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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 9/1/2010, and ending 8/31/2011

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 Timothy and Judith Smith Foundation		A Employer identification number 95-4769418
Number and street (or P O box number if mail is not delivered to street address) 24500 Calabasas Rd		B Telephone number (see page 10 of the instructions) (818) 346-3144
City or town, state, and ZIP code Calabasas CA 91302		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) \$ 1,381,227	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)	
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)	100,000			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	51,184	51,184		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	15,278			
b Gross sales price for all assets on line 6a 763,266				
7 Capital gain net income (from Part IV, line 2)		15,278		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	166,462	66,462		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	17,659	17,659		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	1,672	872		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	7,306	159		7,147
24 Total operating and administrative expenses. Add lines 13 through 23	26,637	18,690		7,147
25 Contributions, gifts, grants paid	92,500			92,500
26 Total expenses and disbursements. Add lines 24 and 25	119,137	18,690		99,647
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	47,325			
b Net investment income (if negative, enter -0-)		47,772		
c Adjusted net income (if negative, enter -0-)				

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

Form **990-PF** (2010)

(HTA)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	30,415	65,021	65,021
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	131		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	331,399	274,756	281,854
	b Investments—corporate stock (attach schedule)	891,461	960,954	1,034,352
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,253,406	1,300,731	1,381,227
	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 (attach schedule)			
	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. ▶ <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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,253,406	1,300,731	
Net Assets or Fund Balances	30 Total net assets or fund balances (see page 17 of the instructions)	1,253,406	1,300,731	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,253,406	1,300,731	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,253,406
2 Enter amount from Part I, line 27a	2	47,325
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,300,731
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,300,731

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 Publicly-traded Securities				
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 763,266		747,988	15,278	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			15,278	
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	15,278
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	99,173	1,199,514	0.082678
2008	60,060	908,070	0.066140
2007	116,722	1,041,485	0.112073
2006	107,361	968,491	0.110854
2005	115,771	947,104	0.122237
2 Total of line 1, column (d)			2 0.493982
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 0.098796
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,372,897
5 Multiply line 4 by line 3			5 135,637
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 478
7 Add lines 5 and 6			7 136,115
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 99,647

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	955	
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	955	
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	955	
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	914	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	66	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	980	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 25 Refunded 11	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)? 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		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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?	13	X	
Website address <input type="checkbox"/>				
14	The books are in care of <input type="checkbox"/> Timothy J Smith Telephone no <input type="checkbox"/> (818) 346-3144			
	Located at <input type="checkbox"/> 24500 Calabasas Rd, Calabasas CA ZIP+4 <input type="checkbox"/> 91302			
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 <input type="checkbox"/> 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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 <input type="checkbox"/>			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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	N/A
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 <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 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 <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 20 <input type="checkbox"/> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
SEE ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

Total number of other employees paid over \$50,000



Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	
	0
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	1,310,352
b	Average of monthly cash balances	1b	83,452
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,393,804
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	1,393,804
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	20,907
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,372,897
6	Minimum investment return. Enter 5% of line 5	6	68,645

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	68,645
2a	Tax on investment income for 2010 from Part VI, line 5	2a	955
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	955
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,690
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	67,690
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	67,690

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	99,647
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	0
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	99,647
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	99,647

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				67,690
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	70,006			
b From 2006	62,899			
c From 2007	64,948			
d From 2008	15,030			
e From 2009	40,010			
f Total of lines 3a through e	252,893			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 99,647				
a Applied to 2009, but not more than line 2a			0	
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)				
d Applied to 2010 distributable amount				67,690
e Remaining amount distributed out of corpus	31,957			
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	284,850			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	70,006			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	214,844			
10 Analysis of line 9				
a Excess from 2006	62,899			
b Excess from 2007	64,948			
c Excess from 2008	15,030			
d Excess from 2009	40,010			
e Excess from 2010	31,957			

