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

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Name of foundation
THE WINTHROP H. SMITH JR.
CHARITABLE FOUNDATION, INC.

A Employer identification number
20-2642648

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O MASOTTI&MASOTTI 1100 SUMMER ST 4FL

B Telephone number
802-583-6332

City or town, state, and ZIP code
STAMFORD, CT 06905-5534

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: [X] 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)* ▶$ 1,695,197.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	724.	724.		STATEMENT 1
	4 Dividends and interest from securities	61,319.	61,319.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	53,368.			
	b Gross sales price for all assets on line 6a 1,336,682.				
	7 Capital gain net income (from Part IV, line 2)		53,368.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	11,217.	11,217.	0.	STATEMENT 3
	12 **Total** Add lines 1 through 11	126,628.	126,628.	0.	
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	4,230.	4,230.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	13,407.	13,407.	0.	0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	17,637.	17,637.	0.	0.
	25 Contributions, gifts, grants paid	291,675.			291,675.
	26 **Total expenses and disbursements.** Add lines 24 and 25	309,312.	17,637.	0.	291,675.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-182,684.			
	b **Net investment income** (if negative, enter -0-)		108,991.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	476,339.	40,824.	40,824.
	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 6	1,203,198.	1,443,706.	1,556,943.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	85,107.	97,430.	97,430.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,764,644.	1,581,960.	1,695,197.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,764,644.	1,581,960.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,764,644.	1,581,960.	
	31 **Total liabilities and net assets/fund balances**	1,764,644.	1,581,960.	

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	1,764,644.
2	Enter amount from Part I, line 27a	2	-182,684.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,581,960.
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	1,581,960.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MERRILL LYNCH 7135	P	VARIOUS	VARIOUS
b	MERRILL LYNCH 7135	P	VARIOUS	VARIOUS
c	MERRILL LYNCH B39	P	VARIOUS	VARIOUS
d	MERRILL LYNCH B39	P	VARIOUS	VARIOUS
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	1,021,492.		970,761.	50,731.
b	213,519.		217,246.	-3,727.
c	83,616.		75,744.	-1,508.
d	18,055.		19,563.	7,872.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				50,731.
b				-3,727.
c				-1,508.
d				7,872.
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 — 53,368.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	287,125.	1,642,975.	.174759
2008	222,575.	2,412,988.	.092240
2007	228,700.	2,749,242.	.083187
2006	176,425.	2,713,791.	.065011
2005	60,200.	545,670.	.110323

2	Total of line 1, column (d)	2	.525520
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	.105104
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,587,070.
5	Multiply line 4 by line 3	5	166,807.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,090.
7	Add lines 5 and 6	7	167,897.
8	Enter qualifying distributions from Part XII, line 4	8	291,675.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,090.
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	1,090.
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	1,090.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,781.		
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	2,781.
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	1,691.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,691. **Refunded** ▶			11	0.

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)? *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.*	1b		X
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) ▶ DE			
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 2010 or the taxable year beginning in 2010 (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? N/A	13		
	Website address ▶ N/A			
14	The books are in care of ▶ WINTHROP H. SMITH, JR Telephone no. ▶ 802-583-6332			
	Located at ▶ 246 GALLOPING WIND TRAIL, WARREN, VT ZIP+4 ▶ 05674			
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010?	4b		X

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

		Yes	No
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		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 8		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,399,521.
b	Average of monthly cash balances		1b	211,718.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,611,239.
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	1,611,239.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	24,169.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,587,070.
6	**Minimum investment return** Enter 5% of line 5		6	79,354.

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

1	Minimum investment return from Part X, line 6		1	79,354.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,090.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,090.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	78,264.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	78,264.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	78,264.

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	291,675.
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	291,675.
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	1,090.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	290,585.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				78,264.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 — 39,127.				
b From 2006 — 44,476.				
c From 2007 — 95,506.				
d From 2008 — 103,425.				
e From 2009 — 204,976.				
f **Total** of lines 3a through e	487,510.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 291,675.				
a Applied to 2009, 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 2010 distributable amount				78,264.
e Remaining amount distributed out of corpus	213,411.			
5 Excess distributions carryover applied to 2010 (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	700,921.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	39,127.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	661,794.			
10 Analysis of line 9:				
a Excess from 2006 — 44,476.				
b Excess from 2007 — 95,506.				
c Excess from 2008 — 103,425.				
d Excess from 2009 — 204,976.				
e Excess from 2010 — 213,411.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

WINTHROP H. SMITH JR

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LIST				
Total			▶ 3a	291,675.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	724.	
4 Dividends and interest from securities			14	61,319.	
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			14	11,217.	
8 Gain or (loss) from sales of assets other than inventory			18	53,368.	
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.		126,628.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 126,628.

