E. 1400 MAIN STREET WALTHAM, MA 02451	NONE CHARITABLE	501(C)(3)	600.
HUMANE SOCIETY 2100 L STREET, NW WASHINGTON , DC 20037	NONE CHARITABLE	501(C)(3)	2,000.
CANCER RESEARCH INSTITUTE ONE EXCHANGE PLAZA, 55 BROADWAY, SUITE 1802 NEW YORK, NY 10006	NONE CHARITABLE	501(C)(3)	450.
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE CHARITABLE	501(C)(3)	5,000.
MARRIOTT FOUNDATION 10400 FERNWOOD ROAD BETHESDA, MD 20817	NONE CHARITABLE	501(C)(3)	2,000.
MPP FOUNDATION PO BOX 77492 CAPITAL HILL WASHINGTON , DC 20013	NONE CHARITABLE	501(C)(3)	25,000.

NETWORK FOR GOOD 7920 NORFOLK AVENUE SUITE 520 BETHESDA, MD 20814	NONE CHARITABLE	501(C)(3)	2,000.
CITY HARVEST 575 8TH AVENUE NEW YORK, NY 10018-3069	NONE CHARITABLE	501(C)(3)	10,000.
PETA 501 FRONT ST NORFOLK, VA 23510	NONE CHARITABLE	501(C)(3)	2,500.
COLLEGE & COMMUNITY FOUNDATION 3530 WILSHIRE BOULEVARD, SUITE 610 LOS ANGELES, CA 90010	NONE CHARITABLE	501(C)(3)	5,000.
COMPETITIVE ENTERPRISE INST. 1899 L ST NW FLOOR 12 WASHINGTON, DC 20036	NONE CHARITABLE	501(C)(3)	20,000.
UJA-FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE CHARITABLE	501(C)(3)	35,000.
EVA'S VILLAGE 393 MAIN STREET PATERSON, NJ 07501	NONE CHARITABLE	501(C)(3)	2,500.
FAME 5 COMMUNITY DRIVE, P.O. BOX 949 AUGUSTA, ME 04332-0949	NONE CHARITABLE	501(C)(3)	10,000.
FREE BURMA ALLIANCE P.O. BOX 1432 NEW YORK, NY 10028	NONE CHARITABLE	501(C)(3)	50.
FREE FOR ALL AT TOWN HALL - TWIN LIONS, INC., 200 EAST 64TH STREET, STE 28-D NEW YORK, NY 10065-7426	NONE CHARITABLE	501(C)(3)	5,000.

FREEDOMWORKS - 601 PENNSYLVANIA AVE NW, NORTH BUILDING, SUITE 700 WASHINGTON , DC 20004	NONE CHARITABLE	501(C)(3)	20,000.
GRACE CHURCH IN NEW YORK 802 BROADWAY NEW YORK, NY 10003	NONE CHARITABLE	501(C)(3)	200.
INSTITUTE FOR HUMANE STUDIES 3301 N. FAIRFAX DR., STE. 440 ARLINGTON, VA 22201	NONE CHARITABLE	501(C)(3)	3,000.
INTERNATIONAL POLICY NETWORK - ROOMS 200-205, TEMPLE CHAMBERS, 3-7 TEMPLE AVENUE LONDON, UNITED KINGDOM EC4Y 0HP	NONE CHARITABLE	501(C)(3)	5,000.
LIBERTY SCIENCE CENTER LIBERTY STATE PARK, 222 JERSEY CITY BOULEVARD JERSEY CITY, NJ 07305	NONE CHARITABLE	501(C)(3)	1,500.
METROPOLITAN MUSEUM OF ARTS 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE CHARITABLE	501(C)(3)	500.
NATIONAL MS SOCIETY 733 THIRD AVE. 3RD FLOOR NEW YORK, NY 10017	NONE CHARITABLE	501(C)(3)	1,000.
NEW YORK LEGAL ASSISTANCE GROUP 450 W 33RD ST #11 NEW YORK, NY 10001-2650	NONE CHARITABLE	501(C)(3)	2,000.
REMEMBER US 2777 YULUPA AVENUE, #273 SANTA ROSA, CA 95405	NONE CHARITABLE	501(C)(3)	5,000.
SANCTUARY FOR FAMILIES PO BOX 1406, WALL STREET STATION NEW YORK, NY 10268	NONE CHARITABLE	501(C)(3)	2,500.

