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

**2010**

Department of the Treasury  
Internal Revenue Service

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

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

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

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER  
28925 PCH HWY 2ND F  
MALIBU, CA 90265

A Employer identification number  
**95-3958030**

B Telephone number (see the instructions)  
**(310) 589-2101**

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, column (c), line 16)  
**\$ 3,757,085.**

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 the instructions))*

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	15,865.	15,865.	15,865.	
4 Dividends and interest from securities	59,770.	59,770.	59,770.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	16,366.			
b Gross sales price for all assets on line 6a	735,800.			
7 Capital gain net income (from Part IV, line 2)		16,366.		
8 Net short-term capital gain			6,905.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	92,001.	92,001.	82,540.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans; employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	5,405.	5,405.		5,405.
c Other prof fees (attach sch) SEE ST 2	31,826.	31,826.		31,826.
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 3	1,370.	1,370.		1,370.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	236.	236.		236.
24 Total operating and administrative expenses. Add lines 13 through 23	38,837.	38,837.		38,837.
25 Contributions, gifts, grants paid STMT 5	161,216.			161,216.
26 Total expenses and disbursements. Add lines 24 and 25	200,053.	38,837.	0.	200,053.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-108,052.			
b Net investment income (if negative, enter -0-)		53,164.		
c Adjusted net income (if negative, enter -0-)			82,540.	

SCANNED SEP 27 2011

REVENUE

ADMINISTRATIVE AND EXPENSES

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2

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			
	2 Savings and temporary cash investments	22,541.	94,022.	94,022.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,590.		
	10a Investments – US and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	1,789,675.	1,999,829.	3,663,063.
	c Investments – corporate bonds (attach schedule)	293,097.		
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	95,000.			
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	2,201,903.	2,093,851.	3,757,085.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSET BALANCES	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,727,897.	1,727,897.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	474,006.	365,954.	
30 Total net assets or fund balances (see the instructions)	2,201,903.	2,093,851.		
31 Total liabilities and net assets/fund balances (see the instructions)	2,201,903.	2,093,851.		

**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	2,201,903.
2 Enter amount from Part I, line 27a	2	-108,052.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,093,851.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,093,851.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	$\left[ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right]$	2	16,366.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left[ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-} \\ \text{in Part I, line 8} \end{array} \right]$	3	6,905.

**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

(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 (column (b) divided by column (c))
2009	191,878.	2,888,704.	0.066424
2008	153,404.	3,864,613.	0.039695
2007	159,812.	3,917,136.	0.040798
2006	129,469.	3,668,846.	0.035289
2005	164,388.	3,325,030.	0.049440

2 Total of line 1, column (d)	2	0.231646
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	0.046329
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,312,300.
5 Multiply line 4 by line 3	5	153,456.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	532.
7 Add lines 5 and 6	7	153,988.
8 Enter qualifying distributions from Part XII, line 4	8	200,053.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic 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		1	532.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	532.
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	532.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,034.	
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	1,034.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	502.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax. 502. Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>KARL S. REINECKER</u> Telephone no. ▶ <u>(310) 589-2101</u> Located at ▶ <u>28925 PCH HWY, 2ND FL MALIBU, CA</u> ZIP + 4 ▶ <u>90265</u>			
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 <span style="float:right">▶ 15</span> <span style="float:right">N/A</span> <input type="checkbox"/> <span style="float:right">N/A</span>			
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?  See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶	16	Yes	No X

**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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>	1 b	N/A
1 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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

**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?  Yes  No

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?  Yes  No

**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 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
NANCY WELSH ROLLING HILLS ESTATE, CA 90274	C.E.O. 0	0.	0.	0.
JAMES WELSH ROLLING HILL ESTATE, CA 90274	C.E.O. 0	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1— see 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  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 (see 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		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** (see 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 instructions	
3	
-----	
Total. Add lines 1 through 3	0.

**Total.** Add lines 1 through 3

0.

