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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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
GORDON V & HELEN C SMITH FOUNDATION

A Employer identification number
52-1440846

Number and street (or P O box number if mail is not delivered to street address)
8716 CRIDER BROOK WAY

Room/suite

B Telephone number (see page 10 of the instructions)
(301) 469-8597

City or town, state, and ZIP code
POTOMAC, MD 20854

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 11,039,866

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,745			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	51,763	51,578		
	4 Dividends and interest from securities.	212,628	212,628		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	186,537			
	b Gross sales price for all assets on line 6a 2,935,329				
	7 Capital gain net income (from Part IV, line 2)		186,537		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	621,524	530,961		
	12 Total. Add lines 1 through 11	1,075,197	981,704		
	13 Compensation of officers, directors, trustees, etc	58,994			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	700			700
	b Accounting fees (attach schedule).	15,744	3,936		11,808
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	26,251	26,251		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	38,455			
	22 Printing and publications				
	23 Other expenses (attach schedule).	38,470	38,470		
	24 Total operating and administrative expenses. Add lines 13 through 23	178,614	68,657		12,508
	25 Contributions, gifts, grants paid	3,183,858			3,183,858
	26 Total expenses and disbursements. Add lines 24 and 25	3,362,472	68,657		3,196,366
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,287,275			
	b Net investment income (if negative, enter -0-)		913,047		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,820,532	741,529	741,529
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 725,000 Less allowance for doubtful accounts ▶ _____	225,000	725,000	725,000
	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)	6,609,829	4,530,143	3,089,325
	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)	6,281,976	7,442,621	6,484,012
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	400,000	400,000		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,337,337	13,839,293	11,039,866	
Liabilities	17	Accounts payable and accrued expenses	62	29,485	
	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 ▶ _____)	1,215,225	1,139,230	
	23	Total liabilities (add lines 17 through 22)	1,215,287	1,168,715	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,122,050	12,670,578	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,122,050	12,670,578	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,337,337	13,839,293	

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 15,122,050
2	Enter amount from Part I, line 27a	2 -2,287,275
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 12,834,775
5	Decreases not included in line 2 (itemize) ▶ _____	5 164,197
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 12,670,578

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) 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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	186,537
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>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</div>		3	124,760

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	3,278,816	13,285,970	0 246788
2009	5,287,812	13,212,933	0 400200
2008	7,244,096	34,081,495	0 212552
2007	11,566,462	64,077,629	0 180507
2006	3,319,610	52,615,682	0 063092

2	Total of line 1, column (d).	2	1 103139
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 220628
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	10,212,395
5	Multiply line 4 by line 3.	5	2,253,140
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,130
7	Add lines 5 and 6.	7	2,262,270
8	Enter qualifying distributions from Part XII, line 4.	8	3,196,366

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 VIExcise 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,130	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	9,130	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	9,130	
6		Credits/Payments				
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a			
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7		
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	181	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	9,311	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10		
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	0	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE, MD, VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 N/A	13	Yes	
14	The books are in care of JOSEPH R PARKER Telephone no (703) 821-2500 Located at PO BOX 11083 MCLEAN VA ZIP +4 22102			
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		No
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		
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 checked="" type="checkbox"/> Yes <input 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		No
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		

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(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	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
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	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See Additional Data Table				
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.				

Part VIII

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.	▶
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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	N/A	
2		
	All other program-related investments See page 24 of the instructions	
3		

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	6,056,574
b	Average of monthly cash balances.	1b	1,522,989
c	Fair market value of all other assets (see page 24 of the instructions).	1c	2,788,351
d	Total (add lines 1a, b, and c).	1d	10,367,914
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	10,367,914
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	155,519
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,212,395
6	Minimum investment return. Enter 5% of line 5.	6	510,620

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	510,620
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	9,130
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,130
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	501,490
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	501,490
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	501,490

