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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 01-01-2010 , and ending 12-31-2010

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
GORDON V & HELEN C SMITH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
8716 CRIDER BROOK WAY

Room/suite

City or town, state, and ZIP code
POTOMAC, MD 20854

A Employer identification number
52-1440846

B Telephone number (see page 10 of the instructions)
(301) 469-8597

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization








☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,953,111

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	88,185			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	90,613	90,574		
	4 Dividends and interest from securities.	199,382	199,382		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	 261,084			
	b Gross sales price for all assets on line 6a _____ 2,879,545				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 1,272,574	865,227	3,356	
	12 Total. Add lines 1 through 11	1,911,838	1,155,183	3,356	
	13 Compensation of officers, directors, trustees, etc	50,732			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 11,500			11,500
	b Accounting fees (attach schedule)	 16,560	4,140		12,420
	c Other professional fees (attach schedule)				
	17 Interest	43	43		
	18 Taxes (attach schedule) (see page 14 of the instructions)	 66,304	66,304		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	53,985			54,562
	22 Printing and publications				
	23 Other expenses (attach schedule)	 339,899	339,899		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	539,023	410,386		78,482
	25 Contributions, gifts, grants paid	3,207,782			3,207,782
	26 Total expenses and disbursements. Add lines 24 and 25	3,746,805	410,386		3,286,264
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,834,967			
	b Net investment income (if negative, enter -0-)		744,797		
	c Adjusted net income (if negative, enter -0-)			3,356	

Part II Balance Sheets		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
Assets	1	Cash—non-interest-bearing	6,106,185	2,820,532	2,820,532
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 225,000 Less allowance for doubtful accounts ▶ _____	225,000	225,000	225,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,538,356	6,609,829	7,189,780
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,387,749	6,281,976	3,717,799
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	400,000	400,000		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,657,290	16,337,337	13,953,111	
Liabilities	17	Accounts payable and accrued expenses		62	
	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 ▶ _____)	556,696	1,215,225	
	23	Total liabilities (add lines 17 through 22)	556,696	1,215,287	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	17,100,594	15,122,050	
	30	Total net assets or fund balances (see page 17 of the instructions)	17,100,594	15,122,050	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,657,290	16,337,337	

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)	17,100,594
2	Enter amount from Part I, line 27a	-1,834,967
3	Other increases not included in line 2 (itemize) ▶ _____	173,131
4	Add lines 1, 2, and 3	15,438,758
5	Decreases not included in line 2 (itemize) ▶ _____	316,708
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	15,122,050

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>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</div>		3	

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))
2009	5,287,812	13,212,933	0 400200
2008	7,244,096	34,081,495	0 212552
2007	11,566,462	64,077,629	0 180507
2006	3,319,610	52,615,682	0 063092
2005	3,496,474	41,374,751	0 084507
2 Total of line 1, column (d).			2 0 940858
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 188172
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 13,285,970
5 Multiply line 4 by line 3.			5 2,500,048
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 7,448
7 Add lines 5 and 6.			7 2,507,496
8 Enter qualifying distributions from Part XII, line 4.			8 3,286,264
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			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1aExempt 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)		
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		17,448
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2
3Add lines 1 and 2.		37,448
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		57,448
6Credits/Payments		
a2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
bExempt foreign organizations—tax withheld at source	6b	
cTax paid with application for extension of time to file (Form 8868)	6c	
dBackup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		7
8Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8205
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		97,653
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10
11Enter the amount of line 10 to be Credited to 2011 estimated tax 0 Refunded		11

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid 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.			NoNo
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2Has 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	No
3Has 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	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	Yes
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	Yes
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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	Yes
7Did 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	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE, MD, VA			
bIf 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	Yes
9Is 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 on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JOSEPH R PARKER Telephone no (703) 821-2500 Located at PO BOX 11083 MCLEAN VA ZIP+4 22102			
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	
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		
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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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.	1b		No
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		No
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? If "Yes," list the years 20 , 20 , 20 , 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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (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 Additional Data Table				
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 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,856,292
b	Average of monthly cash balances.	1b	4,272,641
c	Fair market value of all other assets (see page 24 of the instructions).	1c	3,359,361
d	Total (add lines 1a, b, and c).	1d	13,488,294
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,488,294
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	202,324
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,285,970
6	Minimum investment return. Enter 5% of line 5.	6	664,299

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.)