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

Judith L Smith

Timothy J Smith

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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 <i>Paid during the year</i>				
BISHOP O'DOWD HIGH SCHOOL 9500 STEARNS AVE OAKLAND CA 94605	N/A	509(a)(1)	General & Unrestricted	10,000
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD, 3RD FL LOS ANGELES CA 90010	N/A	509(a)(1)	General & Unrestricted	10,000
EVANS SCHOLARS FOUNDATION 1 BRIAR RD GOLF IL 60029	N/A	509(a)(1)	General & Unrestricted	5,000
FLINTRIDGE SACRED HEART ACADEMY 440 SAINT KATHERINE DR LA CANADA CA 91011	N/A	509(a)(1)	General & Unrestricted	4,500
LOYOLA HIGH SCHOOL OF LOS ANGELES 1901 VENICE BLVD LOS ANGELES CA 90006	N/A	509(a)(1)	General & Unrestricted	5,000
NTL AUTOMOBILE DEALERS CHARITABLE FDN 8400 WESTPARK DR MCLEAN VA 22102	N/A	509(a)(1)	General & Unrestricted	2,000
NATIONAL CATHOLIC EDUCATIONAL ASSOC 1005 N GLEBE RD STE 525 ARLINGTON VA 22201	N/A	509(a)(1)	General & Unrestricted	5,000
SANTA CLARA UNIVERSITY DEVEL. OFFICE 500 EL CAMINO REAL SANTA CLARA CA 95050	N/A	509(a)(1)	General & Unrestricted	25,000
ST FRANCIS HS OF LA CANADA FLINTRIDGE 200 FOOTHILL BLVD LA CANADA CA 91011	N/A	509(a)(1)	General & Unrestricted	10,000
THE MYELIN PROJECT P O BOX 39 PACIFIC PALISADES CA 90272	N/A	509(a)(1)	General & Unrestricted	5,000
THE UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES CA 90024	N/A	509(a)(1)	General & Unrestricted	1,000
Total See Attached Statement			3a	92,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated







(See worksheet in line 13 instructions on page 29 to verify calculations)

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) (See page 29 of the instructions)
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page 26 of the instructions.

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
		
1a(1)		X
1a(2)		X
		
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a Transfers from the reporting foundation to a noncharitable exempt organization of:**

- [illegible]

- b Other transactions:**

- | | |
|-----|--|
| (1) | Sales of assets to a noncharitable exempt organization |
| (2) | Purchases of assets from a noncharitable exempt organization |
| (3) | Rental of facilities, equipment, or other assets |
| (4) | Reimbursement arrangements |
| (5) | Loans or loan guarantees |
| (6) | Performance of services or membership or fundraising solicitations |

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- 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.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is not correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Jeffrey D. Haskell

Jeffrey D. Haskell

6/13/2012

P01345770

Firm's name ► FOUNDATION SOURCE

Firm's EIN ▶ 51-0398347

Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824

Phone no	(800) 839-1754
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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 Timothy and Judith Smith Foundation

95-4769418

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

The Timothy and Judith Smith Foundation

Employer identification number

95-4769418

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Smith, Timothy 5126 Greencrest Road La Canada CA 91011 Foreign State or Province Foreign Country	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
The Timothy and Judith Smith Foundation

Employer identification number
95-4769418

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
-----	----- ----- ----- -----	\$ -----0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----0	-----

Name of organization The Timothy and Judith Smith Foundation	Employer identification number 95-4769418
---	--

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) ► \$ 0

(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	
----- ----- ----- For Prov Country		----- ----- -----	
(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	
----- ----- ----- For Prov Country		----- ----- -----	
(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	
----- ----- ----- For Prov Country		----- ----- -----	
(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	
----- ----- ----- For Prov Country		----- ----- -----	