(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

Signature of officer or trustee: Winthrop H. Smith | Date: 7-28-11 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MASOTTI & MASOTTI		07/19/11		

Firm's name ▶ MASOTTI & MASOTTI LLC — Firm's EIN ▶

Firm's address ▶ 1100 SUMMER STREET STAMFORD, CT 06905 — Phone no. (203) 323-1191

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

SOURCE	AMOUNT
INT	724.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	724.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY SECURITIES	61,319.	0.	61,319.
TOTAL TO FM 990-PF, PART I, LN 4	61,319.	0.	61,319.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP	11,217.	11,217.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	11,217.	11,217.	0.

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	4,230.	4,230.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,230.	4,230.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	4,220.	4,220.	0.	0.
INVESTMENT FEES	7,860.	7,860.	0.	0.
MISC	971.	971.	0.	0.
FEE	356.	356.	0.	0.
TO FORM 990-PF, PG 1, LN 23	13,407.	13,407.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS CORPORATE STOCKS	1,443,706.	1,556,943.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,443,706.	1,556,943.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY	COST	97,430.	97,430.
TOTAL TO FORM 990-PF, PART II, LINE 13		97,430.	97,430.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WINTHROP H. SMITH JR 246 GALLOPING WIND TRAIL WARREN, VT 05674	PRESIDENT/DIR 0.00	0.	0.	0.
HEATHER SMITH 160 BROOKVIEW AVE FAIRFIELD, CT 06825	SECRETARY/DIR 0.00	0.	0.	0.
CHRISTINA S. DISABATO 66 PARKWOOD ROAD FAIRFIELD, CT 06824	TREASURER/DIR 0.00	0.	0.	0.
CAMERON SMITH 3931 STATE LANE DRIVE KANSAS CITY, MO 64111	DIRECTOR 0.00	0.	0.	0.
WINTHROP H. SMITH III 155 ALAIN WHITE ROAD MORRIS, CT 06763	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2010 - DECEMBER 31, 2010
FEI # 20-2642648

	Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
1	Green Mountain Cultural Center 1661 East Warren Road, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,050 00
2	Mad River Valley Comm Fund P O Box 337 Warren, VT 05674	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	650 00
3	Vermont Food Bank 284 Vt Route 100, Wareen, Vt 05674	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,500 00
4	Green Mountain Valley Ski School 271 Moulton Rd Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
5	Pawsitive Pantry 55 Carlyle Rd Warren, Vt 05674	501(c)(3)	To Promote the Organization's Exempt Purposes		1,000 00
6	Friends of Moretown Library 897 Route 100 B, Moretown, Vt 05660	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	400 00
7	Vermont Fest of the Arts 5101 Main Street, Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	7,500 00
8	Child Care Resource Center 238 Union St Bennington, Vt 05201	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	500 00
9	Roots Work Rootswork, PO Box 31, Warren, VT 05674	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	575 00
10	Boy Scout Troop 700 Waitsfield, Vt - United Church of Christ	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	550 00
11	New England Ski Museum PO Box 267, Franconia, NH 03580	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	500 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2010 - DECEMBER 31, 2010
FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
12 Vermont Ski Museum 1 Main St Stowe, Vt 05672	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,000 00
13 Peter's Fund c/o David J. Newton, 36 Concord Sq Boston, Ma 02118	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
14 Waitsfield fire Dept 9 Bridge St Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	300 00
15 Barre Tones 575 East Hill Rd Middlesex, VT 05602	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	650 00
16 Vt Natl Guard Charitable Fdn PO Box 683, Essex Junction, Vt 05453 Waitsfield, VT, 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	75 00
17 The Skinner Barn 609 Common Road Waitsfield, VT 05673-7182	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	7,500 00
18 Amherst College Amherst MA 01002-5000	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	62,000 00
19 Deerfield Academy 7 Boyden Lane, PO Box 87, Deerfield, Ma 01342 Warren, VT 05674	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	6,000 00
20 Amherst College Alumni Find Amherst College Amherst MA 01002-5000	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
21 Champlain College 163 South Willard Street, Burlington, Vt 05401-3950	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	12,500 00
22 Warren After School Program Warren Elementary Sch, 293 School Rd, Warren, Vt 05674	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	100 00
23 Lake Champlain Regional Chambe 60 Main St #100, Burlington, Vt 05401	501 (c) (3)	To Promote the Organization's	None	3,100 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC

