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 , and ending

Name of foundation
RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST

A Employer identification number
22-3048829

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE NEWTON EXECUTIVE PARK | 104

B Telephone number
617-278-5200

City or town, state, and ZIP code
NEWTON, MA 02462

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 17,851,718.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	5,465,583.		N/A	
	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	156,448.	156,448.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,088,284.			
	b Gross sales price for all assets on line 6a 8,884,186.				
	7 Capital gain net income (from Part IV, line 2)		5,088,284.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-3,069.	-3,069.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	10,707,246.	5,241,663.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	8,100.	0.		8,100.
	c Other professional fees STMT 4	96,436.	96,436.		0.
	17 Interest				
	18 Taxes STMT 5	3,252.	3,252.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	92.	22.		70.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	107,880.	99,710.		8,170.
	25 Contributions, gifts, grants paid	10,447,000.			10,447,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	10,554,880.	99,710.		10,455,170.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	152,366.			
	b **Net investment income** (if negative, enter -0-)		5,141,953.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	41,769.	58,617.	58,617.
	2 Savings and temporary cash investments	399,020.	8,203,654.	8,203,654.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	9,800,000.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	6,583,061.	8,713,945.	9,589,447.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	16,823,850.	16,976,216.	17,851,718.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,823,850.	16,823,850.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	152,366.	
	30 Total net assets or fund balances	16,823,850.	16,976,216.	
	31 Total liabilities and net assets/fund balances	16,823,850.	16,976,216.	

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	16,823,850.
2 Enter amount from Part I, line 27a	2	152,366.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,976,216.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,976,216.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	8,884,186.		5,732,318.	5,088,284.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				5,088,284.

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	5,088,284.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	10,627,839.	26,766,332.	.397060
2009	13,375,354.	35,259,826.	.379337
2008	10,195,312.	53,275,912.	.191368
2007	12,187,292.	61,752,711.	.197356
2006	4,733,044.	64,737,813.	.073111

2 Total of line 1, column (d)	2	1.238232
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	.247646
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,675,949.
5 Multiply line 4 by line 3	5	4,872,670.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	51,420.
7 Add lines 5 and 6	7	4,924,090.
8 Enter qualifying distributions from Part XII, line 4	8	10,455,170.

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	51,420.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	51,420.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	51,420.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 29,925.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	59,925.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,505.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 8,505.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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) ▶ MA			
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 ▶ RICHARD A. & SUSAN F. SMITH Telephone no ▶617-278-5200

Located at ▶1280 BOYLSTON ST., SUITE 100, CHESTNUT HILL, MA ZIP+4 ▶02467

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

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

			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		X
	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD A. AND SUSAN F. SMITH C/O SMITH MANAGEMENT, 1280 BOYLSTON S CHESTNUT HILL, MA 02467	TRUSTEES 1.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	16,706,919.
b	Average of monthly cash balances	1b	3,268,664.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	19,975,583.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	19,975,583.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	299,634.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,675,949.
6	**Minimum investment return.** Enter 5% of line 5	6	983,797.

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	983,797.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 51,420.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	51,420.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	932,377.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	932,377.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	932,377.

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	10,455,170.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,455,170.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	51,420.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,403,750.

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

Form **990-PF** (2011)

123571
12-02-11

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				932,377.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 1,404,569.				
b From 2007 9,167,772.				
c From 2008 7,540,894.				
d From 2009 11615955.				
e From 2010 9,322,264.				
f Total of lines 3a through e	39,051,454.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 10,455,170.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				932,377.
e Remaining amount distributed out of corpus	9,522,793.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,574,247.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,404,569.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	47,169,678.			
10 Analysis of line 9:				
a Excess from 2007 9,167,772.				
b Excess from 2008 7,540,894.				
c Excess from 2009 11615955.				
d Excess from 2010 9,322,264.				
e Excess from 2011 9,522,793.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

RICHARD A. AND SUSAN F. SMITH

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT A				10,447,000.
Total			▶ 3a	10,447,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	156,448.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-3,069.	
8 Gain or (loss) from sales of assets other than inventory			18	5,088,284.	
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)		0.		5,241,663.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,241,663.

