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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR UST 017999

A Employer identification number 16-6484804

Number and street (or P O box number if mail is not delivered to street address) PO BOX 6437

Room/suite

B Telephone number (see instructions) ( ) -

City or town, state, and ZIP code ITHACA, NY 14851-6437

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 10,287,659.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	331,655.	331,655.	331,655.	STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	278,428.			
	b Gross sales price for all assets on line 6a 3,688,924.				
	7 Capital gain net income (from Part IV, line 2)		278,428.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	610,083.	610,083.	331,655.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	41,702.	41,702.	41,702.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	616.	616.	616.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	42,318.	42,318.	42,318.	
	25 Contributions, gifts, grants paid	247,556.			173,292.
	26 **Total expenses and disbursements** Add lines 24 and 25	289,874.	42,318.	42,318.	173,292.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	320,209.			
	b **Net investment income** (if negative, enter -0-)		567,765.		
	c **Adjusted net income** (if negative, enter -0-)			289,337.	

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	241.	3,265.	3,265.
	2 Savings and temporary cash investments	261,439.	206,546.	206,546.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	NONE		
	10 a Investments - U S and state government obligations (attach schedule)	2,671,139.	2,546,024.	2,614,104.
	b Investments - corporate stock (attach schedule)	5,535,543.	5,933,421.	5,996,390.
	c Investments - corporate bonds (attach schedule)	1,313,010.	1,412,325.	1,467,354.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,781,372.	10,101,581.	10,287,659.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,781,372.	10,101,581.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	9,781,372.	10,101,581.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,781,372.	10,101,581.	

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	9,781,372.
2	Enter amount from Part I, line 27a	2	320,209.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,101,581.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,101,581.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,635,303.		3,410,496.	224,807.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				224,807.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	278,428.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	229,796.	NONE	NONE
2009	354,887.	NONE	NONE
2008	423,926.	NONE	NONE
2007			
2006			

2	**Total** of line 1, column (d)	2	NONE
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	NONE
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	NONE
5	Multiply line 4 by line 3	5	NONE
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,678.
7	Add lines 5 and 6	7	5,678.
8	Enter qualifying distributions from Part XII, line 4	8	173,292.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,678.
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	
3	Add lines 1 and 2	3	5,678.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,678.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,762.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,762.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	5.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,921.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ TOMPKINS TRUST COMPANY Telephone no ▶ (607)273-0037

Located at ▶ 119 E SENECA ST 2ND FL, ITHACA, NY ZIP + 4 ▶ 14850

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, 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		
	See 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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] 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 [X] 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 [X] 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 instructions)?*	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? [ ] Yes [X] 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)	2b		X
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 [X] No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*	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 2011?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		41,702.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

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

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

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	NONE
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	NONE
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	NONE
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	NONE
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	NONE
6	**Minimum investment return.** Enter 5% of line 5	6	NONE

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	NONE
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,678.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,678.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	NONE
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	NONE

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	173,292.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	173,292.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,678.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	167,614.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				NONE
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 ... NONE				
b From 2007 ... NONE				
c From 2008 ... 423,926.				
d From 2009 ... 357,128.				
e From 2010 ... 232,032.				
f Total of lines 3a through e	1,013,086.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 173,292.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				NONE
e Remaining amount distributed out of corpus	173,292.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,186,378.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,186,378.			
10 Analysis of line 9				
a Excess from 2007 ... NONE				
b Excess from 2008 ... 423,926.				
c Excess from 2009 ... 357,128.				
d Excess from 2010 ... 232,032.				
e Excess from 2011 ... 173,292.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
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 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).)

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total . . . . ▶ **3a**				173,292.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	331,655.	
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	278,428.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				610,083.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 610,083.

(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) (See instructions.)
	NOT APPLICABLE

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

		Line	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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Lisa A. Leonardo | 08/01/2012 | Tr Ops Mngr Off

Signature of officer or trustee | Date | Title

LISA A LEONARDO

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

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

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

MERGER FUND	3,141.00	
MERGER FUND	11,347.00	
MERGER FUND	-404.00	
MERGER FUND	-1,459.00	
PIMCO COM REAL RETURN INST	6,974.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		19,599.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FIDELITY ADVISOR REAL ESTATE INCOME INST	1,648.00	
PIMCO COM REAL RETURN INST	1,659.00	
ROYCE SPECIAL EQUITY FUND	19,341.00	
RUSSELL EMERGING MARKETS	11,374.00	
UNITEDHEALTH GROUP INC		
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		34,022.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		34,022.00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
AT&T INC COM	1,218.	1,218.	1,218.
ABBOTT LABORATORIES COM	1,554.	1,554.	1,554.
AIR PRODS & CHEMS INC COM	941.	941.	941.
AMERICAN EXPRESS CO COM	684.	684.	684.
AMGEN INC COM	448.	448.	448.
APACHE CORP	195.	195.	195.
AVON PRODS INC COM	299.	299.	299.
BAKER HUGHES INC COM	405.	405.	405.
BAXTER INTL INC COM	961.	961.	961.
BELLSOUTH 5.20% DUE 12/15/2016	5,200.	5,200.	5,200.
BERKSHIRE HATHAWAY 2.45% DUE 12/15/2015	1,647.	1,647.	1,647.
CME GROUP INC COM	770.	770.	770.
CALAMOS MKT NEUTRAL -	6,797.	6,797.	6,797.
AMER FDS CAP WORLD G & I	12,251.	12,251.	12,251.
CARDINAL HEALTH INC COM	177.	177.	177.
CHEVRON CORPORATION NEW	1,308.	1,308.	1,308.
CISCO SYS INC COM	617.	617.	617.
COCA COLA CO COM	1,222.	1,222.	1,222.
DANAHER CORP DEL COM	72.	72.	72.
DELL INC 1.40% DUE 09/10/2013	1,241.	1,241.	1,241.
WALT DISNEY COM DISNEY	460.	460.	460.
DUPONT E I DE NEMOURS & CO 4.75% DUE 11/	14,250.	14,250.	14,250.
EMERSON ELEC CO COM	967.	967.	967.
AMER FDS EUROPACIFIC GR FD	20,984.	20,984.	20,984.
EXELON CORP COM	1,102.	1,102.	1,102.
EXXON MOBIL CORP COM	969.	969.	969.
FEDERAL HOME LN MTGE CORP 2.125 DUE 10/0	1,062.	1,062.	1,062.
FEDERAL HOME LN MTGE CORP 2.40% DUE 03/2	1,200.	1,200.	1,200.
FEDERAL FARM CREDIT BANKS 3.17% DUE 06/2	1,585.	1,585.	1,585.
FEDERAL FARM CREDIT BANKS 3.30% DUE 07/2	928.	928.	928.
FEDERAL FARM CREDIT BANKS 3.50% DUE 02/2	1,750.	1,750.	1,750.
FEDERAL FARM CREDIT BANKS 3.50% DUE 02/2	1,663.	1,663.	1,663.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FEDERAL HOME LN BANKS 2.00% DUE 07/13/20	1,000.	1,000.	1,000.
FEDERAL HM LN MTGE CORP STP 2.50% DUE 03	1,250.	1,250.	1,250.
FEDERAL HM LN MTGE CORP STP 2.50% DUE 04	625.	625.	625.
FEDERAL HOME LN BANKS 4.00% DUE 02/05/20	2,000.	2,000.	2,000.
FEDERAL HOME LN BANKS 4.00% DUE 02/11/20	2,000.	2,000.	2,000.
FEDERAL HOME LN BANKS 5.00% DUE 08/24/20	5,000.	5,000.	5,000.
FEDERAL HOME LN BANKS 4.65% DUE 03/04/20	2,325.	2,325.	2,325.
FEDERAL HOME LN BANKS 1.375 DUE 05/16/20	687.	687.	687.
FEDERAL HOME LN BANKS 3.50% DUE 06/09/20	1,750.	1,750.	1,750.
FEDERAL HOME LN BANKS 4.10% DUE 06/11/20	2,050.	2,050.	2,050.
FEDERAL HOME LN BANKS 2.625 DUE 06/24/20	1,969.	1,969.	1,969.
FEDERAL HOME LN BANKS 4.625 DUE 07/02/20	4,625.	4,625.	4,625.
FEDERAL HOME LN BANKS 3.75% DUE 08/10/20	3,750.	3,750.	3,750.
FEDERAL HOME LN BANKS 1.625 DUE 09/26/20	1,625.	1,625.	1,625.
FEDERAL HOME LN BANKS 3.70% DUE 02/10/20	2,004.	2,004.	2,004.
FEDERAL HOME LN BANKS - STP 3.00% DUE 02	3,000.	3,000.	3,000.
FEDERAL HOME LN BANKS 4.30% DUE 03/23/20	2,150.	2,150.	2,150.
FEDERAL HOME LN BANKS 3.55% DUE 06/08/20	1,775.	1,775.	1,775.
FEDERAL HOME LN MTGE CORP 2.15% DUE 03/0	950.	950.	950.
FEDERAL NATIONAL MTGE ASSOC 4.125 DUE 04	12,375.	12,375.	12,375.
FEDERAL NATIONAL MTGE ASSOC 3.00% DUE 08	3,000.	3,000.	3,000.
FEDERAL NATIONAL MTGE ASSOC 2.50% DUE 04	1,250.	1,250.	1,250.
FEDERAL NATL MTGE ASSOC STP 2.50% DUE 06	2,500.	2,500.	2,500.
FEDERAL NATL MTGE ASSOC STP 3.00% DUE 06	2,000.	2,000.	2,000.
FEDERAL NATIONAL MTGE ASSOC 3.00% DUE 10	1,500.	1,500.	1,500.
FEDERAL NATIONAL MTGE ASSOC 2.40% DUE 04	1,200.	1,200.	1,200.
FEDERAL NATIONAL MTGE ASSOC 3.00% DUE 06	1,500.	1,500.	1,500.
FEDERAL NATIONAL MTGE ASSOC 3.00% DUE 07	3,000.	3,000.	3,000.
FEDEX CORP	171.	171.	171.
FIDELITY ADVISOR REAL ESTATE INCOME INST	7,287.	7,287.	7,287.
GENERAL ELECTRIC CO COM	1,172.	1,172.	1,172.
GENERAL ELEC CAP CORP 6.00% DUE 06/15/20	12,000.	12,000.	12,000.
GOLDMAN SACHS GROUP 5.35% DUE 01/15/2016	5,350.	5,350.	5,350.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
HEWLETT PACKARD CO COM	170.	170.	170.
INTEL CORP COM	1,487.	1,487.	1,487.
INTERNATIONAL BUSINESS MACH COM	870.	870.	870.
ISHS TR S&P MIDCAP 400 - ETF	3,019.	3,019.	3,019.
ISHARES RUSSELL 2000 GRWTH INDX FD - ETF	1,437.	1,437.	1,437.
J P MORGAN CHASE & CO	725.	725.	725.
JOHNSON & JOHNSON COM	1,575.	1,575.	1,575.
KELLOGG CO COM	1,269.	1,269.	1,269.
LOWES COS INC COM	808.	808.	808.
LUCENT TECHNOLOGIES INC COM	13.	13.	13.
MCDONALDS CORP COM	1,392.	1,392.	1,392.
MEDTRONIC INC COM	692.	692.	692.
MERGER FUND	3,260.	3,260.	3,260.
MERGER FUND	-419.	-419.	-419.
METLIFE INC COM	629.	629.	629.
MICROSOFT CORP COM	1,020.	1,020.	1,020.
MICROCSOFT CORP 4.20% DUE 06/01/2019	4,200.	4,200.	4,200.
FEDERATED PRIME CASH OBL (INCOME) FD #85	14.	14.	14.
FEDERATED PRIME OBLIGATIONS FD 396 GRP 5	28.	28.	28.
NIKE INC CL B	465.	465.	465.
ORACLE CORP COM	296.	296.	296.
PEPSICO INC COM	1,345.	1,345.	1,345.
PIMCO COM REAL RETURN INST	87,157.	87,157.	87,157.
PRECISION CASTPARTS CORP	36.	36.	36.
PROCTER & GAMBLE CO COM	1,337.	1,337.	1,337.
PROCTER & GAMBLE 3.50% DUE 02/15/2015	3,500.	3,500.	3,500.
ROYCE SPECIAL EQUITY FUND	1,673.	1,673.	1,673.
RUSSELL EMERGING MARKETS	5,211.	5,211.	5,211.
SCHLUMBERGER LTD COM	524.	524.	524.
SIGMA ALDRICH CORP COM	468.	468.	468.
AMER FDS SMALL CAP WORLD	2,774.	2,774.	2,774.
SOUTHERN COMPANY	1,030.	1,030.	1,030.
STATE STREET CORP COM	496.	496.	496.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SUNCOR ENERGY INC NEW	301.	301.	301.
SYSCO CORP COM	1,456.	1,456.	1,456.
TJX COS INC NEW COM	612.	612.	612.
TEXAS INSTRS INC COM	711.	711.	711.
UNITED STATES TREAS NTS 1.125 DUE 12/15/	442.	442.	442.
UNITED STATES TREAS NTS 1.75% DUE 07/31/	363.	363.	363.
UNITED STATES TREAS NTS 1.00% DUE 02/15/	285.	285.	285.
UNITED STATES TREAS NTS 2.125 DUE 02/29/	261.	261.	261.
UNITED TECHNOLOGIES CORP COM	882.	882.	882.
VANGUARD INDEX FDS REIT ETF	6,280.	6,280.	6,280.
VERIZON COMMUNICATIONS COM	1,177.	1,177.	1,177.
VERIZON VIRGINIA INC. 4.625 DUE 03/15/20	9,250.	9,250.	9,250.
WALGREEN CO COM	127.	127.	127.
WELLS FARGO & CO NEW COM	634.	634.	634.
NOBLE CORPORATION	606.	606.	606.
TOTAL	331,655.	331,655.	331,655.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES	45.	45.	45.
FOREIGN TAXES ON NONQUALIFIED	571.	571.	571.
TOTALS	616.	616.	616.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
TOMPKINS TRUST COMPANY, TRUSTEE
ADDRESS:
119 E SENECA ST 2ND FL
ITHACA, NY 14850
COMPENSATION .... 41,702.

