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 DEC 1, 2010 , and ending NOV 30, 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
ROBERT H. SMITH FAMILY FOUNDATION

A Employer identification number
52-1502273

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2345 CRYSTAL DRIVE, ELEVENTH FLOOR

B Telephone number
703-769-1023

City or town, state, and ZIP code
ARLINGTON, VA 22202

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 ▶☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 73,747,275.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	82,489,249.		N/A	
2 Check ▶☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	499,953.	499,953.		STATEMENT 1
4 Dividends and interest from securities	393,952.	393,952.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	383,764.			
b Gross sales price for all assets on line 6a 2,781,523.				
7 Capital gain net income (from Part IV, line 2)		383,764.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<2,137.>	0.		STATEMENT 3
12 **Total.** Add lines 1 through 11	83,764,781.	1,277,669.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	170,416.	85,208.		85,208.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	284.	142.		142.
b Accounting fees STMT 5	5,250.	2,625.		2,625.
c Other professional fees				
17 Interest				
18 Taxes STMT 6	1,011.	1,011.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	38,045.	30,001.		8,044.
24 **Total operating and administrative expenses.** Add lines 13 through 23	215,006.	118,987.		96,019.
25 Contributions, gifts, grants paid	18,700,712.			18,700,712.
26 **Total expenses and disbursements.** Add lines 24 and 25	18,915,718.	118,987.		18,796,731.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	64,849,063.			
b **Net investment income** (if negative, enter -0-)		1,158,682.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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17570224 792894 521502273 2010.05050 ROBERT H. SMITH FAMILY FOUN 52150221

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		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	6,330,577.	10,822,799.	10,822,799.
	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	488.		
	7 Other notes and loans receivable ▶ 17,487,882.			
	Less: allowance for doubtful accounts ▶ 0.	0.	17,487,882.	17,487,882.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,720,163.	44,625,745.	45,186,594.
	c Investments - corporate bonds STMT 9	250,000.	250,000.	250,000.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	36,135.	0.	0.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	8,337,363.	73,186,426.	73,747,275.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,762.	16,762.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,320,601.	73,169,664.	
	30 **Total net assets or fund balances**	8,337,363.	73,186,426.	
	31 **Total liabilities and net assets/fund balances**	8,337,363.	73,186,426.	

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	8,337,363.
2 Enter amount from Part I, line 27a	2	64,849,063.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	73,186,426.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	73,186,426.

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	BARCLAYS ACCT # 57100973 (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	JN BARCLAYS BANK PLC - 2,000,000 SHS	P	07/24/09	08/03/11
c	FROM K-1 BOARDWALK PIPLINE PARTNERS	P	VARIOUS	VARIOUS
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	349,579.		333,759.	15,820.
b	2,431,720.		2,064,000.	367,720.
c	224.			224.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				15,820.
b				367,720.
c				224.
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 } 2 383,764.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	16,770,308.	7,708,281.	2.175622
2008	10,900,480.	12,249,431.	.889876
2007	12,927,581.	21,848,113.	.591702
2006	12,578,583.	26,250,862.	.479168
2005	8,611,302.	10,620,877.	.810790

2 **Total** of line 1, column (d)	2	4.947158
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	.989432
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	42,824,600.
5 Multiply line 4 by line 3	5	42,372,030.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,587.
7 Add lines 5 and 6	7	42,383,617.
8 Enter qualifying distributions from Part XII, line 4	8	18,796,731.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	23,174.
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	23,174.
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	23,174.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 25,840.		
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	25,840.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	206.
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	2,460.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,460. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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	X	
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 instructions) ▶ DE,VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ MENACHEM M. GOTTLIEB Telephone no. ▶ 703-769-1023			
	Located at ▶ 2345 CRYSTAL DRIVE, 11TH FLOOR, ARLINGTON, VA ZIP+4 ▶ 22202			
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
	▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELLE SMITH 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	PRESIDENT 20.00	170,416.	0.	0.
DAVID B. SMITH 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	TREASURER 0.00	0.	0.	0.
CLARICE R. SMITH 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	20,534,307.
b	Average of monthly cash balances		1b	5,454,562.
c	Fair market value of all other assets		1c	17,487,882.
d	**Total** (add lines 1a, b, and c)		1d	43,476,751.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	43,476,751.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	652,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	42,824,600.
6	**Minimum investment return.** Enter 5% of line 5		6	2,141,230.