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	3,196,366
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	3,196,366
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	9,130
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,187,236
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				501,490
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				941,994
b	From 2007.				8,443,239
c	From 2008.				5,548,012
d	From 2009.				4,627,165
e	From 2010.				2,629,413
f	Total of lines 3a through e.	22,189,823			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 3,196,366				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				501,490
e	Remaining amount distributed out of corpus	2,694,876			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	24,884,699			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	941,994			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	23,942,705			
10	Analysis of line 9				
a	Excess from 2007. . . .	8,443,239			
b	Excess from 2008. . . .	5,548,012			
c	Excess from 2009. . . .	4,627,165			
d	Excess from 2010. . . .	2,629,413			
e	Excess from 2011. . . .	2,694,876			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008		
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 XVSupplementary 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))

GORDON V 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 ☐ 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

GORDON V AND HELEN C SMITH
8716 CRIDER BROOK WAY
POTOMAD, MD 20854
(301) 469-8597

b

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

NO ESTABLISHED FORM OR CRITERIA

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2011)

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 Paid during the year See Additional Data Table				
Total			3a	3,183,858
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments	531390	185	14	51,578	
4	Dividends and interest from securities.			14	212,628	
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.	531390	90,563	14	530,961	
8	Gain or (loss) from sales of assets other than inventory					186,537
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).		90,748		795,167	186,537
13	Total. Add line 12, columns (b), (d), and (e).					1,072,452

[illegible]

Part XVII

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

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

b If "Yes," complete the following schedule					
(a) Name of organization	(b) Type of organization	(c) Description of relationship			

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-05-14	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature JOSEPH R PARKER		Date 2012-05-14	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name JOSEPH R PARKER CPA		Firm's EIN	
Firm's address PO BOX 11083 MCLEAN, VA 221027983		Phone no (703) 821-2500			

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

Additional Data

Software ID:
Software Version:
EIN: 52-1440846
Name: GORDON V & HELEN C SMITH FOUNDATION

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)
A SCHULMAN INC	P	2010-08-26	2011-04-26
PENN WEST PETROLEUM LTD	P	2008-05-06	2011-12-06
PUT ACET 08/20/11	P	2011-08-22	2011-08-09
NEW TURKISH LIRA	P	2011-08-11	2011-08-10
PENN WEST PETROLEUM LTD	P	2008-09-10	2011-12-06
PUT SPLS 09/17/11	P	2011-09-19	2011-08-08
ULTRA PETROLEUM CORP	P	2011-10-25	2011-12-06
PENN WEST PETROLEUM LTD	P	2008-12-10	2011-12-06
BP P L C SPONSORED ADR	P	2010-05-14	2011-07-29
PENN WEST PETROLEUM LTD	P	2008-12-10	2011-12-06
BP P L C SPONSORED ADR	P	2010-05-19	2011-07-29
TURKIYE IS BANKASI SER C TRY1	P	2006-03-29	2011-06-22
BP P L C SPONSORED ADR	P	2010-05-19	2011-11-08
TURKIYE IS BANKASI SER C TRY1	P	2006-03-29	2011-08-26
BP P L C SPONSORED ADR	P	2010-05-20	2011-11-08
TURKIYE IS BANKASI SER C TRY1	P	2006-06-14	2011-08-26
FLEXTRONICS INTERNATIONAL LTD	P	2008-11-21	2011-08-12
TURKIYE IS BANKASI SER C TRY1	P	2006-12-31	2011-08-26
FLEXTRONICS INTERNATIONAL LTD	P	2008-11-24	2011-08-12
TURKIYE IS BANKASI SER C TRY1	P	2009-06-16	2011-08-26
FLEXTRONICS INTERNATIONAL LTD	P	2008-11-24	2011-11-04
TURKIYE IS BANKASI SER C TRY1	P	2010-02-01	2011-08-26
FLEXTRONICS INTERNATIONAL LTD	P	2008-11-25	2011-11-04
CALL ACET 08/20/11	P	2011-08-22	2011-06-13
FRANCE TELECOM SPONSORED ADR	P	2010-05-17	2011-08-12
CALL ACI 05/26/11	P	2011-05-23	2011-04-29
FRANCE TELECOM SPONSORED ADR	P	2010-05-20	2011-08-12
CALL ACI 07/16/11	P	2011-07-18	2011-06-14
PENN WEST PETROLEUM LTD	P	2008-04-29	2011-08-15
CALL BP 09/17/11	P	2011-09-19	2011-07-29

