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 November 01 **, 2010, and ending** October 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 Lester and Bernice Smith Foundation

A Employer identification number: 91-1156087

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 3010 | Room/suite:

B Telephone number (see page 10 of the instructions): 425-455-0923

City or town, state, and ZIP code: Bellevue, WA 98009

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)* ▶ $ 4,727,070

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	4,780	4,780	4,780	
	4	Dividends and interest from securities	106,184	106,184	106,184	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(513,096)			
	b	Gross sales price for all assets on line 6a 2,128,882				
	7	Capital gain net income (from Part IV, line 2)		-0-		
	8	Net short-term capital gain			5,613	
	9	Income modifications				
	10a	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	(402,132)	110,964	116,577	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) (STMT I)	200			200
	c	Other professional fees (attach schedule) (STMT II)	24,130	24,130	24,130	
	17	Interest (STMT III)				
	18	Taxes (attach schedule) (see page 14 of the instructions)	500			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) (STMT IV)	4,845			4,743
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,675	24,130	24,130	4,943
	25	Contributions, gifts, grants paid	306,757			306,757
	26	**Total expenses and disbursements.** Add lines 24 and 25	336,432	24,130	24,130	311,700
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	(738,564)			
	b	**Net investment income** (if negative, enter -0-)		86,834		
	c	**Adjusted net income** (if negative, enter -0-)			92,447	

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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 (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	1,076,730	1,334,634	1,334,260
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule) (STMT V)	3,207,101	974,546	1,297,165
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) (STMT VI)	845,218	2,081,305	2,095,645
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)	5,129,049	4,390,485	4,727,070
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 (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.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	5,228,017	5,129,049	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	(98,968)	(738,564)	
30	**Total net assets or fund balances** (see page 17 of the instructions)	5,129,049	4,390,485	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,129,049	4,390,485	

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	5,129,049
2	Enter amount from Part I, line 27a	2	(738,564)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,390,485
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	4,390,485

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				
b	* PLEASE SEE ATTACHMENT FOR DETAILS *			
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b	* PLEASE SEE ATTACHMENT FOR DETAILS *			
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	(513,096)
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	5,613

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	224,234	4,374,300	5.1
2008	232,616	3,800,974	6.1
2007	227,289	4,629,105	4.9
2006	197,167	4,824,950	4.1
2005	185,825	4,040,562	4.6

2	**Total** of line 1, column (d)	2	24.8
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	5.0
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,731,172
5	Multiply line 4 by line 3	5	236,559
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	868
7	Add lines 5 and 6	7	237,427
8	Enter qualifying distributions from Part XII, line 4	8	311,700

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	868
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	868
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	868
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 1,049		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,049
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	181
11	Enter the amount of line 10 to be: ***Credited to 2011 estimated tax*** ▶ 181 **Refunded** ▶	11	

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 page 19 of the 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. ▶ $ ________ **(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.*	2		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*	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?	4b	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.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Washington			
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 on page 27)? *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 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 ▶			
14	The books are in care of ▶ Alexander M. Smith Telephone no ▶ 425-455-0923 Located at ▶ 700 112th Avenue NE, #302, Bellevue, WA ZIP+4 ▶ 98004			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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	N/A	
	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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lester M. Smith POB 3010, Bellevue, WA 98009	Director (Part-time)	-0-	-0-	-0-
Bernice R. Smith POB 3010, Bellevue, WA 98009	Director (Part-time)	-0-	-0-	-0-
Alexander M. Smith POB 3010, Bellevue, WA 98009	Director (Part-time)	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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 The only activity of the Foundation is to make charitable contributions to other qualifying exempt organizations.	4,743
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 * NONE *	
2	
All other program-related investments See page 24 of the instructions	
3 * NONE *	
Total. Add lines 1 through 3 ▶	

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	3,269,949
b	Average of monthly cash balances	1b	1,533,271
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	4,803,220
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	
3	Subtract line 2 from line 1d	3	4,803,220
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	72,048
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,731,172
6	**Minimum investment return.** Enter 5% of line 5	6	236,559

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	236,559
2a	Tax on investment income for 2010 from Part VI, line 5	2a	868		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	-0-		
c	Add lines 2a and 2b			2c	868
3	Distributable amount before adjustments Subtract line 2c from line 1			3	235,691
4	Recoveries of amounts treated as qualifying distributions			4	-0-
5	Add lines 3 and 4			5	235,691
6	Deduction from distributable amount (see page 25 of the instructions)			6	-0-
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	235,691