1	Minimum investment return from Part X, line 6.	1	664,299
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	7,448
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,448
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	656,851
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	656,851
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	656,851

Part XII

Qualifying Distributions (see page 25 of the 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	3,286,264
b	Program-related investments—total from Part IX-B.	1b	
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	3,286,264
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	7,448
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,278,816
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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				656,851
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2010				
a	From 2005.	1,582,120			
b	From 2006.	941,994			
c	From 2007.	8,443,239			
d	From 2008.	5,548,012			
e	From 2009.	4,627,165			
f	Total of lines 3a through e.	21,142,530			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,286,264				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2010 distributable amount.				656,851
e	Remaining amount distributed out of corpus	2,629,413			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,771,943			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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) (see page 27 of the instructions).				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	1,582,120			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	22,189,823			
10	Analysis of line 9				
a	Excess from 2006.	941,994			
b	Excess from 2007.	8,443,239			
c	Excess from 2008.	5,548,012			
d	Excess from 2009.	4,627,165			
e	Excess from 2010.	2,629,413			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

GORDON V SMITH

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 ☐ 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 page 28 of the 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

GORDON V AND HELEN C SMITH
8716 CRIDER BROOK WAY
POTOMAD, MD 20854
(301) 469-8597

b

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

NO ESTABLISHED FORM OR CRITERIA

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	3,207,782
b Approved for future payment				
Total			▶ 3b	

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	
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	531390	39	14	90,574	
4 Dividends and interest from securities.			14	199,382	
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.	531390	403,991	14	865,227	
8 Gain or (loss) from sales of assets other than inventory					261,084
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
PERSONAL BENEFITS					
11 Other revenue a DONATIONS			14	3,356	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		404,030		1,158,539	261,084
13 Total. Add line 12, columns (b), (d), and (e).			13		1,823,653

[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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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
--------------------------	--------------------------	---------------------------------

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

2011-05-10

Date

Title

Paid Preparer's Use Only

Preparer's Signature

JOSEPH R PARKER

Firm's name

JOSEPH R PARKER CPA

PO BOX 11083

Firm's address

MCLEAN, VA 221027983

Date

2011-05-20

Check if self-employed

☐

PTIN

Firm's EIN

Phone no.

(703) 821-2500

Form 990-PF (2010)

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

2010

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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 lin 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 GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MILLER AND SMITH INC 8401 GREENSBORO DRIVE SUITE 450 MCLEAN, VA 22102	\$ 85,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	<div></div> <div></div> <div></div> <div></div>	\$ _____	_____

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
---	--

Part III






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

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

Additional Data

Software ID:
Software Version:
EIN: 52-1440846
Name: GORDON V & HELEN C SMITH FOUNDATION


