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Form **990-PF**

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Return of Private Foundation

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

Department of the Treasury

OMB No 1545-0052

2010 Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. Internal Revenue Service For calendar year 2010, or tax year beginning DEC 1, NOV 30 2010 , and ending 2011 G Check all that apply: Initial return Initial return of a former public charity Final return Amended return X Address change Name change Name of foundation A Employer identification number FRANK & EMILY SMITH FOUNDATION (FKA: ENDESHA GROUP) 93-1329668 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 4020 EAST MADISON STREET 321 206-322-1131 City or town, state, and ZIP code C If exemption application is pending, check here SEATTLE, WA 98112 D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation X Section 501(c)(3) exempt private foundation H Check type of organization: Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation E If private foundation status was terminated I Fair market value of all assets at end of year | J | Accounting method: X Cash Accrual under section 507(b)(1)(A), check here (from Part II, col. (c), line 16) Other (specify) If the foundation is in a 60-month termination ▶\$ 43,813,857. (Part I, column (d) must be on cash basis) under section 507(b)(1)(B), check here Part I | Analysis of Revenue and Expenses (b) Net investment (d) Disbursements (a) Revenue and (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income income 505,000. N/A Contributions, gifts, grants, etc., received 2 Check If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 18,645. 18,645. STATEMENT 350,602 350,602. 4 Dividends and interest from securities STATEMENT 5a Gross rents b Net rental income or (loss) -204,8516a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 44,142,569. 0. 7 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sort S-08C c Gross profit or Hoss 11 Other incom -44,461 -45,202STATEMENT 624,935. Total. Add He 324,045 12 112,000. 15,000. 97,000. 13 Compensation of officers, directors, trustees 14 Other employee salaries and wages, 15 Pension plans, employee benefits Expenses 16a Legal fees STMT 6 62,858. 6,785. 56,073. **b** Accounting fees c Other professional fees Operating and Administrative 17 Interest STMT 7 2,993 38,002. 8,779. 18 Taxes 19 Depreciation and depletion Occupancy 21 Travel, conferences, and meetings 6,436 n 0. Printing and publications STMT 8 478,990 471,909 4,910. 23 Other expenses Total operating and administrative 698,286 166,762. expenses. Add lines 13 through 23 496,687 520,794 Contributions, gifts, grants paid 520,794. 26 Total expenses and disbursements. 2,219,080 496,687 1,68<u>7,5</u>56<u>.</u> Add lines 24 and 25 Subtract line 26 from line 12: -1,594,145 & Excess of revenue over expenses and disbursements 0. b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

LHA For Paperwork Reduction Act Notice, see the instructions.

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For	m 99	0-PF (2010) (FKA: ENDESHA GROUP)		93-1	1329668	Page 2
Гр	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	year	
드	arı	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market	Value
	1	Cash - non-interest-bearing	92,551.	243,970.		<u>,970.</u>
	2	Savings and temporary cash investments	7,221,525.	9,362,306.	9,362	<u>,306.</u>
	3	Accounts receivable ► 361,819.				
		Less; allowance for doubtful accounts ▶	250,000.	361,819.	361	<u>.819.</u>
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other				
		disqualified persons .				
	7	Other notes and loans receivable				
		Less; allowance for doubtful accounts ▶				
ţ	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges				
Ä	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	C	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis				
		Less accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other STMT 10	31,777,841.	27,779,677.	33,845	<u>,762.</u>
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation				
	15	Other assets (describe ►)				
_		Total assets (to be completed by all filers)	39,341,917.	37,747,772.	43,813	<u>,857.</u>
	17	Accounts payable and accrued expenses				
	18	Grants payable				
es	19	Deferred revenue				
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons				
ia de		Mortgages and other notes payable				
_	22	Other liabilities (describe)				
_	23	Total liabilities (add lines 17 through 22)	0.	0.		
		Foundations that follow SFAS 117, check here				
S	-	and complete lines 24 through 26 and lines 30 and 31.				
ဥ	24	Unrestricted				
ala	25	Temporarily restricted				
Net Assets or Fund Balances	26	Permanently restricted				
Ë		Foundations that do not follow SFAS 117, check here				
ᅙ		and complete lines 27 through 31.	25 025 506	25 925 506		
ş	27	Capital stock, trust principal, or current funds	25,825,506.	25,825,506. 0.		
SS	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	11,922,266.		
¥	29	Retained earnings, accumulated income, endowment, or other funds	13,516,411. 39,341,917.	37,747,772.		
ž	30	Total net assets or fund balances	39,341,917.	31,141,112.		
		Tatal liabilities and not accept found belonged	39,341,917.	37,747,772.		
_	31	Total liabilities and net assets/fund balances		31,141,114.		
P	art	Analysis of Changes in Net Assets or Fund B	alances			
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30	· · · · · · · · · · · · · · · · · · ·		
•		st agree with end-of-year figure reported on prior year's return)		1	39,341	,917.
2	•	r amount from Part I, line 27a		2	-1,594	
		r increases not included in line 2 (itemize)		3		0.
4		lines 1, 2, and 3		. 4	37,747	
5		eases not included in line 2 (itemize)		5		0.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	37,747	
					Form 990-P	PF (2010)

