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Form **990-PF**

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

OMB No 1545-0052

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 , and ending

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

Name of foundation SMITH, LILLIAN C T/U/A		A Employer identification number 95-6386629
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - PO Box 63954 MAC A0348-012	Room/suite	B Telephone number (see page 10 of the instructions) (888) 730-4933
City or town, state, and ZIP code SAN FRANCISCO CA 94163		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 728,769	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	20,103	20,103		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	64,383			
	b Gross sales price for all assets on line 6a	280,902			
	7 Capital gain net income (from Part IV, line 2)		64,383		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total Add lines 1 through 11	84,486	84,486	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	616	0	0	616
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	349	349	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,578	6,483	0	2,095
	24 Total operating and administrative expenses: Add lines 13 through 23	9,543	6,832	0	2,711
	25 Contributions, gifts, grants paid	18,337			18,337
26 Total expenses and disbursements Add lines 24 and 25	27,880	6,832	0	21,048	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	56,606				
b Net investment income (if negative, enter -0-)		77,654			
c Adjusted net income (if negative, enter -0-)			0		

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

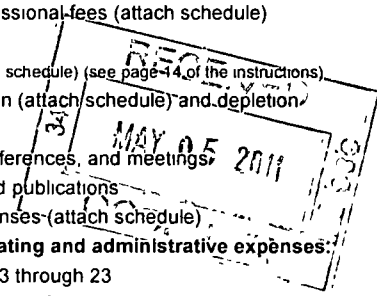
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(HTA)

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POSTMARK DATE MAY 03 2011

SCANNED MAY 10 2011



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		0	
	2	Savings and temporary cash investments	23,472	30,578	30,578
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	262,959	0	0
	c	Investments—corporate bonds (attach schedule)	163,710	0	0
	11	Investments—land buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	109,519	593,369	698,191	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	559,660	623,947	728,769	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	559,660	623,947	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	559,660	623,947		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	559,660	623,947		

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	559,660
2	Enter amount from Part I, line 27a	2	56,606
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	8,798
4	Add lines 1, 2, and 3	4	625,064
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	5	1,117
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	623,947

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 0	0	0		0
b 0	0	0		0
c 0	0	0		0
d 0	0	0		0
e 0	0	0		0
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 { If (loss), enter -0- in Part I, line 7				2 64,383
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				3 0

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	43,723	598,383	0.073069	
2008	24,285	743,196	0.032676	
2007	40,457	872,381	0.046375	
2006	46,859	832,309	0.056300	
2005	42,850	823,015	0.052065	
2 Total of line 1, column (d)			2	0.260485
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	0.052097
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4	667,201
5 Multiply line 4 by line 3			5	34,759
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	777
7 Add lines 5 and 6			7	35,536
8 Enter qualifying distributions from Part XII, line 4 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.			8	21,048

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	}				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1		1,553	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		0	
3 Add lines 1 and 2		3		1,553	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5		1,553	
6 Credits/Payments					
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		138		
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c		0		
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d		7		138	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8		0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		1,415	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10		0	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11		0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 "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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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 on page 27)? <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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO Box 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ▶ 94163			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ▶	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
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 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 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? <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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. PO BOX 63954, MAC A0330-011 SAN FRANCISCO, CA 94198	Trustee	8,341	0	0
		0	0	0
		0	0	0
		0	0	0

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 ▶ 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 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		0
		0
		0
		0
		0
		0
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 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	0

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	656,006
b	Average of monthly cash balances	1b	21,355
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	677,361
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	677,361
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	10,160
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	667,201
6	Minimum investment return. Enter 5% of line 5	6	33,360

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	33,360
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,553	
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0	
c	Add lines 2a and 2b	2c	1,553	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	31,807	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	31,807	
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	31,807	

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	21,048
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	21,048
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,048

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				31,807
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			9,364	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 21,048				
a Applied to 2009, but not more than line 2a			9,364	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				11,684
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				20,123
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)	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	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 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))
- 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 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
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year See Attached Statement</p>				
Total				▶ 3a 18,337
<p>b Approved for future payment NONE</p>				
Total				▶ 3b 0