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		17,659	17,659	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	17,659	17,659	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		1,672	872	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011	800	0	0	0
2	Foreign Tax Paid	872	872	0	0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
		7,306	159	0	7,147
1	Administrative Fees	7,147	0	0	7,147
2	Bank Charges	159	159	0	0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:			274,756	(c) Fair Market Value
	Description/Symbol/CUSIP Number	(b) Book Value		
1	FHLMC - 4 500% - 02/01/2041 - CRPPOOL #A97046 (312945ZK7)	18,652		19,603
2	FHLMC - 4 500% - 02/01/2041 - POOL #A97047 (312945ZL5)	15,763		16,537
3	FHLMC - 5 500% - 11/01/2037 - G343205 (3128M5ED8)	12,883		13,874
4	FNMA - 5 000% - 06/01/2035 - POOL 735580 (31402RFV6)	2,649		2,756
5	FNMA - 0 750% - 12/18/2013 (31398A5W8)	13,839		14,104
6	FNMA - 4 500% - 02/01/2041 - POOL #AE0984 (31419BCW3)	10,880		11,300
7	FNMA - 4 500% - 05/01/2041 - PL A11969 (3138AFFK1)	5,136		5,274
8	FNMA - 4 500% - 08/01/2040 - POOL #AB1389 (31416WRK0)	14,641		15,130
9	FNMA - 5 000% - 02/01/2036 - POOL 745275 (31403C6L0)	13,425		13,906
10	FNMA - 5 000% - 03/01/2033 - POOL 687984 (31400HJ53)	2,090		2,111
11	FNMA - 5 500% - 06/01/2038 - POOL 995018 (31416BK72)	2,035		2,117
12	FNMA - 5 500% - 12/01/2035 - PL AE0115 (31419ADV6)	15,471		15,803
13	FNMA - 5 500% - 12/01/2036 - POOL 903812 (31411CDR9)	13,716		13,919
14	FNMA - 6 000% - 08/01/2038 - POOL 986861 (31415RJE5)	7,393		8,037
15	FNMA - 6 000% - 09/01/2038 - POOL 190391 (31368HNG4)	12,683		13,181
16	US TIPS - 2 500% - 01/15/2029 (912810PZ5)	24,640		25,452
17	US TIPS - 3 000% - 07/15/2012 (912828AF7)	24,259		23,288
18	US TIPS - 3 625% - 04/15/2028 (912810FD5)	11,400		11,940
19	US TREAS - 0 875% - 02/29/2012 (912828MQ0)	26,965		27,111
20	US TREAS - 1 500% - 07/31/2016 (912828QX1)	11,228		11,301
21	US TREAS - 1 375% - 03/15/2013 (912828MT4)	6,009		6,110
22	US TREAS BILL - 0 000% - 09/01/2011 (9127953F6)	8,999		9,000