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(FKA: ENDESHA GROUP)

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2-story brick war	be the kii ehouse; (nd(s) of property sold (e.g. or common stock, 200 shs	, real estate, . MLC Co.)		1 P	low acquire - Purchase - Donation		c) Date a (mo., da	cquired ly, yr.)	(d) Date sold (mo., day, yr.)
L CEE AMMACHED	Oman	TENTENIM .			-					-
b SEE ATTACHED	SIA	EMENT.			1					
d d							-			-
e										
(e) Gross sales price	(f) [Depreciation allowed (or allowable)		st or other basis expense of sale		_			ın or (loss (f) mınus	
a	•				_					
b c										
d										
e 44,142,569.				<u>4,347,42</u>	20.					-204,851
Complete only for assets showing	gain in d	column (h) and owned by t	he foundation	on 12/31/69			(i) G	Gains (Co	ol. (h) gain	minus
(i) F.M.V. as of 12/31/69		j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any			col. (l	k), but no Losses (ot less tha from col.	n -0-) or (h))
a					_					
<u>b</u>					-					
c d										
e										-204,851
Capital gain net income or (net cap	ntal loss)	If gain, also enter If (loss), enter -0-	ın Part I, line ın Part I, line	7 7	$\left \cdot \right $	2				-204,851
Net short-term capital gain or (loss		•								•
If gain, also enter in Part I, line 8, c			. ,		}	_			37/3	
If (loss), enter -0- in Part I, line 8 Part V Qualification Ur	. d C	ection 4940(e) for	Dadwaad	Tay an Mak		3	<u> </u>		N/A	<u> </u>
'as the foundation liable for the section of the section of the foundation does not qualify th	fy under s	section 4940(e). Do not co	mplete this pa	nrt.						Yes X No
Enter the appropriate amount in ea (a) Base period years	ach colur	nn for each year, see instru (b)	ictions before	making any entri	es. (c)					(d)
Base periód years Calendar year (or tax year beginnin	g ın)	Adjusted qualifying dist	tributions	Net value of no	nchar			(d) Distribution ratio (col. (b) divided by col. (c))		
2009			9,783.			,285,				.03742
2008			3,777.			<u>,761,</u>				.04838
2007			6,668.			<u>,817,</u>				.01699
2006 2005	-		5,118. 3,928.			<u>,899,</u> ,789,				.04707 .05066
2000	<u>_</u>	1710	5,520.		21	, 105,	<u> </u>	1		•03000
Total of line 1, column (d)								2		.20054
Average distribution ratio for the 5 the foundation has been in existent	-	•	on line 2 by 5,	or by the number	of yea	ars		3		.04010
Enter the net value of noncharitable	e-use ass	sets for 2010 from Part X, I	line 5					4	4	3,266,335
5 Multiply line 4 by line 3					5		1,735,326			
6 Enter 1% of net investment income (1% of Part I, line 27b)			6		0					
Add lines 5 and 6	,	. ,						7		1,735,326
Enter qualifying distributions from	Dart VII	line 1								1 697 556
Enter qualifying distributions from If line 8 is equal to or greater than See the Part VI instructions.			1b, and comp	plete that part usin	ng a 19	% tax rate.		8		1,687,556