SMITH, LILLIAN C T/U/A

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

BRAILLE INSTITUTE OF AMERICA, ATTN RICHARD PATTERON

Street

741 N VERMONT AVE

City

LOS ANGELES

State

CA

Zip Code

90029-3514

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,283

Name

FOUNDATION FOR THE JUNIOR BLIND ATTN C HARRIS

Street

5300 ANGELES VISTA BLVD

City

LOS ANGELES

State

CA

Zip Code

90043-1648

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,283

Name

THE SALVATION ARMY

Street

180 EAST OCEAN BLVD

City

LONG BEACH

State

CA

Zip Code

90802-4709

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,283

Name

THE HEAR CENTER

Street

301 EAST DEL MAR BLVD

City

PASADENA

State

CA

Zip Code

91101

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,283

Name

THE MASONIC HOME FOR CHILDREN

Street

1111 CALIFORNIA STREET

City

SAN FRANCISCO

State

CA

Zip Code

94108

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,205

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals			Net Gain or Loss
									Gross Sales Price	Cost or Other Basis	Valuation Method	
									Gross Sales	280,902	0	64,383
									Cost, Other Basis and Expenses	216,519	0	0
									Expense of Sale and Cost of Improvements			
									Depreciation			
1	X	HUSSMAN STRATEGIC GROW	448108100			2/11/2008		4/30/2010	4,102	5,036		-934
2	X	ISHARES IBOXX \$ INV GR CO	464287242			4/30/2010		10/21/2010	224	214		10
3	X	ISHARES MSCI EAFE	464287465			12/31/2009		10/21/2010	1,425	1,390		35
4	X	ISHARES TR S & P MIDCAP 40	464287507			2/6/2009		4/30/2010	7,289	4,555		2,734
5	X	ISHARES S&P MIDCAP 400 GR	464287606			4/30/2010		10/21/2010	178	180		-2
6	X	KEELEY SMALL CAP VAL ED	487300808			8/11/2009		4/30/2010	6,833	5,442		1,391
7	X	KEELEY SMALL CAP VAL FD	487300808			8/11/2009		10/21/2010	4,899	4,005		894
8	X	MIDCAP CORE STOCK FUND	4U0040444			2/28/2003		2/22/2010	5,700	4,691		1,009
9	X	MIDCAP CORE STOCK FUND	4U0040444			2/15/2008		2/22/2010	1,866	1,480		386
10	X	MIDCAP CORE STOCK FUND	4U0040444			2/15/2008		2/22/2010	2,668	1,995		673
11	X	MIDCAP CORE STOCK FUND	4U0040444			10/15/2008		2/22/2010	1,791	714		1,077
12	X	MAINSTAY EP US EQUITY-INS	56063J302			12/2/2008		2/22/2010	1,886	1,500		386
13	X	MAINSTAY EP US EQUITY-INS	56063J302			12/2/2008		4/30/2010	4,266	4,222		44
14	X	POWERSHARES DB COMMOD	73935S105			4/30/2010		10/21/2010	55,494	41,005		14,489
15	X	POWERSHARES DB COMMOD	73935S105			12/22/2008		11/19/2010	15,938	13,109		2,829
16	X	POWERSHARES DB COMMOD	73935S105			2/6/2009		11/19/2010	4,391	3,597		794
17	X	POWERSHARES DB COMMOD	73935S105			5/7/2009		11/19/2010	469	411		58
18	X	POWERSHARES DB COMMOD	73935S105			8/7/2009		11/19/2010	6,908	6,615		293
19	X	POWERSHARES DB COMMOD	73935S105			2/22/2010		11/19/2010	370	359		11
20	X	POWERSHARES DB COMMOD	73935S105			4/30/2010		11/19/2010	617	610		7
21	X	SPDR DJ WILSHIRE INTERNA	78463X863			8/7/2009		10/21/2010	400	328		72
22	X	AMEX MATERIALS SPDR	81369Y100			4/30/2010		10/21/2010	69	70		-1
23	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009		4/30/2010	936	838		98
24	X	TEMPLETON GLOBAL BOND F	880208400			8/11/2009		10/21/2010	2,114	1,883		231
25	X	VANGUARD REIT VIPER	922908553			8/7/2009		4/30/2010	10,876	7,907		2,969
26	X	VANGUARD REIT VIPER	922908553			8/7/2009		10/21/2010	387	269		118
27	X	WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		2/22/2010	1,781	1,319		462
28	X	WF ADV INDEX FUND-ADMIN	94975G686			2/10/2009		4/30/2010	51,984	35,852		16,132
29	X	WF ADV CAP GROWTH FD AD	949915631			2/10/2009		2/22/2010	1,952	1,476		476
30	X	WF ADV CAP GROWTH FD AD	949915631			2/10/2009		4/30/2010	57,511	40,460		17,051
31	X	WELLS FARGO ADV HI INC-IN	949917538			10/10/2007		10/21/2010	37	39		-2
32	X	TAXABLE TOTAL RETURN BO	991283912			6/30/1994		4/30/2010	2,228	2,014		214
33	X	TAXABLE TOTAL RETURN BO	991283912			10/13/2006		4/30/2010	9,204	8,335		869
34	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2006		4/30/2010	208	188		20
35	X	TAXABLE TOTAL RETURN BO	991283912			2/15/2006		10/29/2010	328	293		35
36	X	TAXABLE INTERMEDIATE TER	999708902			8/7/2009		4/30/2010	4,408	4,099		309
37	X	TAXABLE INTERMEDIATE TER	999708902			12/15/1999		4/30/2010	6,122	5,691		431
38	X	TAXABLE INTERMEDIATE TER	999708902			12/15/1999		10/29/2010	316	292		24
39	X	S/T GAINLOSS FROM CTF							2,411			2,411
40	X	LT GAINLOSS FROM CTF								284		-284
41	X	S/T GAINLOSS FROM POWER								355		-355
42	X	POWERSHARES DB COMMOD				1/1/2008		12/30/2010	316			316
43	X	FINAL YEAR K-1 ADJUSTMEN								3,390		-3,390
44	X	POWERSHARES DB COMMOD				1/2/2008		12/31/2010		7		-7