SCHOOL OF PRACTICAL PHILOSOPHY 12 EAST 79TH STREET NEW YORK, NY 10075-0106	NONE CHARITABLE	501(C)(3)	150.
SERBIAN RELIEF FUND PO BOX 53944 INDIANAPOLIS, IN 46253	NONE CHARITABLE	501(C)(3)	537.
THE FUTURE OF FREEDOM FOUNDATION 11350 RANDOM HILLS ROAD, SUITE 800 FAIRFAX, VA 22030	NONE CHARITABLE	501(C)(3)	100,000.
THE PROMETHEUS INSTITUTE 18400 VON KARMAN AVENUE, STE 610 IRVINE, CA 92612	NONE CHARITABLE	501(C)(3)	10,000.
WILDLIFE TRUST 460 WEST 34TH STREET - 17TH FLOOR NEW YORK, NY 10001-2320	NONE CHARITABLE	501(C)(3)	8,570.
YOUNG WOMEN'S LEADERSHIP 322 EIGHTH AVENUE, 14TH FLOOR NEW YORK, NY 10001	NONE CHARITABLE	501(C)(3)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,390,057.

FAMILY FOUNDATION
SEPT-2009–AUG-2010 GAIN/LOSS

2009 Form 990-PF
EIN 22-3732524
Statement A

through	8/31/2010

VANGUARD

Ticker	Shares	Multiplier	8/31/10 Price (USD)	8/31/10 MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Short Term (60%) Realized G/L ($)	Short Term (60%) Realized G/L (%)	Long Term (40%) Realized G/L ($)	Long Term (40%) Realized G/L (%)
OPEN POSITIONS													
AFLYY	8,942		13 1200	117,319 04	333,016 55								
DDT	200,000		21 8700	4,374,000 00	675,740 00								
NEM	20,000		61 3200	1,226,400 00	956,200 00								

CLOSED POSITIONS:													
Ticker	Shares	Multiplier	Sale(BuyBack) Price (USD)	Sale(BuyBack) MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Short Term (60%) Realized G/L ($)	Short Term (60%) Realized G/L (%)	Long Term (40%) Realized G/L ($)	Long Term (40%) Realized G/L (%)
JAVA	105,022		9 5000	997,709 00	958,056 14			39,652 86	4 14%	39,652 86	4 14%		
						Total Vanguard Realized Gain/Loss		39,652 86		39,652.86			