(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)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Richard S Smith 11/13/12 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DELOITTE TAX LLP		11/8/12		
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 200 BERKELEY STREET BOSTON, MA 02116			Phone no 617-437-2000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization
RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST

Employer identification number
22-3048829

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST	22-3048829

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD A. SMITH 1992 REV TRUST 1280 BOYLSTON ST., SUITE 100 CHESTNUT HILL, MA 02467	$ 5,465,583.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST	22-3048829

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	117,071.34 SHARES BLACKROCK ENERGY & RESOURCES FUND	$ 4,645,387.	09/15/11

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

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

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

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

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

Name of organization	Employer identification number
RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST	22-3048829

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

R&S SMITH 1990 CHARITABLE TRUST | 22-3048829
12/31/2011

Description	Recipient Status	Purpose of Grant	Recipient Relationship	Contributions
DANA FARBER	501 [c] 3	MEDICAL	NONE	15,000
FACING HISTORY & OURSELVES	501 [c] 3	CULTURAL	NONE	25,000
BELL	501 [c] 3	CULTURAL	NONE	10,000
JOSLIN DIABETES CENTER	501 [c] 3	MEDICAL	NONE	2,500
BOSTON ARTS ACADEMY	501 [c] 3	CULTURAL	NONE	2,500
GREATER MIAMI JEWISH FEDERATION	501 [c] 3	RELIGIOUS	NONE	5,000
MUSEUM OF SCIENCE	501 [c] 3	EDUCATION	NONE	5,000
DANA FARBER	501 [c] 3	MEDICAL	NONE	10,000,000
BARRY L PRICE	501 [c] 3	CULTURAL	NONE	500
BOSTON MARATHON JIMMY FUND	501 [c] 3	MEDICAL	NONE	4,000
THE MYRA CRAFT GIVING BACK	501 [c] 3	GENERAL WELFARE	NONE	500
JOSLIN DIABETES CENTER	501 [c] 3	MEDICAL	NONE	10,000
BOSTON SYMPHONY ORCHESTRA	501 [c] 3	CULTURAL	NONE	200,000
MFA	501 [c] 3	CULTURAL	NONE	12,000
HARVARD COLLEGE FUND	501 [c] 3	GENERAL WELFARE	NONE	1,000
BUSINESS EXEC FOR NATIONAL	501 [c] 3	GENERAL WELFARE	NONE	1,000
BETH ISRAEL	501 [c] 3	MEDICAL	NONE	10,000
HUNTINGTON THEATRE	501 [c] 3	CULTURAL	NONE	5,000
ALZHEIMERS ASSOCIATION	501 [c] 3	MEDICAL	NONE	1,000
ANTI DEFAMATION LEAGUE	501 [c] 3	GENERAL WELFARE	NONE	5,000
BOSTON PUBLIC LIBRARY	501 [c] 3	GENERAL WELFARE	NONE	10,000
DANA FARBER	501 [c] 3	MEDICAL	NONE	5,000
HARVARD UNIVERSITY CENTER FOR	501 [c] 3	EDUCATION	NONE	1,000
PARK SCHOOL	501 [c] 3	EDUCATION	NONE	1,000
TRUSTEES OF TUFTS COLLEGE	501 [c] 3	EDUCATION	NONE	10,000
DANA FARBER	501 [c] 3	MEDICAL	NONE	100,000
PAN MASS CHALLENGE	501 [c] 3	GENERAL WELFARE	NONE	5,000.00
				10,447,000.00