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	311,700
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	-0-
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	311,700
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	868
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	310,832

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				235,691
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			173,099	
b Total for prior years: 20___,20___,20___		-0-		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	-0-			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 311,700				
a Applied to 2009, but not more than line 2a			173,099	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d Applied to 2010 distributable amount				138,601
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	-0-			-0-
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-0-			
b Prior years' undistributed income Subtract line 4b from line 2b		-0-		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d Subtract line 6c from line 6b. Taxable amount—see 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				97,090
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)	-0-			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	-0-			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶ N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	N/A				
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).)

Lester M. 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.

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
* PLEASE SEE ATTACHMENT FOR DETAILS *				
Total ▶ 3a				306,757
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,780	
4 Dividends and interest from securities . .			14	106,184	
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					
8 Gain or (loss) from sales of assets other than inventory			18	(513,096)	
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)				(402,132)	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 (402,132)

(See worksheet in line 13 instructions on page 29 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) (See page 29 of the instructions)
	N/A

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

Alexander M. Smith | 01/31/2012 | Foundation Manager

Signature of officer or trustee Alexander M. Smith | Date | Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

THE LESTER AND BERNICE SMITH FOUNDATION
ID 91-1156087

Statements attached to and made part of Form 990PF 2010 (Return of Private Foundation)

Statement I:	Part 1, Line 16b	Accounting fees		
	- Accounting Tax Service			*$200*
Statement II:	Part 1, Line 16c	Other professional fees		
	- MorganStanley management fee			*24,130*
Statement III:	Part 1, Line 18	Taxes		
	- 2010 Estimated tax payment			*500*
Statement IV:	Part 1, Line 23	Other Expenses		
	- Washington Federal - bank fees		$47	
	- Article of Amendment filing fee		20	
	- State Treasurer Annual Report		10	
	- State Secretary registration renewal		25	
	- Charities Fundraising event expenses		4,743	*4,845*

Statement V: Part II, Line 10b Investments - Corporate Stock

	End of year Value	
	Book	***FMV***
- American Electric Power Co	43,752	58,920
- Boeing	51,551	65,789
- Campbell Soup	24,707	33,250
- Chesapeake Utilities	18,220	31,793
- Chevron Texaco	36,381	105,049
- Conagra Foods	11,867	12,665
- Consolidated Edison	42,770	57,870
- Costco Wholesale	28,031	62,438
- DuPont De Numours	$31,716	$36,053

(Continued on Page 2)

THE LESTER AND BERNICE SMITH FOUNDATION (ID 91-1156087)
(Cont.) Statements attached to and made part of Form 990PF 2010

(Cont) Statement V: Part II, Line 10b Investments - Corporate Stock

	End of year Value	
	Book	**FMV**
- Duke Energy Corp	51,249	56,155
- General Mills	36,260	57,795
- HJ Heinz	25,438	40,080
- Intel Corp	21,198	24,540
- Johnson & Johnson	53,120	64,390
- Kellogg	34,440	54,210
- Kimberly Clark	48,715	52,282
- Kraft Foods	30,933	35,180
- Microsoft	47,591	53,260
- NW Natural Gas	18,281	35,040
- Pfizer	18,802	14,445
- Raytheon Company NW	23,362	22,095
- Spectra Energy	Spinoff	35,788
- US Bancorp Del	14,434	19,193
- United Parcel Service	45,270	52,680
- Verizon Communications	55,764	64,715
- WalMart	42,225	42,540
- Washginton Federal	46,068	34,125
- Wells Fargo	30,872	38,865
- Weyerhaeuser Co	41,529	35,960
	$974,546	***$1,297,165***