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		960,954		1,034,352	
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)	
1	3M CO (MMM)	75	5,977		6,224		
2	ABBOTT LABS (ABT)	212	10,181		11,132		
3	ACCENTURE PLC (ACN)	31	1,627		1,661		
4	AGILENT TECHNOLOGIES INC (A)	44	1,353		1,622		
5	AIR PRODS & CHEM INC. (APD)	23	2,026		1,883		
6	AKAMAI TECH COM STK (AKAM)	69	1,832		1,514		
7	AKZO NOBEL NV-ADR (AKZOY PK)	50	3,228		2,546		
8	ALCATEL LUCENT (ALU)	734	2,630		2,686		
9	ALLIANZ FIXED INCOME SHARES SERIES C (FXICX)	9,590	120,738		124,094		
10	ALLIANZ FIXED INCOMESHARES SERIES M (FXIMX)	11,735	111,379		124,273		
11	ALTRIA GROUP INC (MO)	150	3,013		4,079		
12	AMERICAN EXPRESS CO (AXP)	19	351		944		
13	AMERICAN FUNDS NEW WORLD FUND F (NWFXX)	1,033	55,000		52,550		
14	AMERICAN TOWER CORPORATION REIT (AMT)	66	2,241		3,555		
15	ANHEUSER BUSCH INBEV SPONSORED ADR (AHBIY PK)	37	1,822		2,045		
16	ANSYS INC (ANSS)	34	1,062		1,835		
17	APACHE CORPORATION (APA)	17	2,114		1,752		
18	APPLE INC. (AAPL)	22	2,453		8,466		
19	ARCOS DORADOS HOLDINGS INC - A (ARCO)	46	1,016		1,268		
20	AT&T CORP COM NEW (T)	167	5,418		4,756		
21	AUTODESK, INC (ADSK)	55	1,097		1,551		
22	AUTOMATIC DATA PROCESSING INC (ADP)	36	1,579		1,801		
23	BANK OF CHINA UNSP/ADR (BACHY PK)	160	2,030		1,642		
24	BANK OF MONTREAL (BMO)	98	5,634		6,117		
25	BARD C R INC (BCR)	16	1,374		1,524		
26	BASF AG SPONS ADR (BASFY PK)	42	3,300		2,991		
27	BAYTEX ENERGY CORP (BTE)	45	2,582		2,318		
28	BECTON DICKINSON & CO (BDX)	60	4,233		4,883		
29	BG GROUP PLC ADS (BRGYY.PK)	28	2,697		3,048		
30	BHP BILLITON SP ADR (BBL)	33	2,251		2,248		
31	BIO RAD LABS INC CL A (BIO)	15	1,138		1,505		
32	BNP PARIBAS SPONS ADR (BNPQY PK)	61	2,163		1,570		
33	BORG WARNER INC. (BWA)	37	943		2,641		
34	BOSTON PPTYS INC (BXP)	48	3,488		5,006		
35	BUNZL PLC SPONSORED ADR NEW (BZLFY PK)	49	3,084		3,215		
36	CABOT OIL & GAS CORP (COG)	58	1,883		4,400		
37	CANON INC (CAJ)	54	2,031		2,551		
38	CATERPILLAR INC (CAT)	41	3,337		3,731		
39	CENOVUS ENERGY INC (CVE)	81	2,857		2,922		
40	CENTURY TEL INC (CTL)	138	4,904		4,989		
41	CHESAPEAKE ENERGY CORPORATION (CHK)	50	1,676		1,620		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:				
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	960,954	1,034,352
42	CHEVRONTXACO CORP (CVX)	144	11,403	14,233		
43	CHINA MOBILE HGK LTD (CHL)	58	2,786	2,968		
44	COCA-COLA CO (KO)	210	10,325	14,795		
45	CONOCOPHILLIPS (COP)	171	9,968	11,640		
46	COOPER INDUSTRIES PLC (CBE)	84	3,738	3,980		
47	CORUS ENTERTAINMT B (CJREF.PK)	98	2,288	2,054		
48	COVANCE INC (CVD)	35	2,041	1,735		
49	CREDIT SUISSE GROUP ADR (CS)	101	4,340	2,899		
50	CSL LTD UNSP ADR (CMXHY PK)	146	2,494	2,197		
51	CSX CORP (CSX)	129	1,614	2,830		
52	CULLEN FROST BANKERS INC (CFR)	50	2,614	2,550		
53	CUMMINS INC (CMI)	46	1,902	4,274		
54	D R HORTON (DHI)	211	2,207	2,220		
55	DARDEN RESTAURANTS INC (DRI)	47	1,558	2,261		
56	DEUTSCHE TELE AG ADS (DTEGY PK)	194	3,174	2,479		
57	DIAGEO PLC ADS (DEO)	26	1,976	2,087		
58	DIGITAL RLTY TR INC (DLR)	83	4,745	4,959		
59	DU PONT DE NEMOURS (DD)	117	4,601	5,648		
60	EASTMAN CHEMICAL CO (EMN)	27	1,297	2,234		
61	EATON VANCE CORP COM (EV)	54	1,549	1,318		
62	EMERSON ELECTRIC CO (EMR)	126	5,716	5,865		
63	ERICSSON L M TEL CO (ERIC)	242	2,940	2,710		
64	ESTEE LAUDER COMPANIES INC (EL)	29	1,307	2,832		
65	EXPERIAN GROUP LTD S/ADR (EXPGY PK)	318	4,099	3,625		
66	EXPRESS SCRIPTS INC (ESRX)	50	1,490	2,347		
67	EXXON MOBIL CORP (XOM)	222	17,268	16,431		
68	FORTESCUE METALS-UNSP ADR (FSUMY PK)	60	2,040	1,961		
69	FRANKLIN RES INC (BEN)	14	1,555	1,679		
70	FREEMPORT-MCMORAN COPPER & GOLD INC (FCX)	76	3,618	3,580		
71	FRESENIUS MED CAR AG (FMS)	54	3,370	3,675		
72	G A T X CP (GMT)	42	1,447	1,523		
73	GAFISA S A (GFA)	120	1,448	1,130		
74	GEN DYNAMICS CP (GD)	46	3,107	2,948		
75	GENERAL ELECTRIC CO (GE)	139	3,795	2,267		
76	GENERAL MILLS INC (GIS)	184	5,790	6,975		
77	GIVAUDAN SA UNSP/ADR (GVDNY PK)	184	3,527	3,549		
78	GLAXOSMITHKLINE PLC (GSK)	119	5,218	5,097		
79	GLOBAL PAYMENTS INC (GPN)	25	895	1,146		
80	GOLDCORP INC NEW (GG)	70	3,325	3,634		
81	GOODRICH CORPORATION (GR)	26	1,920	2,319		
82	HARRIS CORP DEL (HRS)	43	1,784	1,735		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		960,954		1,034,352
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)
83	HARSCO CORP (HSC)	57	2,151			1,303
84	HEALTH CARE PPTY INVS INC (HCP)	65	1,590			2,423
85	HELIX ENERGY SOLUTIONS GROUP INC (HLX)	134	1,562			2,263
86	HOME DEPOT INC (HD)	186	4,846			6,209
87	HONEYWELL INTERNATIONAL INC. (HON)	96	4,716			4,590
88	HSBC HLDGS PLC ADS (HBC)	52	2,669			2,265
89	INTEGRYS ENERGY GROUP (TEG)	29	1,327			1,452
90	INTEL CORP (INTC)	181	3,747			3,644
91	INTERCNTL EXCHANGE (ICE)	22	1,635			2,595
92	INTERNATIONAL BUSINESS MACHINES (IBM)	24	3,148			4,126
93	INTERNATIONAL GAME TECHNOLOGY (IGT)	76	2,129			1,160
94	INTERNATIONAL RECTIFIER CORP (IRF)	75	1,375			1,709
95	INTUIT (INTU)	73	2,118			3,601
96	INTUITIVE SURGICAL, INC (ISRG)	6	1,260			2,288
97	JEFFERIES GROUP INC (JEF)	100	1,888			1,641
98	JOHNSON & JOHNSON (JNJ)	201	12,113			13,226
99	JOY GLOBAL INC. (JOY)	49	1,809			4,089
100	JP MORGAN CHASE & CO (JPM)	234	8,939			8,789
101	JUPITER TELECOM UNSP/ADR (JUJY.PK)	62	4,353			4,628
102	KAO CORP ADR (KCRPY PK)	51	1,364			1,346
103	KDDI CP UNSP ADR (KDDIY PK)	196	3,074			3,677
104	KONINKLIJKE AHOLD (AHONY PK)	265	3,567			3,079
105	KRAFT FOODS INC (KFT)	64	2,017			2,241
106	LINDE AG SPONSORED ADR (LNEG.Y PK)	228	3,418			3,479
107	LVMH MOET HENRI UNSP (LVMUY.PK)	85	2,038			2,883
108	MAKITA CORP (MKTAY PK)	54	2,404			2,239
109	MCDONALD'S CORP (MCD)	148	8,795			13,388
110	MCGRAW-HILL (MHP)	54	2,399			2,274
111	MEDTRONIC INC (MDT)	38	1,700			1,333
112	MERCK & CO INC. (MRK)	87	2,930			2,880
113	MICHELIN CIE GEN UNSP/ADR (MGDDY PK)	98	1,509			1,424
114	MICROCHIP TECHNOLOGY INC (MCHP)	28	792			919
115	MTN GROUP LTD SPON ADR (MTNOY.PK)	164	2,874			3,419
116	NATIONAL GRID TRANSCO PLC (NGG)	92	4,356			4,666
117	NESTLE S A (NSRGY.PK)	140	6,339			8,691
118	NEW GOLD INC (NGD)	273	2,572			3,705
119	NEWFIELD EXPLORATION CO (NFX)	54	2,644			2,757
120	NEWS CORP CL A (NWS-A)	187	2,660			3,229
121	NII HOLDINGS INC - COMMON STOCK (NIHD)	28	1,143			1,079
122	NORDEA BANK AB SPON ADR (NRBAY PK)	298	3,202			2,748
123	NORFOLK SOUTHERN CORP (NSC)	55	2,485			3,722

