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Form **990-PF**

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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

(77)

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

For calendar year 2009, or tax year beginning 9/1/2009, and ending 8/31/2010

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 Timothy and Judith Smith Foundation		A Employer identification number 95-4769418
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (818) 346-3144
	24500 Calabasas Rd		
	City or town, state, and ZIP code Calabasas CA 91302		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,238,545		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

## Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	200,000			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	57,276	57,276		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	-49,582			
b Gross sales price for all assets on line 6a 391,590				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	207,694	57,276		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	15,507	15,507		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	2,012	1,012		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	8,277	104		8,173
24 Total operating and administrative expenses. Add lines 13 through 23	25,796	16,623		8,173
25 Contributions, gifts, grants paid	91,000			91,000
26 Total expenses and disbursements. Add lines 24 and 25	116,796	16,623		99,173
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	90,898			
b Net investment income (if negative, enter -0-)		40,653		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

(HTA)

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	47,003	30,415	30,415
	3 Accounts receivable ▶ ..... 131			
	Less allowance for doubtful accounts ▶ .....		131	131
	4 Pledges receivable ▶ .....			
	Less allowance for doubtful accounts ▶ .....			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ .....			
	Less allowance for doubtful accounts ▶ .....			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	206,325	331,399	337,186
	b Investments—corporate stock (attach schedule)	909,180	891,461	870,813
	c Investments—corporate bonds (attach schedule)			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment basis ▶ .....			
	Less accumulated depreciation (attach schedule) ▶ .....			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ .....			
	Less accumulated depreciation (attach schedule) ▶ .....			
	15 Other assets (describe ▶ ..... )			
	16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,162,508	1,253,406	1,238,545
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ..... )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	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	1,162,508	1,253,406	
<b>Net Assets or Fund Balances</b>	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions)	1,162,508	1,253,406	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	1,162,508	1,253,406	

**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	1,162,508
2 Enter amount from Part I, line 27a	2	90,898
3 Other increases not included in line 2 (itemize) ▶ .....	3	0
4 Add lines 1, 2, and 3	4	1,253,406
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	1,253,406

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 391,590		441,172	-49,582	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	-49,582	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>		

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	60,060	908,070	0.066140
2007	116,722	1,041,485	0.112073
2006	107,361	968,491	0.110854
2005	115,771	947,104	0.122237
2004	82,159	813,241	0.101027
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.512331
<b>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</b>			<b>3</b> 0.102466
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>			<b>4</b> 1,199,514
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 122,909
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 407
<b>7 Add lines 5 and 6</b>			<b>7</b> 123,316
<b>8 Enter qualifying distributions from Part XII, line 4</b> If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			<b>8</b> 99,173

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	813
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	813
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	813
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	927	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	927	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	114	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 114 Refunded	11	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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

14 The books are in care of  Telephone no   
 Located at  ZIP+4

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text" value="20"/> , <input type="text" value="20"/> , <input type="text" value="20"/> , <input type="text" value="20"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text" value="20"/> , <input type="text" value="20"/> , <input type="text" value="20"/> , <input type="text" value="20"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
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)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

**Total number of other employees paid over \$50,000**☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE .....		
.....		
.....		
.....		
.....		
.....		

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 .....	
.....	
2 .....	
.....	
3 .....	
.....	
4 .....	
.....	

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 .....	
.....	
2 .....	
.....	
All other program-related investments. See page 24 of the instructions	
3 .....	
.....	
<b>Total.</b> Add lines 1 through 3	0
	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,155,022
<b>b</b>	Average of monthly cash balances	<b>1b</b>	62,759
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,217,781
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,217,781
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	18,267
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,199,514
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	59,976

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	59,976
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	813
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	813
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	59,163
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	59,163
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	59,163

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	99,173
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	99,173
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	99,173

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				59,163
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004	42,390			
<b>b</b> From 2005	70,006			
<b>c</b> From 2006	62,899			
<b>d</b> From 2007	64,948			
<b>e</b> From 2008	15,030			
<b>f</b> Total of lines 3a through e	255,273			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 99,173				
<b>a</b> Applied to 2008, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2009 distributable amount				59,163
<b>e</b> Remaining amount distributed out of corpus	40,010			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	295,283			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	42,390			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	252,893			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	70,006			
<b>b</b> Excess from 2006	62,899			
<b>c</b> Excess from 2007	64,948			
<b>d</b> Excess from 2008	15,030			
<b>e</b> Excess from 2009	40,010			