ATTACHMENT A

PERIOD 01/01/11 THRU 12/31/11

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST - MAYO CAPITAL RICHARD AND SUSAN SMITH TRUSTEES

TAX PERIOD FREQ 1299 TAX I D NO 22-3048829 ADM - CB1 INV - 052

-- CAPITAL GAINS/LOSSES --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
EXXON MOBIL CORP COM SOLD 01/03/11 287 SHS @ 74.2217						
07/13/10 01/03/11	287	21,284.05	17,114.33-	4,169.72		
PFIZER INC COM SOLD 01/03/11 507 SHS @ 17.80						
02/19/09 01/03/11	507	8,999.10	7,128.12-			1,870.98
TOTAL S A ADR SOLD 01/14/11 230 SHS @ 56.741						
04/22/09 01/14/11	230	13,036.41	10,709.03-			2,327.38
MOSAIC CO SOLD 01/27/11 196 SHS @ 80.0655						
12/14/09 01/27/11	140	11,199.15	8,205.29-			2,993.86
07/06/10 01/27/11	56	4,479.66	2,217.11-	2,262.55		
TOTAL	196*	15,678.81 *	10,422.40-*	2,262.55 *		2,993.86 *
CISCO SYSTEM INC COM SOLD 01/28/11 200 SHS @ 20.9156						
01/05/11 01/28/11	200	4,173.04	4,139.96-	33.08		
KROGER CO COM SOLD 01/28/11 400 SHS @ 21.364						
08/04/09 01/28/11	44	937.80	946.88-			9.08-
08/07/09 01/28/11	126	2,685.51	2,665.84-			19.67
11/01/10 01/28/11	230	4,902.12	5,122.35-	220.23-		
TOTAL	400*	8,525.43 *	8,735.07-*	220.23-*		10.59 *
VALERO ENERGY CORP SOLD 01/28/11 172 SHS @ 25.2297						
03/16/09 01/28/11	97	2,442.38	1,748.07-			694.31
03/23/09 01/28/11	75	1,888.44	1,355.43-			533.01
TOTAL	172*	4,330.82 *	3,103.50-*			1,227.32 *

Statement A

PERIOD 01/01/11 THRU 12/31/11

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990 TAX PERIOD FREQ 1299 TAX I D NO 22-3048829 ADM - CB1
CHARITABLE TRUST - MAYO CAPITAL INV - 052
RICHARD AND SUSAN SMITH TRUSTEES

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
YAHOO INC						
SOLD 01/28/11 200 SHS						
@ 16.1332						
11/12/09 01/28/11	200	3,216.58	3,244.42-			27.84-
YAHOO INC						
SOLD 01/28/11 262 SHS						
@ 16.14						
11/12/09 01/28/11	31	498.78	502.88-			4.10-
02/18/10 01/28/11	231	3,716.72	3,591.03-	125.69		
TOTAL	262*	4,215.50 *	4,093.91-*	125.69 *		4.10-*
PFIZER INC COM						
SOLD 02/01/11 171 SHS						
@ 19.2184						
02/19/09 02/01/11	171	3,277.74	2,404.16-			873.58
EXXON MOBIL CORP COM						
SOLD 02/04/11 173 SHS						
@ 83.1592						
07/13/10 02/04/11	173	14,374.15	10,316.30-	4,057.85		
VALERO ENERGY CORP						
SOLD 02/08/11 174 SHS						
@ 27.7571						
03/16/09 02/08/11	174	4,820.95	3,135.71-			1,685.24
ANADARKO PETROLEUM CORP SR NT						
DTD 03/05/09 7.625% 03/15/2014						
MAKE WHOLE CALL + 50 BP						
SOLD 02/18/11 44,000 P V						
@ 114.463						
YTM 2.668%						
03/03/09 02/18/11	44,000	50,363.72	43,784.84-			6,578.88
CONAGRA INC COM						
SOLD 02/23/11 286 SHS						
@ 22.6525						
02/25/09 02/23/11	137	3,096.48	2,128.98-			967.50
03/25/09 02/23/11	149	3,367.70	2,304.61-			1,063.09
TOTAL	286*	6,464.18 *	4,433.59-*			2,030.59 *

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990
CHARITABLE TRUST - MAYO CAPITAL
RICHARD AND SUSAN SMITH TRUSTEES

TAX I D NO 22-3048829

ADM - CB1
INV - 052

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
MARSH & MCLENNAN COS INC COM SOLD 02/23/11 315 SHS @ 29.9796 03/23/09 02/23/11	315	9,427.64	6,297.16-			3,130.48
PFIZER INC COM SOLD 03/17/11 178 SHS @ 19.6867 02/19/09 03/17/11	178	3,495.26	2,502.57-			992.69
PFIZER INC COM SOLD 03/18/11 172 SHS @ 20.1589 02/19/09 03/18/11	172	3,458.66	2,418.22-			1,040.44
STATE STREET CORP COM SOLD 04/08/11 346 SHS @ 46.15 03/11/11 04/08/11	346	15,946.83	15,076.92-	869.91		
DELL INC SOLD 04/13/11 343 SHS @ 15.2792 12/21/09 04/13/11	343	5,223.52	4,812.12-			411.40
ARCHER-DANIELS-MIDLAND COMPANY SOLD 04/28/11 110 SHS @ 36.5952 11/11/09 04/28/11	110	4,018.79	3,525.18-			493.61
INTERNATIONAL BUSINESS MACHINES COM SOLD 05/05/11 91 SHS @ 170.435 08/03/10 05/05/11	91	15,502.01	11,879.28-	3,622.73		
KROGER CO COM SOLD 05/18/11 174 SHS @ 25.3417 02/04/11 05/18/11	174	4,400.67	3,903.25-	497.42		

