Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning SEP 1, 2010 , and ending AUG 31, 2011

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

Name of foundation
THE DONALD AND PAULA SMITH FOUNDATION
FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
152 WEST 57TH ST.

City or town, state, and ZIP code
NEW YORK, NY 10019

A Employer identification number
22-3732524

B Telephone number
212-284-0990

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 72,117,655.

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).)

		(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	8,810,000.			
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	99,678.	99,678.	99,678.	STATEMENT 1
4	Dividends and interest from securities	244,976.	244,976.	244,976.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<703,853.>			
b	Gross sales price for all assets on line 6a 63,797,774.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	265,217.	265,217.	265,217.	STATEMENT 3
12	**Total.** Add lines 1 through 11	8,716,018.	609,871.	609,871.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	4,400.	2,200.	0.	2,200.
c	Other professional fees STMT 5	149,484.	149,484.	0.	0.
17	Interest				
18	Taxes STMT 6	<27,959.>	3,245.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,838,691.	0.	0.	1,838,691.
22	Printing and publications				
23	Other expenses STMT 7	287,984.	287,984.	0.	0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,252,600.	442,913.	0.	1,840,891.
25	Contributions, gifts, grants paid	1,515,850.			1,515,850.
26	**Total expenses and disbursements.** Add lines 24 and 25	3,768,450.	442,913.	0.	3,356,741.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	4,947,568.			
b	**Net investment income** (if negative, enter -0-)		166,958.		
c	**Adjusted net income** (if negative, enter -0-)			609,871.	

RECEIVED
JAN 17 2012
OGDEN, UT
IRS-OSC
714

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	71,925,224.	60,923,687.	62,133,746.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	<13,171,486.>	<7,770,183.>	<1,944,781.>
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	2,391,904.	12,939,706.	11,928,690.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	61,145,642.	66,093,210.	72,117,655.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,452,641.	9,452,641.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	51,693,001.	56,640,569.	
	30 Total net assets or fund balances	61,145,642.	66,093,210.	
	31 Total liabilities and net assets/fund balances	61,145,642.	66,093,210.	

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	61,145,642.
2	Enter amount from Part I, line 27a	2	4,947,568.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	66,093,210.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,093,210.

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 A	P	VARIOUS	VARIOUS
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	63,797,774.		64,501,627.	<703,853.>
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<703,853.>
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — <703,853.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — <703,853.>

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	2,968,049.	66,138,822.	.044876
2008	2,202,795.	59,790,840.	.036842
2007	1,338,143.	37,583,456.	.035605
2006	1,345,062.	29,698,865.	.045290
2005	649,927.	15,373,281.	.042276

2	Total of line 1, column (d)	2	.204889
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	.040978
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	72,869,899.
5	Multiply line 4 by line 3	5	2,986,063.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,670.
7	Add lines 5 and 6	7	2,987,733.
8	Enter qualifying distributions from Part XII, line 4	8	3,356,741.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,670.
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	1,670.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,670.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	20,000.		
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	20,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	18,330.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	1,680.	**Refunded** ▶	11	16,650.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.THESMITHFAMILYFOUNDATION.ORG

14 The books are in care of ▶ DONALD SMITH Telephone no. ▶212284-0990

Located at ▶152 WEST 57TH ST 22ND FL, NEW YORK, NY ZIP+4 ▶10019

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 ATLAS ECONOMIC RESEARCH FOUNDATION 2011 PROGRAMS/SEMINARS	1,364,100.
2 CATO INSTITUTE VARIOUS ADS ON FEDERAL SPENDING	100,000.
3 CATO INSTITUTE SPRING 2011 SEMINAR	68,184.
4 STUDENTS FOR LIBERTY 2011 SFL CONFERENCE	111,000.

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,178,871.
b	Average of monthly cash balances	1b	62,800,722.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	73,979,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	73,979,593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,109,694.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	72,869,899.
6	**Minimum investment return.** Enter 5% of line 5	6	3,643,495.

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

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,356,741.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,356,741.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,670.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,355,071.