FRANK & EMILY SMITH FOUNDATION

	1990-PF (2010) (FKA: ENDESHA GROUP)		1329668		Page 4	
	ert VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	4948	- see instr	oito	<u>ns)</u>	
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%	1		_	0.	
	of Part I, line 27b					
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		l			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	<u> </u>		0.	
3	Add lines 1 and 2	3			0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	ļ. <u> </u>		0.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5			0.	
6	Credits/Payments:					
a	2010 estimated tax payments and 2009 overpayment credited to 2010 6a 60, 168	<u>.</u>				
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	6	0,1	<u>68.</u>	
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9				
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6	0,1	68.	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax	11			0.	
	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e ın		Yes	No	
	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 publish	ed or				
	distributed by the foundation in connection with the activities					
C	Did the foundation file Form 1120-POL for this year?		1c		х	
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		1.5		_==_	
_	(1) On the foundation. ▶ \$ 0 • (2) On foundation managers. ▶ \$					
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	-				
Ī	managers. ►\$ 0.		İ			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	1	х	
-	If "Yes," attach a detailed description of the activities.		<u> </u>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	Or				
Ū	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	01	3	1	х	
42	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	х		
			4b	X		
	 b If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? 					
J	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:		-			
U	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 sta 	to law				
		le law			v	
7	remain in the governing instrument?		7	х	X	
′	Did the foundation have at least \$5,000 in assets at any time during the year?				-	
0-	If "Yes," complete Part II, col. (c), and Part XV.					
ъa	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	If the appropriate Vaca to line 7, has the foundation furnished a copy of Form 000 DF to the Atternation designates					
D	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)		۱ ۵.			
_	of each state as required by General Instruction G? If "No," attach explanation		<u>8b</u>	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 ca	EHOAF			.	
40	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their pages and addresses		. 9		X	
111	THE ADVIDED HELDING SHOULD HELDING CONTROL THE DAY VEXI / If "Vee " attach a schedule licture their names and addresses		10		ιΛ	

Page 5

Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<u>X</u>
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 ▶ CALEGARI & MORRIS Telephone no. ▶ 415-98			
	Located at ► 123 MISSION STREET, 18TH FLOOR, SAN FRANCISCO, CA ZIP+4 ►94	105		
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	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,		Yes	No
	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			
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	-	Vaa	No
	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 X No			
	(1)			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disgularified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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)?			
	(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	1		
	termination of government service, if terminating within 90 days.)			
H	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	х	
	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		Х
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)):		l	
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 X No			
	If "Yes," list the years			
t	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		<u> </u>
(: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
38		l		
	during the year? Yes X No	l		
t	of "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	96		
	Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b 4a		X
	o Did the foundation invest during the year any amount in a mainter that would jeopardize its chartable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	74	<u> </u>	
	had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		x
_			-PF	(2010)

0

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

0.

Total. Add lines 1 through 3

All other program-related investments. See instructions.

P	art X Minimum Investment Return (All domestic foundations must complete this part Foreign for	undation	ns, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
-	Average monthly fair market value of securities	1a	13,300,031.
b	Average of monthly cash balances	1b	9,516,479.
C	Fair market value of all other assets	1c	21,108,703.
-	Total (add lines 1a, b, and c)	1d	43,925,213.
	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	7 2	O.
3	Subtract line 2 from line 1d	3	43,925,213.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	658,878.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	43,266,335.
6	Minimum investment return. Enter 5% of line 5	6	2,163,317.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here ightharpoonup and do not complete this part.)	ınd certai	ın
1	Minimum investment return from Part X, line 6	1	2,163,317.
2a	Tax on investment income for 2010 from Part VI, line 5	_	
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b 103,883	.] [
C	Add lines 2a and 2b	2c	103,883.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,059,434.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,059,434.
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	2,059,434.
P	art XII Qualifying Distributions (see instructions)	1 1	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		1 605 556
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,687,556.
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:	1 _	
a	Suitability test (prior IRS approval required)	3a	
b	· · · · · · · · · · · · · · · · · · ·	3b	1 607 556
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,687,556.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		0
_	income. Enter 1% of Part I, line 27b	5	1 697 556
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,687,556.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	qualities	FIOR THE SECTION

(FKA: ENDESHA GROUP)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI,	ουτρασ	1 ομιο γιιοι το 2003	2000	2010
line 7				2,059,434.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			874,505.	
b Total for prior years:				<u> </u>
		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: ► \$ 1,687,556.			1	
a Applied to 2009, but not more than line 2a			874,505.	
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				813,051.
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 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				1,246,383.
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	0.			
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:			İ	
a Excess from 2006				
b Excess from 2007	[
c Excess from 2008				
d Excess from 2009				

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 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:

Form **990-PF** (2010)

(FKA: ENDESHA GROUP)

93-1329668 Page 11

Part XV Supplementary Information	(continued)			
3 Grants and Contributions Paid During the Ye	ear or Approved for Future	Payment	-	
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		<u> </u>
a Paid during the year CONTRIBUTIONS - SEE ATTACHED STATEMENT				1,520,794.
Total	· · · · · · · · · · · · · · · · · · ·		▶ 3a	1,520,794.
b Approved for future payment				
NONE				i
Total	<u> </u>	<u>.</u>	▶ 3b	0.
				000 DE (0040)

FRANK & EMILY Form 990-PF (2010) (FKA: ENDESHA		UNDATION		93-1	.329668 Page 12
Part XVI-A Analysis of Income-Prod		es			
Enter grosş amounts unless otherwise indicated.	Unrelated	business income	Excluded	by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
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	18,645.	
4 Dividends and interest from securities			14	350,602.	
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			14	-45,202.	
8 Gain or (loss) from sales of assets other				•	
than inventory	900000	346,674.	18	-551,525.	
9 Net income or (loss) from special events		•		-	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 11		741.			
b					
c					

-227,480. 347,415 12 Subtotal. Add columns (b), (d), and (e) 119,935.