**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
<b>a</b> <i>Paid during the year</i> BISHOP O'DOWD HIGH SCHOOL 9500 STEARNS AVE OAKLAND CA 94605 CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD LOS ANGELES CA 90010 LOYOLA HIGH SCHOOL OF LOS ANGELES 1901 VENICE BLVD LOS ANGELES CA 90006 SANTA CLARA UNIVERSITY DVPMT OFFICE 500 EL CAMINO REAL SANTA CLARA CA 95050 ST FRANCIS HS OF LA CANADA FLINTRIDGE 200 FOOTHILL BLVD LA CANADA CA 91011	N/A N/A N/A N/A N/A	509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1)	General & Unrestricted General & Unrestricted General & Unrestricted General & Unrestricted General & Unrestricted	5,000 20,000 31,000 25,000 10,000
<b>Total</b>			▶ <b>3a</b>	91,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	0

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	57,276	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-49,582	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		7,694	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13	7,694

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

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |  | Yes | No |
|--|--|-----|----|
|  |  |     |    |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of   |  |     |    |
| (1) Cash   |  |     | X  |
| (2) Other assets   |  |     | X  |
| <b>b</b> Other transactions  |  |     |    |
| (1) Sales of assets to a noncharitable exempt organization   |  |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   |  |     | X  |
| (3) Rental of facilities, equipment, or other assets   |  |     | X  |
| (4) Reimbursement arrangements   |  |     | X  |
| (5) Loans or loan guarantees   |  |     | X  |
| (6) Performance of services or membership or fundraising solicitations   |  |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  |  |     | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |  |     |    |

[illegible]

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

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

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

Date \_\_\_\_\_

Title

**Sign Here**

**Paid Preparer's Only**

Preparer's  
signature

**Jeffrey D. Haskell**

Date \_\_\_\_\_

12/22/2010

Check if self-employed ☐

Preparer's identifying  
number (see **Signature** on  
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

**FOUNDATION SOURCE**

55 WALLS DRIVE, FAIRFIELD, CT 06824

EIN ►

Phone no (800) 839-1754

**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

Employer identification number

The Timothy and Judith Smith Foundation

95-4769418

**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**

The Timothy and Judith Smith Foundation

**Employer identification number**

95-4769418

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Smith, Timothy J 5126 Greencrest Road La Canada CA 91011 Foreign State or Province Foreign Country	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		15,507	15,507	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	15,507	15,507		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					2,012	1,012	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Estimated tax for 2010	800	0		0			
2	Foreign Tax Paid	1,012	1,012		0			
3	IRS Excise Tax Payment with 1st ext 990-PF	200	0		0			
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					8,277	104	0	8,173
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	8,173	0	0	8,173			
2	Bank Charge	104	104		0			
3								
4								
5								
6								
7								
8								
9								
10								

**Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations**

		TOTAL:		319,671	331,399	337,186
	Description/Symbol/CUSIP Number	Shares	Line 10a - Column (b) Book Value	Line 10a - Column (c) Fair Market Value		
1	FHLMC - 5.500% - 11/01/2037 - G343205 (3128M5ED8)	18,341	18,590	19,584		
2	FNMA - 5.000% - 06/01/2035 - POOL 735580 (31402RFV6)	3,454	3,593	3,670		
3	FNMA - 5.000% - 02/01/2036 - POOL 745275 (31403C6L0)	17,594	18,308	18,694		
4	FNMA - 5.500% - 06/01/2038 - POOL 995018 (31416BK72)	4,998	5,276	5,347		
5	FNMA - 6.000% - 05/01/2038 - POOL 889579 (31410KJY1)	52,290	54,988	56,293		
6	FNMA - 6.000% - 08/01/2038 - POOL 986861 (31415RJE5)	9,217	9,440	9,933		
7	FNMA - 6.000% - 09/01/2038 - POOL 190391 (31368HNG4)	17,122	18,223	18,460		
8	FNMA - 6.000% - 10/01/2038 - POOL 930071 (31412NJQ0)	4,963	5,056	5,342		
9	FNMA - 6.000% - 11/01/2038 - POOL 995069 (31416BMS4)	9,747	9,917	10,493		
10	US TIPS - 2.375% - 04/15/2011 (912828FB1)	40,609	41,715	41,155		
11	US TIPS - 3.000% - 07/15/2012 (912828AF7)	19,336	21,073	20,526		
12	US TREAS NOTE - 0.875% - 02/29/2012 (912828MQ0)	28,000	27,963	28,214		
13	US TREAS NOTE - 1.375% - 03/15/2013 (912828MT4)	5,000	4,963	5,100		
14	US TREAS NOTE - 2.375% - 07/31/2017 (912828NR7)	43,000	43,863	44,351		
15	US TREAS NOTE - 2.375% - 10/31/2014 (912828LS7)	13,000	13,374	13,680		
16	US TREAS NOTE - 2.500% - 06-30-2017 (912828NK2)	9,000	9,306	9,363		
17	US TREAS NOTE - 4.000% - 02/15/2015 (912828DM9)	24,000	25,751	26,981		