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)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years: ______ , ______ , ______				
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				
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
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)

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 [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	609,871.	1,810,032.	2,989,542.	1,286,241.	6,695,686.
b 85% of line 2a	518,390.	1,538,527.	2,541,111.	1,093,305.	5,691,333.
c Qualifying distributions from Part XII, line 4 for each year listed	3,356,741.	2,980,870.	2,202,795.	1,338,143.	9,878,549.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,356,741.	2,980,870.	2,202,795.	1,338,143.	9,878,549.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets	66,093,210.	61,891,909.	57,936,305.	42,927,768.	228849192.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	66,093,210.	61,891,909.	57,936,305.	42,927,768.	228849192.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,428,997.	2,204,627.	1,993,028.	1,252,782.	7,879,434.
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 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).)

SEE STATEMENT 12

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	1,515,850.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	99,678.	
4 Dividends and interest from securities			14	244,976.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	265,217.	
8 Gain or (loss) from sales of assets other than inventory			18	<703,853.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<93,982.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <93,982.>

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Donald Smith | 1-11-12 | President
Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert R. Lyons	Robert R Lyons	12/8/11		
Firm's name ▶ MARKS PANETH & SHRON LLP			Firm's EIN ▶	
Firm's address ▶ 622 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212 503-8800	

Form 990-PF (2010)

023622
04-26-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization	Employer identification number
THE DONALD AND PAULA SMITH FOUNDATION FOUNDATION	22-3732524

Organization type (check one)·

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE DONALD AND PAULA SMITH FOUNDATION FOUNDATION	22-3732524

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DONALD AND PAULA SMITH 152 WEST 57TH ST. NEW YORK, NY 10019	$ 8,810,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE DONALD AND PAULA SMITH FOUNDATION FOUNDATION	22-3732524

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE DONALD AND PAULA SMITH FOUNDATION FOUNDATION	22-3732524

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
IB INTEREST	99,678.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	99,678.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DONALD SMITH DIVIDEND AND INTEREST	78,472.	0.	78,472.
DONALD SMITH VALUE FUND	89,117.	0.	89,117.
VANGUARD DIVIDENDS	77,387.	0.	77,387.
TOTAL TO FM 990-PF, PART I, LN 4	244,976.	0.	244,976.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM DONALD SMITH VALUE FUND, LP	299,979.	299,979.	299,979.
LOSS ON MTM	<8,262.>	<8,262.>	<8,262.>
INCOME FROM DONALD SMITH LONG SHORT EQUITY FUND	6,146.	6,146.	6,146.
INCOME FROM EMERGENT PROPERTY CAPITAL	<32,646.>	<32,646.>	<32,646.>
TOTAL TO FORM 990-PF, PART I, LINE 11	265,217.	265,217.	265,217.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,400.	2,200.	0.	2,200.
TO FORM 990-PF, PG 1, LN 16B	4,400.	2,200.	0.	2,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, ADMINISTRATIVE, OTHER	86,046.	86,046.	0.	0.
MANAGEMENT FEES	63,438.	63,438.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	149,484.	149,484.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES EXPENSE	<45,679.>	0.	0.	0.
WITHHOLDING TAX	17,720.	3,245.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<27,959.>	3,245.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SHORT DIVIDEND EXPENSE	112,635.	112,635.	0.	0.
EXPENSE RELATED TO SECURITIES SOLD SHORT	175,349.	175,349.	0.	0.
TO FORM 990-PF, PG 1, LN 23	287,984.	287,984.	0.	0.

FOOTNOTES STATEMENT 8

ADDITIONAL DISCLOSURE FOR PART I, LINE 21:

ONE OF THE PRIMARY FUNCTIONS OF THE DONALD & PAULA SMITH FAMILY FOUNDATION IS TO HOLD DEBATES AND PANEL DISCUSSIONS. AS SUCH, THERE ARE EXPENSES FOR RENTING SPACES, REIMBURSING SPEAKERS FOR TRAVEL AND LODGING, ETC. THESE EXPENSES ARE INCLUDED IN THE "TRAVEL, CONFERENCES, & MEETINGS" LINE OF PAGE 1 OF THE FORM 990-PF.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES FUTURES & SHORTS	<13,123,650.>	<16,856,160.>
VANGUARD SECURITIES	5,353,467.	14,911,379.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<7,770,183.>	<1,944,781.>