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Ticker	Shares	Multiplier	Sale(BuyBack) Price (USD)	Sale(BuyBack) MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Short Term (60%) Realized G/L ($)	Short Term (60%) Realized G/L (%)	Long Term (40%) Realized G/L ($)	Long Term (40%) Realized G/L (%)
CLOSED POSITIONS:													
LONG CLOSED POSITIONS - EQUITIES													
AC A	2,900		1 58	4,577 34	18,070 73			(13,493 39)	-74 67%			(13,493 39)	-74 67%
AC A	13,300		1 61	21,411 63	82,876 09			(61,464 46)	-74 16%			(61,464 46)	-74 16%
FMCN	89,047		9 50	846,332 06	479,230 05			367,102 01	76 60%	367,102 01	76 60%		
6839 T	7,300 00		50 54	368,941 52	179,789 79			189,151 73	105 21%			189,151 73	105 21%
F	50,000		13 78	688,956 09	115,750 00			573,206 09	495 21%			573,206 09	495 21%
SPWRB	130,700		9 42	1,230,662 25	2,857,988 27			(1,627,326 02)	-56 94%			(1,627,326 02)	-56 94%
SPWRB	113,701		10 27	1,167,349 49	2,304,616 70			(1,137,267 21)	-49 35%	(530,737 28)	-49 35%	(606,529 93)	
SPWRB	74,991		10 27	770,232 26	1,318,510 23			(548,277 97)	-41 58%	(255,881 33)	-41 58%	(292,396 64)	
						Total Realized G/L Long Equities:		(2,258,369.22)		(419,516.60)		(1,838,852.62)	
SHORT CLOSED POSITIONS - EQUITIES													
VOW	4,500		163 62	736,296 87	(2,029,936 32)			1,293,639 45	175 70%	1,293,639 45	175 70%		
SINA	8,264		31 18	257,676 26	(177,924 90)			(79,751 36)	-30 95%	(79,751 36)	-30 95%		
FSLR	4,000		120 20	480,804 81	(588,380 00)			107,575 19	22 37%	107,575 19	22 37%		
CAF	7,000		32 81	229,661 22	(216,820 95)			(12,840 27)	-5 59%	(12,840 27)	-5 59%		
CAF	3,730		31 80	118,624 08	(126,803 72)			8,179 64	6 90%	8,179 64	6 90%		
HDB	2,400		126 90	304,569 24	(230,098 05)			(74,471 19)	-24 45%	(55,061 78)	-73 94%	(19,409 41)	-26 06%
NFLX	11,698		50 53	591,061 09	(491,327 57)			(99,733 52)	-16 87%	(99,733 52)	-16 87%		
RJF	23,600		24 60	580,503 27	(464,658 42)			(115,844 85)	-19 96%	(115,844 85)	-19 96%		
CME	4,900		269 00	1,318,105 90	(1,661,455 00)			343,349 10	26 05%			343,349 10	26 05%
CRM	4,067		67 55	274,734 08	(219,574 40)			(55,159 68)	-20 08%			(55,159 68)	-20 08%
JWN	6,200		35 90	222,596 76	(137,611 60)			(84,985 16)	-38 18%	(84,985 16)	-38 18%		
PCU	11,000		27 23	299,575 41	(400,359 98)			100,784 57	33 64%	100,784 57	33 64%		
RIMM	5,000		67 60	338,006 02	(632,731 72)			294,725 70	87 20%			294,725 70	87 20%
AZO	4,400		182 77	804,166 36	(479,178 00)			(324,988 36)	-40 41%	(324,988 36)	-40 41%		
GMCR	5,200		70 85	368,439 25	(421,286 99)			52,847 74	14 34%	52,847 74	14 34%		
NFLX	3,200		96 70	309,443 85	(213,913 44)			(95,530 41)	-30 87%	(95,530 41)	-30 87%		
SPWRA	130,700		10 62	1,388,683 44	(3,247,823 40)			1,859,139 96	133 88%			1,859,139 96	133 88%
RJF	11,500		27 31	314,058 41	(233,439 05)			(80,619 36)	-25 67%			(80,619 36)	-25 67%
USB	5,000		22 70	113,512 02	(169,562 00)			56,049 98	49 38%			56,049 98	49 38%
WABC	5,500		52 70	289,850 58	(252,976 04)			(36,874 54)	-12 72%			(36,874 54)	-12 72%
JWN	11,800		31 51	371,772 36	(261,918 87)			(109,853 49)	-29 55%			(109,853 49)	-29 55%
RIMM	5,000		47 91	239,562 72	(640,630 00)			401,067 28	167 42%			401,067 28	167 42%
RJF	42,329		23 27	985,126 83	(1,203,380 34)			218,253 51	22 15%			218,253 51	22 15%
STRA	2,700		163 53	441,520 61	(508,376 24)			66,855 63	15 14%			66,855 63	15 14%
USB	15,000		22 00	330,074 71	(510,005 00)			179,930 29	54 51%			179,930 29	54 51%
						Total Realized G/L Short Equities:		3,811,745.85		694,290.88		3,117,454.97	
LONG CLOSED POSITIONS - OPTIONS													
						Total Realized G/L Long Options:							
LONG CLOSED POSITIONS - FUTURES													
GCZ0	3	100	1,161 00	348,291 75	283,207 98			65,083 77	22 98%	39,050 26	13 79%	26,033 51	9 19%
ZBH0	4	1,000	114 91	459,618 08	471,256 92			(11,638 84)	-2 47%	(6,983 30)	-1 48%	(4,655 54)	-0 99%
JTIH0	3	10,000	936 93	310,745 44	293,222 70			17,522 74	5 98%	10,513 64	3 59%	7,009 09	2 39%
GCZ0	5	100	1,213 28	606,638 45	484,463 39			122,175 06	25 22%	73,305 04	15 13%	48,870 02	10 09%
ZBM0	5	1,000	119 88	599,367 90	567,352 40			32,015 50	5 64%	19,209 30	3 39%	12,806 20	2 26%
JTIM0	4	10,000	853 00	382,161 23	412,179 40			(30,018 17)	-7 28%	(18,010 90)	-4 37%	(12,007 27)	-2 91%
LBU0	5	110	221 82	121,998 25	117,229 75			4,768 50	4 07%	2,861 10	2 44%	1,907 40	1 63%
LBU0	10	110	199 72	219,686 50	229,740 50			(10,054 00)	-4 38%	(6,032 40)	-2 63%	(4,021 60)	-1 75%
TFU0	3	100	651 28	195,384 60	182,005 40			13,379 20	7 35%	8,027 52	4 41%	5,351 68	2 94%
						Total Realized G/L Long Futures:		203,233 75		121,940.25		81,293 50	
SHORT CLOSED POSITIONS - FUTURES													
NQZ9	18	20	1,719 25	618,973 20	(573,396 80)			(45,576 40)	-7 36%	(27,345 84)	-4 42%	(18,230 56)	-2 95%
CCZ9	10	10	3,091 60	309,187 50	(239,422 90)			(69,764 60)	-22 56%	(41,858 76)	-13 54%	(27,905 84)	-9 03%
CCZ9	15	10	3,115 80	467,411 25	(360,409 35)			(107,001 90)	-22 89%	(64,201 14)	-13 74%	(42,800 76)	-9 16%
JBZ09	3	100,000	140 24	476,938 90	(466,932 30)			(10,006 60)	-2 10%	(6,003 96)	-1 26%	(4,002 64)	-0 84%
CCK0	4	10	3,160 00	126,411 00	(119,909 00)			(6,502 00)	-5 14%	(3,901 20)	-3 09%	(2,600 80)	-2 06%
6AH0	4	100,000	0 92	366,211 40	(359,108 60)			(7,102 80)	-1 94%	(4,261 68)	-1 16%	(2,841 12)	-0 78%