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990
CHARITABLE TRUST - MAYO CAPITAL
RICHARD AND SUSAN SMITH TRUSTEES

TAX PERIOD FREQ 1299 TAX I D NO 22-3048829

ADM - CB1
INV - 052

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
TALISMAN ENERGY DTD 06/01/09 7.75% 06/01/2019 MAKE WHOLE CALL @ UST + 50 BPS SOLD 05/19/11 22,000 P V @ 123.443 YTM 4.267%						
05/27/09 05/19/11	22,000	27,157.46	21,911.12-			5,246.34
MOSAIC CO NEW SOLD 05/25/11 103 SHS @ 68.1604						
05/20/11 05/25/11	103	7,014.20	6,695.00-	319.20		
THE TRAVELERS COMPANIES INC SOLD 05/31/11 100 SHS @ 61.96						
02/25/09 05/31/11	79	4,890.01	2,994.89-			1,895.12
10/06/09 05/31/11	21	1,299.87	1,034.50-			265.37
TOTAL	100*	6,189.88 *	4,029.39-*			2,160.49 *
DELL INC SOLD 06/30/11 347 SHS @ 16.6169						
12/21/09 06/30/11	116	1,921.72	1,627.42-			294.30
01/26/10 06/30/11	231	3,826.88	3,168.16-			658.72
TOTAL	347*	5,748.60 *	4,795.58-*			953.02 *
CONAGRA INC COM SOLD 07/12/11 174 SHS @ 26.2483						
03/25/09 07/12/11	174	4,558.41	2,691.30-			1,867.11
MICROSOFT CORP COM SOLD 07/26/11 180 SHS @ 27.9735						
03/23/10 07/26/11	180	5,026.13	5,343.42-			317.29-
CISCO SYSTEM INC COM SOLD 07/28/11 142 SHS @ 16.1268						
01/05/11 07/28/11	142	2,282.86	2,939.37-	656.51-		

PERIOD 01/01/11 THRU 12/31/11
A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990 TAX PERIOD FREQ 1299 TAX I D NO 22-3048829 ADM - CB1
CHARITABLE TRUST - MAYO CAPITAL INV - 052
RICHARD AND SUSAN SMITH TRUSTEES

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
MICROSOFT CORP COM						
SOLD 07/29/11 358 SHS						
@ 27.514						
03/23/10 07/29/11	121	3,323.08	3,591.97-			268.89-
07/21/11 07/29/11	237	6,508.84	6,448.13-	60.71		
TOTAL	358*	9,831.92 *	10,040.10-*	60.71 *		268.89-*
CISCO SYSTEM INC COM						
SOLD 08/10/11 180 SHS						
@ 14.8433						
12/01/10 08/10/11	56	828.41	1,085.88-	257.47-		
01/05/11 08/10/11	6	88.76	124.20-	35.44-		
03/18/11 08/10/11	118	1,745.57	2,040.99-	295.42-		
TOTAL	180*	2,662.74 *	3,251.07-*	588.33-*		
NEWS CORP INC CL A						
SOLD 08/15/11 461 SHS						
@ 16.7402						
05/26/10 08/15/11	461	7,694.03	5,936.25-			1,757.78
VALERO ENERGY CORP						
SOLD 08/15/11 173 SHS						
@ 21.462						
03/16/09 08/15/11	173	3,704.21	3,117.68-			586.53
MOSAIC CO NEW						
SOLD 08/26/11 93 SHS						
@ 67.7149						
05/20/11 08/26/11	93	6,291.79	6,045.00-	246.79		
SAIC INC COM						
SOLD 09/12/11 55 SHS						
@ 12.5634						
03/29/10 09/12/11	55	688.23	1,050.67-			362.44-
TIME WARNER INC						
SOLD 09/12/11 462 SHS						
@ 28.7973						
04/13/09 09/12/11	162	4,656.97	3,287.94-			1,369.03
03/26/09 09/12/11	300	8,624.02	5,529.74-			3,094.28
TOTAL	462*	13,280.99 *	8,817.68-*			4,463.31 *

