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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: CONSTANCE H SMITH TW; A Employer identification number: 25-6582124; B Telephone number: (716) 842-5506; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$ 144,191; J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to a final net income of -8,643.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	3,433	13,403	13,403		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	145,481	126,984	130,788		
	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)	148,914	140,387	144,191			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	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 ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds	148,914	140,387				
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 page 17 of the instructions)	148,914	140,387				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	148,914	140,387				

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	148,914
2	Enter amount from Part I, line 27a	2	-8,643
3	Other increases not included in line 2 (itemize) ▶ _____	3	134
4	Add lines 1, 2, and 3	4	140,405
5	Decreases not included in line 2 (itemize) ▶ _____	5	18
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	140,387

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	-855
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		{ }	3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	7,688	149,531	0.051414
2009	6,032	134,482	0.044854
2008	9,772	162,282	0.060216
2007	10,032	197,613	0.050766
2006	9,513	187,939	0.050617
2	Total of line 1, column (d).		2 0.257867
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 0.051573
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 155,009
5	Multiply line 4 by line 3.		5 7,994
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 0
7	Add lines 5 and 6.		7 7,994
8	Enter qualifying distributions from Part XII, line 4.		8 7,688

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0
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	0
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	0
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	4
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	4

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?		No
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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> PA _____		
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? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>M AND T BANK</u> Telephone no ▶ <u>(716) 842-5506</u> Located at ▶ <u>ONE M AND T PLAZA 8TH FLOOR BUFFALO NY</u> ZIP+4 ▶ <u>14203</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			
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			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M AND T TRUST COMPANY ONE M AND T PLAZA BUFFALO, NY 14203	CORPORATE TRUSTEE 4	2,991		

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

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

Total number of other employees paid over \$50,000. 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 (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	152,973
b	Average of monthly cash balances.	1b	4,397
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	157,370
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	157,370
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	2,361
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	155,009
6	Minimum investment return. Enter 5% of line 5.	6	7,750

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	7,750
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	0
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,750
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	7,750
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	7,750

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	7,688
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,688
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,688

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,750
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				0
b From 2007.				212
c From 2008.				1,682
d From 2009.				0
e From 2010.				214
f Total of lines 3a through e.	2,108			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>7,688</u>				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				7,688
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	62			62
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,046			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	2,046			
10 Analysis of line 9				
a Excess from 2007.				150
b Excess from 2008.				1,682
c Excess from 2009.				0
d Excess from 2010.				214
e Excess from 2011.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

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

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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	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
Name and address (home or business)				
a <i>Paid during the year</i> GARDEN CLUB FEDERATION OF PA 1525 CEDAR CLIFF DRIVE CAMP HILL, PA 17011	N/A	PUBLIC	GENERAL FUNDING	1,922
BOROUGH OF GLEN ROCK PO BOX 116 GLEN ROCK, PA 17327	N/A	PUBLIC	GENERAL FUNDING	1,922
MENNO HAVEN INC ATTN CLARENCE R BAUMAN CHAMBERSBURG, PA 172014905	N/A	PUBLIC	GENERAL FUNDING	1,922
THE NATURE CONSERVANCY ATTN JESSICA R SWAN ARLINGTON, VA 222031606	N/A	PUBLIC	GENERAL FUNDING	1,922
Total			3a	7,688
b <i>Approved for future payment</i>				
Total			3b	

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

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Table with 4 columns: (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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2012-05-02 Title: *****
Preparer's Signature: MICHELE L DORE Date: 2012-05-02
Firm's name: THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN:
Firm's address: 9711 FARRAR COURT SUITE 110 RICHMOND, VA 23236 Phone no: (804) 727-3150