13 Total Add line 12, columns (b), (d), and (e) (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).
	the foundation's exempt purposes (other than by providing failus for such purposes).
	
-	
000004	

023621 12-07-10

13_

Exempt Organizations In old the organization describe mide they appear in any of the following with any other organizations of section 501(c) of the Gode (other than section 501(c)) organizations) or nection 527, relating to policial organizations? In Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other seasts Differ transactions: (3) Sine of assets to a noncharitable exempt organization (3) Rental of footieles, equipment, or other assets (4) Remotivement arrangements (5) Loans or law quarantees (6) Performanced observes or membership or fundracing solicitations (8) Performanced observes or membership or fundracing solicitations (9) Name or organization or solicitations (9) Amount involved (1) Amount involved (2) Rame of organizations (9) Name or organization or involves organizations (9) Name or organizations N/A Paid Preparer Proper's significant and involves or involves organization or involves organizations or involves organizations or involves organizations or involves organizations or involves organizations organizations or involves organizations or involves o	Part XVII			nsfers To a	and Transactions a	and Relations	ships With No	ncharitable)	
the Code (other than section 501(c)(3) organizations) or in section 507, relating to political organizations? 1 Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash 5 Other transactions: (1) Sales of assets from a noncharitable exempt organization (2) Perchases of assets from a noncharitable exempt organization (3) Rental of Societies, equipment, or other assets (4) Rembursomement arrangements (5) Loans or bean guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) Sales of assets from a noncharitable exempt organization (8) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (1) It this asset of any of the above 5 response to floolwang schedule. Columna (5) the value of the goods, other assets, or paid employees (1) Cash or beautiful organization or sharing arrangement, show in columna (6) the value of the goods, other assets, or services glowin by the reporting foundation, if the foundation received floolwang schedule in any transaction or sharing arrangement, show in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? (1) Links to fund trivial organization (2) N/A (3) Real of response for indicating the fund involved (6) Name of nonchartable exempt organization (7) Description of relationship (4) Links to fund trivial organization (6) N/A (5) Description of relationship (6) Description of relationship (7) Proceeding the following schedule. (8) Links possible following schedule. (9) Type of organization (9) Description of relationship (9) Description of relationship (9) Description of relationship (1) Primis schedule organization	1 Did the or	-		w of the follows	a with any other organizati	on deceribed in eac	tion 501/c) of		Yes	No
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In section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes								<u></u>		
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Sign Under penalties of perjury, I declare that I have examined its return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete the selectation of preparer (the than taxpage or fiduciary) is based on all information of which preparer has any knowledge Value		•	•	•		ızatıons described				a
(a) Name of organization N/A Description of relationship N/A				(c)(3)) or in sect	ion 527?			Yes	LX.	_l No
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Sign Here Under penalties of perjury, I declare that I have examined by return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete beclaration of preparer (inceptinan taxpays or fiduciary) is based on all information of which preparer has any knowledge Value			janization		(b) Type of Organization	 	(c) Description of the	ciationship		
Sign Here Signature of officer of trustee Date Title		N/A								
Sign Here Signature of officer of trustee Date Title			 _							
Sign Here Signature of officer of trustee Date Title			· · · · · · · · · · · · · · · · · · ·		•		•			
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Paid Print/Type preparer's name Preparer's signature Date Check if self-employed								e and belief, it is tr	ue, corre	ct,
Paid Preparer Use Only Signature of officer or frustee	Sign	complete Declaration of prepa	arer (other) trian taxpay	er or fiductary) is ba	ased on all information of which	preparer has any know	weage			
Paid Preparer KATHLEEN BURRY Firm's name ► CALEGARI & MORRIS, ACCOUNTANTS Firm's address ► 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105 Paid Preparer's signature Date Check if self-employed Firm's EIN ► Phone no. (415) 981-8766	Here	Hary	4.7	~~~	<u> </u>	5/12-1				
Paid Preparer Use Only Firm's address ► 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105 Self- employed Firm's self- employed Firm's EIN ► Phone no. (415) 981-8766						<i>/</i> •				
Paid Preparer Use Only Firm's address ► 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105 SAN FRANCISCO, CA 94105 SAN FRANCISCO Phone no. (415) 981-8766		Print/Type preparer's na	ame	Preparer's si	gnature	Date	—	PTIN		
Preparer Use Only Firm's address ► 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105 SAN FRANCISCO, CA 94105 Phone no. (415) 981-8766	D=1-3			Tolal	enkling 00	T 1 2 2012	seir- employed			
Use Only Firm's address ► 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105 Phone no. (415) 981-8766				MORRES	ACCOUNTED	<u></u>	Formal Prof. N			
Firm's address ► 123 MISSION STREET, 18TH FL SAN FRANCISCO, CA 94105 Phone no. (415) 981-8766	•	Firm's name CAL	EGARI &	MOKKIS,	ACCOUNTANTS		FIRM'S EIN			
SAN FRANCISCO, CA 94105 Phone no. (415) 981-8766	USE OILLY	Firm's address 12	3 MTCCTC	א כשסבים	ጥ 18ጥዛ ፱፻.		 			
							Phone no /	415) 98	1-8	766
							,			