TOTAL COMPENSATION: 41,702.

FQRM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SAVE THE CHILDREN FEDERATION INC
ADDRESS:
ATTN CAROLYN MARKS
WESTPORT, CT 06880
AMOUNT OF GRANT PAID .... 7,427.

RECIPIENT NAME:
see attached
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
TAX EX 501(C)(3)

RECIPIENT NAME:
ENVIRONMENTAL DEFENSE FUND
ADDRESS:
ATTN NICHOLAS PITARO
NEW YORK, NY 10010
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
AUDUBON
ADDRESS:
ATTN: ROSE TESONE, BEQUEST MANAGER
NEW YORK, NY 10014
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
FRESH AIR FUND
ADDRESS:
ATTN JENNY MORGENTHAU
NEW YORK, NY 10017
AMOUNT OF GRANT PAID .... 17,329.

FQRM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CARE PLANNED GIVING
ADDRESS:
ATTN: MARALENE PARLOR
ATLANTA, GA 30303
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
US FUND FOR UNICEF
ADDRESS:
OFFICE OF PLANNED GIVING
NEW YORK, NY 10016
AMOUNT OF GRANT PAID .... 2,476.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
ATTN THOMAS SCHENK
WEST NYACK, NY 10994
AMOUNT OF GRANT PAID .... 29,707.

RECIPIENT NAME:
NEW YORK TIMES NEEDIEST CASES FUND
ADDRESS:
ATTN MICHAEL GOLDEN
NEW YORK, NY 10087
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
ADIRONDACK COUNCIL
ADDRESS:
ATTN BRIAN HOUSEAL
ELIZABETHTOWN, NY 12932-0640
AMOUNT OF GRANT PAID .... 7,427.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FRANZISKA RACKER CENTERS
ADDRESS:
ATTN: ROGER SIBLEY
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 7,427.

RECIPIENT NAME:
SPCA OF TOMPKINS COUNTY
ADDRESS:
ATTN JIM BOUDERAU
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 1,238.

RECIPIENT NAME:
LEGACY FOUNDATION
ADDRESS:
TOMPKINS TRUST COMPANY
ITHACA, NY 14851-0460
AMOUNT OF GRANT PAID .... 24,756.

RECIPIENT NAME:
DAY CARE & CHILD DEVELOPMENT COUNCI
ADDRESS:
OF TOMPKINS COUNTY
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
CHALLENGE INDUSTRIES
ADDRESS:
ATTN EMILY PARKER
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 4,951.

FQRM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LONGVIEW AN ITHACARE COMMUNITY
ADDRESS:
ATTN KERRY BARNES
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 2,476.

RECIPIENT NAME:
UNITY HOUSE
ADDRESS:
ATTN: MAXWELL H HAINES
AUBURN, NY 13021
AMOUNT OF GRANT PAID .... 2,476.

RECIPIENT NAME:
TOMPKINS CNTY PUBLIC LIBRARY FOUNDA
ADDRESS:
ATTN SUZANNE SMITH JABLONSKI
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 1,238.

RECIPIENT NAME:
BEECHTREE CARE CENTER
ADDRESS:
ATTN JAMES SWASTA
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
HOSPICARE
ADDRESS:
ATTN DALE JOHNSON
ITHACA, NY 14850
AMOUNT OF GRANT PAID .... 2,476.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WILDERNESS SOCIETY
ADDRESS:
ATTN WILLIAM KLASS
WASHINGTON, DC 20036
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
ADIRONDACK NATURE CONSERVANCY &
ADDRESS:
ADIRONDACK LAND TRUST
ARLINGTON, VA 22203-1606
AMOUNT OF GRANT PAID .... 17,329.

RECIPIENT NAME:
PROJECT HOPE
ADDRESS:
HEALTH SCIENCES EDUCATION CENTER
MILLWOOD, VA 22646
AMOUNT OF GRANT PAID .... 4,951.

RECIPIENT NAME:
HABITAT FOR HUMANITY INC
ADDRESS:
ATTN KATIE DICKERSON
AMERICUS, GA 31709-3498
AMOUNT OF GRANT PAID .... 4,951.

TOTAL GRANTS PAID: 173,292.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number: 16-6484804

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS					19,599.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	15,466.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	35,065.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					34,022.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	209,341.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	243,363.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			35,065.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			243,363.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			278,428.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 .... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number: 16-6484804