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

1	Minimum investment return from Part X, line 6		1	2,141,230.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 23,174.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	23,174.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,118,056.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,118,056.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,118,056.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	18,796,731.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	18,796,731.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,796,731.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,118,056.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 8,089,670.				
b From 2006 11,563,948.				
c From 2007 11,847,843.				
d From 2008 10,289,644.				
e From 2009 16,384,894.				
f **Total** of lines 3a through e	58,175,999.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 18,796,731.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				2,118,056.
e Remaining amount distributed out of corpus	16,678,675.			
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	74,854,674.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	8,089,670.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	66,765,004.			
10 Analysis of line 9:				
a Excess from 2006 11,563,948.				
b Excess from 2007 11,847,843.				
c Excess from 2008 10,289,644.				
d Excess from 2009 16,384,894.				
e Excess from 2010 16,678,675.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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).)

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total			▶ 3a	18700712.
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
	(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	499,953.	
4 Dividends and interest from securities			14	393,952.	
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	383,764.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a BOARDWALK (LOSS) K-1					
b ORDINARY			01	<2,137.>	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,275,532.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,275,532.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Michelle Smith — 12-29-12 — President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DWAYNE HOLT	Dwayne C Holt	2-29-12		

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP — Firm's EIN ▶

Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800
TYSONS CORNER, VA 22182 — Phone no. (703) 923-8300

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
ROBERT H. SMITH FAMILY FOUNDATION	52-1502273

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
ROBERT H. SMITH FAMILY FOUNDATION	52-1502273

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT H. SMITH TRUST 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	$ 82,489,249.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
ROBERT H. SMITH FAMILY FOUNDATION	52-1502273

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
1	SEE ATTACHMENT	$ 64,303,394.	VARIOUS

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

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

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

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

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

Name of organization	Employer identification number
ROBERT H. SMITH FAMILY FOUNDATION	52-1502273

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Robert H. Smith Family Foundation
EIN: 52-1502273
YE: 11/30/11

Schedule B Part II Non-cash Contributions Received

DESCRIPTION	Date Acquired	FMV
JP Morgan Securities	7/31/11	40,546,414
PIMCO Total Return Inst.	7/14/11	5,756,980
HERONWOOD - LOAN RECEIVABLE - CLARICE SMITH MARITAL TRUST	1/1/11	18,000,000
Total non-cash contributions		$ 64,303,394

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

SOURCE	AMOUNT
BANK OF AMERICA - ACCT #5754	9,550.
CLARICE SMITH MARITAL TRUST - HERONWOOD LOAN	489,600.
INTEREST FROM BOARDWALK PIPELINE PARTNERS	6.
JP MORGAN - ACCT #2003	198.
LEHMAN BROTHERS - ACCT #0973	38.
MERRILL LYNCH - ACCT #4188	561.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	499,953.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS WEALTH - ACCT #0973	32,002.	0.	32,002.
JP MORGAN - ACCT #2003	295,628.	0.	295,628.
MERRILL LYNCH - ACCT #4188	6,125.	0.	6,125.
PIMCO	60,197.	0.	60,197.
TOTAL TO FM 990-PF, PART I, LN 4	393,952.	0.	393,952.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BOARDWALK (LOSS) K-1 ORDINARY	<2,137.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,137.>	0.	

FORM 990-PF — LEGAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	284.	142.		142.
TO FM 990-PF, PG 1, LN 16A	284.	142.		142.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,250.	2,625.		2,625.
TO FORM 990-PF, PG 1, LN 16B	5,250.	2,625.		2,625.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	1,011.	1,011.		0.
TO FORM 990-PF, PG 1, LN 18	1,011.	1,011.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	4,400.	0.		4,400.
INVESTMENT ADVISORY FEES	29,846.	29,846.		0.
SUPPLIES	3,799.	155.		3,644.
TO FORM 990-PF, PG 1, LN 23	38,045.	30,001.		8,044.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH SECURITIES	214,110.	65,745.
BARCLAYS WEALTH SECURITIES	1,471,215.	1,816,322.
JP MORGAN SECURITIES	37,249,957.	37,636,925.
PIMCO TOTAL RETURN INST.	5,690,463.	5,667,602.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,625,745.	45,186,594.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BONDS	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,000.	250,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOARDWALK PIPELINE PARTNERS	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF | GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR | STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN ACADEMY IN ROME 7 E. 60TH STREET NEW YORK, NY 10022-1001	DONATION	501(C)3	50,000.
AMERICAN COMMITTEE FOR WEIZMANN INSTITUTE OF SCIENCE, 7201 WISCONSIN AVENUE #730 BETHESDA, MD 20814	DONATION	501(C)3	7,500.
AMERICAN FRIENDS OF HEBREW UNIVERSITY-NY ONE BATTERY PARK PLAZA, 25TH FL NEW YORK, NY 10004-1405	DONATION	501(C)3	3375000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE # 2450 NEW YORK, NY 10110	DONATION	501(C)3	25,000.
AMERICAN FRIENDS OF THE SHALOM HARTMAN ONE PENNSYLVANIA PLAZA #1606 NEW YORK, NY 10119	DONATION	501(C)3	25,000.
AMERICAN JEWISH COMMITTEE 1156 15TH STREET, NW WASHINGTON, DC 20005	DONATION	501(C)3	15,000.
ANTI-DEFAMATION LEAGUE 1100 CONNECTICUT AVE NW #1020 WASHINGTON, DC 20036	DONATION	501(C)3	5,000.
ARENA STAGE 1101 SIXTH ST, SW WASHINGTON, DC 20024	DONATION	501(C)3	6,235.