Statement VI: Part II, Line 13 Investments - Other -

	End of year Value	
	Book	**FMV**
- iShares Barclay Tips	$75,976	$80,961
- iShares MSCI Emerging Mkts	38,834	32,897
- iShares Russell Midcap Value	23,609	21,709
- Vanguard MSCI Eafe	42,321	36,972
- Doubleline Total Return Fund	50,000	49,866
- First Eagle Global Fund	306,060	301,663
- First Eagle Gold Fund	55,034	75,457
- Franklin Income Advisor	349,017	344,776
- IVA Worldwide	326,668	331,417
- Matthews Asia Dividend Fund	87,774	80,252
- Oakmark Equity & Income Fund	308,406	323,981
- Permanent Portfolio Fund	79,965	81,573
- Royce Premier Fund	100,000	93,107
- Templeton Global Bond Fund	102,727	102,569
- Vanguard/ Wellesley Income Fund	134,914	138,445
	$2,081,305	***$2,095,645***

THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(ATTACHMENT TO FORM **990-PF 2010 / PART IV 1**)

PROPERTY SOLD	P / D	DATE ACQRD	DATE SOLD	GROSS SALES PRICE	COST OF SALE	GAIN OR LOSS
Stocks:						
Alexander & Baldwin, 500 sh	D	12/22/03	03/25/11	22,240	27,150	(4,910)
Alexander & Baldwin, 1000 sh	D	07/06/07	03/31/11	45,676	54,300	(8,624)
Alexander & Baldwin, 1500 sh	D	07/06/07	03/14/11	61,506	61,150	356
American Electric Power, 250 sh	P	04/21/03	03/25/11	8,683	6,354	2,329
American Electric Power, 250 sh	P	04/21/03	03/31/11	8,843	6,354	2,489
Bank of America, 1000 sh	D	12/23/03	03/14/11	14,102	39,655	(25,553)
Bank of America, 250 sh	D	12/23/03	03/25/11	3,337	9,914	(6,576)
Bank of America, 750 sh	D	12/23/03	03/31/11	10,014	29,741	(19,727)
Campbell Soup, 250 sh	P	07/25/03	03/31/11	8,333	9,128	(795)
Chesapeake Utilities, 250 sh	P	07/21/03	03/31/11	10,341	6,073	4,267
Chevron, 500 sh	P	07/23/03	12/14/10	44,379	18,191	26,189
Chevron, 250 sh	P	07/23/03	03/31/11	27,137	9,095	18,042
Chevron, 250 sh	P	07/23/03	03/25/11	26,720	9,095	17,624
Citibroup Inc, 3000 sh	P	10/31/05	03/14/11	13,411	139,103	(125,692)
Comcast, 3000 sh	D	07/06/07	12/14/10	62,825	85,230	(22,405)
Conagra Foods, 125 sh	P	08/19/05	03/31/11	2,981	2,887	95
Conagra Foods, 625 sh	P	08/19/05	03/14/11	14,521	14,434	87
Consolidated Edison, 201 sh	P	07/25/03	03/31/11	10,209	8,277	1,932
Consolidated Edison, 799 sh	P	07/25/03	03/25/11	39,990	32,903	7,087
Costco, 250 sh	P	07/30/99	03/31/11	18,192	9,344	8,848
Costco, 500 sh	P	07/30/99	12/14/10	35,479	18,688	16,792
Deluxe, 1000 sh	P	07/10/06	12/14/10	21,988	14,409	7,579
Dish Network, 1000 sh	D	12/18/07	12/14/10	18,472	37,010	(18,538)
Duke Energy Corp, 250 sh	P	04/21/03	03/31/11	4,543	4,659	(116)
El Dupont, 250 sh	P	10/31/05	03/31/11	13,798	10,572	3,226
Ennis Inc, 4000 sh	P	09/21/00	12/14/10	70,086	30,371	39,715
Footlocker, 1250 sh	P	10/31/05	12/14/10	23,927	23,137	790
Frontier Communication, 480 sh	P	07/08/10	12/14/10	4,461	0	4,461
Frontier Financial, 675 sh	P,D	2005,2006	12/14/10	83	168,859	(168,776)
Gannett Co, 3500 sh	P	2005,2008	03/14/11	52,993	108,124	(55,131)
General Electric, 2000 sh	P	2003,2008	12/14/10	35,487	61,355	(25,869)
General Mills, 500 sh	P	07/21/03	03/31/11	18,320	12,087	6,233
HJ Heinz, 250 sh	P	07/25/03	03/31/11	12,238	8,479	3,759
Int'l Business Machine, 1000 sh	D	07/06/07	12/14/10	145,222	109,030	36,192
Iron Mountain, 2250 sh	D	12/28/06	12/14/10	55,177	62,595	(7,418)
Kimberly Clark Corp, 250 sh	P	05/02/08	03/31/11	16,365	16,238	127