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	3,318,820.
<b>b</b> Average of monthly cash balances	<b>1b</b>	43,921.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	3,362,741.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	3,362,741.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	50,441.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,312,300.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	165,615.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	165,615.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	532.
<b>b</b> Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	532.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	165,083.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	165,083.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	165,083.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	200,053.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	200,053.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	532.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	199,521.

**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				165,083.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			101,167.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 200,053.				
a Applied to 2009, but not more than line 2a			101,167.	
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				98,886.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				66,197.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

**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)

**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

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

NONE

**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 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	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)				
<i>a Paid during the year</i>				
<b>Total</b>				▶ <b>3a</b>
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3b</b>





SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

95-3958030

STATEMENT 1  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 5,405.	\$ 5,405.		\$ 5,405.
TOTAL	<u>\$ 5,405.</u>	<u>\$ 5,405.</u>	<u>\$ 0.</u>	<u>\$ 5,405.</u>

STATEMENT 2  
FORM 990-PF, PART I, LINE 16C  
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER MANAGEMENT FEES	\$ 31,826.	\$ 31,826.		\$ 31,826.
TOTAL	<u>\$ 31,826.</u>	<u>\$ 31,826.</u>	<u>\$ 0.</u>	<u>\$ 31,826.</u>

STATEMENT 3  
FORM 990-PF, PART I, LINE 18  
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	\$ 1,335.	\$ 1,335.		\$ 1,335.
SECRETARY OF STATE	35.	35.		35.
TOTAL	<u>\$ 1,370.</u>	<u>\$ 1,370.</u>	<u>\$ 0.</u>	<u>\$ 1,370.</u>

STATEMENT 4  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 236.	\$ 236.		\$ 236.
TOTAL	<u>\$ 236.</u>	<u>\$ 236.</u>	<u>\$ 0.</u>	<u>\$ 236.</u>

STATEMENT 5  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTSCASH GRANTS AND ALLOCATIONSCLASS OF ACTIVITY:  
DONEE'S NAME:  
DONEE'S ADDRESS:SOCIAL SERVICES  
BLIND CHILDREN'S CENTER  
4120 MARATHON STREET

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

95-3958030

STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE:	LOS ANGELES, CA 90029	
ORGANIZATIONAL STATUS OF DONEE:	NONE	
AMOUNT GIVEN:	PUBLIC CHARITY	\$ 5,000.
CLASS OF ACTIVITY:	EDUCATION	
DONEE'S NAME:	DANA HALL SCHOOL	
DONEE'S ADDRESS:	45 DANA ROAD, P.O. BOX 9010 WELLESLEY, MA 02482	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	SCHOOL	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	EDUCATION AND PRESERVATIO	
DONEE'S NAME:	FRIENDS OF BANNING MUSEUM	
DONEE'S ADDRESS:	401 EAST M STREET WILMINGTON, CA	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT CORPORATION	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	BUILDING HOMES FOR POOR	
DONEE'S NAME:	PROJECT MEXICO	
DONEE'S ADDRESS:	2 JOHNS CANYON ROAD ROLLING HILLS, CA 90274	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	SOCCER LEAGUE	
DONEE'S NAME:	WEST VALLEY SOCCER LEAGUE	
DONEE'S ADDRESS:	P. O. BOX 8842 CALABASAS, CA 91302	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	SPORTS LEAGUE	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	SYMPHONY	
DONEE'S NAME:	PENINSULA SYMPHONY	
DONEE'S ADDRESS:	P. O. BOX 2602 PALOS VERDES PENINSULA, CA 90274	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT CORPORATION	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	MARINE AQUARIUM	
DONEE'S NAME:	FRIENDS OF CABRILLO MARINE	
DONEE'S ADDRESS:	3720 STEPHEN WHITE DRIVE SAN PEDRO, CA 90731	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		15,000.
CLASS OF ACTIVITY:	COMMUNITY SERVICES	
DONEE'S NAME:	VOLUNTEER CENTER (SB)	
DONEE'S ADDRESS:	1230 CRAVENS AVE. TORRANCE, CA 90501	