CHARLES E SMITH JEWISH DAY SCHOOL 1901 E JEFFERSON STREET ROCKVILLE, MD 20852	DONATION	501(C)3	117,000.
CORCORAN GALLERY 500 7TH STREET, NW WASHINGTON, DC 20006	DONATION	501(C)3	9,760.
DCJCC 1529 16TH STREET, NW WASHINGTON, DC 20036	DONATION	501(C)3	69,790.
FOCUSED ULTRASOUND SURGERY FDN 1230 CEDARS CT, SUITE F CHARLOTTESVILLE, VA 22903	DONATION	501(C)3	25,000.
FOUNDATION FOR ART AND PRESERVATION IN EMBASSIES, 1725 I STREET, NW #300 WASHINGTON, DC 20006	DONATION	501(C)3	40,000.
FRIENDS OF CANCER RESEARCH 1800 M ST, NW, # 1050 SOUTH WASHINGTON, DC 20036	DONATION	501(C)3	5,000.
GEORGE WASHINGTON UNIVERSITY 2100 M STREET NW # 310 WASHINGTON, DC 20052	DONATION	501(C)3	701,667.
GEORGETOWN UNIVERSITY 3300 WHITEHAVEN ST, NW, #4000 WASHINGTON, DC 20007	DONATION	501(C)3	100,000.
GESHER JEWISH DAY SCHOOL 4800 MATTIE MOORE COURT FAIRFAX , VA 22030	DONATION	501(C)3	12,500.
HEBREW DAY INSTITUTE 2200-B BALTIMORE ROAD ROCKVILLE, MD 20851	DONATION	501(C)3	5,000.

HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE ROAD ROCKVILLE, MD 20852-4856	DONATION	501(C)3	3,210.
HEIFETZ INTERNATIONAL PO BOX 6443 ELLICOTT CITY, MD 21042	DONATION	501(C)3	10,000.
HIGHER ACHIEVEMENT 317 8TH STREET, NE WASHINGTON, DC 20002	DONATION	501(C)3	15,000.
INT'L ARTS & ARTISTS 9 HILLYER CT, NW WASHINGTON, DC 20008	DONATION	501(C)3	5,000.
JEWISH COMMUNITY RELATIONS COUNCIL 6101 MONTROSE ROAD, #205 ROCKVILLE, MD 20852	DONATION	501(C)3	5,000.
JEWISH HISTORICAL SOCIETY OF GREATER WA PO BOX 791104 BALTIMORE, MD 21279-1104	DONATION	501(C)3	2,500.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	DONATION	501(C)3	2,500.
JOHN MARSHALL FOUNDATION 209 WEST FRANKLIN STREET RICHMOND, VA 23220	DONATION	501(C)3	150,000.
JOHNS HOPKINS 727 MAUMENEE BLDG, 600 N WOLFE STREET BALTIMORE, MD 21287-9278	DONATION	501(C)3	10,000.
LEARNING ALLY 5225 WISCONSIN AVE, NW #312 WASHINGTON, DC 20015	DONATION	501(C)3	1,000.

MAYO FOUNDATION 200 FIRST STREET, SW ROCHESTER, MN 55905	DONATION	501(C)3	1000000.
NATIONAL GALLERY OF ART 200B SOUTH CLUB DRIVE LANDOVER, MD 20795	DONATION	501(C)3	293,720.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL STREET, 18TH FLOOR NEW YORK, NY 10005	DONATION	501(C)3	14,331.
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024	DONATION	501(C)3	1440274.
PHILLIPS COLLECTION 1600 TWENTY-FIRST STREET, NW WASHINGTON, DC 20009-1090	DONATION	501(C)3	25,000.
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON, VA 20188	DONATION	501(C)3	100,000.
RECORDING FOR THE BLIND & DYSLEXIC-NJ 20 ROSZEL ROAD PRINCETON, NJ 08540	DONATION	501(C)3	1,500.
SERVENEXT PUBLIC EDUCATION CAMPAIGN PO BOX 51065 WASHINGTON, DC 20091	DONATION	501(C)3	10,000.
SHAKESPEARE THEATRE COMPANY 516 8TH ST., NE WASHINGTON, DC 20077-0932	DONATION	501(C)3	508,135.
SIXTH & I HISTORIC SYNAGOGUE 600 I STREET, NW WASHINGTON, DC 20001	DONATION	501(C)3	20,000.