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LONG FOREIGN POSITIONS	COST	5,247,002.	4,344,060.
LONG POSITIONS	COST	7,692,704.	7,584,630.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,939,706.	11,928,690.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	PRESIDENT/TREAS. 10.00	0.	0.	0.
PAULA SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	VP/SECRETARY 1.00	0.	0.	0.
JULIE SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
LAURA SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
GARY GERSTEIN 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

DONALD SMITH
PAULA SMITH

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE CHARITABLE	501(C)(3)	5,000.
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	NONE CHARITABLE	501(C)(3)	1,000.
ARTHUR ASHE INSTITUTE 483 HUDSON AVENUE BROOKLYN, NY 11201	NONE CHARITABLE	501(C)(3)	25,500.
BOWERY MISSION 45 AVENUE D NEW YORK, NY 10009	NONE CHARITABLE	501(C)(3)	2,000.
CASA 100 WEST HARRISON, NORTH TOWER, SUITE 500 SEATTLE, WA 98119	NONE CHARITABLE	501(C)(3)	10,000.
CENTRAL PARK CONSERVANCY 14 EAST 60TH ST NEW YORK, NY 10022	NONE CHARITABLE	501(C)(3)	15,000.
COMPETITIVE ENTERPRISE INST. 1899 L ST NW FLOOR 12 WASHINGTON, DC 20036	NONE CHARITABLE	501(C)(3)	100,000.
FAMILIES AGAINST MANDATORY MIN. 1612 K STREET NW SUITE 700 WASHINGTON, DC 20006	NONE CHARITABLE	501(C)(3)	5,000.

HUMANE SOCIETY 2100 L STREET, NW WASHINGTON, DC 20037	NONE CHARITABLE	501(C)(3)	4,500.
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE CHARITABLE	501(C)(3)	1,000.
METROPOLITAN MUSEUM OF ARTS 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE CHARITABLE	501(C)(3)	550.
MPP FOUNDATION PO BOX 77492 CAPITAL HILL WASHINGTON, DC 20013	NONE CHARITABLE	501(C)(3)	5,000.
NATIONAL MS SOCIETY 733 THIRD AVE. 3RD FLOOR NEW YORK, NY 10017	NONE CHARITABLE	501(C)(3)	1,000.
NETWORK FOR GOOD 7920 NORFOLK AVENUE SUITE 520 BETHESDA, MD 20814	NONE CHARITABLE	501(C)(3)	10,300.
PETA 501 FRONT ST NORFOLK, VA 23510	NONE CHARITABLE	501(C)(3)	3,500.
UJA-FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE CHARITABLE	501(C)(3)	55,000.
WILDLIFE TRUST 460 WEST 34TH STREET - 17TH FLOOR NEW YORK, NY 10001-2320	NONE CHARITABLE	501(C)(3)	4,000.
YOUNG WOMEN'S LEADERSHIP 322 EIGHTH AVENUE, 14TH FLOOR NEW YORK, NY 10001	NONE CHARITABLE	501(C)(3)	5,000.

AMERICAN KIDNEY FUND 6100 EXECUTIVE BLVD, SUITE 1010 ROCKVILLE, MD 20852	NONE CHARITABLE	501(C)(3)	1,000.
DO SOMETHING, INC. 24-32 UNION SQUARE EAST, 4TH FLOOR NEW YORK, NY 10003	NONE CHARITABLE	501(C)(3)	3,000.
DOROT, INC. 171 WEST 85TH STREET NEW YORK, NY 10024	NONE CHARITABLE	501(C)(3)	500.
JUST GIVE 312 SUTTER STREET, SUITE 410 SAN FRANCISCO, CA 94108	NONE CHARITABLE	501(C)(3)	5,000.
LITERACY PARTNERS 30 EAST 33RD STREET NEW YORK, NY 10016	NONE CHARITABLE	501(C)(3)	500.
NY COUNTY BAR FOUNDATION 14 VESEY STREET NEW YORK, NY 10007	NONE CHARITABLE	501(C)(3)	5,000.
NY CHARITIES.ORG 50 BROADWAY, SUITE 803A NEW YORK, NY 10004	NONE CHARITABLE	501(C)(3)	5,000.
SAFE HORIZON 2 LAFAYETTE STREET, 3RD FLOOR NEW YORK, NY 10007	NONE CHARITABLE	501(C)(3)	20,000.
SUCCESS CHARTER NETWORK 310 LENOX AVE, 2ND FLOOR NEW YORK, NY 10027	NONE CHARITABLE	501(C)(3)	15,000.
TOWER OF HOPE 228 PARK AVE SOUTH, SUITE 19065 NEW YORK, NY 10003	NONE CHARITABLE	501(C)(3)	5,000.