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

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STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		\$ 2,000.
CLASS OF ACTIVITY:	CANCER SUPPORT	
DONEE'S NAME:	WELLNESS COMMUNITY	
DONEE'S ADDRESS:	109 WEST TORRANCE BLVD. REDONDO BEACH, CA 90277	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	MARITIME MUSEUM	
DONEE'S NAME:	LOS ANGELES MARITIME INSTITUTE	
DONEE'S ADDRESS:	BERTH 84, FOOR OF 6TH STREET SAN PEDRO, CA 90731	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	MUSEUM FOUNDATION	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	THEATER	
DONEE'S NAME:	NORRIS CENTER FOR THE PERFORM.	
DONEE'S ADDRESS:	27570 CROSSFIELD DR. ROLLING HILLS ESTATES, CA 90274	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	PUBLIC RADIO	
DONEE'S NAME:	KCET	
DONEE'S ADDRESS:	4401 SUNSET BLVD., LOS ANGELES, CA 90027	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	MUSEUM	
DONEE'S NAME:	NATURAL HISTORY MUSEUM	
DONEE'S ADDRESS:	900 EXPOSITION BLVD. LOS ANGELES, CA 90007	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		40,000.
CLASS OF ACTIVITY:	ART CENTER	
DONEE'S NAME:	PALOS VERDES ART CENTER	
DONEE'S ADDRESS:	5504 W. CRESTRIDGE ROAD RANCHO PALOS VERDES, CA 90275	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	HOSPICE	
DONEE'S NAME:	PROVIDENCE TRINITYCARE HOSPICE	
DONEE'S ADDRESS:	2601 AIRPORT DRIVE, SUITE 230 TORRANCE, CA 90505	
RELATIONSHIP OF DONEE:	NONE	

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

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STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT FOUNDATION	
AMOUNT GIVEN:		\$ 5,000.
CLASS OF ACTIVITY:	PHILANTHROPIC	
DONEE'S NAME:	LAS CANDALISTAS	
DONEE'S ADDRESS:	P. O. BOX 3655 PALOS VERDES PEN, CA 90274	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	HUMAN SERVICES	
DONEE'S NAME:	SAN PEDRO & PENINSULA YMCA	
DONEE'S ADDRESS:	301 SOUTH BANDINI ST. SAN PEDRO, CA 90731	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	CANCER RESEARCH	
DONEE'S NAME:	AMERICAN INST. FOR CANCER RES.	
DONEE'S ADDRESS:	1759 R STREET, NW WASHINGTON, DC 20009	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	MEDICAL RESEARCH	
DONEE'S NAME:	LOS ANGELES BIO MED FOUNDATION	
DONEE'S ADDRESS:	1124 WEST CARSON ST TORRANCE, CA 90502	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		5,666.
CLASS OF ACTIVITY:	SHELTER FOR HOMELESS	
DONEE'S NAME:	HELP THE HOMELESS HELP THEMSEL	
DONEE'S ADDRESS:	P. O. BOX 3363 PALOS VERDES PENINSU, CA 90274	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	LAND CONSERVATION	
DONEE'S NAME:	PALOS VERDES PENINSULA LAND CO	
DONEE'S ADDRESS:	916 SILVER SPUR ROAD #207 ROLLING HILLS ESTATE, CA 90274	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT ORGANIZATION	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	CANCER RESEARCH	
DONEE'S NAME:	UNIVERSITY OF SOUTHERN CALIFOR	
DONEE'S ADDRESS:	UNIVERSITY GARDENS LOS ANGELES, CA 90089	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

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STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: \$ 5,000.

CLASS OF ACTIVITY: LIBRARY  
DONEE'S NAME: FRIENDS OF PALOS VERDES LIBRARY  
DONEE'S ADDRESS: 701 SILVER SPUR ROAD  
ROLLING HILLS ESTATE, CA 90274

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: SEARCH AND RESCUE  
DONEE'S NAME: VIRGIN ISLAND SEARCH AND RESCUE  
DONEE'S ADDRESS: P. O. BOX 3042  
ROAD TOWN, TORTOLA BRITISH VIRGIN  
ISLANDS

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: LIBRARY  
DONEE'S NAME: THE COMMUNITY LIBRARY  
DONEE'S ADDRESS: 415 SPRUCE AVENUE N. BOX 2168  
KETCHUM, ID 83340

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 500.