SMITHSONIAN AMERICAN ART MUSEUM MRC 970, PO BOX 37012 WASHINGTON, DC 20013	DONATION	501(C)3	200,000.
SUSAN G KOMEN FOUNDATION CAMPBELL, PEACHEY & ASSOC., 111 QUINCY PLACE, NE WASHINGTON, DC 20002	DONATION	501(C)3	5,000.
THE ASPEN INSTITUTEDC ONE DUPONT CIRCLE, NW #700 WASHINGTON, DC 20036-1133	DONATION	501(C)3	150,905.
THE FRICK COLLECTION 1 EAST 70TH STREET NEW YORK, NY 10021	DONATION	501(C)3	110,000.
THE JOHNS HOPKINS UNIVERSITY 727 MAUMENEE BLDG, 600 N WOLFE STREET BALTIMORE, MD 21287-9278	DONATION	501(C)3	25,000.
THE SEED FOUNDATION 1776 MASSACHUSETTS AVE, NW #600 WASHINGTON, DC 20036	DONATION	501(C)3	5,000.
THEARC 1901 MISSISSIPPI AVE, SE WASHINGTON, DC 20020	DONATION	501(C)3	2,500.
THOMAS JEFFERSON FOUNDATION - C/O TJF DISTRIBUTION CENTER, 556 DETTOR ROAD # 107 CHARLOTTESVILLE, VA 22903	DONATION	501(C)3	2000000.
TRUST FOR THE NATIONAL MALL 1300 PENNSYLVANIA AVE, NW #370 WASHINGTON, DC 20004	DONATION	501(C)3	5,000.
UNIVERSITY OF MD COLLEGE PARK FOUNDATION 2119 MAIN ADMINISTRATION BUILDING COLLEGE PARK, MD 20742	DONATION	501(C)3	7525935.

VMFA FOUNDATION 200 N. BOULEVARD RICHMOND, VA 23286	DONATION	501(C)3	4,750.
WASHINGTON NATIONAL OPERA 2600 VIRGINIA AVENUE NW, SUITE 301 WASHINGTON, DC 20037	DONATION	501(C)3	450,000.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021	DONATION	501(C)3	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			18,700,712.

PITCAIRN

REALIZED GAINS AND LOSSES

Robert H. Smith Family Foundation

Barclays Wealth Account #57100973

December 01, 2010 to November 30, 2011

Realized Gains And Losses Summary:	Cost Basis	Cost Adjustment	Proceeds	Gains/Losses
Short Term	23,157 00	0.00	24,751 01	1,594 01
Long Term	310,601 62	0 00	324,828 47	14,226 00
Total	333,758 62		349,579 48	15,820 01

Open Date	Closed Date	Symbol	Security Name	Quantity	Cost Basis	Adjustments	Proceeds	Short Term	Long Term	Five Year
5/15/2008	1/26/2011	rok	Rockwell Automation Inc	400 00	22,603 42	-	32,742 17		10,138 75	
8/25/2010	2/14/2011	wmt	Wal-Mart Stores Inc	450 00	23,157 00	-	24,751 01	1,594 01	-	
5/15/2008	3/7/2011	pxd	Pioneer Natural Resources Co	400 00	26,974.64	-	39,255.24		12,280.60	
5/15/2008	5/13/2011	l	Loews Corp	500 00	24,431 20	-	20,894 59		(3,536 61)	
8/13/2009	5/13/2011	bwp	Boardwalk Pipeline Partners	1,800 00	34,228	-	51,975 98		17,748	
5/1/2009	6/28/2011	acn	Accenture PLC	100.00	3,086 09	-	6,036 02		2,949.93	
5/15/2008	6/29/2011	orcl	Oracle Corp	1,300 00	28,085 57	-	42,198 22		14,112.65	
5/15/2008	6/29/2011	l	Loews Corp	550 00	26,874 32	-	23,177 32		(3,697 00)	
5/1/2009	7/13/2011	acn	Accenture PLC	300 00	9,258.27	-	18,345.78		9,087 51	
5/15/2008	8/12/2011	xrx	Xerox Corp	5,500.00	79,173 55	-	43,771 46		(35,402 09)	
6/17/2008	8/12/2011	xrx	Xerox Corp	1,100 00	15,127 94	-	8,754 29		(6,373 65)	
5/15/2008	8/17/2011	orcl	Oracle Corp	400 00	8,641 71	-	10,939 62		2,297 91	
10/14/2008	10/14/2011	un	Unilever NV NY	200 00	5,242 59	-	6,797.86		1,555.27	
5/15/2008	10/14/2011	l	Loews Corp	550.00	26,874 32	-	19,939 92		(6,934 40)	