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. CME GROUP INC COM	05/03/2010	02/22/2011	30,065.00	33,136.00	-3,071.00
400. ISHARES S & P GLOBAL ETF	03/16/2010	02/22/2011	14,150.00	12,491.00	1,659.00
200. ISHARES S & P GLOBAL ETF	03/16/2010	02/22/2011	7,075.00	6,245.00	830.00
2150. ISHARES S & P GLOBAL ETF	03/16/2010	02/22/2011	76,055.00	67,137.00	8,918.00
600. ISHARES S & P GLOBAL ETF	08/20/2010	02/22/2011	21,225.00	16,950.00	4,275.00
346.75 AMER FDS CAP WORLD	08/26/2010	02/28/2011	12,802.00	10,780.00	2,022.00
100000. FEDERAL HM LN MTGE 2.50% DUE 03/15/2018	03/22/2010	03/15/2011	100,000.00	99,750.00	250.00
100. AVON PRODS INC COM	08/20/2010	03/18/2011	2,650.00	2,892.00	-242.00
50000. FEDERAL HM LN MTGE 2.50% DUE 04/15/2018	04/20/2010	04/15/2011	50,000.00	50,000.00	
100. GILEAD SCIENCES INC C	08/20/2010	05/05/2011	4,093.00	3,268.00	825.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b 15,466.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number 16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. FEDERAL HOME LN BA DUE 02/11/2015	01/29/2008	02/11/2011	100,000.00	100,000.00	
100. AIR PRODS & CHEMS INC	05/15/2008	02/22/2011	9,251.00	10,182.00	-931.00
50. APACHE CORP	05/30/2006	02/22/2011	5,987.00	3,241.00	2,746.00
50. APACHE CORP	05/30/2006	02/22/2011	5,987.00	3,241.00	2,746.00
100. APPLE INC COM COM	03/06/2009	02/22/2011	34,208.00	8,416.00	25,792.00
300. BAKER HUGHES INC COM	06/12/2008	02/22/2011	21,309.00	25,924.00	-4,615.00
100. BAXTER INTL INC COM	08/11/2008	02/22/2011	5,201.00	7,086.00	-1,885.00
50. CHEVRON CORPORATION NE	12/19/2005	02/22/2011	4,963.00	2,845.00	2,118.00
50. CHEVRON CORPORATION NE	02/09/2007	02/22/2011	4,963.00	3,666.00	1,297.00
100. COGNIZANT TECHNOLOGY	08/21/2009	02/22/2011	7,659.00	3,449.00	4,210.00
200. DANAHER CORP DEL COM	10/28/2009	02/22/2011	10,254.00	6,826.00	3,428.00
50. WALT DISNEY COM DISNEY	12/12/2007	02/22/2011	2,143.00	1,624.00	519.00
50. WALT DISNEY COM DISNEY	02/04/2008	02/22/2011	2,143.00	1,552.00	591.00
50. WALT DISNEY COM DISNEY	02/04/2008	02/22/2011	2,143.00	1,552.00	591.00
50. WALT DISNEY COM DISNEY	06/12/2008	02/22/2011	2,143.00	1,675.00	468.00
100. EMERSON ELEC CO COM	12/15/2006	02/22/2011	6,085.00	4,245.00	1,840.00
100. EXXON MOBIL CORP COM	12/19/2005	02/22/2011	8,494.00	5,776.00	2,718.00
100. GENERAL ELECTRIC CO C	02/04/2008	02/22/2011	2,081.00	3,552.00	-1,471.00
100. GENERAL ELECTRIC CO C	05/15/2008	02/22/2011	2,081.00	3,228.00	-1,147.00
100. GENERAL ELECTRIC CO C	05/15/2008	02/22/2011	2,081.00	3,228.00	-1,147.00
100. GENERAL ELECTRIC CO C	06/12/2008	02/22/2011	2,081.00	2,971.00	-890.00
100. GENERAL ELECTRIC CO C	06/12/2008	02/22/2011	2,081.00	2,971.00	-890.00
300. ISHS TR S&P MIDCAP 40	06/13/2006	02/22/2011	29,150.00	21,711.00	7,439.00
100. ISHS TR S&P MIDCAP 40	06/13/2006	02/22/2011	9,717.00	7,237.00	2,480.00
50. ISHS TR S&P MIDCAP 400	06/13/2006	02/22/2011	4,858.00	3,619.00	1,239.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number: 16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	150. ISHS TR S&P MIDCAP 40	12/15/2006	02/22/2011	14,575.00	12,311.00	2,264.00
	50. ISHS TR S&P MIDCAP 400	12/15/2006	02/22/2011	4,858.00	4,104.00	754.00
	50. ISHS TR S&P MIDCAP 400	09/14/2007	02/22/2011	4,858.00	4,296.00	562.00
	800. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	02/22/2011	74,151.00	55,243.00	18,908.00
	100. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	02/22/2011	9,269.00	6,905.00	2,364.00
	100. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	02/22/2011	9,269.00	6,905.00	2,364.00
	400. ISHARES S & P GLOBAL ETF	05/15/2008	02/22/2011	14,150.00	26,817.00	-12,667.00
	250. ISHARES S & P GLOBAL ETF	05/15/2008	02/22/2011	8,844.00	16,761.00	-7,917.00
	2000. ISHARES S & P GLOBAL ETF	05/15/2008	02/22/2011	70,749.00	134,085.00	-63,336.00
	2250. ISHARES S & P GLOBAL ETF	05/15/2008	02/22/2011	79,593.00	150,846.00	-71,253.00
	2000. ISHARES S & P GLOBAL ETF	12/09/2008	02/22/2011	70,749.00	56,000.00	14,749.00
	650. ISHARES S & P GLOBAL ETF	01/08/2009	02/22/2011	22,994.00	18,441.00	4,553.00
	50. ISHARES S & P GLOBAL C ETF	01/08/2009	02/22/2011	1,769.00	1,419.00	350.00
	250. ISHARES S & P GLOBAL ETF	02/17/2009	02/22/2011	8,844.00	5,663.00	3,181.00
	400. ISHARES S & P GLOBAL ETF	04/14/2009	02/22/2011	14,150.00	10,364.00	3,786.00
	200. ISHARES S & P GLOBAL ETF	08/21/2009	02/22/2011	7,075.00	6,156.00	919.00
	100. ISHARES S & P GLOBAL ETF	11/10/2009	02/22/2011	3,537.00	3,202.00	335.00
	200. ISHARES S & P GLOBAL ETF	11/10/2009	02/22/2011	7,075.00	6,404.00	671.00
	50. J P MORGAN CHASE & CO	09/14/2007	02/22/2011	2,355.00	2,273.00	82.00
	50. J P MORGAN CHASE & CO	06/12/2008	02/22/2011	2,355.00	1,905.00	450.00
	300. LOWES COS INC COM	08/28/2008	02/22/2011	7,950.00	7,454.00	496.00
	100. METLIFE INC COM	03/09/2006	02/22/2011	4,660.00	4,949.00	-289.00
	200. MICROCHIP TECHNOLOGY	12/09/2008	02/22/2011	7,550.00	3,972.00	3,578.00
	100. ORACLE CORP COM	06/22/2007	02/22/2011	3,316.00	1,959.00	1,357.00
	200. ORACLE CORP COM	06/22/2007	02/22/2011	6,632.00	3,918.00	2,714.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. ORACLE CORP COM	06/22/2007	02/22/2011	3,316.00	1,959.00	1,357.00
50. SCHLUMBERGER LTD COM	02/04/2008	02/22/2011	4,744.00	3,991.00	753.00
50. SCHLUMBERGER LTD COM	08/11/2008	02/22/2011	4,744.00	4,533.00	211.00
50. SCHLUMBERGER LTD COM	12/09/2008	02/22/2011	4,744.00	2,199.00	2,545.00
50. SCHLUMBERGER LTD COM	12/09/2008	02/22/2011	4,744.00	2,199.00	2,545.00
100. STATE STREET CORP COM	08/21/2009	02/22/2011	4,510.00	5,368.00	-858.00
100. TEXAS INSTRS INC COM	09/14/2007	02/22/2011	3,569.00	3,472.00	97.00
100. TEXAS INSTRS INC COM	09/14/2007	02/22/2011	3,569.00	3,472.00	97.00
100. TEXAS INSTRS INC COM	02/04/2008	02/22/2011	3,569.00	3,125.00	444.00
50. UNITED TECHNOLOGIES CO	12/28/2004	02/22/2011	4,224.00	2,620.00	1,604.00
50. UNITED TECHNOLOGIES CO	09/21/2005	02/22/2011	4,224.00	2,542.00	1,682.00
300. VANGUARD INDEX FDS RE	08/11/2008	02/22/2011	17,496.00	19,122.00	-1,626.00
200. WELLS FARGO & CO NEW	06/01/2009	02/22/2011	6,386.00	5,212.00	1,174.00
100. NOBLE CORPORATION	08/11/2008	02/22/2011	4,219.00	4,812.00	-593.00
100000. FEDERAL HOME LN BA DUE 02/10/2017	01/21/2010	02/25/2011	100,000.00	99,930.00	70.00
100000. FEDERAL HOME LN BA DUE 03/04/2019	02/26/2009	03/04/2011	100,000.00	100,000.00	
100. AVON PRODS INC COM	05/15/2008	03/18/2011	2,650.00	3,936.00	-1,286.00
450. AVON PRODS INC COM	05/15/2008	03/18/2011	11,925.00	17,712.00	-5,787.00
100. AVON PRODS INC COM	12/09/2008	03/18/2011	2,650.00	2,234.00	416.00
50. AVON PRODS INC COM	12/09/2008	03/18/2011	1,325.00	1,117.00	208.00
450. AVON PRODS INC COM	12/09/2008	03/18/2011	11,925.00	10,053.00	1,872.00
50. AVON PRODS INC COM	02/17/2009	03/18/2011	1,325.00	997.00	328.00
100000. FEDERAL HOME LN BA DUE 03/23/2020	03/16/2010	03/23/2011	100,000.00	99,950.00	50.00
100000. FEDERAL HOME LN MT 2.40% DUE 03/25/2014	03/16/2010	03/25/2011	100,000.00	100,000.00	
100000. FEDERAL HOME LN MT 2.125 DUE 10/07/2013	03/30/2010	04/07/2011	100,000.00	100,000.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number 16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. GILEAD SCIENCES INC C	04/14/2009	05/05/2011	8,186.00	9,226.00	-1,040.00
450. GILEAD SCIENCES INC C	04/14/2009	05/05/2011	18,419.00	20,759.00	-2,340.00
100. GILEAD SCIENCES INC C	08/21/2009	05/05/2011	4,093.00	4,618.00	-525.00
50. GILEAD SCIENCES INC CO	11/10/2009	05/05/2011	2,047.00	2,340.00	-293.00
50. GILEAD SCIENCES INC CO	05/03/2010	05/05/2011	2,047.00	2,001.00	46.00
100. GILEAD SCIENCES INC C	05/03/2010	05/05/2011	4,093.00	4,002.00	91.00
50. GILEAD SCIENCES INC CO	05/03/2010	05/05/2011	2,047.00	2,001.00	46.00
100000. FEDERAL HOME LN BA DUE 05/16/2011	05/20/2009	05/16/2011	100,000.00	100,523.00	-523.00
100000. FEDERAL HOME LN BA DUE 06/08/2017	05/19/2010	06/08/2011	100,000.00	100,000.00	
100000. FEDERAL HOME LN BA DUE 06/09/2016	06/04/2009	06/09/2011	100,000.00	99,000.00	1,000.00
100000. FEDERAL HOME LN BA DUE 06/11/2019	05/19/2009	06/10/2011	100,000.00	100,000.00	
50000. FEDERAL HOME LN BAN 06/24/2013	06/15/2009	06/24/2011	50,000.00	49,850.00	150.00
100000. FEDERAL HOME LN BA DUE 06/24/2013	06/18/2009	06/24/2011	100,000.00	99,810.00	190.00
100000. FEDERAL NATIONAL M 3.00% DUE 07/28/2014	09/17/2009	07/28/2011	100,000.00	99,954.00	46.00
100. MEDTRONIC INC COM	05/30/2006	09/01/2011	3,477.00	5,037.00	-1,560.00
50. MEDTRONIC INC COM	02/09/2007	09/01/2011	1,738.00	2,685.00	-947.00
50. MEDTRONIC INC COM	02/09/2007	09/01/2011	1,738.00	2,685.00	-947.00
100. MEDTRONIC INC COM	03/27/2007	09/01/2011	3,477.00	4,896.00	-1,419.00
100. MEDTRONIC INC COM	06/22/2007	09/01/2011	3,477.00	5,169.00	-1,692.00
100. MEDTRONIC INC COM	02/04/2008	09/01/2011	3,477.00	4,770.00	-1,293.00
100. MEDTRONIC INC COM	12/09/2008	09/01/2011	3,477.00	3,212.00	265.00
100. MEDTRONIC INC COM	12/09/2008	09/01/2011	3,477.00	3,212.00	265.00
100. MEDTRONIC INC COM	01/08/2009	09/01/2011	3,477.00	3,218.00	259.00
50. MEDTRONIC INC COM	02/17/2009	09/01/2011	1,738.00	1,733.00	5.00
50. MEDTRONIC INC COM	05/03/2010	09/01/2011	1,738.00	2,215.00	-477.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number 16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. MEDTRONIC INC COM	08/20/2010	09/01/2011	3,477.00	3,475.00	2.00
200. HEWLETT PACKARD CO CO	12/28/2004	09/09/2011	4,648.00	4,258.00	390.00
50. HEWLETT PACKARD CO COM	12/28/2004	09/09/2011	1,162.00	1,065.00	97.00
150. HEWLETT PACKARD CO CO	12/19/2005	09/09/2011	3,486.00	4,338.00	-852.00
100. HEWLETT PACKARD CO CO	03/27/2007	09/09/2011	2,324.00	4,028.00	-1,704.00
100. HEWLETT PACKARD CO CO	02/04/2008	09/09/2011	2,324.00	4,406.00	-2,082.00
100. HEWLETT PACKARD CO CO	02/04/2008	09/09/2011	2,324.00	4,406.00	-2,082.00
50. HEWLETT PACKARD CO COM	02/17/2009	09/09/2011	1,162.00	1,737.00	-575.00
100. HEWLETT PACKARD CO CO	08/20/2010	09/09/2011	2,324.00	4,001.00	-1,677.00
50. MICROCHIP TECHNOLOGY I	12/09/2008	09/22/2011	1,591.00	876.00	715.00
200. MICROCHIP TECHNOLOGY	01/08/2009	09/22/2011	6,362.00	3,161.00	3,201.00
50. MICROCHIP TECHNOLOGY I	02/17/2009	09/22/2011	1,591.00	833.00	758.00
500. MICROCHIP TECHNOLOGY	06/01/2009	09/22/2011	15,906.00	10,183.00	5,723.00
50. MICROCHIP TECHNOLOGY I	11/10/2009	09/22/2011	1,591.00	1,197.00	394.00
200. MICROCHIP TECHNOLOGY	11/10/2009	09/22/2011	6,362.00	4,789.00	1,573.00
250. ISHS TR S&P MIDCAP 40	09/14/2007	11/03/2011	22,295.00	21,480.00	815.00
50. ISHS TR S&P MIDCAP 400	10/30/2007	11/03/2011	4,459.00	4,468.00	-9.00
50. ISHS TR S&P MIDCAP 400	10/30/2007	11/03/2011	4,459.00	4,468.00	-9.00
350. ISHS TR S&P MIDCAP 40	03/24/2008	11/03/2011	31,212.00	27,530.00	3,682.00
250. ISHS TR S&P MIDCAP 40	03/24/2008	11/03/2011	22,295.00	19,664.00	2,631.00
500. ISHS TR S&P MIDCAP 40	03/24/2008	11/03/2011	44,589.00	39,328.00	5,261.00
600. ISHS TR S&P MIDCAP 40	03/24/2008	11/03/2011	53,507.00	47,194.00	6,313.00
150. ISHS TR S&P MIDCAP 40	08/11/2008	11/03/2011	13,377.00	12,275.00	1,102.00
400. ISHS TR S&P MIDCAP 40	12/09/2008	11/03/2011	35,671.00	20,792.00	14,879.00
300. ISHS TR S&P MIDCAP 40	01/08/2009	11/03/2011	26,753.00	16,092.00	10,661.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR

Employer identification number

16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. ISHS TR S&P MIDCAP 40	02/17/2009	11/03/2011	22,295.00	12,117.00	10,178.00
200. ISHS TR S&P MIDCAP 40	06/01/2009	11/03/2011	17,836.00	11,990.00	5,846.00
150. ISHS TR S&P MIDCAP 40	06/01/2009	11/03/2011	13,377.00	8,992.00	4,385.00
150. ISHS TR S&P MIDCAP 40	06/01/2009	11/03/2011	13,377.00	8,992.00	4,385.00
100. ISHS TR S&P MIDCAP 40	11/10/2009	11/03/2011	8,918.00	6,969.00	1,949.00
50. ISHS TR S&P MIDCAP 400	11/10/2009	11/03/2011	4,459.00	3,485.00	974.00
200. ISHS TR S&P MIDCAP 40	08/20/2010	11/03/2011	17,836.00	14,610.00	3,226.00
100. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	11/03/2011	8,588.00	6,905.00	1,683.00
200. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	11/03/2011	17,175.00	13,811.00	3,364.00
150. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	11/03/2011	12,881.00	10,358.00	2,523.00
550. ISHARES RUSSELL 2000 FD - ETF	06/13/2006	11/03/2011	47,232.00	37,980.00	9,252.00
100. ISHARES RUSSELL 2000 FD - ETF	09/14/2007	11/03/2011	8,588.00	8,266.00	322.00
100. ISHARES RUSSELL 2000 FD - ETF	12/12/2007	11/03/2011	8,588.00	8,519.00	69.00
550. ISHARES RUSSELL 2000 FD - ETF	02/04/2008	11/03/2011	47,232.00	42,728.00	4,504.00
100. ISHARES RUSSELL 2000 FD - ETF	02/04/2008	11/03/2011	8,588.00	7,769.00	819.00
100. ISHARES RUSSELL 2000 FD - ETF	02/04/2008	11/03/2011	8,588.00	7,769.00	819.00
150. ISHARES RUSSELL 2000 FD - ETF	02/04/2008	11/03/2011	12,881.00	11,653.00	1,228.00
750. ISHARES RUSSELL 2000 FD - ETF	12/09/2008	11/03/2011	64,407.00	37,414.00	26,993.00
300. ISHARES RUSSELL 2000 FD - ETF	12/09/2008	11/03/2011	25,763.00	14,965.00	10,798.00
250. ISHARES RUSSELL 2000 FD - ETF	12/09/2008	11/03/2011	21,469.00	12,471.00	8,998.00
100. ISHARES RUSSELL 2000 FD - ETF	01/08/2009	11/03/2011	8,588.00	5,117.00	3,471.00
150. ISHARES RUSSELL 2000 FD - ETF	02/17/2009	11/03/2011	12,881.00	7,022.00	5,859.00
200. ISHARES RUSSELL 2000 FD - ETF	11/10/2009	11/03/2011	17,175.00	12,842.00	4,333.00
300. ISHARES RUSSELL 2000 FD - ETF	08/20/2010	11/03/2011	25,763.00	19,830.00	5,933.00
250. VANGUARD INDEX FDS RE	08/11/2008	11/03/2011	14,391.00	15,935.00	-1,544.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR	16-6484804