CLASS OF ACTIVITY: SYMPHONY  
DONEE'S NAME: SUN VALLEY SYMPHONY  
DONEE'S ADDRESS: P. O. BOX 1914  
SUN VALLEY, ID 83353

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 2,000.

CLASS OF ACTIVITY: RIVER CONSERVATION  
DONEE'S NAME: WESTERN RIVERS CONSERVANCY  
DONEE'S ADDRESS: 71 SW OAK ST  
PORTLAND, OR 97204

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: CONSERVANCY  
AMOUNT GIVEN: 10,000.

CLASS OF ACTIVITY: FISH CONSERVATION  
DONEE'S NAME: NATIVE FISH SOCIETY  
DONEE'S ADDRESS: PO BPS 568  
MOLALLA, OR 97038

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 1,000.

CLASS OF ACTIVITY: HUMAN SERVICES  
DONEE'S NAME: SALVATION ARMY  
DONEE'S ADDRESS:

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

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STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: \$ 5,000.

CLASS OF ACTIVITY: HUMANE SOCIETY  
DONEE'S NAME: SPCALA  
DONEE'S ADDRESS: 5026 W. JEFFERSON BLVD  
LOS ANGELES, CA 90016

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY  
AMOUNT GIVEN: 2,000.

CLASS OF ACTIVITY: SOCCER LEAGUE  
DONEE'S NAME: TOBERMAN NEIGHBORHOOD CENTER  
DONEE'S ADDRESS: 131 NORTH GRAND AVENUE  
SAN PEDRO, CA 90731

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: CONSERVATION  
DONEE'S NAME: GREENWOOD CEMETERY  
DONEE'S ADDRESS: 1011 AUBURN STREET  
ROCKFORD, IL 61103

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: ALTHLETE TRAINING  
DONEE'S NAME: UNITED STATES BOBSLED AND SKELETON FEDER  
DONEE'S ADDRESS: 161 MESA AVENUE  
COLORADO SPRINGS, CO 80906

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: CANCER RESEARCH  
DONEE'S NAME: NATIONAL CHILDREN'S LEUKEMIA FOUNDATION  
DONEE'S ADDRESS: 7316 AVENUE U  
BROOKLYN, NY 11234

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY  
AMOUNT GIVEN: 50.

CLASS OF ACTIVITY: WATER CONSERVATION  
DONEE'S NAME: RIVERS WITOUT BORDERS  
DONEE'S ADDRESS: P O BOX 154  
CLINTON, WA 98236

RELATIONSHIP OF DONEE: NONE  
ORGANIZATIONAL STATUS OF DONEE: NON-PROFIT ORGANIZATION  
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: N/A  
DONEE'S NAME: PRIOR YEAR ADJUSTMENTS-CHECKS LOST  
DONEE'S ADDRESS: VARIOUS

RELATIONSHIP OF DONEE: N/A  
ORGANIZATIONAL STATUS OF DONEE: N/A

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

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STATEMENT 5 (CONTINUED)  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS

AMOUNT GIVEN: \$ -12,000.

TOTAL \$ 161,216.