Form 990PF Part VIII Line 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
GORDON V SMITH 	PRESIDENT 40 00	0	0	0
8716 CRIDER BROOK WAY POTOMAC, MD 20854				
HELEN C SMITH 	VICE-PRES 40 00	0	0	0
8716 CRIDER BROOK WAY POTOMAC, MD 20854				
BRUCE G SMITH 	DIRECTOR 10 00	0	0	0
220 BUXTON ROAD FALLS CHURCH, VA 22046				
DOUGLAS I SMITH 	DIRECTOR 1 00	0	0	0
2800 PINE HOLLOW ROAD OAKTON, VA 22124				
CYNTHIA J SKARBEK 	DIRECTOR 10 00	50,732	0	0
2810 AVENUE OF THE WOODS LOUISVILLE, KY 40241				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALASKA VILLAGE MISSIONS 1295 MISSION ROAD HOMER,AK 99603	NONE	PUBLIC	GENERAL SUPPORT	750
ALBION COLLEGE 611 EAST PARKER STREET ALBION,MI 49224	NONE	PUBLIC	GENERAL SUPPORT	1,000
AMERICAN HEART ASSOCIATIO 7203 POPLAR STREET ANNANDALE,VA 22003	NONE	PUBLIC	GENERAL SUPPORT	1,000
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	GENERAL SUPPORT	26,500
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	LOUISA MAGRUDER MEMORIAL	100
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	DWIGHT SMITH MEMORIAL	100
BOUND FOR LIFE 5023 WEBER COURT FORT MILL,SC 29715	NONE	PUBLIC	GENERAL SUPPORT	750
BUCCANEER SPORTS BOOSTERS PO BOX 562 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	500
CATO INSTITUTE 1000 MASS AVENUE NW WASHINGTON,DC 20001	NONE	PUBLIC	GENERAL SUPPORT	100,000
CHRIST CHURCH BIBLE CHUR 3740 BIRCHMAN AVENUE FORT WORTH,TX 76107	NONE	PUBLIC	GENERAL SUPPORT	1,000
CIRCLE URBAN MINISTRIES 118 N CENTRAL AVENUE CHICAGO,IL 60644	NONE	PUBLIC	GENERAL SUPPORT	2,000
CORNERSTONE SCHOOLS OF DC 907 MARYLAND AVENUE NE WASHINGTON,DC 20002	NONE	PUBLIC	GENERAL SUPPORT	10,000
COVENANT LIFE CHURCH PO BOX 171 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	5,750
FOCUS ON TANZANIAN COMMS C/O RICHARD JOHNSTON WILMER HALE LLP 60 STATE STREET BOSTON,MA 02109	NONE	PUBLIC	GENERAL SUPPORT	2,500
GOOD NEWS FOR INDIA PO BOX 7576 LA VERNE,CA 91750	NONE	PUBLIC	GENERAL SUPPORT	2,000
Total  3a				3,207,782

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
GREEN STREET CHURCH 639 S GREEN STREET WINSTON SALEM, NC 27101	NONE	PUBLIC	GENERAL SUPPORT	1,416
HEART ROCK TV INC PO BOX 567 FRANKLIN, TN 37065	NONE	PUBLIC	GENERAL SUPPORT	750
HEARTS DELIGHT C/O AMERICAN HEART ASSOCIATION 7203 POPLAR STREET ANNANDALE, VA 22003	NONE	PUBLIC	GENERAL SUPPORT	15,000
HERITAGE FOUNDATION 214 MASS AVENUE NW WASHINGTON, DC 20002	NONE	PUBLIC	GENERAL SUPPORT	200,000
KENNEDY CENTER HONORS 2700 F STREET NW WASHINGTON, DC 20566	NONE	PUBLIC	GENERAL SUPPORT	12,000
KID'S HOPE USA 100 PINE STREET ZEELAND, MI 49464	NONE	PUBLIC	GENERAL SUPPORT	4,500
KING BAUBOUIN 10 ROCKEFELLER 16TH FLOOR NEW YORK, NY 10020	NONE	PUBLIC	GENERAL SUPPORT	1,000
LOUDOUN YOUTH INC PO BOX 1732 LEESBURG, VA 20177	NONE	PUBLIC	GENERAL SUPPORT	10,000
LOVE INC 1106 FULTON AVE GRAND HAVEN, MI 49417	NONE	PUBLIC	GENERAL SUPPORT	250
NORTHERN VIRGINIA TRANSPORTATION ALLIANCE PO BOX 6149 MCLEAN, VA 22102	NONE	PUBLIC	GENERAL SUPPORT	35,000
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	GENERAL SUPPORT	824,127
OPERATION MOBILIZATION PO BOX 444 TYRONE, GA 30290	NONE	PUBLIC	GENERAL SUPPORT	1,000
OPPORTUNITY INTERNATIONAL PO BOX 3695 OAK BROOK, IL 60522	NONE	PUBLIC	GENERAL SUPPORT	453,204
PITTSBURGH KIDS FOUNDATIO 116 FEDEAL AVENUE - 2ND F PITTSBURGH, PA 15212	NONE	PUBLIC	GENERAL SUPPORT	24,500
PLAINWELL COMMUNITY SCHOOLS EDUCTION FUND PO BOX 463 PLAINWELL, MI 49080	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				3,207,782