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 25-6582124

Name: CONSTANCE H SMITH TW

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
108 8 LSV VALUE EQUITY FUND STRATEGY		2010-02-11	2011-02-10
52 ALPINE GLOBAL PREMIER PPTYS		2010-11-17	2011-02-10
15 777 HARBOR INTERNATIONAL FUND #11		2009-04-17	2011-02-10
62 ING CLARION GLOBAL R/E INCOME FD		2010-11-17	2011-02-10
26 178 T ROWE PRICE INST LGE-CAP GROWTH		2006-10-27	2011-02-10
38 764 MTB SM CAP GRWTH-INST I-FD #555		2006-12-04	2011-02-10
47 722 MTB MID CAP GRWTH-INST I-FD #401		2008-02-12	2011-02-10
59 204 MTB LGE CAP VAL-INST I #327		2005-02-17	2011-02-10
106 44 MTB LGE CAP GRWTH-INST I #299		2004-11-29	2011-02-10
116 913 MTB INTL EQ-INST I-FD #270		2005-02-17	2011-02-10
11 852 MASTERS SELECT INTERNATIONAL FD #306		2007-06-25	2011-02-10
8 81 MORGAN STANLEY FOCUS GROWTH CL I		2010-11-17	2011-02-10
156 597 RIDGEWORTH SEIX FLT RATE HI INC CL I		2007-08-27	2011-02-10
5166 ALPINE GLOBAL PREMIER PPTYS		2010-11-17	2011-02-17
24 565 LSV VALUE EQUITY FUND STRATEGY		2010-02-11	2011-04-08
60 ALPINE GLOBAL PREMIER PPTYS		2010-11-17	2011-04-08
2 276 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2011-04-08
2 347 GUINNESS ATKINSON CHINA & HONG KONG		2008-10-13	2011-04-08
3 608 GUINNESS ATKINSON - GLBL ENERGY FD		2011-02-10	2011-04-08
2 377 HARBOR INTERNATIONAL FUND #11		2009-04-17	2011-04-08
48 ING CLARION GLOBAL R/E INCOME FD		2010-11-17	2011-04-08
17 916 LAZARD EMRG-MKTS EQ PORTFOLIO CL I		2008-02-12	2011-04-08
1 717 MFS EMERGING MARKETS DEBT FD-CL I		2009-09-24	2011-04-08
13 336 MTB SM CAP GRWTH-INST I-FD #555		2006-12-04	2011-04-08
10 438 MTB MID CAP GRWTH-INST I-FD #401		2008-02-12	2011-04-08
17 303 MTB LGE CAP VAL-INST I #327		2005-02-17	2011-04-08
7 58 MTB INTL EQ-INST I-FD #270		2005-02-17	2011-04-08
6 694 MASTERS SELECT INTERNATIONAL FD #306		2007-06-25	2011-04-08
2 755 MORGAN STANLEY FOCUS GROWTH CL I		2010-11-17	2011-04-08
7 705 RS GLOBAL NATURAL RESOURCES CL Y		2010-02-11	2011-04-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 ALPINE GLOBAL PREMIER PPTYS		2010-11-17	2011-09-01
4 516 DWS FLOATING RATE CL I		2011-02-10	2011-09-01
17 184 DREYFUS INTERNATIONAL BOND CL I		2011-02-10	2011-09-01
19 634 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2011-09-01
13 487 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2011-09-01
3 246 T ROWE PRICE INST LGE-CAP GROWTH		2011-04-08	2011-09-01
2 21 T ROWE PRICE INST LGE-CAP GROWTH		2006-10-27	2011-09-01
22 767 MFS EMERGING MARKETS DEBT FD-CL I		2011-02-10	2011-09-01
125 457 MTB SH TERM CORP BD-INST I-#518		2010-11-17	2011-09-01
262 678 MTB INCOME FUND-INST I-FD #143		2010-11-17	2011-09-01
6 94 MAINSTAY EPOCH GLOBAL EQ YIELD CL I		2011-04-08	2011-09-01