Statement A

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990
CHARITABLE TRUST - MAYO CAPITAL
RICHARD AND SUSAN SMITH TRUSTEES

TAX PERIOD FREQ 1299 TAX I D NO 22-3048829

ADM - CB1
INV - 052

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
EQT CORP						
SOLD 09/19/11 97 SHS						
@ 61.9477						
05/05/11 09/19/11	97	6,002.99	4,915.90-	1,087.09		
INTERNATIONAL BUSINESS MACHINES COM						
SOLD 10/04/11 30 SHS						
@ 172.2683						
05/17/10 10/04/11	23	3,960.26	2,972.10-			988.16
06/15/10 10/04/11	6	1,033.11	777.01-			256.10
08/03/10 10/04/11	1	172.18	130.54-			41.64
TOTAL	30*	5,165.55 *	3,879.65-*			1,285.90 *
ABBOTT LABS COM						
SOLD 10/19/11 127 SHS						
@ 57.6713						
02/26/09 10/19/11	1	57.61	52.81-			4.80
03/24/09 10/19/11	126	7,258.89	5,899.16-			1,359.73
TOTAL	127*	7,316.50 *	5,951.97-*			1,364.53 *
WAL-MART STORES INC						
SOLD 11/07/11 157 SHS						
@ 57.5484						
09/11/09 11/07/11	18	1,034.77	913.75-			121.02
12/06/10 11/07/11	70	4,024.11	3,823.48-	200.63		
12/22/10 11/07/11	69	3,966.62	3,686.72-	279.90		
TOTAL	157*	9,025.50 *	8,423.95-*	480.53 *		121.02 *
SAIC INC COM						
SOLD 11/08/11 361 SHS						
@ 12.9655						
03/29/10 11/08/11	176	2,273.09	3,362.15-			1,089.06-
03/30/10 11/08/11	185	2,389.32	3,505.14-			1,115.82-
TOTAL	361*	4,662.41 *	6,867.29-*			2,204.88-*
INTERNATIONAL PAPER CO COM						
SOLD 11/16/11 174 SHS						
@ 28.1959						
04/27/11 11/16/11	174	4,897.29	5,226.73-	329.44-		

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990
CHARITABLE TRUST - MAYO CAPITAL
RICHARD AND SUSAN SMITH TRUSTEES

TAX PERIOD FREQ 1299 TAX I D NO 22-3048829

ADM - CB1
INV - 052

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
CISCO SYSTEM INC COM						
SOLD 11/17/11 178 SHS						
@ 18.7379						
03/18/11 11/17/11	82	1,532.38	1,418.31-	114.07		
04/18/11 11/17/11	96	1,794.01	1,608.93-	185.08		
TOTAL	178*	3,326.39 *	3,027.24-*	299.15 *		
ARCHER-DANIELS-MIDLAND COMPANY						
SOLD 11/21/11 152 SHS						
@ 28.32						
11/11/09 11/21/11	121	3,420.60	3,877.70-			457.10-
09/03/10 11/21/11	31	876.35	986.05-			109.70-
TOTAL	152*	4,296.95 *	4,863.75-*			566.80-*
KROGER CO COM						
SOLD 11/29/11 183 SHS						
@ 22.5748						
11/09/11 11/29/11	183	4,121.96	4,198.77-	76.81-		
OMNICARE INC						
SOLD 11/29/11 104 SHS						
@ 31.7792						
03/02/09 11/29/11	97	3,077.68	2,263.74-			813.94
10/29/09 11/29/11	7	222.10	155.20-			66.90
TOTAL	104*	3,299.78 *	2,418.94-*			880.84 *
ALLSTATE CORP COM						
SOLD 12/06/11 178 SHS						
@ 27.04						
11/16/11 12/06/11	178	4,804.13	4,658.60-	145.53		
MOSAIC CO NEW						
SOLD 12/09/11 179 SHS						
@ 49.8728						
05/20/11 12/09/11	179	8,916.32	11,635.00-	2,718.68-		
PFIZER INC COM						
SOLD 12/19/11 121 SHS						
@ 21.3192						
02/19/09 12/19/11	121	2,573.52	1,701.19-			872.33