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
POTOMAC PRESBYTERIAN CHURCH 10301 RIVER ROAD POTOMAC, MD 20854	NONE	PUBLIC	GENERAL SUPPORT	1,000
PROJECT MEDSEND PO BOX 1098 ORANGE, CT 06477	NONE	PUBLIC	GENERAL SUPPORT	1,000
RANSOM DISTRICT LIBRARY 180 SOUTH SHERWOOD PLAINWELL, MI 49080	NONE	PUBLIC	GENERAL SUPPORT	1,000
REIGN MINISTRIES 5401 WEST BROADWAY MINNEAPOLIS, MN 55428	NONE	PUBLIC	GENERAL SUPPORT	1,000
SALVATION ARMY 1009 W BARAGA AVENUE MARQUETTE, MI 49855	NONE	PUBLIC	GENERAL SUPPORT	250
SCHOOL OF ST JUDE PO BOX 11875 ARUSHA TZ	NONE	PUBLIC	GENERAL SUPPORT	301,170
SHALOM PROJECT 639 S GREEN STREET WINSTON SALEM, NC 27101	NONE	PUBLIC	GENERAL SUPPORT	400
SYNERGOS INSTITUTE 51 MADISON AVENUE NEW YORK, NY 10010	NONE	PUBLIC	GENERAL SUPPORT	24,500
TIKKUN INTERNATIONAL PO BOX 2997 GAITHERSBURG, MD 20886	NONE	PUBLIC	GENERAL SUPPORT	1,000
TRI CITIES MINISTRIES COU 120 S FIFTH STREET GRAND HAVEN, MI 49417	NONE	PUBLIC	GENERAL SUPPORT	2,750
WASHINGTON OPERA 2600 VIRGINIA AVENUE WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL SUPPORT	15,000
WESLEY THEOLOGICAL SEMINA 4500 MASSACHUSETTS AVENUE WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL SUPPORT	969,265
WISCONSIN HISTORICAL FOUNDATION 816 STATE STREET MADISON, WI 53706	NONE	PUBLIC	GENERAL SUPPORT	150,000
WOMEN AT RISK INTERNATION 4345 SAWKAW DR NE GRAND RAPIDS, MI 49525	NONE	PUBLIC	ENDOWNMENT CONTRIBUTION	750
YWCA OF KALAMAZOO 353 E MICHIGAN AVE KALAMAZOO, MI 49007	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				3,207,782

TY 2010 Accounting Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	16,560	4,140		12,420

TY 2010 Compensation Explanation**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Person Name	Explanation
GORDON V SMITH	
HELEN C SMITH	
BRUCE G SMITH	
DOUGLAS I SMITH	
CYNTHIA J SKARBEK	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
AMAZON COM INC SHORT SALE	2010-06	PURCHASE	2010-01		658,643	609,005			49,638	
AOL INC	2009-04	PURCHASE	2010-06		266				266	
ARCH COAL INC	2010-05	PURCHASE	2010-12		1,335,532	894,556			440,976	
AT&T INC	2007-12	PURCHASE	2010-06		2,756	4,386			-1,630	
BELL MICROPRODUCTS INC	2006-04	PURCHASE	2010-06		1,375	1,140			235	
BELL MICROPRODUCTS INC	2006-04	PURCHASE	2010-06		322,910	246,918			75,992	
CISCO SYSTEMS INC	1999-08	PURCHASE	2010-06		7,758	10,422			-2,664	
INTERNATIONAL BUSINESS MACHINES	1999-08	PURCHASE	2010-06		12,740	12,050			690	
MICROSOFT CORP	1999-08	PURCHASE	2010-06		6,089	10,349			-4,260	
TIME WARNER CABLE INC	2009-04	PURCHASE	2010-06		1,840				1,840	
TIME WARNER INC	1999-08	PURCHASE	2010-06		4,468	20,615			-16,147	
TURKISH LIRA	2009-06	PURCHASE	2010-01		9,617	453,585			-443,968	
TURKISH LIRA	2007-05	PURCHASE	2010-04		132,191	149,307			-17,116	
TURKIYE IS BANKASI SER C	2006-03	PURCHASE	2010-10		383,312	206,128			177,184	
TURKIYE IS BANKASI SER C	2006-03	PURCHASE	2010-10		48				48	

TY 2010 General Explanation Attachment

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Identifier	Return Reference	Explanation
GENERAL RETURN INFORMATION		RETURN IS BEING AMENDED TO INCLUDE
GENERAL ELECTIONS		