10 022 MORGAN STANLEY FOCUS GROWTH CL I		2010-11-17	2011-09-01
16 957 RIDGEWORTH SEIX FLT RATE HI INC CL I		2007-08-27	2011-09-01
2 SPDR S&P DIVIDEND ETF		2010-11-17	2011-09-01
20 575 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2011-10-20
3 024 ARTIO GLOBAL HIGH INCOME CL I		2010-11-17	2011-10-20
9 619 DWS FLOATING RATE CL I		2011-02-10	2011-10-20
3 473 DREYFUS INTERNATIONAL BOND CL I		2009-09-24	2011-10-20
6 697 FEDERATED ULTRA SHORT BOND CL I		2011-02-10	2011-10-20
14 188 T ROWE PRICE INST LGE-CAP GROWTH		2006-10-27	2011-10-20
3 542 MFS EMERGING MARKETS DEBT FD-CL I		2009-09-24	2011-10-20
208 MFS EMERGING MARKETS DEBT FD-CL I		2011-02-10	2011-10-20
4 645 MTB SM CAP GRWTH-INST I-FD #555		2006-12-04	2011-10-20
49 052 MTB SH TERM CORP BD-INST I-#518		2010-11-17	2011-10-20
7 747 MTB MID CAP GRWTH-INST I-FD #401		2011-09-01	2011-10-20
73 453 MTB INCOME FUND-INST I-FD #143		2010-11-17	2011-10-20
4 336 MAINSTAY EPOCH GLOBAL EQ YIELD CL I		2011-04-08	2011-10-20
27 535 RIDGEWORTH SEIX FLT RATE HI INC CL I		2007-08-27	2011-10-20
240 513 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2011-11-18
54 ALPINE GLOBAL PREMIER PPTYS		2010-11-17	2011-11-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
42 CBRE CLARION GLBL REAL ESTATE INCOME		2010-11-17	2011-11-18
1 735 GUINNESS ATKINSON CHINA & HONG KONG		2011-02-10	2011-11-18
981 GUINNESS ATKINSON - GLBL ENERGY FD		2011-02-10	2011-11-18
6 12 HARBOR INTERNATIONAL FUND #11		2011-10-20	2011-11-18
14 297 HARBOR INTERNATIONAL FUND #11		2009-04-17	2011-11-18
96 688 T ROWE PRICE INST LGE-CAP GROWTH		2006-10-27	2011-11-18
1 594 LAZARD EMRG-MKTS EQ PORTFOLIO CL I		2008-02-12	2011-11-18
47 278 LITMAN GREGORY MSTR SLCT INT'L CL I		2007-12-07	2011-11-18
12 886 LITMAN GREGORY MSTR SLCT INT'L CL I		2011-09-01	2011-11-18
1 748 MFS EMERGING MARKETS DEBT FD-CL I		2009-09-24	2011-11-18
15 037 MTB SM CAP GRWTH-INST I-FD #555		2007-08-27	2011-11-18
2 474 MTB MID CAP GRWTH-INST I-FD #401		2011-09-01	2011-11-18
6 354 MTB MID CAP GRWTH-INST I-FD #401		2010-11-17	2011-11-18
160 883 MTB LGE CAP VAL-INST I #327		2007-12-04	2011-11-18
202 546 MTB LGE CAP GRWTH-INST I #299		2007-12-04	2011-11-18
523 831 MTB INTL EQ-INST I-FD #270		2005-02-17	2011-11-18
2 857 RS GLOBAL NATURAL RESOURCES CL Y		2011-02-10	2011-11-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,565		1,295	270
356		374	-18
973		589	384
496		473	23
458		368	90
677		871	-194
753		609	144
651		667	-16
986		994	-8
1,092		1,314	-222
185		254	-69
344		308	36
1,419		1,494	-75
4		4	
366		292	74
420		430	-10
38		37	1
95		51	44
126		115	11
155		89	66
385		366	19
401		396	5
25		24	1
242		300	-58
168		133	35
195		195	
73		85	-12
109		144	-35
109		96	13
322		226	96