A/C 56-5917-51 RICHARD AND SUSAN SMITH 1990
CHARITABLE TRUST - MAYO CAPITAL
RICHARD AND SUSAN SMITH TRUSTEES

TAX PERIOD FREQ 1299 TAX I D NO 22-3048829

ADM - CB1
INV - 052

-- CAPITAL GAINS/LOSSES (CONTINUED) --

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
--TOTAL CAPITAL GAIN/LOSSES--		394,774.60 **	337,612.65-**	13,687.95 **		43,474.00 **
GRAND TOTAL GAIN/LOSS FOR ACCOUNT		394,774.60 **	337,612.65-**	13,687.95 **		43,474.00 **

SUMMARY OF GAINS AND LOSSES	NET G/L	SHORT-TERM G/L	QUAL 5 YR GAIN	LONG-TERM G/L
GAIN/LOSS FROM PARTNERSHIPS				
CAPITAL GAIN DISTRIBUTIONS				
OTHER CAPITAL GAINS	65,513.27	18,277.95		47,235.32
OTHER CAPITAL LOSSES	8,351.32-	4,590.00-		3,761.32-
LOSS CARRYOVER				
-- NET GAIN/LOSS --	57,161.95	13,687.95		43,474.00

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	MAYO	P	VARIOUS	VARIOUS
b	SEMPER VIC	P	VARIOUS	VARIOUS
c	CHESTNUT HILL VENTURES	P	VARIOUS	VARIOUS
d	STATE STREET (BLACKROCK)	P	VARIOUS	VARIOUS
e	STATE STREET (BLACKROCK)	P	VARIOUS	VARIOUS
f	CONVEXITY	P	VARIOUS	VARIOUS
g	ARCHIPELAGO	P	VARIOUS	VARIOUS
h	ARCHIPELAGO	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	394,775.		337,613.	57,162.
b				-3,695.
c				1,647.
d				173,489.
e	225,000.		266,106.	-41,106.
f	5,451,745.		3,363,624.	2,088,121.
g				1,764,975.
h	2,730,338.		1,764,975.	965,363.
i	82,328.			82,328.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				57,162.
b				-3,695.
c				1,647.
d				173,489.
e				-41,106.
f				2,088,121.
g				1,764,975.
h				965,363.
i				82,328.
j				
k				
l				
m				
n				
o				

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	5,088,284.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHESTNUT HILL VENTURES	415.	0.	415.
GOULSTON & STORRS	6,835.	0.	6,835.
MAYO	25,557.	0.	25,557.
SEMPER VIC	39,502.	0.	39,502.
STATE STREET	166,467.	82,328.	84,139.
TOTAL TO FM 990-PF, PART I, LN 4	238,776.	82,328.	156,448.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HILL VENTURES	-153.	-153.	
BLACKROCK	-2,916.	-2,916.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,069.	-3,069.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP	8,100.	0.		8,100.
TO FORM 990-PF, PG 1, LN 16B	8,100.	0.		8,100.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAYO	11,516.	11,516.		0.
SEMPER VIC	17,357.	17,357.		0.
CAMBRIDGE ASSOCIATES	35,667.	35,667.		0.
IRM	4,475.	4,475.		0.
GOULSTON	17,518.	17,518.		0.
STATE STREET RESEARCH	9,668.	9,668.		0.
CHESTNUT HILL VENTURES	235.	235.		0.
TO FORM 990-PF, PG 1, LN 16C	96,436.	96,436.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,252.	3,252.		0.
TO FORM 990-PF, PG 1, LN 18	3,252.	3,252.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA ANNUAL REPORT	70.	0.		70.
BLACKROCK ADR FEES	22.	22.		0.
TO FORM 990-PF, PG 1, LN 23	92.	22.		70.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MAYO	883,375.	1,001,812.
BLACKROCK	5,784,450.	4,911,860.
SEMPER VIC	870,828.	1,712,432.
CONVEXITY	1,165,664.	1,957,665.
CHESTNUT HILL VENTURES	9,628.	5,678.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,713,945.	9,589,447.

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

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 RICHARD AND SUSAN SMITH 1990 CHARITABLE TRUST	Employer identification number (EIN) or [X] 22-3048829
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE NEWTON EXECUTIVE PARK, NO. 104	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWTON, MA 02462	

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ RICHARD A. & SUSAN F. SMITH 1280 BOYLSTON ST., SUITE 100 - CHESTNUT HILL, MA 02467

Telephone No. ▶ 617-278-5200 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______________ , and ending ______________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 8

8a	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.	**8a**	$ 59,925.
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 and any amount paid previously with Form 8868.	**8b**	$ 59,925.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

123842
01-06-12