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			960,954	1,034,352
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value		
124	NOVARTIS AG ADR (NVS)	62	3,291			3,625
125	NOVO NORDISK A S (NVO)	61	5,623			6,506
126	NXP SEMICONDUCTORS (NXPI)	75	2,200			1,222
127	OCCIDENTAL PETE CORP (OXY)	52	3,697			4,510
128	OGX PETROLEO E GAS PARTICIPACOES (OGXPY PK)	217	2,032			1,597
129	ONEOK INC (OKE)	30	1,259			2,127
130	P P G IND (PPG)	73	4,685			5,591
131	PENNGROWTH ENERGY CORP (PWE)	75	2,000			1,405
132	PEPSICO INC (PEP)	150	9,568			9,665
133	PFIZER INC (PFE)	214	3,831			4,062
134	PHARMACEUTICAL PRODUCT DEVELOPMENT (PPDI)	86	2,558			2,707
135	PHILIP MORRIS INTL (PM)	140	6,679			9,705
136	PIMCO COMMODITY REAL RETURN STRGY CL A (PCRAX)	4,671	43,120			42,366
137	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	61	3,533			3,537
138	PRAXAIR INC. (PX)	26	1,890			2,561
139	PRECISION DRILLING TRUST (PDS)	106	1,453			1,474
140	PROCTER GAMBLE CO (PG)	195	12,329			12,418
141	PROGRESSIVE CORP OHIO (PGR)	94	1,918			1,803
142	PROLOGIS (PLD)	77	2,175			2,097
143	PRUDENTIAL FINCL INC (PRU)	13	880			653
144	PULTE GROUP INC. (PHM)	331	2,881			1,589
145	QUALCOMM INC (QCOM)	45	2,032			2,316
146	RAYMOND JAMES FINANCIAL INC (RJF)	56	1,249			1,572
147	REED ELSEVIER PLC (RUK)	106	3,838			3,486
148	REGAL ENTERTAINMENT (RGC)	342	5,709			4,470
149	REINSURANCE GROUP AMER INC (RGA)	36	1,691			1,921
150	REPUBLIC SVCS INC (RSG)	107	2,679			3,249
151	RIO TINTO PLC SPONSORED ADR (RIO)	92	5,413			5,627
152	ROCHE HOLDING LTD ADR (RHHBY PK)	189	7,498			8,269
153	ROYAL DUTCH SHELL PLC (RDS-A)	64	3,838			4,291
154	SAGE GROUP PLC UNS/ADR (SGPY PK)	111	2,076			1,797
155	SAP AKTIENGESSELL ADS (SAP)	52	2,405			2,835
156	SCHNEIDER ELEC UNSP/ADR (SBGSY PK)	258	4,048			3,478
157	SCOTTS CO CLASS A (SMG)	31	1,156			1,505
158	SGS SA UNSP ADR (SGSOY PK)	207	3,426			3,842
159	SHINHAN FINL GROUP CO LTD (SHG)	27	2,353			2,264
160	SILVER WHEATON CORP (SLW)	74	2,554			2,932
161	SIMON PPTY GROUP INC NEW (SPG)	30	1,899			3,525
162	SNAP ON INC. (SNA)	28	1,360			1,481
163	SOCIEDAD QUIMICA Y MINERA DE CHILE S.A. (CHILE) (SQM)	45	2,454			2,893
164	SODEXHO ALLIANCE SA SP ADR (SDXAY PK)	51	3,511			3,751