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)
PENN WEST PETROLEUM LTD	P	2008-05-06	2011-08-15
CALL MTB 10/22/11	P	2011-10-24	2011-07-07

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)
232,677		166,661	66,016
64,743		99,416	-34,673
2,915			2,915
166			166
137,102		190,642	-53,540
1,893			1,893
118,925		106,221	12,704
178,994		98,786	80,208
136,589		140,005	-3,416
1,906		1,051	855
204,883		203,718	1,165
117,752		135,939	-18,187
111,520		113,176	-1,656
4,961		16,564	-11,603
111,520		110,154	1,366
98,046		205,000	-106,954
181,074		86,400	94,674
158,639		176,038	-17,399
16,976		7,355	9,621
65,068		49,376	15,692
251,931		93,168	158,763
40,959		48,125	-7,166
79,557		19,241	60,316
1,894			1,894
296,701		307,568	-10,867
15,652			15,652
74,175		75,281	-1,106
4,782			4,782
132,984		196,567	-63,583
12,892			12,892

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)
71,607		102,340	-30,733
5,846			5,846






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	
			66,016
			-34,673
			2,915
			166
			-53,540
			1,893
			12,704
			80,208
			-3,416
			855
			1,165
			-18,187
			-1,656
			-11,603
			1,366
			-106,954
			94,674
			-17,399
			9,621
			15,692
			158,763
			-7,166
			60,316
			1,894
			-10,867
			15,652
			-1,106
			4,782
			-63,583
			12,892

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	
			-30,733
			5,846


Form 990PF Part VIII Line 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
GORDON V SMITH  8716 CRIDER BROOK WAY POTOMAC, MD 20854	PRESIDENT 40 00	0	0	0
HELEN C SMITH  8716 CRIDER BROOK WAY POTOMAC, MD 20854	VICE-PRES 40 00	0	0	0
BRUCE G SMITH  220 BUXTON ROAD FALLS CHURCH, VA 22046	DIRECTOR 10 00	0	0	0
DOUGLAS I SMITH  2800 PINE HOLLOW ROAD OAKTON, VA 22124	DIRECTOR 1 00	0	0	0
CYNTHIA J SKARBK  2810 AVENUE OF THE WOODS LOUISVILLE, KY 40241	DIRECTOR 10 00	58,994	0	0