VANGUARD CHARITABLE ENDOWMENT 95 WELLS AVENUE, SUITE 155 NEWTON, MA 02459-3204	NONE CHARITABLE	501(C)(3)	1200000.
VINEYARD THEATRE 108 EAST 15TH STREET NEW YORK, NY 10003	NONE CHARITABLE	501(C)(3)	2,000.
WOUNDED WARRIORS FOUNDATION 370 7TH AVENUE, 3RD FLOOR NEW YORK, NY 10001	NONE CHARITABLE	501(C)(3)	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,515,850.

THE DONALD AND PAULA SMITH FOUNDATION
STATEMENT A
EIN 22-3732524

FAMILY FOUNDATION
SEPT 2010 - AUG 2011 GAIN/LOSS

through	8/31/2011

VANGUARD

Ticker	Shares	Multiplier	8/31/11 Price (USD)	8/31/11 MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Long Term (60%) Realized G/L ($)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L ($)	Short Term (40%) Realized G/L (%)
OPEN POSITIONS													
AFLYY	8,942		9 8500	88,078 70	333,016 55								
DDS *	300,000		46 2800	13,884,000 00	4,280,740 00								
NEM **	15,000		62 6200	939,300 00	739,710 00								

* note Vanguard has an incorrect cost for the last 100,000 shares of DDS (which was a gift) so their total DDS cost shows as $1,002,340

** note Vanguard has incorrect cost for the first 20,000 shares of NEM (which was a gift) so their total cost shows as $716,797

Ticker	Shares	Multiplier	Sale(BuyBack) Price (USD)	Sale(BuyBack) MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Long Term (60%) Realized G/L ($)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L ($)	Short Term (40%) Realized G/L (%)
CLOSED POSITIONS:													
NEM	10,000		58 9789	589,788 67	493,140 00			96,648 67	19 60%			96,648 67	19 60%
						Total Vanguard Realized Gain/Loss:		96,648 67		0.00		96,648.67	