GRANTS & CONTRIBUTIONS PAID DURING THE YEAR

PERIOD JANUARY 1, 2010 - DECEMBER 31, 2010

FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
		Exempt Purposes		
24 Natl Brotherhood of Education Fund NBS Eastern Reg, 502 Dayhill Rd Harrisburg, Pa 17109 Fed # 36-3058068	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00
25 North Star Reach Camp 300 No Ingalls St Rm-N14C01, Ann Arbor, Mi 48109-5475	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
26 Johnson State College 337 College Hl, Johnson, Vt 05656	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,000 00
27 Fletcher Allen Heath Care VT 1 So Prospect St #6, Burlington Vt 802-847-0000	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	10,000 00
28 ~~Skation~~ SKATIUM c/o Don Swain 102 Dugway Road, Waitsfield, VT 05673-6004	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	70,000 00
29 Valley Swim Team 100 Arboretum Lane, Hartford, Vt 05047 Middlebury, VT 05753-1425	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	600 00
30 Mad River Path Assn PO Box 683, Waitsfield, VT 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	750 00
31 Vermont Family Military Assist Vermont State Family Readiness Programs Personnel 789 Vermont National Guard Rd ,Bldg 10-14 Colchester, VT 05446	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	1,000 00
32 Vermont Adoptive Diane Dextr Social Serv 103 S Main St Waterbury, Vt	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	800 00
33 Vermont Youth Conservation Cor 1949 East Main Street Richmond, VT 05477	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	2,500 00
34 Kelly Brush Fdn 7 Aspen Dr So Burlington, Vt 05403	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	5,000 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2010 - DECEMBER 31, 2010
FEI # 20-2642648

	Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
35	Mad River Ambulance Service 4177 Main St Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	500 00
36	The Mary Haas Ovarian Cancer F Community Foundation of New Jersey Post Office Box 338 Morristown, New Jersey 07963-0338	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	15,500 00
37	Michael J Fox FDN The Michael J Fox Foundation for Parkinson's Research Church Street Station PO Box 780, NYC 10008-0780	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	25,000 00
38	Vermont Public Radio 365 Troy Avenue Colchester, VT 05446	501 (c) (3)	To Promote the Organization's Exempt Purposes	None	500 00
39	Management I LLC	501 (c) (3)	To Promote the Organization's Exempt Purposes		2,500 00
40	Westfield Historic Soc 69 Fuller Rd Westfield, Vt 05847	501 (c) (3)	To Promote the Organization's Exempt Purposes		50 00
41	Friends of Tuckermans Ravine PO Box 43, madison, NH 03849	501 (c) (3)	To Promote the Organization's Exempt Purposes		1,000 00
42	Valley Arts Found 5101 Main St Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes		100 00
43	MRV Interfaith Council Food Sh 5308 Main St Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes		500 00
44	Waitsfield PTA 3391 Main St, Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes		650 00
45	MRV Comm Fund c/o Mark Grosby, PO Box 353, Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes		675 00

THE WINTHROP H. SMITH JR. CHARITABLE FOUNDATION, INC
GRANTS & CONTRIBUTIONS PAID DURING THE YEAR
PERIOD JANUARY 1, 2010 - DECEMBER 31, 2010
FEI # 20-2642648

Recipient Name and Address	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
46 Richie Hayward Benefit richie haywardbenefit com	501 (c) (3)	To Promote the Organization's Exempt Purposes		600 00
47 Mountain Film Festival Donald Rae,Dir, 26 Main St Montpelier, Vt 05602	501 (c) (3)	To Promote the Organization's Exempt Purposes		1,000 00
48 Mad River Chorale PO Box 158 Waitsfield, Vt 05673	501 (c) (3)	To Promote the Organization's Exempt Purposes		15,000 00
TOTAL GRANTS & CONTRIBUTIONS PAID DURING THE YEAR				291,675 00