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:			891,461	870,813
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
1	3M CO (MMM)	65	5,097	5,107
2	ABB LTD. (ABB)	260	5,483	5,036
3	ABBOTT LABS (ABT)	174	8,671	8,585
4	AGILENT TECHNOLOGIES INC (A)	62	1,906	1,672
5	AKAMAI TECH COM STK (AKAM)	77	2,176	3,547
6	ALLIANZ FIXED INCOME SHARES SERIES C (FXICX)	8,910	111,587	121,889
7	ALLIANZ FIXED INCOMESHARES SERIES M (FXIMX)	11,260	105,188	122,847
8	ALLIANZ SE ADR (AZSEY.PK)	220	3,579	2,246
9	ALTRIA GROUP INC (MO)	152	3,023	3,393
10	AMB PPTY CORP (AMB)	70	1,944	1,665
11	AMERICA MOVIL SA (AMX)	45	2,374	2,098
12	AMERICAN EXPRESS CO (AXP)	19	351	758
13	AMERICAN TOWER CORP CL A (AMT)	92	3,246	4,311
14	ANHEUSER BUSCH INBEV SPONSORED ADR (AHBIY PK)	58	2,866	3,014
15	ANSYS INC. (ANSS)	50	1,534	1,939
16	APPLE INC. (AAPL)	22	2,453	5,348
17	AT&T CORP COM NEW (T)	150	4,944	4,055
18	ATLAS COPCO AB A SHS ADR (ATLKY PK)	155	1,713	2,354
19	AUTODESK, INC. (ADSK)	75	1,433	2,080
20	AUTOMATIC DATA PROCESSING INC. (ADP)	36	1,579	1,390
21	AXA ADS (AXAHY.PK)	155	5,028	2,393
22	BANCO BILBAO ARG SA (BBVA)	253	5,010	3,054
23	BANK OF AMERICA CORP (BAC)	112	3,932	1,396
24	BANK OF MONTREAL (BMO)	85	4,859	4,694
25	BANK OF NOVA SCOTIA (BNS)	60	3,115	2,891
26	BARCLAYS PLC ADR (BCS)	192	4,458	3,558
27	BARD C R INC (BCR)	24	2,041	1,844
28	BAYER A G SPONSORED ADR (BAYRY.PK)	43	3,287	2,616
29	BECKMAN COULTER INC (BEC)	52	3,036	2,373
30	BECTON DICKINSON & CO (BDX)	54	3,730	3,682
31	BG GROUP PLC ADS (BRGY.PK)	53	4,694	4,256
32	BHP BILLITON LIMITED (BHP)	90	5,886	5,985
33	BIO RAD LABS INC CL A (BIO)	21	1,544	1,733
34	BNP PARIBAS SPONS ADR (BNPQY PK)	140	6,578	4,357
35	BORG WARNER INC (BWA)	53	1,751	2,313
36	BOSTON PPTYS INC (BXP)	54	4,234	4,396
37	BP P L C SPONSORED ADR (BP)	96	5,539	3,344
38	BRINKER INTL INC. (EAT)	88	1,594	1,386
39	BRITISH AMERICAN TOBACCO PLC (BTI)	47	3,141	3,193
40	CABOT OIL & GAS CORP (COG)	82	2,675	2,283
41	CANON INC. (CAJ)	100	4,319	4,091
42	CATERPILLAR INC (CAT)	23	1,494	1,499
43	CENTURY TEL INC (CTL)	118	4,030	4,267
44	CEPHALON, INC. (CEPH)	28	1,857	1,585