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

Employer identification number Name of the organization FRANK & EMILY SMITH FOUNDATION (FKA: ENDESHA GROUP) 93-1329668

Organization type (check or	ne):
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	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation
Note. Only a section 501(c)(covered by the General Rule or a Special Rule . 7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions I filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one ete Parts I and II.
Special Rules	
509(a)(1) and 170(b)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections o)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
aggregate contribu	r)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, tions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or ruelty to children or animals. Complete Parts I, II, and III.
contributions for us If this box is check purpose Do not co	c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, se exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. ed, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., simplete any of the parts unless the General Rule applies to this organization because it received nonexclusively e, etc., contributions of \$5,000 or more during the year.
but it must answer "No" on	nat is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), 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 certifying requirements of Schedule B (Form 990, 990-EZ, or 990-PF).
LUA For Department Body	ction Act Notice, see the Instructions for Form 900, 900 E7, or 990 DE. Schedule R (Form 900, 990 E7, or 990 PE) (2010)

Name of organization

FRANK & EMILY SMITH FOUNDATION (FKA: ENDESHA GROUP)

Employer identification number

(rka:	ENDESHA GROUP)		<u> </u>
Part I	Contributors (see instructions)		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GARY A. SMITH 514 19TH AVENUE E, APT D SEATTLE, WA 948112-408	_ \$\$00,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
2	JASON HARRIS 235 MONTGOMERY STREET, SUITE 1010 SAN FRANCISCO, CA 94104	_ \$5,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_ \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		_ _	Person Payroli Noncash (Complete Part II if there is a noncash contribution.)

Employer identification number

of Part II

Name of organization

FRANK & EMILY SMITH FOUNDATION

(FKA: ENDESHA GROUP)

93-1329668

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

023454 12-23-10

Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (mo., day, yr.) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., dav. vr.) 1a STCL FROM PARTNERSHIPS P P b LTCG FROM PARTNERSHIPS c SECTION 1231 GAIN FROM PARTERNSHIPS P d SECTION 1256 LOSS FROM PARTNERSHIPS P P e BANYAN SECURITIES f COMMON SENSE PARTNERS - UBI Ρ g SIRE GLOBAL PARTNERS P UBI h SIRE GLOBAL PARTNERS P UBI P I SIRE GLOBAL PARTNERS UBI WEST EGG INVESTORS P UBI P k WEST EGG INVESTORS UBI m n 0 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) -877,055**.** 877,055 a 661,093 661,093. b 2,636. 2,636. C -4,503. 4,503. d 43,129,870 43,463,566 -333,696. е 26,056. <u> 26,056.</u> f 2,296. -2,296.g 12,744. 12,744. h 29. 29. 68,143. 68,143. 241,998. 241,998. m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any -877,055. a 661,093. b 2,636. C -4,503. d -333,696. е <u> 26,056.</u> -2,296. g 12,744. 29. 68,143. 241,998. k m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } -204,851. 2 Capital gain net income or (net capital loss) 2 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 N/A

FORM 990-PF, INTEREST ON SAVINGS A	ND TEMPORARY CAS	SH INVESTMENTS	STATEMENT
SOURCE			AMOUNT
KEY BANK OF OREGON LIND LOAN WELLS FARGO BANK		-	45. 17,500. 1,100.
TOTAL TO FORM 990-PF, PART I, LINE	3, COLUMN A	-	18,645
FORM 990-PF DIVIDENDS AND	INTEREST FROM S	SECURITIES	STATEMENT 4
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANYAN SECURITIES DIVIDENDS FROM PARTNERSHIPS FIDELITY	45,743. 103,758. 19.	0. 0. 0.	45,743. 103,758. 19.
INTEREST FROM PARTNERSHIPS	201,082.	0.	201,082
TOTAL TO FM 990-PF, PART I, LN 4	350,602.	0.	350,602
FORM 990-PF C	THER INCOME		STATEMENT !
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS ORDINARY INCOME FROM PARTNERSHIPS PORTFOLIO INCOME FROM PARTNERSHIPS OREGON REFUND SIRE GLOBAL PARTNERS - UBI SCHUSTER REALTY PARTNERS - UBI WEST EGG INVESTORS - UBI COMMON SENSE PARTNERS - UBI AWJ FUND - UBI		5823,658 31. 11,131 50. 650 43. 0 52. 0 37. 0	• • • • • • •

-44,461. -45,202.