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 700. VANGUARD INDEX FDS RE	08/11/2008	11/03/2011	40,294.00	44,618.00	-4,324.00
500. VANGUARD INDEX FDS RE	08/11/2008	11/03/2011	28,782.00	31,870.00	-3,088.00
650. VANGUARD INDEX FDS RE	08/11/2008	11/03/2011	37,416.00	41,431.00	-4,015.00
1450. VANGUARD INDEX FDS R	12/09/2008	11/03/2011	83,466.00	51,095.00	32,371.00
150. VANGUARD INDEX FDS RE	12/09/2008	11/03/2011	8,634.00	5,286.00	3,348.00
1000. VANGUARD INDEX FDS R	01/08/2009	11/03/2011	57,563.00	34,340.00	23,223.00
250. VANGUARD INDEX FDS RE	02/17/2009	11/03/2011	14,391.00	6,332.00	8,059.00
200. VANGUARD INDEX FDS RE	04/14/2009	11/03/2011	11,513.00	5,620.00	5,893.00
500. VANGUARD INDEX FDS RE	04/14/2009	11/03/2011	28,782.00	14,050.00	14,732.00
500. VANGUARD INDEX FDS RE	06/01/2009	11/03/2011	28,782.00	17,499.00	11,283.00
500. VANGUARD INDEX FDS RE	03/16/2010	11/03/2011	28,782.00	24,305.00	4,477.00
2632.455 CALAMOS MKT NEUTR	03/18/2010	11/15/2011	31,958.00	30,800.00	1,158.00
1153.977 MERGER FUND	03/18/2010	11/15/2011	18,429.00	18,267.00	162.00
32.296 RUSSELL EMERGING MA	08/26/2010	11/15/2011	581.00	573.00	8.00
450. FEDEX CORP	05/03/2010	12/08/2011	37,217.00	41,568.00	-4,351.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 209,341.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					19,599.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					34,022.	
		100000. FEDERAL HOME LN BANKS 4.00% DUE					01/29/2008	02/11/2011
		PROPERTY TYPE: SECURITIES						
100,000.00		100,000.00						
		100. AIR PRODS & CHEMS INC COM					05/15/2008	02/22/2011
		PROPERTY TYPE: SECURITIES						
9,251.00		10,182.00					-931.00	
		50. APACHE CORP					05/30/2006	02/22/2011
		PROPERTY TYPE: SECURITIES						
5,987.00		3,241.00					2,746.00	
		50. APACHE CORP					05/30/2006	02/22/2011
		PROPERTY TYPE: SECURITIES						
5,987.00		3,241.00					2,746.00	
		100. APPLE INC COM COM					03/06/2009	02/22/2011
		PROPERTY TYPE: SECURITIES						
34,208.00		8,416.00					25,792.00	
		300. BAKER HUGHES INC COM					06/12/2008	02/22/2011
		PROPERTY TYPE: SECURITIES						
21,309.00		25,924.00					-4,615.00	
		100. BAXTER INTL INC COM					08/11/2008	02/22/2011
		PROPERTY TYPE: SECURITIES						
5,201.00		7,086.00					-1,885.00	
		100. CME GROUP INC COM					05/03/2010	02/22/2011
		PROPERTY TYPE: SECURITIES						
30,065.00		33,136.00					-3,071.00	
		50. CHEVRON CORPORATION NEW					12/19/2005	02/22/2011
		PROPERTY TYPE: SECURITIES						
4,963.00		2,845.00					2,118.00	
		50. CHEVRON CORPORATION NEW					02/09/2007	02/22/2011
		PROPERTY TYPE: SECURITIES						
4,963.00		3,666.00					1,297.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. COGNIZANT TECHNOLOGY SOL PROPERTY TYPE: SECURITIES					08/21/2009	02/22/2011
7,659.00		3,449.00					4,210.00	
		200. DANAHER CORP DEL COM PROPERTY TYPE: SECURITIES					10/28/2009	02/22/2011
10,254.00		6,826.00					3,428.00	
		50. WALT DISNEY COM DISNEY PROPERTY TYPE: SECURITIES					12/12/2007	02/22/2011
2,143.00		1,624.00					519.00	
		50. WALT DISNEY COM DISNEY PROPERTY TYPE: SECURITIES					02/04/2008	02/22/2011
2,143.00		1,552.00					591.00	
		50. WALT DISNEY COM DISNEY PROPERTY TYPE: SECURITIES					02/04/2008	02/22/2011
2,143.00		1,552.00					591.00	
		50. WALT DISNEY COM DISNEY PROPERTY TYPE: SECURITIES					06/12/2008	02/22/2011
2,143.00		1,675.00					468.00	
		100. EMERSON ELEC CO COM PROPERTY TYPE: SECURITIES					12/15/2006	02/22/2011
6,085.00		4,245.00					1,840.00	
		100. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					12/19/2005	02/22/2011
8,494.00		5,776.00					2,718.00	
		100. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					02/04/2008	02/22/2011
2,081.00		3,552.00					-1,471.00	
		100. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					05/15/2008	02/22/2011
2,081.00		3,228.00					-1,147.00	
		100. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					05/15/2008	02/22/2011
2,081.00		3,228.00					-1,147.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					06/12/2008	02/22/2011
2,081.00		2,971.00					-890.00	
		100. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					06/12/2008	02/22/2011
2,081.00		2,971.00					-890.00	
		300. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					06/13/2006	02/22/2011
29,150.00		21,711.00					7,439.00	
		100. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					06/13/2006	02/22/2011
9,717.00		7,237.00					2,480.00	
		50. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					06/13/2006	02/22/2011
4,858.00		3,619.00					1,239.00	
		150. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					12/15/2006	02/22/2011
14,575.00		12,311.00					2,264.00	
		50. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					12/15/2006	02/22/2011
4,858.00		4,104.00					754.00	
		50. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					09/14/2007	02/22/2011
4,858.00		4,296.00					562.00	
		800. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	02/22/2011
74,151.00		55,243.00					18,908.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	02/22/2011
9,269.00		6,905.00					2,364.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	02/22/2011
9,269.00		6,905.00					2,364.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					05/15/2008	02/22/2011
14,150.00		26,817.00					-12,667.00	
		250. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					05/15/2008	02/22/2011
8,844.00		16,761.00					-7,917.00	
		2000. ISHARES S & P GLOBAL COMMM INDEX E PROPERTY TYPE: SECURITIES					05/15/2008	02/22/2011
70,749.00		134,085.00					-63,336.00	
		2250. ISHARES S & P GLOBAL COMMM INDEX E PROPERTY TYPE: SECURITIES					05/15/2008	02/22/2011
79,593.00		150,846.00					-71,253.00	
		2000. ISHARES S & P GLOBAL COMMM INDEX E PROPERTY TYPE: SECURITIES					12/09/2008	02/22/2011
70,749.00		56,000.00					14,749.00	
		650. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					01/08/2009	02/22/2011
22,994.00		18,441.00					4,553.00	
		50. ISHARES S & P GLOBAL COMMM INDEX ETF PROPERTY TYPE: SECURITIES					01/08/2009	02/22/2011
1,769.00		1,419.00					350.00	
		250. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					02/17/2009	02/22/2011
8,844.00		5,663.00					3,181.00	
		400. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					04/14/2009	02/22/2011
14,150.00		10,364.00					3,786.00	
		200. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					08/21/2009	02/22/2011
7,075.00		6,156.00					919.00	
		100. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					11/10/2009	02/22/2011
3,537.00		3,202.00					335.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					11/10/2009	02/22/2011
7,075.00		6,404.00					671.00	
		400. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					03/16/2010	02/22/2011
14,150.00		12,491.00					1,659.00	
		200. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					03/16/2010	02/22/2011
7,075.00		6,245.00					830.00	
		2150. ISHARES S & P GLOBAL COMMM INDEX E PROPERTY TYPE: SECURITIES					03/16/2010	02/22/2011
76,055.00		67,137.00					8,918.00	
		600. ISHARES S & P GLOBAL COMMM INDEX ET PROPERTY TYPE: SECURITIES					08/20/2010	02/22/2011
21,225.00		16,950.00					4,275.00	
		50. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					09/14/2007	02/22/2011
2,355.00		2,273.00					82.00	
		50. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					06/12/2008	02/22/2011
2,355.00		1,905.00					450.00	
		300. LOWES COS INC COM PROPERTY TYPE: SECURITIES					08/28/2008	02/22/2011
7,950.00		7,454.00					496.00	
		100. METLIFE INC COM PROPERTY TYPE: SECURITIES					03/09/2006	02/22/2011
4,660.00		4,949.00					-289.00	
		200. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					12/09/2008	02/22/2011
7,550.00		3,972.00					3,578.00	
		100. ORACLE CORP COM PROPERTY TYPE: SECURITIES					06/22/2007	02/22/2011
3,316.00		1,959.00					1,357.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. ORACLE CORP COM PROPERTY TYPE: SECURITIES					06/22/2007	02/22/2011
6,632.00		3,918.00					2,714.00	
		100. ORACLE CORP COM PROPERTY TYPE: SECURITIES					06/22/2007	02/22/2011
3,316.00		1,959.00					1,357.00	
		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					02/04/2008	02/22/2011
4,744.00		3,991.00					753.00	
		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					08/11/2008	02/22/2011
4,744.00		4,533.00					211.00	
		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					12/09/2008	02/22/2011
4,744.00		2,199.00					2,545.00	
		50. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					12/09/2008	02/22/2011
4,744.00		2,199.00					2,545.00	
		100. STATE STREET CORP COM PROPERTY TYPE: SECURITIES					08/21/2009	02/22/2011
4,510.00		5,368.00					-858.00	
		100. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES					09/14/2007	02/22/2011
3,569.00		3,472.00					97.00	
		100. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES					09/14/2007	02/22/2011
3,569.00		3,472.00					97.00	
		100. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES					02/04/2008	02/22/2011
3,569.00		3,125.00					444.00	
		50. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					12/28/2004	02/22/2011
4,224.00		2,620.00					1,604.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					09/21/2005	02/22/2011
4,224.00		2,542.00					1,682.00	
		300. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					08/11/2008	02/22/2011
17,496.00		19,122.00					-1,626.00	
		200. WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES					06/01/2009	02/22/2011
6,386.00		5,212.00					1,174.00	
		100. NOBLE CORPORATION PROPERTY TYPE: SECURITIES					08/11/2008	02/22/2011
4,219.00		4,812.00					-593.00	
		100000. FEDERAL HOME LN BANKS 3.70% DUE PROPERTY TYPE: SECURITIES					01/21/2010	02/25/2011
100,000.00		99,930.00					70.00	
		346.75 AMER FDS CAP WORLD G & I PROPERTY TYPE: SECURITIES					08/26/2010	02/28/2011
12,802.00		10,780.00					2,022.00	
		100000. FEDERAL HOME LN BANKS 4.65% DUE PROPERTY TYPE: SECURITIES					02/26/2009	03/04/2011
100,000.00		100,000.00						
		100000. FEDERAL HM LN MTGE CORP STP 2.50 PROPERTY TYPE: SECURITIES					03/22/2010	03/15/2011
100,000.00		99,750.00					250.00	
		100. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					05/15/2008	03/18/2011
2,650.00		3,936.00					-1,286.00	
		450. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					05/15/2008	03/18/2011
11,925.00		17,712.00					-5,787.00	
		100. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					12/09/2008	03/18/2011
2,650.00		2,234.00					416.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					12/09/2008	03/18/2011
1,325.00		1,117.00					208.00	
		450. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					12/09/2008	03/18/2011
11,925.00		10,053.00					1,872.00	
		50. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					02/17/2009	03/18/2011
1,325.00		997.00					328.00	
		100. AVON PRODS INC COM PROPERTY TYPE: SECURITIES					08/20/2010	03/18/2011
2,650.00		2,892.00					-242.00	
		100000. FEDERAL HOME LN BANKS 4.30% DUE PROPERTY TYPE: SECURITIES					03/16/2010	03/23/2011
100,000.00		99,950.00					50.00	
		100000. FEDERAL HOME LN MTGE CORP 2.40% PROPERTY TYPE: SECURITIES					03/16/2010	03/25/2011
100,000.00		100,000.00						
		100000. FEDERAL HOME LN MTGE CORP 2.125 PROPERTY TYPE: SECURITIES					03/30/2010	04/07/2011