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6JH0	6	12,500,000	0 01	833,717 10	(835,332 90)			1,615 80	0 19%	969 48	0 12%	646 32	0 08%
NQH0	18	20	1,926 12	693,403 20	(616,846 80)			(76,556 40)	-11 04%	(45,933 84)	-6 62%	(30,622 56)	-4 42%
SBV0	19	112,000	0 18	378,769 05	(398,510 95)			19,741 90	5 21%	11,845 14	3 13%	7,896 76	2 08%
JBH10	3	100,000	140 15	464,811 47	(475,014 04)			10,202 57	2 19%	6,121 54	1 32%	4,081 03	0 88%
HGK0	4	25,000	3 35	334,759 24	(339,139 00)			4,379 76	1 31%	2,627 86	0 78%	1,751 90	0 52%
6AM0	4	100,000	0 88	350,659 84	(362,508 60)			11,848 76	3 38%	7,109 26	2 03%	4,739 50	1 35%
6JM0	2	12,500,000	0 01	275,429 92	(278,019 30)			2,589 38	0 94%	1,553 63	0 56%	1,035 75	0 38%
CLZ2	4	1,000	90 11	360,429 24	(352,989 00)			(7,440 24)	-2 06%	(4,464 14)	-1 24%	(2,976 10)	-0 83%
HGN0	4	25,000	3 01	301,134 24	(336,490 76)			35,356 52	11 74%	21,213 91	7 04%	14,142 61	4 70%
NQM0	18	20	1,851 32	666,476 00	(692,416 80)			25,940 80	3 89%	15,564 48	2 34%	10,376 32	1 56%
SBH1	9	112,000	0 16	156,731 64	(178,189 65)			21,458 01	13 69%	12,874 81	8 21%	8,583 20	5 48%
ZBM0	3	1,000	125 50	376,504 26	(365,808 24)			(10,696 02)	-2 84%	(6,417 61)	-1 70%	(4,278 41)	-1 14%
6JM0	4	12,500,000	0 01	543,159 84	(556,038 60)			12,878 76	2 37%	7,727 26	1 42%	5,151 50	0 95%
JBM10	12	100,000	1 58	1,894,830 68	(1,866,724 33)			(28,106 35)	-1 48%	(16,863 81)	-0 89%	(11,242 54)	-0 59%
						Total Realized G/L Short Futures:		(222,741.05)		(133,644.63)	-	(89,096.42)	

Total Vanguard Realized G/L	39,652 86		39,652.86		-	
Total IB Unrealized G/L	(52,264 17)		(31,358 50)		(20,905 67)	
Total IB Realized G/L	1,533,869 34		263,069.91		1,270,799 43	
	(total)		*(short term 60%)*		*(long term 40%)*	

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