TOTAL TO FORM 990-PF, PART I, LINE 11

FORM 990-PF	ACCOUNTI	NG FEES	S'	ratement 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES ATTORNEY FEES	13,570. 49,288.	6,785.		6,785. 49,288.
TO FORM 990-PF, PG 1, LN 16B	62,858.	6,785.		56,073.
FORM 990-PF	ТАХ	ES	S	ГАТЕМЕНТ 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES STATE FILING FEES FOREIGN TAXES -	25,000. 1,230.	0.		0.
PARTNERSHIPS PAYROLL TAXES	1,739. 10,033.	1,739. 1,254.		0. 8,779.
TO FORM 990-PF, PG 1, LN 18	38,002.	2,993.		8,779.
FORM 990-PF	OTHER E	XPENSES	S	FATEMENT 8
DESCRIPTION BANK FEES DEDUCTIONS FROM PARTNERSHIPS OFFICE CLEANING INSURANCE OFFICE EXPENSE	(A) EXPENSES PER BOOKS 17,560. 449,438. 4,280. 1,278. 2,877.	(B) NET INVEST- MENT INCOME 17,560. 449,438. 2,140. 639. 1,439.	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES 0. 0. 2,140. 639. 1,438.
INTERNET PAYROLL FEES COMPUTER MAINTENANCE/REPAIR	1,386. 1,278. 893.	693. 0. 0.		693. 0.
TO FORM 990-PF, PG 1, LN 23	478,990.	471,909.		4,910.

FOOTNOTES

STATEMENT

PART VII-B, 1A(4) COMPENSATION PAID TO TRUSTEES (SEE PART VIII) WAS FOR PROFESSIONAL SERVICES AND WAS REASONABLE IN AMOUNT, AND THUS AN EXCEPTED ACT AS DESCRIBED IN REGULATIONS SECTION 53.4941(D)-3(C).

PART I, LINE 1 NO GOODS OR SERVICES WERE RECEIVED IN EXCHANGE FOR THE FOLLOWING CASH CONTRIBUTION: GARY SMITH JASON HARRIS

500,000.

5,000.

FORM 990-PF	OTHE	R INVESTMENTS			STATEMENT	10
DESCRIPTION		VALUATION METHOD	воог	K VALUE	FAIR MARKI VALUE	ET
ANTICA FARMACISTA LLC		FMV		22,303.	21,5	556.
BOLDT CAPITAL		FMV		503,911.	630,8	
COMMON SENSE PARTNERS LP		FMV	2	,336,781.	2,419,0	
SIRE DISCOVERY GROUP OFFSHO	ORE	FMV		,000,000.	1,148,3	
SIRE GLOBAL PARTNERS LP		FMV		,169,734.	3,461,8	
WEST EGG INVESTORS LP		FMV		,279,586.	2,836,7	
WELLS FARGO BANK - SPDR GOI	LD TRUST	FMV		,034,168.	9,654,8	
AWJ FUND		FMV	•	745,632.	967,8	
SCHUSTER GROUP		FMV		379,677.	379,6	
KENDALL SQUARE		FMV	3	,396,999.	3,649,7	
BANYAN SECURITIES		FMV		,559,445.	3,444,0	
AEQUITAS CARE PAYMENT		FMV		684,088.	685,5	
GRT TECHNOLOGY		FMV		513,154.	442,1	
AEQUITAS INCOME FUND		FMV		0.	,-	0.
SHORELINE FUND		FMV	3	,854,199.	3,803,5	
WEAR MY SHIRT		FMV	_ ,	300,000.	300,0	
WEAR MI SHIKI		L 141 A		300,000.	300,0	,00.
	II, LINE		27	,779,677.	33,845,7	
TOTAL TO FORM 990-PF, PART FORM 990-PF			27		<u> </u>	
TOTAL TO FORM 990-PF, PART FORM 990-PF		13	EXCL		33,845,7	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION	OTI	13 HER REVENUE UNRELATED	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF	BUS CODE	13 HER REVENUE UNRELATED	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION SIRE GLOBAL PARTNERS -	BUS CODE	HER REVENUE UNRELATED BUSINESS INC	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION SIRE GLOBAL PARTNERS - UBI SCHUSTER REALTY PARTNERS	BUS CODE 900000	HER REVENUE UNRELATED BUSINESS INC	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION SIRE GLOBAL PARTNERS - UBI SCHUSTER REALTY PARTNERS - UBI	BUS CODE 900000	HER REVENUE UNRELATED BUSINESS INC 1,943.	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION SIRE GLOBAL PARTNERS - UBI SCHUSTER REALTY PARTNERS - UBI WEST EGG INVESTORS - UBI COMMON SENSE PARTNERS -	BUS CODE 900000	UNRELATED BUSINESS INC 1,943. -2,1626,487.	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION SIRE GLOBAL PARTNERS - UBI SCHUSTER REALTY PARTNERS - UBI WEST EGG INVESTORS - UBI COMMON SENSE PARTNERS - UBI	BUS CODE 900000 900000 900000	13 HER REVENUE UNRELATED BUSINESS INC 1,943. -2,1626,487. 6,341.	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-
TOTAL TO FORM 990-PF, PART FORM 990-PF DESCRIPTION SIRE GLOBAL PARTNERS - UBI SCHUSTER REALTY PARTNERS - UBI WEST EGG INVESTORS - UBI COMMON SENSE PARTNERS -	BUS CODE 900000 900000	UNRELATED BUSINESS INC 1,943. -2,1626,487.	EXCL	,779,677.	33,845,7 STATEMENT RELATED CEXEMPT FU	762. 11 OR JNC-