100,000.00		100,000.00						
		50000. FEDERAL HM LN MTGE CORP STP 2.50% PROPERTY TYPE: SECURITIES					04/20/2010	04/15/2011
50,000.00		50,000.00						
		200. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					04/14/2009	05/05/2011
8,186.00		9,226.00					-1,040.00	
		450. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					04/14/2009	05/05/2011
18,419.00		20,759.00					-2,340.00	
		100. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					08/21/2009	05/05/2011
4,093.00		4,618.00					-525.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					11/10/2009	05/05/2011
2,047.00		2,340.00					-293.00	
		50. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/03/2010	05/05/2011
2,047.00		2,001.00					46.00	
		100. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/03/2010	05/05/2011
4,093.00		4,002.00					91.00	
		50. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/03/2010	05/05/2011
2,047.00		2,001.00					46.00	
		100. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					08/20/2010	05/05/2011
4,093.00		3,268.00					825.00	
		100000. FEDERAL HOME LN BANKS 1.375 DUE PROPERTY TYPE: SECURITIES					05/20/2009	05/16/2011
100,000.00		100,523.00					-523.00	
		100000. FEDERAL HOME LN BANKS 3.55% DUE PROPERTY TYPE: SECURITIES					05/19/2010	06/08/2011
100,000.00		100,000.00						
		100000. FEDERAL HOME LN BANKS 3.50% DUE PROPERTY TYPE: SECURITIES					06/04/2009	06/09/2011
100,000.00		99,000.00					1,000.00	
		100000. FEDERAL HOME LN BANKS 4.10% DUE PROPERTY TYPE: SECURITIES					05/19/2009	06/10/2011
100,000.00		100,000.00						
		50000. FEDERAL HOME LN BANKS 2.625 DUE 0 PROPERTY TYPE: SECURITIES					06/15/2009	06/24/2011
50,000.00		49,850.00					150.00	
		100000. FEDERAL HOME LN BANKS 2.625 DUE PROPERTY TYPE: SECURITIES					06/18/2009	06/24/2011
100,000.00		99,810.00					190.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100000. FEDERAL NATIONAL MTGE ASSOC 3.00 PROPERTY TYPE: SECURITIES					09/17/2009	07/28/2011
100,000.00		99,954.00					46.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					05/30/2006	09/01/2011
3,477.00		5,037.00					-1,560.00	
		50. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					02/09/2007	09/01/2011
1,738.00		2,685.00					-947.00	
		50. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					02/09/2007	09/01/2011
1,738.00		2,685.00					-947.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					03/27/2007	09/01/2011
3,477.00		4,896.00					-1,419.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					06/22/2007	09/01/2011
3,477.00		5,169.00					-1,692.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					02/04/2008	09/01/2011
3,477.00		4,770.00					-1,293.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					12/09/2008	09/01/2011
3,477.00		3,212.00					265.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					12/09/2008	09/01/2011
3,477.00		3,212.00					265.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					01/08/2009	09/01/2011
3,477.00		3,218.00					259.00	
		50. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					02/17/2009	09/01/2011
1,738.00		1,733.00					5.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					05/03/2010	09/01/2011
1,738.00		2,215.00					-477.00	
		100. MEDTRONIC INC COM PROPERTY TYPE: SECURITIES					08/20/2010	09/01/2011
3,477.00		3,475.00					2.00	
		200. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					12/28/2004	09/09/2011
4,648.00		4,258.00					390.00	
		50. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					12/28/2004	09/09/2011
1,162.00		1,065.00					97.00	
		150. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					12/19/2005	09/09/2011
3,486.00		4,338.00					-852.00	
		100. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					03/27/2007	09/09/2011
2,324.00		4,028.00					-1,704.00	
		100. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					02/04/2008	09/09/2011
2,324.00		4,406.00					-2,082.00	
		100. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					02/04/2008	09/09/2011
2,324.00		4,406.00					-2,082.00	
		50. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					02/17/2009	09/09/2011
1,162.00		1,737.00					-575.00	
		100. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					08/20/2010	09/09/2011
2,324.00		4,001.00					-1,677.00	
		50. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					12/09/2008	09/22/2011
1,591.00		876.00					715.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					01/08/2009	09/22/2011
6,362.00		3,161.00					3,201.00	
		50. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					02/17/2009	09/22/2011
1,591.00		833.00					758.00	
		500. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					06/01/2009	09/22/2011
15,906.00		10,183.00					5,723.00	
		50. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					11/10/2009	09/22/2011
1,591.00		1,197.00					394.00	
		200. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES					11/10/2009	09/22/2011
6,362.00		4,789.00					1,573.00	
		250. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					09/14/2007	11/03/2011
22,295.00		21,480.00					815.00	
		50. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					10/30/2007	11/03/2011
4,459.00		4,468.00					-9.00	
		50. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					10/30/2007	11/03/2011
4,459.00		4,468.00					-9.00	
		350. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					03/24/2008	11/03/2011
31,212.00		27,530.00					3,682.00	
		250. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					03/24/2008	11/03/2011
22,295.00		19,664.00					2,631.00	
		500. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					03/24/2008	11/03/2011
44,589.00		39,328.00					5,261.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Gross sale price less expenses of sale	Depreciation allowed/ allowable	Kind of Property / Description — Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		600. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					03/24/2008	11/03/2011
53,507.00		47,194.00					6,313.00	
		150. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					08/11/2008	11/03/2011
13,377.00		12,275.00					1,102.00	
		400. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					12/09/2008	11/03/2011
35,671.00		20,792.00					14,879.00	
		300. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					01/08/2009	11/03/2011
26,753.00		16,092.00					10,661.00	
		250. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					02/17/2009	11/03/2011
22,295.00		12,117.00					10,178.00	
		200. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					06/01/2009	11/03/2011
17,836.00		11,990.00					5,846.00	
		150. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					06/01/2009	11/03/2011
13,377.00		8,992.00					4,385.00	
		150. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					06/01/2009	11/03/2011
13,377.00		8,992.00					4,385.00	
		100. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					11/10/2009	11/03/2011
8,918.00		6,969.00					1,949.00	
		50. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					11/10/2009	11/03/2011
4,459.00		3,485.00					974.00	
		200. ISHS TR S&P MIDCAP 400 - ETF PROPERTY TYPE: SECURITIES					08/20/2010	11/03/2011
17,836.00		14,610.00					3,226.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	11/03/2011
8,588.00		6,905.00					1,683.00	
		200. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	11/03/2011
17,175.00		13,811.00					3,364.00	
		150. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	11/03/2011
12,881.00		10,358.00					2,523.00	
		550. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					06/13/2006	11/03/2011
47,232.00		37,980.00					9,252.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					09/14/2007	11/03/2011
8,588.00		8,266.00					322.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					12/12/2007	11/03/2011
8,588.00		8,519.00					69.00	
		550. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					02/04/2008	11/03/2011
47,232.00		42,728.00					4,504.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					02/04/2008	11/03/2011
8,588.00		7,769.00					819.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					02/04/2008	11/03/2011
8,588.00		7,769.00					819.00	
		150. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					02/04/2008	11/03/2011
12,881.00		11,653.00					1,228.00	
		750. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					12/09/2008	11/03/2011
64,407.00		37,414.00					26,993.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					12/09/2008	11/03/2011
25,763.00		14,965.00					10,798.00	
		250. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					12/09/2008	11/03/2011
21,469.00		12,471.00					8,998.00	
		100. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					01/08/2009	11/03/2011
8,588.00		5,117.00					3,471.00	
		150. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					02/17/2009	11/03/2011
12,881.00		7,022.00					5,859.00	
		200. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					11/10/2009	11/03/2011
17,175.00		12,842.00					4,333.00	
		300. ISHARES RUSSELL 2000 GRWTH INDX FD PROPERTY TYPE: SECURITIES					08/20/2010	11/03/2011
25,763.00		19,830.00					5,933.00	
		250. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					08/11/2008	11/03/2011
14,391.00		15,935.00					-1,544.00	
		700. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					08/11/2008	11/03/2011
40,294.00		44,618.00					-4,324.00	
		500. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					08/11/2008	11/03/2011
28,782.00		31,870.00					-3,088.00	
		650. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					08/11/2008	11/03/2011
37,416.00		41,431.00					-4,015.00	
		1450. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					12/09/2008	11/03/2011
83,466.00		51,095.00					32,371.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		150. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					12/09/2008	11/03/2011
8,634.00		5,286.00					3,348.00	
		1000. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					01/08/2009	11/03/2011
57,563.00		34,340.00					23,223.00	
		250. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					02/17/2009	11/03/2011
14,391.00		6,332.00					8,059.00	
		200. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					04/14/2009	11/03/2011
11,513.00		5,620.00					5,893.00	
		500. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					04/14/2009	11/03/2011
28,782.00		14,050.00					14,732.00	
		500. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					06/01/2009	11/03/2011
28,782.00		17,499.00					11,283.00	
		500. VANGUARD INDEX FDS REIT ETF PROPERTY TYPE: SECURITIES					03/16/2010	11/03/2011
28,782.00		24,305.00					4,477.00	
		2632.455 CALAMOS MKT NEUTRAL - PROPERTY TYPE: SECURITIES					03/18/2010	11/15/2011
31,958.00		30,800.00					1,158.00	
		1153.977 MERGER FUND PROPERTY TYPE: SECURITIES					03/18/2010	11/15/2011
18,429.00		18,267.00					162.00	
		32.296 RUSSELL EMERGING MARKETS PROPERTY TYPE: SECURITIES					08/26/2010	11/15/2011
581.00		573.00					8.00	
		450. FEDEX CORP PROPERTY TYPE: SECURITIES					05/03/2010	12/08/2011
37,217.00		41,568.00					-4,351.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							278,428.	