INTERACTIVE BROKERS

Ticker	Size	Multiplier	8/31/11 Price (USD)	8/31/11 MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Long Term (60%) Realized G/L ($)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L ($)	Short Term (40%) Realized G/L (%)
OPEN POSITIONS													
LONG OPEN POSITIONS - EQUITIES													
AC A	17,000		1 78	30,204 14	105,931 88								
GGA	132,000		1 53	202,177 80	180,403 16								
EII 1	448,782		0 93	415,902 43	535,401 89								
RNO	27,400		40 72	1,115,698 19	1,392,886 37								
DTG	51,102		1 29	65,960 52	79,262 39								
PUB	920,000		0 16	144,292 58	196,624 53								
SPRT LN	920,000		0 71	649,764 72	831,873 23								
5975 T	100		10 02	1,001 70	694 89								
6113 T	42,000		6 91	290,167 08	278,372 47								
6201 T	8,200		28 16	230,890 35	288,908 82								
6592 T	4,300		44 21	190,094 83	199,938 89								
8068 T	105,000		9 60	1,007,905 50	1,167,506 58								
BPI	11,700		22 08	258,336 00	209,739 24								
COCO	200,200		2 20	440,440 00	923,238 91								
DDT	40,000		24 50	980,000 00	257,161 76								
EXPE	6,950		30 31	210,654 50	187,340 90								
GCI	28,751		11 55	332,074 05	335,482 77								
GM	32,500		24 03	780,975 00	802,128 57								
LO	3,500		111 42	389,970 00	283,864 17								
LSTZA	5,550		68 87	382,228 50	370,907 89								
MCZ	137,300		0 80	109,840 00	216,711 74								
MSFT	64,350		26 60	1,711,710 00	1,756,574 55								
NATH	5,874		18 97	111,429 78	100,281 76								
S	107,500		3 76	404,200 00	452,364 05								
SPWRB	41,900		11 85	496,515 00	676,787 12								
SVU	43,500		7 97	346,695 00	367,416 12								
TAST	42,680		9 24	394,363 20	355,500 50								
TLB	80,000		2 94	235,200 00	397,204 27								
				domestic	7,692,704 32								
				foreign	5,257,805.10								
SHORT OPEN POSITIONS - EQUITIES													
AVB	3,000		136 38	(409,140 00)	(383,261 03)								
CMG	591		313 37	(185,201 67)	(171,095 76)								
FXI	7,000		38 63	(270,410 00)	(303,165 33)								
GHL	3,000		35 53	(106,590 00)	(218,381 03)								
GMCR	7,000		104 74	(733,180 00)	(223,920 88)								
HDB	9,500		33 36	(316,920 00)	(343,920 48)								
NFLX	4,000		235 01	(940,040 00)	(379,816 12)								
SRCL	30,000		87 71	(2,631,300 00)	(1,720,319 84)								
SWSH	5,000		4 46	(22,300 00)	(27,310 81)								
				domestic	(3,771,191 28)								
				foreign	-								
LONG OPEN POSITIONS - FUTURES													
TOPX U1	2	10,000	10 06926	201,385 20	203,245 09	(1,859 89)				(1,115 93)		(743 96)	
NIY U1	12	500	117 93180	707,590 80	670,986 85	36,603 95				21,962 37		14,641 58	
CLZ1	56	1,000	89.57000	5,015,920 00	5,639,749 92	(623,829 92)				(374,297 95)		(249,531 97)	
LBX1	14	110	250 40000	385,616 00	363,434 64	22,181 36				13,308 82		8,872 54	
NGH2	10	10,000	4 46500	446,500 00	459,793 20	(13,293 20)				(7,975 92)		(5,317 28)	
SBN2	20	112,000	0 26220	587,328 00	580,671 60	6,656 40				3,993 84		2,662 56	
TFU1	65	100	726 20000	4,720,300 00	5,072,930 65	(352,630 65)				(211,578.39)		(141,052 26)	
				Total Unrealized G/L Long Futures:		(926,171 95)				(555,703 17)		(370,468 78)	
					domestic	(960,916 01)				(576,549 61)		(384,366 40)	
					foreign	34,744 06				20,846 44		13,897 62	
SHORT OPEN POSITIONS - FUTURES													
JBU1	22	100,000	1 85987	(4,091,724 12)	(3,838,284 38)	(253,439 74)				(152,063 84)		(101,375 90)	
6AU1	6	100,000	1 06660	(639,960 00)	(630,825 18)	(9,134 82)				(5,480 89)		(3,653 93)	
6EU1	4	125,000	1 43770	(718,850 00)	(719,840 12)	990 12				594 07		396 05	
6JU1	12	12,500,000	0 01306	(1,959,000 00)	(1,876,882 86)	(82,117 14)				(49,270 28)		(32,846 86)	
COILZ1	76	1,000	113 60000	(8,633,600 00)	(8,449,767 60)	(183,832 40)				(110,299 44)		(73,532 96)	
COILZ2	5	1,000	110 40000	(552,000 00)	(431,588 00)	(120,412 00)				(72,247 20)		(48,164 80)	
HGZ1	8	25,000	4 20450	(840,900 00)	(850,981 44)	10,081 44				6,048 86		4,032 58	
SBH2	10	112,000	0 28880	(323,456 00)	(323,989 80)	533 80				320 28		213 52	
SBV1	20	112,000	0 29680	(664,832 00)	(663,211 60)	(1,620 40)				(972 24)		(648 16)	
ZBZ1	3	1,000	136 03125	(408,093 75)	(400,401 96)	(7,691 79)				(4,615 07)		(3,076 72)	
ZBU1	30	1,000	137 31250	(4,119,375 00)	(3,847,332 10)	(272,042 90)				(163,225 74)		(108,817 16)	
ZCN2	9	5,000	7 86500	(353,925 00)	(310,163 38)	(43,761 62)				(26,256 97)		(17,504 65)	
				Total Unrealized G/L Short Futures:		(962,447 45)				(577,468 47)		(384,978 98)	
					domestic	(709,007 71)				(425,404 63)		(283,603 08)	
					foreign	(253,439 74)				(152,063 84)		(101,375 90)	