Cont. on Page 2

(Cont.) THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

(ATTACHMENT TO FORM **990-PF 2010 / PART IV 1**)

PROPERTY SOLD	P / D	DATE ACQRD	DATE SOLD	GROSS SALES PRICE	COST OF SALE	GAIN OR LOSS
Stocks: (Cont)						
Laboratory Corp, 1000 sh	D	12/18/07	12/14/10	85,108	75,020	10,088
Lowes Co, 2560 sh	P	07/30/99	12/14/10	64,111	33,760	30,351
Meadwestvaco Corp, 1000 sh	P	01/30/02	12/14/10	25,802	29,640	(3,838)
Motor Liquidation, 4000 sh	P	2003,2004	06/30/11	0	157,483	(157,483)
New York Times, 1000 sh	P	1996,2005	12/14/10	9,282	28,356	(19,075)
Nokia Corp, 1000 sh	D	12/19/07	12/14/10	9,912	36,524	(26,612)
Northwest Nat'l Gas, 250 sh	P	02/26/99	03/31/11	11,503	6,094	5,409
Pfizer inc, 250 sh	P	01/26/05	03/31/11	5,071	6,267	(1,197)
Pitney Bowes, 1000 sh	P	04/21/03	03/31/11	25,473	22,665	2,808
Pitney Bowes, 1500 sh	P	06/11/09	03/14/11	36,512	45,623	(9,111)
Pitney Bowes, 500 sh	P	04/21/03	03/25/11	12,601	11,332	1,268
PNM Resosources, 2000 sh	P	09/10/08	01/26/11	26,657	23,131	3,526
Portland GE, 1000 sh	P	10/05/06	01/26/11	22,362	25,395	(3,033)
RadioShack, 1000 sh	P	11/07/05	12/14/10	18,622	22,923	(4,301)
Spectra Energy, 250 sh	P	01/08/07	03/31/11	6,856	0	6,856
Standard Register, 1000 sh	P	02/16/08	03/25/11	3,153	11,116	(7,963)
Standard Register, 1000 sh	P	02/16/08	03/31/11	3,292	11,116	(7,825)
Stardard Register, 2000 sh	P	09/21/00	03/14/11	6,404	28,106	(21,702)
United Parcel Service, 1000 sh	D	06/27/08	03/14/11	72,533	74,572	(2,039)
United Parcel Service, 250 sh	D	06/27/08	03/31/11	18,626	15,090	3,536
US Bancorp, 1130 sh	D	12/23/03	03/14/11	30,046	21,747	8,299
US Bancorp, 250 sh	P	12/04/96	03/31/11	6,595	4,811	1,784
US Bancorp, 2000 sh	P	12/04/96	12/14/10	52,347	38,491	13,856
Verizon Communications, 250 sh	P	07/07/00	03/31/11	9,678	8,344	1,335
Walmart, 250 sh	D	06/27/08	03/31/11	13,058	14,075	(1,017)
Washington Federal, 2176 sh	P,D	1999,2003	03/14/11	37,256	41,507	(4,251)
Washington Federal, 500 sh	P,D	1999,2003	03/31/11	8,696	9,214	(518)
Washington Mutual, 3000 sh	P	12/04/63	12/14/10	186	98,250	(98,064)
Wells Fargo, 1000 sh	D	12/28/09	03/14/11	31,842	20,579	11,264
Wells Fargo, 500 sh	D	12/28/09	05/13/11	13,966	10,285	3,681
Weyerhauser Co, 443 sh	P	06/17/03	03/31/11	10,957	9,199	1,758
Xerox Corp, 5000 sh	P	06/11/09	12/14/10	59,617	36,204	23,413
Xerox Corp, 5000 sh	P	06/11/09	01/26/11	52,154	36,204	15,950

Cont. on Page 3

(Cont.) THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
(ATTACHMENT TO FORM **990-PF 2010 / PART IV 1**)