JSA
1E1730 1 000

Report Date *August 01, 2012*

TOMPKINS TRUST COMPANY

Time Prepared *10:50:34 AM*
Requested By *Tami Amici*
Includes *Account: 23 01 7999 0 0G GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

Account Holdings as of 12/31/2010

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
00206R102	AT & T INC	633 0000	15,799 79	29 38	18,597 54	12/31/2010
002824100	ABBOTT LABORATORIES	750 0000	36,046 96	47 91	35,932 50	12/31/2010
009158106	AIR PRODUCTS & CHEM	500 0000	45,707 39	90 95	45,475 00	12/31/2010
025816109	AMERICAN EXPRESS CO	950 0000	40,383 17	42 92	40,774 00	12/31/2010
031162100	AMGEN INC	700 0000	38,062 32	54 90	38,430 00	12/31/2010
037411105	APACHE CORP	400 0000	33,748 36	119 23	47,692 00	12/31/2010
037833100	APPLE INC COM	175 0000	14,727 99	322 56	56,448 00	12/31/2010
054303102	AVON PRODUCTS INC	1,300 0000	38,940 02	29 06	37,778 00	12/31/2010
057224107	BAKER HUGHES INC	900 0000	64,129 21	57 17	51,453 00	12/31/2010
071813109	BAXTER INTL	850 0000	54,915 35	50 62	43,027 00	12/31/2010
079860AL6	BLSTH 5 2 12/15/16	100,000 0000	98,750 00	110 002	110,002 00	12/31/2010
084670702	BERKSHIRE HATHAWAY	500 0000	40,824 96	80 11	40,055 00	12/31/2010
12572Q105	CME GROUP INC COM	200 0000	57,073 67	321 75	64,350 00	12/31/2010
12811920C	CALAMOS MKT NEUT	34,156 6160	399,669 08	11 99	409,537 83	12/31/2010
14054382C	AMER FDS CAP WORLD	10,941 1050	340,159 00	35 71	390,706 86	12/31/2010
166764100	CHEVRON CORP NEW	500 0000	36,972 49	91 25	45,625 00	12/31/2010
17275R102	CISCO SYSTEMS	1,650 0000	39,478 44	20 23	33,379 50	12/31/2010
191216100	COCA COLA CO	650 0000	30,328 99	65 77	42,750 50	12/31/2010
192446102	COGNIZANT TECH SOL	650 0000	22,418 11	73 29	47,638 50	12/31/2010
235851102	DANAHER CORP	1,000 0000	35,314 68	47 17	47,170 00	12/31/2010
24702RAK7	DELL 1 4 9/10/2013	100,000 0000	100,549 00	100 185	100,185 00	12/31/2010
254687106	DISNEY (WALT) CO	1,150 0000	29,153 12	37 51	43,136 50	12/31/2010
263534BK4	DUPONT 4 75 11/12/12	300,000 0000	315,000 00	106 579	319,737 00	12/31/2010
291011104	EMERSON ELECTRIC CO	750 0000	31,940 99	57 17	42,877 50	12/31/2010
29875E10C	AMER FDS EUROPACIFIC	24,466 9650	874,694 00	41 33	1,011,219 66	12/31/2010
30161N101	EXELON CORP	450 0000	26,026 67	41 64	18,738 00	12/31/2010
30231G102	EXXON MOBIL CORP	600 0000	41,704 99	73 12	43,872 00	12/31/2010
3128X92J8	FHLMC 2 125 10/7/13	100,000 0000	100,000 00	100 442	100,000 00	12/31/2010
3128X9Z45	FHLMC 2 4 3/25/2014	100,000 0000	100,000 00	100 495	100,000 00	12/31/2010
31331GYZ6	FFCB 3 17 6/23/2014	50,000 0000	50,000 00	106 147	53,073 50	12/31/2010
3133F4QP9	FHLMCSTP 2 5 3/15/18	100,000 0000	99,750 00	100 532	99,750 00	12/31/2010
3133F4SF9	FHLMCSTP 2 5 4/15/18	50,000 0000	50,000 00	100 674	50,337 00	12/31/2010
3133XPBH6	FHLB 4% 2/5/2018	50,000 0000	50,155 00	105 116	52,558 00	12/31/2010
3133XPF74	FHLB 4% 2/11/2015	100,000 0000	100,000 00	100 422	100,422 00	12/31/2010
3133XS2D9	FHLB 5% 8/24/2016	100,000 0000	100,000 00	105 893	105,893 00	12/31/2010
3133XTAH9	FHLB 4 65 3/4/2019	100,000 0000	100,000 00	100 802	100,000 00	12/31/2010
3133XTJ64	FHLB 1 375 5/16/2011	100,000 0000	100,523 00	100 438	100,438 00	12/31/2010
3133XTPV2	FHLB 3 5 6/9/2016	100,000 0000	99,000 00	101 23	101,230 00	12/31/2010
3133XTQC3	FHLB 4 1 6/11/2019	100,000 0000	100,000 00	100 084	100,084 00	12/31/2010
3133XTSF4	FHLB 2 625 6/24/2013	150,000 0000	149,660 00	101 026	149,660 00	12/31/2010
3133XTVP8	FHLB 4 625 7/2/2019	100,000 0000	100,000 00	103 747	100,000 00	12/31/2010
3133XUCR2	FHLB 3 75 8/10/2016	100,000 0000	99,343 74	103 239	103,239 00	12/31/2010
3133XUUJ0	FHLB 1 625 9/26/2012	100,000 0000	99,559 00	101 757	101,757 00	12/31/2010
3133XWQJ1	FHLB 3 7 2/10/2017	100,000 0000	99,930 00	100 328	99,930 00	12/31/2010
3133XWSJ9	FHLBSTP 3% 2/19/20	100,000 0000	100,000 00	102 596	102,596 00	12/31/2010
3133XXNX1	FHLB 4 3 3/23/2020	100,000 0000	99,950 00	98 662	99,950 00	12/31/2010
3133XYLN3	FHLB 3 55 6/8/2017	100,000 0000	100,000 00	100 819	100,000 00	12/31/2010
31359MUT8	FNMA 4 125 4/15/2014	300,000 0000	297,375 00	109 062	327,186 00	12/31/2010
3136FJY88	FNMA 3% 8/3/2015	100,000 0000	100,000 00	101 984	100,000 00	12/31/2010
3136FMQB3	FNMASTP 2 5 4/30/18	50,000 0000	50,000 00	101 112	50,556 00	12/31/2010
3136FMUN2	FNMASTP 2 5 6/15/20	100,000 0000	100,000 00	101 548	100,000 00	12/31/2010
3136FMUW2	FNMASTP 3% 6/1/15	100,000 0000	100,000 00	101 682	100,000 00	12/31/2010
31398AYN6	FNMA 3% 7/28/2014	100,000 0000	99,954 00	101 376	101,376 00	12/31/2010
31428X106	FEDEX CORPORATION	450 0000	41,567 54	93 01	41,854 50	12/31/2010

Report Date	*August 01, 2012*	**TOMPKINS TRUST COMPANY**
Time Prepared	*10:50:34 AM*	
Requested By	*Tami Amici*	
Includes	*Account: 23 01 7999 0 0G*	*GEORGE V SMITH AND JEAN A SMITH CHARITABLE TRUST*

Account Holdings as of 12/31/2010

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
369604103	GENERAL ELECTRIC	2,400 0000	42,649 89	18 29	43,896 00	12/31/2010
36962GYY4	GECAP 6% 6/15/2012	200,000 0000	203,500 00	106 901	213,802 00	12/31/2010
375558103	GILEAD SCIENCES INC	1,100 0000	48,213 88	36 24	39,864 00	12/31/2010
38141GEE0	GS 5 35 1/15/16	100,000 0000	99,000 00	107 44	107,440 00	12/31/2010
428236103	HEWLETT PACKARD	850 0000	28,237 99	42 10	35,785 00	12/31/2010
458140100	INTEL CORP	1,900 0000	33,017 89	21 03	39,957 00	12/31/2010
459200101	INTL BUS MACH	300 0000	25,965 45	146 76	44,028 00	12/31/2010
464287507	ISHS S/P MDCP400 ETF	4,700 0000	333,721 38	90 69	426,243 00	12/31/2010
464287648	ISHS RUS2000-ETF	5,150 0000	334,472 98	87 42	450,213 00	12/31/2010
46428R107	ISHS S&P GLBL ETF	12,100 0000	538,979 61	34 10	412,610 00	12/31/2010
46625H100	JPMORGAN CHASE & CO	1,000 0000	32,007 95	42 42	42,420 00	12/31/2010
478160104	JOHNSON & JOHNSON	600 0000	36,798 98	61 85	37,110 00	12/31/2010
487836108	KELLOGG CO	760 0000	38,691 60	51 08	38,820 80	12/31/2010
548661107	LOWES COMPANIES	1,850 0000	42,052 39	25 08	46,398 00	12/31/2010
580135101	MCDONALDS CORP	550 0000	27,356 49	76 76	42,218 00	12/31/2010
585055106	MEDTRONIC INC	1,000 0000	42,305 18	37 09	37,090 00	12/31/2010
58950910C	MERGER FUND	36,016 3970	570,024 41	15 78	568,338 74	12/31/2010
59156R108	METLIFE INC	950 0000	47,258 22	44 44	42,218 00	12/31/2010
594918104	MICROSOFT CORP	1,500 0000	38,241 37	27 91	41,865 00	12/31/2010
594918AC8	MSFT 4 2 6/1/2019	100,000 0000	100,210 00	104 981	104,981 00	12/31/2010
595017104	MICROCHIP TECH	1,250 0000	27,462 62	34 21	42,762 50	12/31/2010
60934N61X	FED CASH #854	33,753 5600	33,753 56	1 00	33,753 56	12/31/2010
60934N70X	FED PRIME OBLG 55453	64,158 3300	64,158 33	1 00	64,158 33	12/31/2010
654106103	NIKE INC CL B	500 0000	28,210 35	85 42	42,710 00	12/31/2010
68389X105	ORACLE CORPORATION	1,600 0000	31,483 99	31 30	50,080 00	12/31/2010
713448108	PEPSICO INC	600 0000	35,798 37	65 33	39,198 00	12/31/2010
740189105	PRECISION CASTPARTS	300 0000	21,499 00	139 21	41,763 00	12/31/2010
742718109	PROCTER & GAMBLE CO	650 0000	36,786 99	64 33	41,814 50	12/31/2010
742718DM8	P & G 3 5 2/15/2015	100,000 0000	99,437 00	104 992	104,992 00	12/31/2010
78249374C	RUSSELL EMERG MKT	15,065 8960	267,269 00	20 83	313,822 61	12/31/2010
806857108	SCHLUMBERGER LTD	650 0000	33,735 62	83 50	54,275 00	12/31/2010
826552101	SIGMA ALDRICH	650 0000	28,645 13	66 56	43,264 00	12/31/2010
842587107	SOUTHERN COMPANY	550 0000	17,738 14	38 23	21,026 50	12/31/2010
857477103	STATE STREET CORP	1,000 0000	49,354 10	46 34	46,340 00	12/31/2010
871829107	SYSCO CORP	1,250 0000	39,625 59	29 40	36,750 00	12/31/2010
872540109	TJX COMPANIES INC	850 0000	40,305 47	44 39	37,731 50	12/31/2010
882508104	TEXAS INSTRUMENTS	1,500 0000	37,188 50	32 50	48,750 00	12/31/2010
913017109	UNITED TECHNOLOGIES	550 0000	34,786 75	78 72	43,296 00	12/31/2010
922908553	VANG REIT ETF	6,950 0000	311,503 10	55 37	384,821 50	12/31/2010
92343V104	VERIZON COMM INC	600 0000	18,315 91	35 78	21,468 00	12/31/2010
92345NAA8	VZ 4 625 3/15/2013	200,000 0000	197,000 00	105 617	211,234 00	12/31/2010
949746101	WELLS FARGO & CO NEW	1,500 0000	38,591 83	30 99	46,485 00	12/31/2010
H5833N103	NOBLE CORPORATION	1,100 0000	32,783 67	35 77	39,347 00	12/31/2010
	Total Securities	**4,143,026.8690**	**9,777,424.71**		**10,593,618.43**	
	Income Cash		**4,135.24**		**4,135.24**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**9,781,559.95**		**10,597,753.67**	

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ACCT TYPE   -CHAR TRUST DATE OPENED-12/24/1998 FEE DUE  -Q-DEC       FEE SCHED-TT   RTN PWR-GENERAL    INV POWERS-FULL INV OBJ-GROWTH/I
BRANCH      -00         CRITICAL DT-00/00/0000 FEE TYPE -DEDUCT      TAXLOTS  -YES  OWN TIME DEP -N     OWN TIME DEP -Y    PRS MODEL  82 .
OFFICER     -POLI       PROXY OWNER-00001 OBO  FEE PYMT -10/07/2011  TAX Y/E  -DEC  COM TRUST FND-N     COM TRUST FND-Y
INV OFFICER-ENH 50/GL   INV INCOME -YES        FEE BASE              SITUS    -NY   NON INC PROP -Y     NON INC PROP -Y
NO OF BENE -25          PRIN INVAS -NO         FEE MIN               TAX SV   -YES  REAL ESTATE  -Y     REAL ESTATE  -Y
ACCT STATUS-ACTIVE      AUTO OVDRFT-NO         FEE DISC              MDB ELEC -NONE OWN STOCK    -Y     OWN STOCK    -N
VOTNG AUTH -SOLE        STMT DUE    -A-DEC     FEE DISC %            CASH SWEEP-YES BUSINESS INT -Y     BUSINESS INT -N
INVST DISC -FULL        REVW DUE    -Q-JUN     INF RPTG -APPLICABLE 1098 & 1099MISC(NONEMP COMP) ONLY
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SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
CASH												
INCOME CASH				3,264.63					0 0			3,264.63
PRINCIPAL CASH				0.00					0.0			0.00
TOTAL CASH				3,264.63						3,265		3,264.63
***CASH EQUIVALENTS	***			MISC CASH EQUIV-TAXABLE								
OTHER MISC CASH EQUIV-TAXABLE												
FEDERATED PRIME CASH OBL (INCOME) FD #854	101,938.58		FULL	101,938 58	101,939	10	0.0	0.0	1 0	101,939	1.000*	101,938.58
FEDERATED PRIME OBLIGATIONS FD 396 GRP 55453	104,607.62		FULL	104,607.62	104,608	10	0.0	0.0	1.0	104,608	1 000*	104,607.62
TOTAL OTHER MISC CASH EQUIV-TAXABLE				206,546.20	206,547	20	0.0	0.0	2.0	206,547		206,546.20
TOTAL MISC CASH EQUIV-TAXABLE				206,546.20	206,547	20	0.0	0 0	2 0	206,547		206,546.20
***TOTAL CASH EQUIVALENTS	***			206,546.20	206,547	20	0.0	0 0	2 0	206,547		206,546 20
***FIXED INCOME SECURITIES	***			U.S. TREASURY BONDS & NOTES								
MATURITY (0 - 5 YRS)												
UNITED STATES TREAS NTS 1.125 DUE 12/15/2012	50,000	AAA	FULL	50,488 28	50,488	563	1.1	1.1	0 5	50,488	100.922	50,461.00
ORIGINAL FACE:	0.0000											
UNITED STATES TREAS NTS 1.00% DUE 02/15/2014	50,000	AAA	FULL	50,175.78	50,176	500	1 0	1.0	0.5	50,176	102.055	51,027.50
ORIGINAL FACE	0.0000											
UNITED STATES TREAS NTS 1.75% DUE 07/31/2015	50,000	AAA	FULL	49,800 78	49,801	875	1 8	1.7	0.5	49,801	104.375	52,187 50
ORIGINAL FACE:	0.0000											
UNITED STATES TREAS NTS 2.125 DUE 02/29/2016	25,000	AAA	FULL	25,003.91	25,004	531	2.1	2.0	0.3	25,004	106.094	26,523 50
ORIGINAL FACE·	0.0000											