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		891,461	870,813
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
45	CHESAPEAKE ENERGY CORPORATION (CHK)	74	2,678	1,530	
46	CHEVRONTXACO CORP (CVX)	125	9,487	9,260	
47	CHINA LIFE INS CO SP ADR (LFC)	39	2,171	2,244	
48	CISCO SYSTEMS INC (CSCO)	65	1,458	1,299	
49	CNOOC LTD ADS (CEO)	14	2,097	2,377	
50	COCA-COLA CO (KO)	184	8,689	10,282	
51	CONOCOPHILLIPS (COP)	162	9,320	8,494	
52	COOPER INDUSTRIES PLC (CBE)	80	3,488	3,367	
53	COVANCE INC (CVD)	49	2,942	1,859	
54	CREDIT SUISSE GROUP ADR (CS)	79	3,819	3,467	
55	CSX CORP (CSX)	61	2,388	3,043	
56	CULLEN FROST BANKERS INC (CFR)	40	2,031	2,050	
57	CUMMINS INC (CMI)	76	2,994	5,655	
58	D R HORTON (DHI)	161	2,151	1,652	
59	DARDEN RESTAURANTS INC. (DRI)	61	2,115	2,517	
60	DBS GROUP HLDGS SPON ADR (DBSDY.PK)	100	4,765	4,068	
61	DEERE CO (DE)	45	2,014	2,847	
62	DIGITAL RLTY TR INC (DLR)	40	2,381	2,371	
63	DU PONT DE NEMOURS (DD)	110	4,236	4,485	
64	E ON AG SPON ADR REP 1/3 ORD NPV (EONGY PK)	140	7,520	3,934	
65	EASTMAN CHEMICAL CO (EMN)	39	2,105	2,400	
66	EATON VANCE CORP COM (EV)	76	2,399	1,975	
67	EMERSON ELECTRIC CO (EMR)	115	5,056	5,365	
68	ESPRIT HLDGS LTDSPONSORED ADR (ESPGY.PK)	163	2,260	1,808	
69	ESTEE LAUDER COMPANIES INC (EL)	29	1,307	1,626	
70	EXPRESS SCRIPTS INC (ESRX)	70	1,965	2,982	
71	EXXON MOBIL CORP (XOM)	212	16,430	12,531	
72	FLUOR CORP NEW (FLR)	22	1,106	983	
73	FOMENTO ECONOMICO MEXICANO (FMX)	36	1,516	1,753	
74	FRANKLIN RES INC (BEN)	7	723	676	
75	FREEMPORT-MCMORAN COPPER & GOLD INC. (FCX)	41	2,798	2,952	
76	G A T X CP (GMT)	60	2,345	1,638	
77	GDF SUEZ SP ADR (GDFZY.PK)	38	2,005	1,171	
78	GEN DYNAMICS CP (GD)	56	3,665	3,129	
79	GENERAL ELECTRIC CO (GE)	139	3,795	2,013	
80	GENERAL MILLS INC (GIS)	150	4,591	5,424	
81	GLAXOSMITHKLINE PLC (GSK)	70	3,197	2,618	
82	GLOBAL PAYMENTS INC (GPN)	35	1,246	1,317	
83	GOODRICH CORPORATION (GR)	36	2,659	2,465	
84	HALLIBURTON COMPANY (HAL)	59	1,607	1,664	
85	HARRIS CORP DEL (HRS)	61	2,653	2,566	
86	HARSCO CORP (HSC)	59	2,585	1,176	
87	HEALTH CARE PPTY INVS INC (HCP)	65	1,590	2,289	