STATEMENT 6  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOEING	COST	\$ 33,558.	\$ 65,260.
HALLIBURTON	COST	90,140.	285,810.
EMERSON ELECTRIC	COST	85,174.	171,510.
CONOCOPHILLIPS	COST	50,037.	170,250.
ALLSTATE	COST	91,410.	156,212.
ANADARKO PETROLEUM	COST	77,858.	380,800.
BAKER HUGHES	COST	64,545.	97,189.
HONEYWELL	COST	0.	0.
INTEL	COST	0.	0.
PROCTOR & GAMBLE	COST	75,764.	167,258.
RAYTHEON	COST	91,338.	203,896.
SCHLUMBERGER	COST	88,386.	200,400.
CHEVRON	COST	47,798.	140,525.
COSTCO	COST	68,065.	144,420.
BARICK GOLD	COST	130,357.	260,050.
BANK OF AMERICA	COST	0.	0.
DEVON ENERGY	COST	92,800.	117,765.
DISNEY	COST	49,985.	56,265.
GOLDCORP	COST	122,163.	195,415.
NESTLE S A	COST	69,883.	139,698.
SANOFI AVENTIS	COST	0.	0.
APPLIED MATERIAL	COST	65,070.	49,175.
TECK RESOURCES (FKA COMINCO)	COST	64,005.	92,745.
APPLE INC	COST	131,614.	161,280.
CISCO SYSTEMS	COST	47,253.	40,460.
HEWLETT PACKARD	COST	69,493.	63,150.
INTL BUSINESS MACHINES	COST	63,750.	73,380.
ISHARES TR RUSSELL 2000	COST	36,719.	39,120.
KIMBERLY CLARK	COST	60,900.	63,040.
S & P US PFD STK INDEX FD	COST	98,975.	97,000.
WELLS FARGO & CO NEW	COST	32,789.	30,990.
TOTAL		\$ <u>1,999,829.</u>	\$ <u>3,663,063.</u>

SMITH-WELSH FOUNDATION  
C/O KARL REINECKER

95-3958030

STATEMENT 7  
FORM 990-PF, PART IV, LINE 1  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	100,000 AMERICAN GENERAL	PURCHASED	8/18/2009	8/11/2010
2	200 SH ANADARKO PETROLEUM	PURCHASED	3/02/2000	5/27/2010
3	800 SH ANADARKO PETROLEUM	PURCHASED	3/03/2000	5/27/2010
4	1,600 SH BANK OF AMERICA	PURCHASED	4/10/2006	4/29/2010
5	95,000 CAPMARK BK CD	PURCHASED	5/21/2008	5/21/2010
6	700 SH CONOCOPHILLIPS	PURCHASED	2/12/1999	4/29/2010
7	1,000 SH HALLIBURTON	PURCHASED	7/15/1998	12/29/2010
8	2,000 SH HONEYWELL	PURCHASED	3/15/2000	12/29/2010
9	900 SH INTEL	PURCHASED	9/27/2000	5/27/2010
10	50,000 INTL LEASE FIN CORP	PURCHASED	11/24/2009	4/15/2010
11	150,000 NM AMERICAN GENERAL	PURCHASED	10/28/2009	9/01/2010
12	1,600 SH SANOFI AVENTIS	PURCHASED	4/10/2006	12/29/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	100,000.		100,000.	0.				\$ 0.
2	10,803.		3,199.	7,604.				7,604.
3	43,210.		12,038.	31,172.				31,172.
4	28,379.		74,441.	-46,062.				-46,062.
5	95,000.		95,000.	0.				0.
6	40,775.		14,011.	26,764.				26,764.
7	40,214.		20,993.	19,221.				19,221.
8	106,763.		87,810.	18,953.				18,953.
9	18,874.		43,399.	-24,525.				-24,525.
10	50,000.		49,920.	80.				80.
11	150,000.		143,175.	6,825.				6,825.
12	51,782.		75,448.	-23,666.				-23,666.
							TOTAL	\$ 16,366.

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>	Name of exempt organization	Employer identification number
	SMITH-WELSH FOUNDATION C/O KARL REINECKER	95-3958030
	Number, street, and room or suite number If a P O box, see instructions	
	28925 PCH HWY 2ND F	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	MALIBU, CA 90265	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ KARL S. REINECKER -----

Telephone No. ▶ (310) 589-2101 ----- FAX No ▶ -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above  
The extension is for the organization's return for:

- ▶  calendar year 20 10 or
- ▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	<b>3a</b>	\$	1,034.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$	1,034.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

**BAA For Paperwork Reduction Act Notice, see Instructions.**