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
TOTAL MATURITY (0 - 5 YRS)				175,468.75	175,469	2,469	1 4	1.4	1 8	175,469		180,199.50
TOTAL U.S TREASURY BONDS & NOTES				175,468.75	175,469	2,469	1 4	1.4	1 8	175,469		180,199 50

U.S. GOVT AGENCY OBLIGATIONS

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
MATURITY (0 - 5 YRS)												
FEDERAL HOME LN BANKS 1.625 DUE 09/26/2012	100,000	AAA	FULL	99,559.00	99,559	1,625	1.6	1.6	1.0	101,757	101.004	101,004.00
ORIGINAL FACE.	0.0000											
FEDERAL NATIONAL MTGE ASSOC 4.125 DUE 04/15/2014	300,000	AAA	FULL	297,375.00	297,375	12,375	4.2	3 8	3.2	327,186	108.205	324,615.00
ORIGINAL FACE:	0.0000											
FEDERAL FARM CREDIT BANKS 3.17% DUE 06/23/2014	50,000	AAA	FULL	50,000.00	50,000	1,585	3.2	3.0	0.5	53,074	106.363	53,181.50
ORIGINAL FACE	0 0000											
FEDERAL HOME LN MTGE CORP 2.15% DUE 03/02/2015	100,000	AAA	FULL	99,950.00	99,950	2,150	2.2	2.1	1.0	99,950	100 261	100,261.00
ORIGINAL FACE:	0.0000											
FEDERAL NATL MTGE ASSOC STP 2.00% DUE 06/01/2015	100,000	AAA	FULL	100,000.00	100,000	2,000	2.0	2.0	1.0	101,682	100 584	100,584 00
ORIGINAL FACE:	0.0000											
FEDERAL HOME LN MTGE CORP 1.55% DUE 07/06/2015	100,000	AAA	FULL	100,000.00	100,000	1,550	1.6	1.6	1.0	100,000	100.009	100,009.00
ORIGINAL FACE.	0.0000											
FEDERAL HOME LN BANKS 2.00% DUE 07/13/2015	100,000	AAA	FULL	100,000.00	100,000	2,000	2 0	2.0	1.0	100,000	100.499	100,499.00
ORIGINAL FACE:	0.0000											
FEDERAL NATIONAL MTGE ASSOC 3 00% DUE 08/03/2015	100,000	AAA	FULL	100,000.00	100,000	3,000	3.0	3.0	1 0	101,984	100.201	100,201.00
ORIGINAL FACE	0.0000											
FEDERAL NATIONAL MTGE ASSOC 2.40% DUE 04/19/2016	100,000	AAA	FULL	100,000.00	100,000	2,400	2.4	2.4	1.0	100,000	102 210	102,210.00
ORIGINAL FACE:	0.0000											
FEDERAL NATIONAL MTGE ASSOC 2.00% DUE 07/15/2016	100,000	AAA	FULL	99,975.00	99,975	2,000	2.0	2 0	1.0	99,975	101.500	101,500.00
ORIGINAL FACE:	0.0000											
FEDERAL HOME LN BANKS 3.75% DUE 08/10/2016	100,000	AAA	FULL	99,343.74	99,344	3,750	3.8	3.7	1.0	103,239	101.974	101,974.00
ORIGINAL FACE.	0.0000											
FEDERAL HOME LN BANKS 5.00% DUE 08/24/2016	100,000	AAA	FULL	100,000.00	100,000	5,000	5.0	4.9	1.0	105,893	102.798	102,798.00
ORIGINAL FACE:	0.0000											
TOTAL MATURITY (0 - 5 YRS)				1,346,202.74	1,346,203	39,435	2.9	2.8	13.5	1,394,740		1,388,836.50

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
MATURITY (5 - 10 YRS)												
FEDERAL NATIONAL MTGE ASSOC 3 00% DUE 10/20/2017 ORIGINAL FACE:	100,000 0.0000	AAA	FULL	99,450.00	99,450	3,000	3.0	3.0	1.0	99,450	100.696	100,696.00
FEDERAL HOME LN BANKS 4.00% DUE 02/05/2018 ORIGINAL FACE:	50,000 0.0000	AAA	FULL	50,155.00	50,155	2,000	4.0	3.9	0.5	52,558	103.681	51,840.50
FEDERAL FARM CREDIT BANKS 3.50% DUE 02/22/2018 ORIGINAL FACE:	100,000 0.0000	AAA	FULL	99,950.00	99,950	3,500	3.5	3.4	1.0	99,950	103.105	103,105.00
FEDERAL FARM CREDIT BANKS 3 50% DUE 02/28/2018 ORIGINAL FACE:	100,000 0.0000	AAA	FULL	100,650.00	100,650	3,500	3.5	3 4	1.0	100,650	103.048	103,048.00
FEDERAL NATIONAL MTGE ASSOC 2.50% DUE 04/30/2018 ORIGINAL FACE:	50,000 0.0000	AAA	FULL	50,000.00	50,000	1,250	2.5	2.4	0.5	50,556	102.309	51,154.50
FEDERAL HOME LN BANKS 2.85% DUE 07/18/2018 ORIGINAL FACE:	100,000 0.0000	AAA	FULL	99,900.00	99,900	2,850	2.9	2.8	1.0	99,900	102.273	102,273.00
FEDERAL NATIONAL MTGE ASSOC 3.00% DUE 06/27/2019 ORIGINAL FACE:	100,000 0.0000	AAA	FULL	99,685.00	99,685	3,000	3.0	3.0	1.0	99,685	100.982	100,982.00
FEDERAL HOME LN BANKS 4.625 DUE 07/02/2019 ORIGINAL FACE:	100,000 0 0000	AAA	FULL	100,000.00	100,000	4,625	4 6	4.5	1.0	103,747	101.821	101,821.00
FEDERAL HOME LN BANKS - STP 3.00% DUE 02/19/2020 ORIGINAL FACE:	100,000 0.0000	AAA	FULL	100,000.00	100,000	3,000	3.0	2.9	1.0	102,596	102.678	102,678.00
FEDERAL NATL MTGE ASSOC STP 2.50% DUE 06/15/2020 ORIGINAL FACE·	100,000 0.0000	AAA	FULL	100,000.00	100,000	2,500	2.5	2.5	1.0	101,548	100.884	100,884.00
FEDERAL FARM CREDIT BANKS 3.30% DUE 07/27/2020 ORIGINAL FACE:	125,000 0.0000	AAA	FULL	124,562.50	124,563	4,125	3.3	3.3	1.2	124,563	101 268	126,585.00
TOTAL MATURITY (5 - 10 YRS)				1,024,352.50	1,024,353	33,350	3.3	3.2	10.2	1,035,203		1,045,067.00
TOTAL U.S. GOVT AGENCY OBLIGATIONS				2,370,555.24	2,370,556	72,785	3 1	3.0	23.7	2,429,943		2,433,903.50

CORPORATE BONDS & NOTES

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
MATURITY (0 - 5 YRS)												
GENERAL ELEC CAP CORP 6.00% DUE 06/15/2012 ORIGINAL FACE.	200,000 0.0000	AA2	FULL	203,500.00	203,500	12,000	5.9	5 9	2.0	213,802	102.248	204,496.00

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
DUPONT E I DE NEMOURS & CO												
4.75% DUE 11/12/2012	300,000	A2	FULL	315,000 00	315,000	14,250	4.5	4.6	3.0	319,737	103.410	310,230.00
ORIGINAL FACE:	0.0000											
VERIZON VIRGINIA INC.												
4.625 DUE 03/15/2013	200,000	WR	FULL	197,000.00	197,000	9,250	4.7	4 4	2.0	211,234	104 117	208,234.00
ORIGINAL FACE:	0 0000											
DELL INC												
1.40% DUE 09/10/2013	100,000	A2	FULL	100,549.00	100,549	1,400	1.4	1.4	1.0	100,185	100.664	100,664.00
ORIGINAL FACE	0.0000											
PROCTER & GAMBLE												
3.50% DUE 02/15/2015	100,000	AA3	FULL	99,437.00	99,437	3,500	3 5	3.3	1.0	104,992	107 684	107,684.00
ORIGINAL FACE:	0.0000											
BERKSHIRE HATHAWAY												
2.45% DUE 12/15/2015	100,000	AA2	FULL	99,564 00	99,564	2,450	2.5	2.4	1.0	99,564	103 675	103,675 00
ORIGINAL FACE:	0.0000											
GOLDMAN SACHS GROUP												
5.35% DUE 01/15/2016	100,000	A1	FULL	99,000 00	99,000	5,350	5.4	5.2	1.0	107,440	102.515	102,515.00
ORIGINAL FACE:	0.0000											
WALT DISNEY CO												
1.35% DUE 08/16/2016	100,000	A2	FULL	99,315.00	99,315	1,350	1.4	1.4	1.0	99,315	100.277	100,277.00
ORIGINAL FACE	0.0000											
BELLSOUTH												
5.20% DUE 12/15/2016	100,000	WR	FULL	98,750.00	98,750	5,200	5.3	4.6	1.1	110,002	114.301	114,301.00
ORIGINAL FACE:	0.0000											
TOTAL MATURITY (0 - 5 YRS)				1,312,115.00	1,312,115	54,750	4.2	4.0	13.1	1,366,271		1,352,076.00
MATURITY (5 - 10 YRS)												
MICROCSOFT CORP												
4 20% DUE 06/01/2019	100,000	AAA	FULL	100,210 00	100,210	4,200	4 2	3 6	1.1	104,981	115.278	115,278.00
ORIGINAL FACE:	0.0000											
TOTAL CORPORATE BONDS & NOTES				1,412,325.00	1,412,325	58,950	4.2	4.0	14.3	1,471,252		1,467,354.00
***TOTAL FIXED INCOME SECURITIES	***			3,958,348.99	3,958,350	134,204	3.4	3.3	39.7	4,076,664		4,081,457.00
***MUTUAL FUNDS	***			ALTERNATIVE								
NOT CLASSIFIED												
CALAMOS MKT NEUTRAL -	34,448.426		FULL	404,662.36	404,662	6,442	1.6	1.6	4.1	413,716	12.100	416,825.95
FIDELITY ADVISOR REAL ESTATE												
INCOME INST	36,779.663		FULL	377,697.73	377,698	19,824	5.2	5.3	3.7	377,698	10.230	376,255.95
MERGER FUND	40,201.84		FULL	636,796.61	636,797	3,337	0.5	0.5	6.1	635,141	15.590	626,746 69
PIMCO COM REAL RETURN INST	48,462.53		FULL	454,072 82	454,073	96,537	21.3	30.5	3.1	454,073	6.540	316,944.95