Other Notes and Loans Receivable

i Er

Organization:

Frank and Emily Smith Foundation (FKA Endesha Group) 93-1329668 11/30/2011

TIN: Tax Year Ended:

Form 990-PF, Part II, Line 3, Columns (b) and (c)

Borrower's	Relationship to Officer, Trustee, Director, or Other	Original Amount	Date of	Maturity	<u>!</u>	Interest	Security Provided by		Balance Purpose of Due at Year-	FMV at
Name Loan #1:	Disqualified Person	Borrowed	Loan	Date	Repayment Terms	Rate	Borrower	Loan	End	Year-End
Gay Lind	Friend of President	\$250,000	10/1/2007	10/1/2014	7 years	7% APR with a 1% penalty for early payment		Deed to Purchase of residence	\$250,000	\$250,000
VEHA International Training & Consulting (Dorit Ilani)	Friend of President	\$111,819	10/14/2011 10/14/2018	10/14/2018	7 years	3.00%		To start her business	\$111,819	\$111,819

Total Year-End Balance of Loans Detailed Above

\$361,819 \$361,819

ENDESHA GROUP FYE 11/30/2011

FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME & ADDRESS	IF RECIPIENT IS AN INDIVIDUAL, SHOW ANY RELATIONSHIP TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR <u>CONTRIBUTION</u>	<u>AMOUNT</u>
BIG ISLAND CANDIES FOUNDATION 17220 SW MCCORMICK HILL ROAD, HILLSBORO, OR 97123	N/A	509(a)(1)	GENERAL BUDGET	\$4,000
BOYS AND GIRLS CLUB CATHEDRAL CITY 32141 WHISPERING PALMS, TRI CATHERDRAL CITY, CA 92234	N/A	509(a)(1)	GENERAL BUDGET	\$1,000 \$300
CENTERS FOR YOUTH AND FAMILY P O BOX 251801, LITTLE ROCK, AR 72225	N/A	509(a)(1)	GENERAL BUDGET	\$60,000
CITY SQUARE MINISTRIES 409 N HASKELL, DALLAS, TX 75246	N/A	509(a)(1)	GENERAL BUDGET	\$60,000
COLUMBIA MEN'S BASKETBALL PROGRAM 622 W 113th Street, New York, NY 10025	N/A	509(a)(1)	GENERAL BUDGET	\$25,000
COTTAGEWOOD STORE 20280 COTTAGEWOOD AVE, DEEPHAVEN, MN 55331	N/A	509(a)(1)	GENERAL BUDGET	\$4,000
DISCOVER LAND COMPANY FOUNDATION 301 N CANON DRIVE, BEVERLY HILLS, CA 90210	N/A	509(a)(1)	GENERAL BUDGET	\$5,000
EAST DALLAS COMMUNITY SCHOOL 1002 WAYNE STREET, DALLAS, TX 75223	N/A	509(a)(1)	GENERAL BUDGET	\$85,000
ELI BROAD COLLEGE OF BUSINESS MICHIGAN STATE UNIVERSITY 516 N BUSINESS COMPLEX, EAST LANSING, MI 48824	N/A	509(a)(1)	GENERAL BUDGET	\$20,000
HABITAT FOR HUMANITY OF GALLATIN VALLEY 12465 GOOCH HILL RD , GALLATIN GATEWAY, MO 59730	N/A	509(a)(1)	GENERAL BUDGET	\$20,000
HAMLIN ROBINSON SCHOOL 10211 12TH AVE S, SEATTLE, WA 98168	N/A	509(a)(1)	GENERAL BUDGET	\$17,500