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	
165	SPDR DJ GLOBAL REAL ESTATE (RWO)	1,059	39,998		1,034,352
166	SUBSEA 7 SA (ACGY)	127	3,057		2,967
167	SUN HUNG KAI PY LTD S/ADR (SUHJY.PK)	115	1,830		1,610
168	SYSICO CORP (SYY)	197	5,797		5,502
169	TARGET CORPORATION (TGT)	76	3,993		3,927
170	TESCO PLC ADR (TSCDY.PK)	182	3,553		3,387
171	TEXAS INSTRUMENTS INC. (TXN)	86	2,097		2,254
172	TJX COMPANIES INC (TJX)	56	1,579		3,059
173	TOTAL FINA ELF S A. (TOT)	83	5,297		4,070
174	TURKIYE GARANTI BANK (TKGBY.PK)	335	1,591		1,260
175	UNILEVER N V N Y (UN)	101	3,049		3,434
176	UNITED TECHNOLOGIES CORP (UTX)	119	8,201		8,836
177	URS CORP NEW (URS)	40	1,928		1,403
178	VALEO SA SPONS ADR (VLECY PK)	56	1,679		1,487
179	VALSPAR CORP (VAL)	59	1,636		1,905
180	VERIZON COMMUNICATIONS (VZ)	129	4,471		4,666
181	VODAFONE GROUP PLC (VOD)	225	6,053		5,927
182	WAL-MART STORES INC (WMT)	70	3,582		3,725
183	WALGREEN CO (WAG)	93	3,707		3,275
184	WALT DISNEY HOLDINGS CO (DIS)	46	1,665		1,567
185	WILLIS GROUP HOLDINGS LTD (WSH)	98	3,713		3,835
186	XILINX INC (XLNX)	76	2,067		2,367
187	YUM BRANDS INC (YUM)	56	1,942		3,045

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Judith L Smith	24500 Calabasas Rd	Calabasas	CA	91302	Chief Financial Officer / Secretary / Treasurer	1	0	0	0
2	Timothy J Smith	24500 Calabasas Rd.	Calabasas	CA	91302	Chief Executive Officer / President	1	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF NOTRE DAME DU LAC

Street

1100 GRACE HALL

City

NOTRE DAME

State

IN

Zip Code

46556

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

VERBUM DEI HIGH SCHOOL

Street

11100 S CENTRAL AVE

City

LOS ANGELES

State

CA

Zip Code

90059

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

7,000

Name

YMCA OF FOOTHILLS

Street

1930 FOOTHILL BLVD

City

LA CANADA

State

CA

Zip Code

91011

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0