PROPERTY SOLD	*P / D*	*DATE ACQRD*	*DATE SOLD*	*GROSS SALES PRICE*	*COST OF SALE*	*GAIN OR LOSS*
Mutual Funds:						
Eaton Vance, 2762.4 sh	P	03/14/11	06/15/11	25,000	27,591	(2,591)
Eaton Vance, 3294.07 sh	P	03/14/11	08/11/11	28,527	27,374	1,152
First Eagle Fd, 893.8 sh	P	04/27/11	08/23/11	21,255	25,000	(3,745)
FPA New Inc Fd, 4599.8 sh	P	12/08/09	05/02/11	50,046	52,070	(2,024)
FPA New Inc Fd, 9710.9 sh	P	08/20/09	08/02/11	105,169	108,398	(3,229)
Loomis Bond Fd, 1673.3 sh	P	08/02/11	09/09/11	24,130	25,000	(870)
Templeton Global, 3563 7 sh	P	12/08/09	5/2/2011	50,036	45,046	4,989
Vanguard Fixed Inc Fd, 4650.6 sh	P	12/08/09	04/04/11	52,366	54,383	(2,018)
				$2,128,882		($513,096)

THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)

CONTRIBUTIONS PAID DURING THE FISCAL YEAR **11/01/10 - 10/31/11**

(ATTACHMENT TO FORM 990-PF **2010** / PART XV 3a)

RECIPIENTS' NAME & ADDRESS	*RELATIONS*	*STATUS*	*PURPOSE*	*AMOUNT*
American Jewish Committee 165 East 56 Street, New York, NY 10022	n/a	501 C 3	General Operation	$3,700
BECU Foundation 12770 Gateway Drive, Tukwila, WA 98160	n/a	501 C 3	General Operation	2,500
Bellevue Rotary Foundation PO Box 523, Bellevue, WA 98009	n/a	501 C 3	General Operation	6,200
Bellevue Schools Foundation PO Box 40644, Bellevue, WA 98015	n/a	501 C 3	General Operation	975
Center for Children & Youth Justice 615 2nd Avenue, #275, Seattle, WA 98104	n/a	501 C 3	Project Respect	35,000
City of Seattle Prostituted Children's Rescue Fund PO Box 34215, Seattle, WA 95124-4215	n/a	170 C 1	Youthcare Program	10,000
College Success Foundation 1605 NW Sammamish Rd, #200, Issaquah, WA 98027	n/a	501 C 3	Annual Fund	5,000
Columbia Pacific Heritage Museum 115 SE Lake Street, Ilwaco, WA 98624	n/a	501 C 3	General Operation	1,000
Crohn's & Colitis Foundation of America 9 Lake Bellevue Dr , #203, Bellevue, WA 98005	n/a	501 C 3	Medical Research	1,000
Cuyamungue/Felicitas Goodman Institute 20A Feather Catcher Rd, Santa Fe, NM 87506	n/a	501 C 3	General Operation	5,375
Doernbecher Children's Hospital Foundation 1121 SW Salmon Street, #100, Portland, OR 97205	n/a	501 C 3	General Operation	2,000
Eastside Academy 1717 Bellevue Way NE, Bellevue, WA 98004	n/a	501 C 3	General Operation	5,500
Eastside Heritage Center PO Box 40535, Bellevue, WA 98015	n/a	501 C 3	General Operation	1,000
Employee Assistance Fund for Alaska Airline 19530 International Blvd, #108, Seattle, WA 98188	n/a	501 C 3	General Operation	2,500
Friends of Granger PO Box 4184, Bellevue, WA 98009	n/a	501 C 3	General Operation	1,000
Friends of San Juan Island Library PO Box 786, Friday Harbor, WA 98250	n/a	501 C 3	General Operation	250
Group Health Foundation PO Box 34936, Seattle, WA 98124	n/a	501 C 3	General Operation	1,000
Island Hospital Foundation 1211 24th St, Anacortes, WA 98221	n/a	501 C 3	General Operation	1,250
Island Stage Left 1062 Wold Road, Friday Harbor, WA 98250	n/a	501 C 3	General Operation	1,000
Island Oil Spill Association 225 A Street, Friday Harbor, WA 98250	n/a	501 C 4	General Operation	250
King County Sexual Assault Resource Center PO Box 300, Renton, WA 98057	n/a	501 C 3	General Operation	5,000

(Continued on Page 2)

THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)

(CONT) CONTRIBUTIONS PAID DURING THE FISCAL YEAR 11/01/10 - 10/31/11

(CONTINUED: ATTACHMENT TO FORM 990-PF 2010 / PART XV 3a)