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		891,461	870,813
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
88	HELIX ENERGY SOLUTIONS GROUP INC (HLX)	194	2,118	1,765	
89	HOME DEPOT INC (HD)	165	4,077	4,590	
90	HONDA MOTOR CO LTD (HMC)	95	2,953	3,128	
91	HONEYWELL INTERNATIONAL INC (HON)	85	4,091	3,320	
92	HSBC HLDGS PLC ADS (HBC)	168	9,643	8,266	
93	IMPERIAL TOBACCO GRO (ITYBY.PK)	40	2,352	2,200	
94	ING GROUP N V SPONSORED ADR (ING)	472	7,343	4,191	
95	INTEGRYS ENERGY GROUP (TEG)	41	1,962	1,986	
96	INTEL CORP (INTC)	148	3,033	2,615	
97	INTERCNTL EXCHANGE (ICE)	30	2,092	2,867	
98	INTERNATIONAL BUSINESS MACHINES (IBM)	24	3,148	2,955	
99	INTERNATIONAL GAME TECHNOLOGY (IGT)	106	3,346	1,548	
100	INTERNATIONAL RECTIFIER CORP (IRF)	109	2,466	2,000	
101	INTUIT (INTU)	101	2,877	4,317	
102	INTUITIVE SURGICAL, INC (ISRG)	4	598	1,060	
103	JEFFERIES GROUP INC (JEF)	84	1,948	1,891	
104	JOHNSON & JOHNSON (JNJ)	186	11,309	10,606	
105	JOY GLOBAL INC. (JOYG)	73	2,667	4,141	
106	JP MORGAN CHASE & CO (JPM)	130	4,216	4,727	
107	KOMATSU LTD. (KMTUY.PK)	172	3,516	3,480	
108	KUBOTA CP (KUB)	70	2,810	2,797	
109	LAFARGE ADS (LFRGY.PK)	275	7,274	3,149	
110	LVMH MOET HENN UNSP (LVMUY.PK)	110	1,530	2,554	
111	MARKS & SPENCER GRP ADR (MAKSY PK)	225	2,329	2,351	
112	MCDONALD'S CORP (MCD)	139	8,129	10,155	
113	MCGRAW-HILL (MHP)	46	2,105	1,272	
114	MEDTRONIC INC (MDT)	23	1,126	723	
115	MERCK & CO INC. (MRK)	191	6,983	6,716	
116	MICROCHIP TECHNOLOGY INC (MCHP)	28	792	776	
117	MICROSOFT CORPORATION (MSFT)	128	3,557	3,004	
118	MITSUBISHI CORP SPON (MSBHY PK)	140	6,346	5,950	
119	MITSUBISHI ESTATE CO ADR (MITEY.PK)	14	3,855	2,108	
120	MITSUBISHI TOKYO FIN (MTU)	560	3,664	2,660	
121	NESTLE S.A. (NSRGY.PK)	242	10,543	12,475	
122	NEWFIELD EXPLORATION CO (NFX)	80	3,807	3,841	
123	NEWS CORP CL A (NWS-A)	165	2,312	2,072	
124	NIDEC CORPORATION ADR (NJ)	95	1,494	2,071	
125	NINTENDO CO LTD ADR OTC (NTDOY PK)	75	3,271	2,606	
126	NOMURA HOLDINGS ADR (NMR)	230	1,860	1,288	
127	NORFOLK SOUTHERN CORP (NSC)	50	2,181	2,684	
128	NOVARTIS AG ADR (NVS)	90	4,862	4,724	
129	NOVO NORDISK A S (NVO)	28	1,783	2,397	
130	OCCIDENTAL PETE CORP (OXY)	40	2,508	2,923	

## Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		891,461	870,813
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
131	ONEOK INC (OKE)	42	1,755	1,802	
132	P P G IND (PPG)	65	4,001	4,279	
133	PEABODY ENERGY CORP (BTU)	26	970	1,113	
134	PEPSICO INC (PEP)	138	8,836	8,857	
135	PETROLEO BRASILEIRO (PBR)	60	2,440	2,001	
136	PFIZER INC. (PFE)	202	3,603	3,214	
137	PG & E CORP (PCG)	100	3,811	4,676	
138	PHARMACEUTICAL PRODUCT DEVELOPMENT (PPDI)	72	2,295	1,654	
139	PHILIP MORRIS INTL (PM)	156	7,319	8,012	
140	PRAXAIR INC (PX)	26	1,890	2,237	
141	PROCTER GAMBLE CO (PG)	156	9,872	9,309	
142	PROGRESSIVE CORP OHIO (PGR)	132	2,693	2,614	
143	PRUDENTIAL FINCL INC (PRU)	13	880	658	
144	PRUDENTIAL PLC SC (PUK)	139	2,180	2,406	
145	PULTE GROUP INC. (PHM)	113	1,945	909	
146	QUALCOMM INC (QCOM)	37	1,595	1,417	
147	RAYMOND JAMES FINANCIAL INC (RJF)	80	1,962	1,846	
148	REED ELSEVIER N VSPONSORED ADR NEW (ENL)	111	3,446	2,638	
149	REGAL ENTERTAINMENT (RGC)	285	5,001	3,508	
150	REINSURANCE GROUP AMER INC. (RGA)	52	2,433	2,274	
151	REPUBLIC SVCS INC. (RSG)	149	3,899	4,385	
152	RIO TINTO PLC SPONSORED ADR (RIO)	80	3,998	4,034	
153	ROCHE HOLDING LTD ADR (RHHBY PK)	166	7,258	5,632	
154	ROYAL DUTCH SHELL PLC (RDS-A)	132	8,138	7,003	
155	SANOFLAVENTIS SPONSORED ADR (SNY)	110	4,528	3,147	
156	SAP AKTIENGESSELL ADS (SAP)	85	4,191	3,701	
157	SCHLUMBERGER LTD (SLB)	22	1,487	1,173	
158	SCIENTIFIC GAMES CORP - CLASS A COMMON STOCK (SGMS)	68	1,756	693	
159	SCOTT'S CO. CLASS A (SMG)	45	1,814	2,125	
160	SIEMENS A G ADR (SI)	52	6,006	4,708	
161	SIMON PPTY GROUP INC NEW (SPG)	31	1,989	2,804	
162	SNAP ON INC. (SNA)	34	1,666	1,402	
163	SOCIETE GENERALE FRANCE (SCGLY.PK)	300	3,478	3,060	
164	SONY CORP ADR (SNE)	80	3,425	2,239	
165	SYSCO CORP (SYY)	216	6,402	5,938	
166	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	261	2,516	2,453	
167	TARGET CORPORATION (TGT)	47	2,476	2,405	
168	TELEFONICA S A ADR (TEF)	70	5,756	4,656	
169	TESCO PLC ADR (TSCDY PK)	290	6,982	5,423	
170	TEVA PHARMECEUTICAL SP ADR (TEVA)	50	2,330	2,531	
171	TEXAS INSTRUMENTS INC (TXN)	71	1,676	1,634	
172	TJX COMPANIES INC (TJX)	76	2,149	3,016	
173	TOTAL FINA ELF S A (TOT)	182	12,214	8,490	



**Form 990-PF, Part II, Line 10b - Investments: Corporate Stock**

		TOTAL:		891,461	870,813
	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value	
174	TOYOTA MTR CORP (TM)	51	4,266	3,460	
175	UNILEVER N Y (UN)	60	1,626	1,607	
176	UNITED TECHNOLOGIES CORP (UTX)	104	6,912	6,782	
177	URS CORP NEW (URS)	58	2,795	2,069	
178	VALE SA (VALE)	115	3,004	3,076	
179	VALSPAR CORP (VAL)	49	1,075	1,476	
180	VERIZON COMMUNICATIONS (VZ)	115	3,964	3,396	
181	VODAFONE GROUP PLC (VOD)	275	7,538	6,655	
182	VOLKSWAGEN AG (VLKPY.PK)	120	2,225	2,386	
183	WAL-MART STORES INC (WMT)	57	2,855	2,858	
184	WALGREEN CO (WAG)	83	3,287	2,231	
185	WALT DISNEY HOLDINGS CO. (DIS)	34	1,146	1,106	
186	WOLTERS KLUWER S/ADR (WTKWY PK)	140	3,478	2,604	
187	WPP GROUP PLC (WPPGY.PK)	61	2,778	3,023	
188	XILINX INC (XLNX)	74	1,891	1,786	
189	XSTRATA PLC UNSP/ADR (XSRAY PK)	773	2,377	2,389	
190	YUM BRANDS INC (YUM)	78	2,649	3,253	
191	ZURICH FINCL SVC AR NEW (ZFSVY.PK)	170	4,332	3,786	

<b>TOTAL:</b>	0	0	0
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