Ticker	Shares	Contract Multiplier	Sale(BuyBack) Price (USD)	Sale(BuyBack) MV (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Long Term (60%) Realized G/L ($)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L ($)	Short Term (40%) Realized G/L (%)
CLOSED POSITIONS:													
LONG CLOSED POSITIONS - EQUITIES													
SPWRB	5,000		12 38	61,890 44	(87,634 36)			(25,743 92)	70 62%	(25,743 92)	70 62%		
JFN	2,929		58 55	171,492 75	(129,634 74)			41,858 01	132.29%			41,858 01	132.29%
SPWRB	18,000		15 16	272,902 53	(313,929 78)			(41,027 25)	86 93%			(41,027 25)	86 93%
SPWRB	3,100		14 73	45,657 62	(53,603 78)			(7,946 16)	85 18%			(7,946 16)	85 18%
						Total Realized G/L Long Equities:		(32,859 32)		(25,743 92)		(7,115 40)	
					129,634 74								
SHORT CLOSED POSITIONS - EQUITIES													
SPWRA	10,000		13 79	(137,917 03)	321,233 44			183,316 41	232 92%			183,316 41	
FSLR	2,900		124 29	(360,430 75)	405,838 79			45,408 04		45,408 04			
SPWRA	40,000		11 85	(474,068 12)	1,138,279 41			664,211 29				664,211 29	
CSTR	5,000		40 67	(203,358 52)	333,001 44			129,642 92		129,642 92			
HDB	3,259		139 39	(454,280 52)	316,109 05			(138,171 47)				(138,171 47)	
WABC	7,729		51 06	(394,669 79)	358,173 36			(36,496 43)				(36,496 43)	
SCCO	14,600		40 08	(585,197 40)	465,832 95			(119,364 45)		(119,364 45)			
INFY	6,900		63 30	(436,835 08)	410,010 28			(26,824 80)		(26,824 80)			
BMI	14 055		35 46	(498,471 92)	620,156 10			121,684 18				121,684 18	
OPEN	8,000		87 25	(698,010 27)	638,423 67			(59,586 60)		(59,586 60)			
RJF	7,500		34 78	(260,883 12)	160,112 24			(100,770 88)				(100,770 88)	
SPWRA	25,300		21 05	(532,584 23)	650,353 54			117,769.31				117,769.31	
SPWRA	22,500		20 69	(465,683 32)	464,577 24	(cover of shares)		(1,106 08)				(1,106 08)	
SPWRA	101,334		23.25	(2,356,015.50)	2,182,467 43	(tender offer- $23.25/shr; 101,334 shrs)		(173,548 07)				(173,548 07)	
SPWRA	50,866		19 91	(1,012,884 49)	887,366 91			(125,517 58)		(130,787 27)		5,269 69	
SRCL	6,200		82 45	(511,187 29)	412,518 94			(98,668 35)		(98,668 35)			
CSTR	6,000		40 69	(244,144 00)	325,183 54			81,039 54		81,039 54			
DHR	10,200		46 00	(469,195 80)	393,665 44			(75,530 36)				(75,530 36)	
GMCR	5,700		92 32	(526,226.37)	182,311 42			(343,914 95)		(343,914 95)			
LFC	6,000		42 57	(255,402 55)	312,677 37			57,274 82		57,274 82			
OPEN	1,250		64 23	(80,285 38)	98,264 29			17,978 91				17,978 91	
						Total Realized G/L Short Equities:		118,825 40		(465,781 10)		584,606 50	
LONG CLOSED POSITIONS - OPTIONS													
GMCR 2/19	170		(position expired)		(20,082 40)			(20,082 40)		(20,082 40)			
						Total Realized G/L Long Options:		(20,082 40)		(20,082 40)			
					659,902 23								