Line 16b (990-PF) - Accounting Fees

		616	0	0	616
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	616			616
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		349	349	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID				
3	FOREIGN TAX WITHHELD	349	349		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		8,578	6,483	0	2,095
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES	8,341	6,256		2,085
3	PARTNERSHIP EXPENSE	227	227		
4	STATE AG FEES	10			10
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		262,959	0	348,808	0
	Description	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	CORPORATE STOCK	262,959		348,808	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		163,710	0	172,465	0
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	CORPORATE BONDS	163,710		172,465	
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		109,519	593,369	698,191
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	GAIN ON PY SALES SETTLED IN CY	1	3,986
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	652
3	UNDISTRIBUTED CTF CAPITAL GAIN	3	484
4	PARTNERSHIP ADJUSTMENT	4	3,633
5	FEDERAL REFUND	5	43
6	Total	6	8,798

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	639
2	PY RETURN OF CAPITAL ADJUSTMENT	2	478
3	Total	3	1,117

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return	<u>1</u>	<u>138</u>
2 First quarter estimated tax payment	<u>2</u>	<u></u>
3 Second quarter estimated tax payment	<u>3</u>	<u></u>
4 Third quarter estimated tax payment	<u>4</u>	<u></u>
5 Fourth quarter estimated tax payment	<u>5</u>	<u></u>
6 Other payments	<u>6</u>	<u>0</u>
7 Total	<u>7</u>	<u>138</u>

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	9,364
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	9,364

SMITH, LILLIAN C TUA
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 DECEMBER YEAR END STATEMENT

Security Category	CUSIP	Asset Name	FMV	Units	Fed Cost
Invest - Other	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	12,984	443.0000	12,322
Invest - Other	81369Y605	AMEX FINANCIAL SELECT SPDR	18,725	1174.0000	19,131
Invest - Other	81369Y100	AMEX MATERIALS SPDR	5,608	146.0000	5,022
Invest - Other	81369Y803	AMEX TECHNOLOGY SELECT SPDR	23,049	915.0000	21,531
Invest - Other	81369Y506	AMEX ENERGY SELECT SPDR	16,175	237.0000	14,208
Invest - Other	999612906	TAXABLE SHORT-TERM BOND FUND	28,962	3536.2121	29,033
Invest - Other	999708902	TAXABLE INTERMEDIATE TERM BD FD	32,920	3305.2366	30,924
Invest - Other	991283912	TAXABLE TOTAL RETURN BOND FUND	32,992	4440.3386	30,161
Invest - Other	81369Y886	AMEX UTILITIES SPDR	1,880	60.0000	1,819
Invest - Other	464287705	ISHARES S&P MIDCAP 400 VALUE	18,435	232.0000	16,822
Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	24,374	242.0000	20,644
Invest - Other	464287465	ISHARES MSCI EAFE	97,926	1682.0000	72,696
Invest - Other	81369Y704	AMEX INDUSTRIAL SPDR	15,378	441.0000	14,444
Invest - Other	81369Y209	AMEX HEALTH CARE SPDR	15,309	486.0000	15,252
Invest - Other	81369Y407	AMEX CONSUMER DISCR SPDR	11,111	297.0000	10,310
Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	26,616	2165.6530	31,181
Invest - Other	464287242	ISHARES IBOXX \$ INV GR CORP BD FD	13,989	129.0000	12,811
Invest - Other	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	27,949	2061.1280	24,571
Invest - Other	922908553	VANGUARD REIT VIPER	49,002	885.0000	26,445
Invest - Other	922042858	VANGUARD EMERGING MARKETS ETF	41,117	854.0000	28,606
Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	21,528	553.0000	14,143
Invest - Other	949917538	WELLS FARGO ADV HI INC-INS #3110	29,255	3937.4640	28,092
Invest - Other	487300808	KEELEY SMALL CAP VAL FD CL I #2251	37,619	1498.1520	21,642
Invest - Other	140995127	CAPITAL PARTNERS CORE EQUITY FUND	29,935	2776.9155	27,991
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	21,559	1313.0000	20,995
Invest - Other	589509108	MERGER FD SH BEN INT #260	13,934	883.0000	13,863
Invest - Other	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	29,860	3197.0000	28,709
SubTotal			698,191		593,369
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	9,939	9938.9700	9,939
Savings & Temp Inv	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	20,639	20639.0601	20,639
SubTotal			30,578		30,578
Cash			-		-
Total			728,769		623,947