TY 2010 Investments Corporate Stock Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACETO CORP	75,305	90,000
AMERICAN ONLINE		
ARCH COAL INC	468,889	631,080
AT&T INC		
BELL MICROPRODUCTS INC.	149,802	
BP PLC SPONSORED ADR	774,880	772,975
CISCO SYSTEMS (BGS)		
COUNTRYWIDE FINANCIAL CORP	624,891	80,200
COUNTRYWIDE FINANCIAL CORP (BGS)	491,000	243,055
FLEXTRONICS INTL LTD	286,335	1,059,750
FRANCE TELECOM	957,998	1,075,080
IBM (BGS)		
M&T BANKCORP	179,282	388,417
MICROSOFT CORP		
NAVIOS MARITIME HOLDINGS	606,905	522,720
PENN WEST ENERGY TR	688,802	719,992
SCHULMAN INC	166,661	212,877
SKECHERS USA INC	359,649	360,000
TURKIYE IS BANKAS AS	779,430	1,033,634

TY 2010 Investments - Other Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL CROSSOVER PARTNERS LP	AT COST		
DPI INVESTORS, L.L.C.	AT COST	3,978,517	955,431
MILLER AND SMITH AT CENTERPARK, L.L.	AT COST		146,045
MILLER AND SMITH AT DULLES PARKWAY C	AT COST		1,818,425
MILLER AND SMITH AT MAPLE LAWN, L.L.	AT COST	138,374	236,878
MILLER AND SMITH AT WOODCREST, L.L.C	AT COST	511,874	
MS PEMBROOKE INVESTORS, L.L.C.	AT COST	1,383,211	291,020
TSKI BANK	AT COST	270,000	270,000

TY 2010 Legal Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	11,500			

TY 2010 Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OPPORTUNITY MICROFINANCE BANK	400,000	400,000	

TY 2010 Other Decreases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
FEDERAL INCOME TAXES	316,708

TY 2010 Other Expenses Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
EXPENSES				
INVESTMENT EXP - CENTERPARK	2,818	2,818		
INVESTMENT EXP - M&S AT DPC L	1,010	1,010		
WRITE OFF OF INVESTMENTS	333,558	333,558		
MISCELLANEOUS	2,513	2,513		

TY 2010 Other Income Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME - MS PEMBROOKE INVSTR	145,690		
INCOME - DPI INVESTORS, LLC	223,628		
INCOME - DPI INVESTORS, LLC	135,013	135,013	
INCOME - M&S AT CENTERPARK	225,802	225,802	
INCOME - M&S AT DULLES PRKWAY	145,287	145,287	
INCOME - M&S AT MAPLE LAWN	34,627		
INCOME - M&S AT MAPLE LAWN	103,605	103,605	
INCOME - M&S AT WOODCREST	46		
INCOME - RNR II L P	249,119	249,119	
OTHER INCOME	6,401	6,401	
PERSONAL BENEFITS DONATIONS	3,356		3,356

TY 2010 Other Increases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
PRIOR PERIOD ADJUSTMENTS	173,131

TY 2010 Other Liabilities Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFICIT BALANCES - INVESTMENT K-1'S	556,696	1,215,225

TY 2010 Other Notes/Loans
Receivable Short Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION
EIN: 52-1440846

Name of 501(c)(3) Organization	Balance Due
NOTES RECEIVABLE - TSKI	225,000

TY 2010 Taxes Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPTROLLER OF MARYLAND	60,903	60,903		
VA DEPARTMENT OF TAXATION	5,401	5,401		

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2010**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Aetas Mirabilis Foundation
2800 Pine Hollow Road, Oakton, VA 22124
- (ii) Amount of Grant: Grant of \$1,654,727 was given on June 5, 2009.
- (iii) Purpose of Grant: General Support for the Aetas Mirabilis Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$417,175 through December 31, 2010 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2010**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Habdank Foundation
2810 Avenue of the Woods
Louisville Kentucky 40241
- (ii) Amount of Grant: Grant of \$1,000,000 was given on September 3, 2009.
- (iii) Purpose of Grant: General Support for the Habdank Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$25,403 through December 31, 2010 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.