RECIPIENTS' NAME & ADDRESS	RELATIONS	STATUS	PURPOSE	AMOUNT
Lenny Wilkens Foundation 5302 Lk Washington Blvd NE, #G, Kirkland, WA 98033	n/a	501 C 3	General Operation	5,000
March of Dimes 675 Oak Street, #310, Eugene, OR 97401	n/a	501 C 3	March for Babies	2,500
Marsha Rivkin Ctr for Ovarian Cancer 801 Broadway, Ste 701, Seattle, WA 98122	n/a	501 C 3	Medical Reserch	100,000
Mary Bridge Children's Foundation PO Box 5296, Tacoma, WA 98415	n/a	501 C 3	General Operation	15,000
Marylhurst Universisty PO Box 261, Marylhurst, OR 97036	n/a	501 C 3	Annual Fund	5,000
N.O.A.H. 31300 Brandstrom Rd, Stanwood, WA 98292	n/a	501 C3	General Operation	2,000
NAVOS 2600 SW Holden Street, Seattle, WA 98126	n/a	501 C 3	General Operation	1,000
NorthStar Foundation 20 Deerfield Lane, Storrs, CT 06268	n/a	501 C 3	General Operation	5,000
Overlake Hospital Foundation 1035 116th Avenue NE, Bellevue, WA 98004	n/a	501 C 3	General Operation	10,000
Progeria Research Foundation PO Box 3453, Peabody, MA 01961	n/a	501 C 3	Medical Reserch	1,500
Renton Community Foundation PO Box 820, Renton, WA 98057	n/a	501 C 3	Renton Schools Fund	10,000
Renton Community Foundation PO Box 820, Renton, WA 98057	n/a	501 C 3	General Operation	5,000
San Juan Island Agricultural Guild PO Box 1945, Friday Harbor, WA 98250	n/a	501 C 3	General Operation	250
Seafair Foundation 2200 6th Avenue, #400, Seattle, WA 98121	n/a	501 C 3	General Operation	1,300
Seattle Children's Autism Guild 4800 Sand Point Way NE, Seattle, WA 98105	n/a	501 C 3	General Operation	3,000
Seattle's Union Gospel Mission PO Box 202, Seattle, WA 98111-0202	n/a	501 C 3	Food & Other Care	1,000
See Ya Later Foundation PO Box 1281, MxMinnville, OR 97128	n/a	501 C 3	General Operation	1,100
The Healing Center 6409-1/2 Roosevelt Way NE, Seattle, WA 98115	n/a	501 C 3	General Operation	2,500
The Mandala Center 96 Manadala Road, Des Moines, NM 88418	n/a	501 C 3	General Operation	407
The Rose International Fund for Children 14150 NE 20th St, F1, Bellevue, WA 98007	n/a	501 C 3	General Operation	6,000
The Salvation Army 111 Queen Anne Avenue N , Seattle, WA 98109	n/a	501 C 3	General Operation	10,000

(Continued on Page 3)

THE LESTER AND BERNICE SMITH FOUNDATION (EIN # 91-1156087)

(CONT) CONTRIBUTIONS PAID DURING THE FISCAL YEAR **11/01/10 - 10/31/11**

(CONTINUED: ATTACHMENT TO FORM 990-PF 2010 / PART XV 3a)

RECIPIENTS' NAME & ADDRESS	*RELATIONS*	*STATUS*	*PURPOSE*	*AMOUNT*
UW Foundation Box 358045, Seattle, WA 98195	n/a	501 C 3	UW Medicine	4,500
Village Theater 303 Front Street N , Issaquah, WA 98027	n/a	501 C3	Annual Fund	5,000
Washington Policy Center PO Box 3643, Seattle, WA 98124-3643	n/a	501 C 3	General Operation	500
Wolf Hollow Wildlife Rehabilitation Center PO Box 391, Friday Harbor, WA 98250	n/a	501 C 3	General Operation	200
YMCA of Greater Seattle 909 4th Avenue, Seattle, WA 98104	n/a	501 C 3	Partner w/ Youth	15,000
YMCA of Snohomish County 2720 Rockefeller Ave, Everett, WA 98206	n/a	501 C 3	General Operation	2,500
	TOTAL 3a			**$306,757**