Ticker	Shares	Multiplier	Sale(Buy Back) Price (FC)	Sale(Buy Back) Price (USD)	Cost Basis (USD)	Unrealized G/L ($)	Unrealized G/L (%)	Realized G/L ($)	Realized G/L (%)	Long Term (60%) Realized G/L ($)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L ($)	Short Term (40%) Realized G/L (%)
LONG CLOSED POSITIONS - FUTURES													
JTIU0	5	10,000	9 88	493,994 10	(477,421.54)			16,572.56		9,943 54		6,629 02	
TFU0	2	100	632 60	126,516 40	(118,603 60)			7,912 80		4,747 68		3,165 12	
GCZ0	4	100	1,371 03	548,410 76	(460,960 56)			87,450 20		52,470 12		34,980 08	
ZBZ0	3	1,000	131 62	394,870 74	(399,754 26)			(4,883 52)		(2,930 11)		(1,953 41)	
TFH1	12	100	811 50	973,775 88	(938,824 12)			34,951 76		20,971 06		13,980 70	
TFH1	108	100	798 56	8,624,192 92	(8,418,537 08)			205,655 84		123,393 50		82,262 34	
GCZ1	3	100	1,464 10	439,223 04	(418,576 96)			20,646 08		12,387 65		8,258 43	
TFM1	35	100	836 61	2,928,079 65	(2,767,370.35)			160,709 30		96,425 58		64,283 72	
TOPXM1	3	10,000	10.20	306,063.95	(261,893 10)			44,170 85		26,502.51		17,668.34	
NIYM1	12	500	118.34	710,067 84	(659,902.23)			50,165 61		30,099.37		20,066 24	
TFM1	65	100	786 45	5,111,784 35	(5,138,630 65)			(26,846 30)		(16,107 78)		(10,738.52)	
GCZ1	2	100	1,717 38	343,475 36	(299,804 64)			43,670 72		26,202 43		17,468 29	
LBU1	15	110	228 74	377,423 60	(412,673 40)			(35,249 80)		(21,149 88)		(14,099 92)	
TFU1	5	100	649 58	324,789 95	(392,710 05)			(67,920 10)		(40,752 06)		(27,168 04)	
						Total Realized G/L Long Futures:		537,006.00		322,203.60		214,802.40	
SHORT CLOSED POSITIONS - FUTURES													
6AU0	4	100,000	0 92	(369,369 84)	348,980 16			(20,389 68)		(12,233 81)		(8,155 87)	
6JU0	5	12,500,000	0 01	(744,514 25)	699,487 70			(45,026.55)		(27,015 93)		(18,010 62)	
HGU0	4	25,000	3 43	(343,359 24)	299,853 26			(43,505 98)		(26,103.59)		(17,402 39)	
JBU10	13	100,000	1 69	(2,196,051 66)	2,045,664 63			(150,387 03)		(90,232 22)		(60,154.81)	
CCZ0	13	10	2,910 95	(378,423 93)	408,664 25			30,240 32		18,144 19		12,096 13	
CLZ0	4	1,000	83.55	(334,209 24)	320,850 76			(13,358 48)		(8,015 09)		(5,343 39)	
HGZ0	4	25,000	3 79	(379,009 24)	344,290 76			(34,718 48)		(20,831 09)		(13,887 39)	
6AZ0	7	100,000	0 98	(689,167 22)	662,072 78			(27,094 44)		(16,256 66)		(10,837 78)	
6EZ0	3	125,000	1 33	(499,919 88)	482,992 62			(16,927 26)		(10,156 36)		(6,770 90)	
6JZ0	2	12,500,000	0 01	(298,029 92)	300,995 08			2,965 16		1,779 10		1,186 06	
CLF1	4	1,000	88 07	(352,289 24)	335,870 76			(16,418 48)		(9,851 09)		(6,567.39)	
HGZ0	9	25,000	4 09	(921,008 29)	878,066 71			(42,941 58)		(25,764 95)		(17,176 63)	
JBZ0	12	100,000	1.68	(2,011,502.26)	2,089,972.32			78,470.06		47,082 04		31,388 02	
CLG1	4	1,000	90 96	(363,849 28)	354,690 76			(9,158 52)		(5,495 11)		(3,663 41)	
CLH1	4	1,000	85 64	(342,569 28)	367,230 72			24,661 44		14,796 86		9,864 58	