HERE FOR KIDS INTERNATIONAL 86 CORAL DRIVE, ORINDA, CA 94563	N/A	509(a)(2)	GENERAL BUDGET	\$161,347
INJURED MARINE SEMPER FI FUND 825 COLLEGE BLVD #102, OCEANSIDE, CA 92057	N/A	509(a)(2)	GENERAL BUDGET	\$60,000
JIM ELDER GOOD SPORT FUND PO BOX 444, LITTLE ROCK, AR 72203	N/A	501(c)(3)	GENERAL BUDGET	\$75,000
KIDS ALIVE INTERNATIONAL 2507 CUMBERLAND DR, VALPARAISO, IN 46383	N/A	509(a)(2)	GENERAL BUDGET	\$30,000
LIFE SKILLS FOR YOUTH PO BOX 4278, LITTLE ROCK, AR 72214	N/A	501(c)(3)	GENERAL BUDGET	\$10,000
LOS NINOS 287 G STREET, CHULA VISTA, CA 91910	N/A	509(a)(1)	GENERAL BUDGET	\$15,000
MAKING YOUNG LIVES COUNT 16810 SW PARRETT MOUNTAIN RD, SHERWOOD, OR 97140	N/A	509(a)(1)	GENERAL BUDGET	\$15,000
MEDIA FELLOWSHIP INTERNATIONAL 18720 BOTHELL WAY NE, BOTHELL, WA 98011	N/A	509(a)(1)	GENERAL BUDGET	\$30,000
MILDRED AND JOSEPH PASTEUR SCHOLARSHIP 6215 E LAKE DRIVE, HASLETT, MI 48840	N/A	509(a)(1)	GENERAL BUDGET	\$5,000

ENDESHA GROUP FYE 11/30/2011

FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME & ADDRESS	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
MIRACLE LEAGUE PO BOX 7372, LITTLE ROCK, AR 72217	N/A	509(a)(1)	GENERAL BUDGET	\$10,000
MISSIONARIES OF CHARITY 335 EAST 145TH ST, BRONX, NY 10451	N/A	509(a)(1)	GENERAL BUDGET	\$10,000
MYC FOUNDATION 19800 MINNETONKA BLVD, EXCELSIOR, MN 55331	N/A	509(a)(1)	GENERAL BUDGET	\$4,000
NEW FRIENDS NEW LIFE P O BOX 192378, DALLAS, TX 75219	N/A	509(a)(3), Type III, functionally integrated	GENERAL BUDGET	\$30,000
NORTHWEST READING CLINIC 7000 S W HAMPTON, SUITE 240, TIGARD, OR 97223	N/A	509(a)(1)	2010/2011 BUDGET	\$558,647
PARK FOUNDATION 6915 GEYER SPRINGS RD , LITTLE ROCK, AR 72209	N/A	509(a)(3), Type I	GENERAL BUDGET	\$30,000
RUN TO WIN 7907 212TH STREET SW SUITE 206, EDMONDS, WA 98026	N/A	509(a)(2)	GENERAL BUDGET	\$5,000
SHEPARD'S COUNSELING 2601 BROADWAY EAST, SEATTLE, WA 98102-3906	N/A	509(a)(2)	GENERAL BUDGET	\$10,000
ST PETER'S SCHOOL 1266 FLORIDA STREET, SAN FRANCISCO, CA 94110	N/A	509(a)(1)	GENERAL BUDGET	\$70,000
U P C ENCOURAGEMENT FUND 4540 15TH AVE NE, SEATTLE, WA 98105	N/A	509(a)(1)	GENERAL BUDGET	\$5,000
WOUNDED WARRIOR PROJECT 7020 A C SKINNER PARKWAY #100, JACKSONVILLE, FL 32256	N/A	501(a)(1)	GENERAL BUDGET	\$60,000
YOUNG LIFE WASHINGTON FAMILY RANCH P O BOX 220, I MUDDY ROAD, ANTELOPE, OR 97001	N/A	509(a)(1)	GENERAL BUDGET GENERAL BUDGET	\$25,000
			TOTAL CONTRIBUTIONS	\$1,520,794