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26		28	-2
40		43	-3
298		280	18
341		317	24
124		124	
52		56	-4
35		31	4
338		327	11
1,291		1,288	3
2,677		2,666	11
104		110	-6
385		350	35
145		162	-17
103		101	2
260		265	-5
29		32	-3
87		92	-5
59		56	3
61		62	-1
227		200	27
51		49	2
3		3	
69		104	-35
502		504	-2
109		110	-1
739		746	-7
65		69	-4
237		263	-26
3,069		3,100	-31
294		380	-86

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
289		320	-31
49		67	-18
26		31	-5
325		340	-15
759		534	225
1,553		1,360	193
29		35	-6
600		972	-372
164		178	-14
25		24	1
234		320	-86
36		35	1
92		84	8
1,549		1,910	-361
1,622		1,981	-359
4,133		5,888	-1,755
103		111	-8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			270
			-18
			384
			23
			90
			-194
			144
			-16
			-8
			-222
			-69
			36
			-75
			74
			-10
			1
			44
			11
			66
			19
			5
			1
			-58
			35
			-12
			-35
			13
			96

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2
			-3
			18
			24
			-4
			4
			11
			3
			11
			-6
			35
			-17
			2
			-5
			-3
			-5
			3
			-1
			27
			2
			-35
			-2
			-1
			-7
			-4
			-26
			-31
			-86

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-31
			-18
			-5
			-15
			225
			193
			-6
			-372
			-14
			1
			-86
			1
			8
			-361
			-359
			-1,755
			-8

TY 2011 Investments - Other Schedule

Name: CONSTANCE H SMITH TW

EIN: 25-6582124

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MTB SHORT TERM CORP BOND #518	AT COST	12,565	12,783
MTB INTERMEDIATE TERM BOND			
MTB INTERNATIONAL EQUITY #270	AT COST	9,049	8,279
CRM MID CAP VALUE FUND			
MTB LARGE CAP VALUE INST#327	AT COST	7,509	7,676
VANGUARD INSTITUTIONAL			
T ROWE PRICE LG CAP GRWTH	AT COST	3,289	4,364
ALPINE INTL RE EQTY FUND			
HARBOR CAP APPREC #12			
MTB LG CAP GRWTH INST #299	AT COST	8,790	7,797
MTB SM CAP GRWTH INSTIT #555	AT COST	4,357	3,907
HARBOR INTL FUND #11	AT COST	4,116	5,782
LAZARD EMERGING MKTS	AT COST	3,857	4,117
MASTERS SELECT INTL FUND			
GOLDMAN SACHS HI YLD			
RIDGEWORTH SEIX FLOATING RATE	AT COST	4,461	4,389
MTB MID CAP #401	AT COST	4,867	5,407
GUINNESS ATKINSON CHINA & HK	AT COST	1,476	1,579
DREYFUS INTL BOND FUND	AT COST	4,310	4,373
MFS EMERGING MKTS	AT COST	2,793	2,907
MTB INCOME FUND #143	AT COST	19,580	20,931
ARTIO GLOBAL HI INCOME	AT COST	1,584	1,456
LSV VALUE EQUITY FUND	AT COST	7,878	8,069
MORGAN STANLEY FOCUS GRWTH	AT COST	5,768	5,753
ALPINE GLOBAL PREMIER PROP FD	AT COST	2,305	1,733
ING CLARION GLOBAL REAL ESTATE			
MAINSTAY EPOCH	AT COST	2,067	2,248
RS GLOBAL NATURAL RESOURCES	AT COST	3,949	4,292
SPDR S&P DIVIDEND	AT COST	2,987	3,124
DWS FLOATING RATE PLUS	AT COST	1,537	1,464
FEDERATED ULTRA SHORT BD	AT COST	1,461	1,451
MTB SHORT DURATION GOVT BD FD	AT COST	1,462	1,462
GUINNESS ATKINSON GLBL ENER FD	AT COST	1,720	1,413
CBRE CLARION GLBL R E INC FD	AT COST	470	424
LITMAN GREGORY MASTERS INTL	AT COST	2,777	3,608

TY 2011 Other Decreases Schedule

Name: CONSTANCE H SMITH TW

EIN: 25-6582124

Description	Amount
ROUNDING	5
RETURN OF CAPITAL ADJUSTMENT	13

TY 2011 Other Increases Schedule

Name: CONSTANCE H SMITH TW

EIN: 25-6582124

Description	Amount
MUTUAL FUND ADJUSTMENT	134

TY 2011 Taxes Schedule

Name: CONSTANCE H SMITH TW

EIN: 25-6582124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PRIOR YEAR BALAN	3	0		0
FEDERAL ESTIMATED TAX DEPOSITS	4	0		0
FOREIGN TAXES ON QUALIFIED FOR	63	63		0
FOREIGN TAXES ON NONQUALIFIED	4	4		0