CLJ1	4	1,000	93 65	(374,609 28)	354,470 72			(20,138 56)		(12,083 14)		(8,055 42)	
CCH1	13	10	3,241 15	(421,384 06)	381,836 07			(39,547 99)		(23,728 79)		(15,819 20)	
SBH1	15	112,000	0 32	(536,351 30)	325,767 45			(210,583 85)		(126,350.31)		(84,233.54)	
6AH1	7	100,000	1 01	(705,757 29)	681,362 78			(24,394 51)		(14,636 71)		(9,757 80)	
6EH1	3	125,000	1 40	(523,657 41)	496,380 12			(27,277 29)		(16,366 37)		(10,910 92)	
6JH1	4	12,500,000	0 01	(611,159 88)	596,615 14			(14,544 74)		(8,726 84)		(5,817 90)	
COILJ1	4	1,000	109 49	(437,969 60)	403,550 40			(34,419 20)		(20,651 52)		(13,767 68)	
HGH1	8	25,000	4 10	(820,693 56)	820,256.52			(437 04)		(262 22)		(174 82)	
JBH1	23	100,000	1 69	(3,880,532 69)	3,524,542.87			(355,989.82)		(213,593.89)		(142,395.93)	
CCK1	13	10	2,985 15	(388,104 06)	423,735 94			35,631 88		21,379 13		14,252 75	
COILK1	4	1,000	122 36	(489,449 60)	438,670 40			(50,779 20)		(30,467.52)		(20,311 68)	
CTN1	8	50,000	1 83	(732,655 96)	442,504 12		(261,362 32)	(290,151 84)		(174,091 10)		(116,060 74)	
CTN1	2	50,000	1 54	(154,405 24)	183,194 76			28,789.52		17,273 71		11,515 81	
HGK1	8	25,000	4 21	(842,331 06)	822,493 94			(19,837 12)		(11,902 27)		(7,934 85)	
SBK1	15	112,000	0 28	(464,077 70)	500,880 70			36,803 00		22,081 80		14,721 20	
COILM1	4	1,000	112 61	(450,449 60)	486,190 40			35,740 80		21,444 48		14,296.32	
SBN1	10	112,000	0 23	(259,194 20)	286,693 80			27,499 60		16,499 76		10,999 84	
6AM1	6	100,000	1 06	(634,454 82)	585,405 18			(49,049 64)		(29,429 78)		(19,619 86)	
6EM1	3	125,000	1 44	(539,782 41)	520,642 59			(19,139 82)		(11,483 89)		(7,655 93)	
6JM1	12	12,500,000	0 01	(1,875,179 64)	1,837,645 36			(37,534 28)		(22,520 57)		(15,013 71)	
COILN1	4	1,000	119 40	(477,609 60)	447,870 40			(29,739 20)		(17,843 52)		(11,895 68)	
CTN1	4	50,000	1 51	(302,035 48)	366,874 52			64,839 04		38,903 42		25,935 62	
HGN1	8	25,000	4 23	(845,618 56)	845,093 94			(524 62)		(314 77)		(209 85)	
JBM1	24	100,000	1 76	(4,227,732 20)	4,024,778 76			(202,953 44)		(121,772 06)		(81,181.38)	
COILQ1	4	1,000	117 64	(470,569 60)	474,990 40			4,420 80		2,652 48		1,768.32	
COILZ1	3	1,000	(103 02)	(309,067 20)	348,562 80			39,495 60		23,697 36		15,798 24	
CTZ1	7	50,000	(0 99)	(345,573 34)	457,336 66			111,763 32		67,057 99		44,705 33	
SB1CH2	10	100	(7 03)	(7,033 34)	4,606 71			(2,426 63)		(1,455 98)		(970 65)	
SBV1	10	112,000	(0 30)	(332,890 20)	257,573 80			(75,316 40)		(45,189 84)		(30,126 56)	
						Total Realized G/L Short Futures:		(1,403,391.13)		(842,034.68)		(561,356.45)	

Total Vanguard Realized G/L:	96,648.67		-		96,648.67	
Total IB Unrealized G/L:	(1,888,619 40)		(1,133,171.64)		(755,447.76)	
Total IB Realized G/L:	(800,501 45)		(1,031,438.50)		230,937.05	
	(total)		*(long term 60%)*		*(short term 40%)*	
Total Vanguard & IB G/L:	(2,592,472.18)		(2,164,610.14)		(427,862.04)	