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
TOTAL NOT CLASSIFIED				1,873,229.52	1,873,230	126,140	6.7	7.3	16.9	1,880,628		1,736,773.54
TOTAL ALTERNATIVE				1,873,229.52	1,873,230	126,140	6.7	7.3	16.9	1,880,628		1,736,773.54
FOREIGN												
NOT CLASSIFIED												
AMER FDS CAP WORLD G & I	11,489.192		FULL	358,675.54	358,676	10,191	2.8	2.8	3.6	407,621	32.100	368,803.06
AMER FDS EUROPACIFIC GR FD	25,998.892		FULL	931,336.00	931,336	18,173	2.0	2.0	8.9	1,067,862	35 110	912,821.10
RUSSELL EMERGING MARKETS	16,902.142		FULL	301,476.61	301,477	4,547	1.5	1.7	2.6	347,932	16.120	272,462.53
TOTAL NOT CLASSIFIED				1,591,488.15	1,591,489	32,911	2 1	2.1	15.1	1,823,415		1,554,086.69
TOTAL FOREIGN				1,591,488.15	1,591,489	32,911	2.1	2.1	15.1	1,823,415		1,554,086.69
SMALL CAP												
NOT CLASSIFIED												
ROYCE SPECIAL EQUITY FUND	18,945.30		FULL	395,390.99	395,391	1,762	0.4	0.5	3.6	395,391	19.700	373,222.41
AMER FDS SMALL CAP WORLD	11,014.939		FULL	376,050.00	376,050	2,456	0.7	0.7	3.6	376,050	33.190	365,585.83
TOTAL NOT CLASSIFIED				771,440.99	771,441	4,218	0.5	0.6	7.2	771,441		738,808.24
TOTAL SMALL CAP				771,440.99	771,441	4,218	0.5	0.6	7.2	771,441		738,808.24
***TOTAL MUTUAL FUNDS	***			4,236,158.66	4,236,160	163,269	3.9	4.1	39.2	4,475,484		4,029,668.47
***EQUITIES	***			DOMESTIC								
CONSUMER DISCRETIONARY												
WALT DISNEY COM DISNEY	950	A+	FULL	22,751.82	22,752	570	2.5	1.6	0.3	35,635	37.500	35,625.00
LOWES COS INC COM	1,550	A-	FULL	34,598.89	34,599	868	2.5	2.2	0.4	38,874	25.380	39,339.00
MCDONALDS CORP COM	550	A	FULL	27,356.49	27,356	1,540	5 6	2.8	0.5	42,218	100.330	55,181.50
NIKE INC CL B	500	A+	FULL	28,210.35	28,210	720	2.6	1.5	0.5	42,710	96.370	48,185.00
TJX COS INC NEW COM	850	A+	FULL	40,305.47	40,305	0	0.0	0.0	0.5	37,732	64.550	54,867.50

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
TOTAL CONSUMER DISCRETIONARY				153,223 02	153,222	3,698	2.4	1.6	2.3	197,169		233,198.00
CONSUMER STAPLES												
COCA COLA CO												
COM	650	A+	FULL	30,328.99	30,329	1,222	4.0	2.7	0 4	42,751	69.970	45,480.50
KELLOGG CO												
COM	760	A+	FULL	38,691.60	38,692	1,307	3.4	3.4	0 4	38,821	50 570	38,433.20
PEPSICO INC												
COM	700	A+	FULL	42,063.37	42,063	1,442	3.4	3.1	0 5	45,463	66 350	46,445.00
PROCTER & GAMBLE CO												
COM	650	A+	FULL	36,786.99	36,787	1,365	3.7	3.2	0.4	41,815	66.710	43,361.50
SYSCO CORP												
COM	1,450	A+	FULL	45,319.59	45,320	1,566	3.5	3.7	0 4	42,444	29.330	42,528 50
WALGREEN CO												
COM	565	A+	FULL	20,215.70	20,216	509	2.5	2.7	0.2	20,216	33.060	18,678.90
TOTAL CONSUMER STAPLES				213,406.24	213,407	7,411	3.5	3.2	2.3	231,510		234,927.60
ENERGY												
NOBLE CORPORATION	1,000	B	FULL	27,971.76	27,972	592	2.1	2.0	0 3	35,770	30.220	30,220.00
APACHE CORP	300	A-	FULL	27,266.36	27,266	180	0.7	0.7	0 3	35,769	90.580	27,174.00
BAKER HUGHES INC												
COM	600	B+	FULL	38,205.59	38,206	360	0.9	1.2	0.3	34,302	48.640	29,184.00
CHEVRON CORPORATION NEW	400	A	FULL	30,461.99	30,462	1,296	4.3	3.1	0.4	36,500	106.400	42,560.00
EXXON MOBIL CORP												
COM	500	A+	FULL	35,928.99	35,929	940	2.6	2.2	0.4	36,560	84.760	42,380.00
SCHLUMBERGER LTD												
COM	450	B+	FULL	20,814.54	20,815	450	2.2	1.5	0.3	37,575	68.310	30,739.50
TOTAL ENERGY				180,649.23	180,650	3,818	2.1	1.9	2.0	216,476		202,257.50
FINANCIALS												
AMERICAN EXPRESS CO												
COM	950	A-	FULL	40,383 17	40,383	684	1.7	1.5	0.4	40,774	47.170	44,811.50
BERKSHIRE HATHAWAY INC DEL												
CL B NEW	500	B+	FULL	40,824.96	40,825	0	0.0	0.0	0.4	40,055	76.300	38,150 00
CME GROUP INC COM	150	B+	FULL	38,238.90	38,239	840	2 2	2.3	0 4	46,476	243.670	36,550.50
J P MORGAN CHASE & CO	900	B+	FULL	27,830.45	27,830	900	3.2	3.0	0 3	38,178	33.250	29,925.00
METLIFE INC												
COM	850	B+	FULL	42,309.22	42,309	629	1 5	2 4	0 3	37,774	31.180	26,503.00
STATE STREET CORP												
COM	900	B+	FULL	43,986.16	43,986	648	1.5	1.8	0 4	41,706	40.310	36,279.00
WELLS FARGO & CO NEW												
COM	1,300	A-	FULL	33,379.85	33,380	624	1.9	1.7	0.3	40,287	27.560	35,828.00
TOTAL FINANCIALS				266,952.71	266,952	4,325	1.6	1.7	2 4	285,250		248,047.00

SECURITY NAME	SHARES OR PAR	FINL RTNG	INVT DISC	INVESTMENT COST BASIS	INVENTORY BASIS	EST ANNUAL INCOME	CURR YLD COST	CURR YLD MKT	% MKT VALUE	ADJUSTED MKT VAL LAST YR	UNIT MARKET PRICE	CURRENT MARKET VALUE
HEALTH CARE												
ABBOTT LABORATORIES												
COM	850	A	FULL	40,703 96	40,704	1,632	4.0	3.4	0.5	40,590	56 230	47,795 50
ALLSCRIPTS HEALTHCARE SOLU	2,061		FULL	37,977.43	37,977	0	0.0	0.0	0.4	37,977	18.940	39,035.34
AMGEN INC												
COM	800	B+	FULL	43,265 32	43,265	1,152	2.7	2 2	0.5	43,633	64.210	51,368.00
BAXTER INTL INC												
COM	750	A	FULL	47,828 96	47,829	1,005	2.1	2.7	0.4	37,965	49.480	37,110.00
CARDINAL HEALTH INC												
COM	825	B+	FULL	35,065.64	35,066	710	2.0	2.1	0.3	35,066	40.610	33,503.25
JOHNSON & JOHNSON												
COM	700	A+	FULL	42,866.98	42,867	1,596	3.7	3 5	0.4	43,178	65.580	45,906.00
TOTAL HEALTH CARE				247,708.29	247,708	6,095	2.5	2.4	2.5	238,409		254,718 09
INDUSTRIALS												
DANAHER CORP DEL												
COM	800	A+	FULL	28,488.76	28,489	80	0.3	0.2	0.4	37,736	47.040	37,632.00
EMERSON ELEC CO												
COM	650	A+	FULL	27,695.99	27,696	1,040	3.8	3.4	0.3	37,161	46.590	30,283.50
GENERAL ELECTRIC CO												
COM	1,900	A-	FULL	26,699.89	26,700	1,292	4.8	3.8	0.3	34,751	17.910	34,029.00
PRECISION CASTPARTS CORP	300	B	FULL	21,499.00	21,499	36	0.2	0.1	0.5	41,763	164.790	49,437 00
UNITED TECHNOLOGIES CORP												
COM	450	A+	FULL	29,625.00	29,625	864	2.9	2.6	0.3	35,424	73.090	32,890.50
TOTAL INDUSTRIALS				134,008 64	134,009	3,312	2.5	1.8	1.8	186,835		184,272.00
INFORMATION TECHNOLOGY												
APPLE INC COM												
COM	175	B	FULL	39,433 98	39,434	0	0.0	0.0	0.7	57,314	405 000	70,875.00
AUTOMATIC DATA PROCESSING	710	A	FULL	33,695 62	33,696	1,122	3.3	2.9	0.4	33,696	54.010	38,347.10
CISCO SYS INC												
COM	3,425	B+	FULL	71,032.69	71,033	822	1.2	1.3	0 6	64,934	18.080	61,924.00
COGNIZANT TECHNOLOGY SOL	550	B+	FULL	18,969.17	18,969	0	0.0	0 0	0.3	40,310	64.310	35,370.50
INTEL CORP												
COM	1,900	B+	FULL	33,017.89	33,018	1,596	4.8	3.5	0.4	39,957	24.250	46,075.00
INTERNATIONAL BUSINESS MACH												
COM	300	A+	FULL	25,965.45	25,965	900	3.5	1.6	0.5	44,028	183.880	55,164.00
MICROSOFT CORP												
COM	1,500	A-	FULL	38,241.37	38,241	1,200	3.1	3.1	0.4	41,865	25.960	38,940.00
ORACLE CORP												
COM	1,200	A-	FULL	23,647.99	23,648	288	1.2	0.9	0.3	37,560	25.650	30,780.00
TEXAS INSTRS INC												
COM	1,200	B+	FULL	27,119.50	27,120	816	3.0	2 3	0.3	39,000	29.110	34,932.00
TOTAL INFORMATION TECHNOLOGY				311,123.66	311,124	6,744	2.2	1.6	4.0	398,664		412,407.60

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MATERIALS												
AIR PRODS & CHEMS INC COM	400	A	FULL	35,525.23	35,525	928	2.6	2.7	0.3	36,380	85.190	34,076.00
SIGMA ALDRICH CORP COM	650	A+	FULL	28,645.13	28,645	468	1.6	1.2	0.4	43,264	62.460	40,599.00
TOTAL MATERIALS				64,170.36	64,170	1,396	2.2	1.9	0.7	79,644		74,675.00
TELECOMMUNICATION												
AT&T INC COM	733	B+	FULL	18,638.79	18,639	1,290	6.9	5.8	0.2	21,437	30.240	22,165.92
VERIZON COMMUNICATIONS COM	600	B	FULL	18,315.91	16,230	1,200	6.6	5.0	0.2	21,468	40.120	24,072.00
TOTAL TELECOMMUNICATION				36,954.70	34,869	2,490	6.7	5.4	0.4	42,905		46,237.92
UTILITIES												
EXELON CORP COM	550	B+	FULL	30,163.67	30,164	1,155	3.8	4.8	0.2	22,875	43.370	23,853.50
SOUTHERN COMPANY	550	A-	FULL	17,738.14	17,738	1,040	5.9	4.1	0.2	21,027	46.290	25,459.50
TOTAL UTILITIES				47,901.81	47,902	2,195	4.6	4.5	0.5	43,902		49,313.00
TOTAL DOMESTIC				1,656,098.66	1,654,013	41,484	2.5	2.1	18.9	1,920,764		1,940,053.71
FOREIGN												
ENERGY												
SUNCOR ENERGY INC NEW	925	A	FULL	41,162 96	41,163	399	1.0	1.5	0.3	41,163	28.830	26,667.75
***TOTAL EQUITIES		***		1,697,261.62	1,695,176	41,883	2.5	2.1	19.1	1,961,927		1,966,721.46
SUB-TOTALS				10,101,580.10	10,096,233	339,376	3.4	3.3	100.0	10,723,887		10,287,657.76
ACCRUED INTEREST												32,897.73
EX-DIVIDENDS												43,342 99
GRAND TOTALS				10,101,580.10	10,096,233	339,376	3.4	3.3	100.0	10,723,887		10,363,898.48

INVESTMENT CONTROL	10,098,315.47	SHARES/PAR CONTROL	4,444,218.124		
TAX YTD LONG TERM G/L	243,637.39	FEES PAID Y/T/D	41,327.35	PRIOR Y/E MARKET VALUE	10,645,049.97
TAX YTD MID TERM G/L	0.00	LAST FEE PMT DATE	10/07/2011	CONTRIBUTIONS TO DATE	0 00
TAX YTD SHORT TERM G/L	36,948.15				

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing ***(e-file).*** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. GEORGE V SMITH AND JEAN A SMITH CHARITABLE TR UST 017999	Employer identification number (EIN) or [X] 16-6484804
	Number, street, and room or suite no. If a P O box, see instructions PO BOX 6437	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions ITHACA, NY 14851-6437	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ TOMPKINS TRUST COMPANY

Telephone No. ▶ (607)273-0037 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**3a**	$ 4,264.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,762.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 2,502.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.