Form 990PF Part XV Line 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>				
ALASKA BIBLE INSTITUTE1295 MISSION ROAD HOMER,AK 99603	NONE	PUBLIC	GENERAL SUPPORT	600
ALBION COLLEGE611 EAST PARKER STREET ALBION,MI 49224	NONE	PUBLIC	GENERAL SUPPORT	1,000
AMERICAN HEART ASSOCIATION7203 POPLAR STREET ANNANDALE,VA 22003	NONE	PUBLIC	GENERAL SUPPORT	50
BASEBALL CHAPELPO BOX 302 SPRINGFIELD,PA 19064	NONE	PUBLIC	GENERAL SUPPORT	1,000
BETHESDA UNITED METHODIST8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	GENERAL SUPPORT	25,000
BETHESDA UNITED METHODIST8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	SUMMER INTERN	2,000
BETHESDA UNITED METHODIST8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	CHRISTMAS EVE OFFERING	1,000
BOUND FOR LIFE5023 WEBER COURT FORT MILL,SC 29715	NONE	PUBLIC	GENERAL SUPPORT	650
CENTER FOR EQUAL OPPORTUNITY7700 LEESBURG PIKE SUITE FALLS CHURCH,VA 22043	NONE	PUBLIC	GENERAL SUPPORT	15,000
CIRCLE URBAN MINISTRIES118 N CENTRAL AVENUE CHICAGO,IL 60644	NONE	PUBLIC	GENERAL SUPPORT	2,000
CORNERSTONE SCHOOLS OF DC907 MARYLAND AVENUE NE WASHINGTON,DC 20002	NONE	PUBLIC	GENERAL SUPPORT	13,068
COVENANT LIFE CHURCHPO BOX 171 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	5,000
DEPAUW UNIVERSITYPO BOX 37 GREENCASTLE,IN 46135	NONE	PUBLIC	GENERAL SUPPORT	30,000
FOCUS ON TANZANIAN COMMSC/O RICHARD JOHNSTONWILMER HALE LLP 60 STATE STREET BOSTON,MA 02109	NONE	PUBLIC	GENERAL SUPPORT	2,500
FRIENDS OF MUSIC FUNDEMORY UNIVERSITY ATLANTA,GA 30322	NONE	PUBLIC	GENERAL SUPPORT	50
GILDER LEHMAN INSTITUTE OF AMERICAN HISTORICAL SOCIETY19 WEST 44TH STREET SUITE 500 NEW YORK,NY 10036	NONE	PUBLIC	GENERAL SUPPORT	15,000
GOOD NEWS FOR INDIAPO BOX 7576 LA VERNE,CA 91750	NONE	PUBLIC	GENERAL SUPPORT	2,000
GRAND ASPIRATIONS413 WACOUTA STREET SUITE 400 ST PAUL,MN 55101	NONE	PUBLIC	GENERAL SUPPORT	525
GRAND HAVEN BUCANEERS SPORTS BOOSTERSPO BOX 562 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	500
GRAND RAPIDS THEOLOGICAL SEMINARY3000 LEONARD STREET NE GRAND RAPIDS,MI 49525	NONE	PUBLIC	GENERAL SUPPORT	1,000
GREEN STREET CHURCH639 S GREEN STREET WINSTON SALEM,NC 27101	NONE	PUBLIC	GENERAL SUPPORT	613
HOSPICE & PALLIATIVE CARE OF CAPE COD765 ATTUCK LANE HYANNIS,MA 02601	NONE	PUBLIC	GENERAL SUPPORT	100
HOSPICE OF NORTH OTTOWA COMMUNITY1309 SHELDON ROAD GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	100
JARRETTOWN UMC1460 LIMEKILN PIKE DRESHUR,PA 19025	NONE	PUBLIC	GENERAL SUPPORT	100
KENNEDY CENTER HONORS2700 F STREET NW WASHINGTON,DC 20566	NONE	PUBLIC	GENERAL SUPPORT	22,252
KID'S HOPE USA100 PINE STREET ZEELAND,MI 49464	NONE	PUBLIC	GENERAL SUPPORT	20,250
LOUDOUN YOUTH INCPO BOX 1732 LEESBURG,VA 20177	NONE	PUBLIC	GENERAL SUPPORT	10,000
LOVE INC1106 FULTON AVE GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	250
NATIONAL KIDNEY FOUNDATION FINANCE DEPARTMENT30 EAST 33RD STREET NEW YORK,NY 10016	NONE	PUBLIC	GENERAL SUPPORT	200
NORTHBRIDGE CHURCH206 HAZEL STREET ZELIENOPLE,PA 16063	NONE	PUBLIC	GENERAL SUPPORT	5,000

Form 990PF Part XV Line 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 Paid during the year				
OHIO WESLEYAN UNIVERSITY61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	GENERAL SUPPORT	1,407,335
OPERATION MOBILIZATIONPO BOX 444 TYRONE, GA 30290	NONE	PUBLIC	GENERAL SUPPORT	1,000
OPPORTUNITY INTERNATIONALPO BOX 3695 OAK BROOK, IL 60522	NONE	PUBLIC	GENERAL SUPPORT	640,728
PHILIPPINE DEVELOPMENT FOUNDATIONE HILLSIDE BLVD SUITE 105 FRESNO CITY, CA 94404	NONE	PUBLIC	GENERAL SUPPORT	10,000
PITTSBURGH KIDS FOUNDATIO116 FEDEAL AVENUE - 2ND F PITTSBURGH, PA 15212	NONE	PUBLIC	GENERAL SUPPORT	15,550
PLAINWELL COMMUNITY SCHOOLS EDUCTION FUNDPO BOX 463 PLAINWELL, MI 49080	NONE	PUBLIC	GENERAL SUPPORT	1,000
PROJECT MEDSENDPO BOX 1098 ORANGE, CT 06477	NONE	PUBLIC	GENERAL SUPPORT	1,000
REIGN MINISTRIES5401 WEST BROADWAY MINNEAPOLIS, MN 55428	NONE	PUBLIC	GENERAL SUPPORT	500
SALVATION ARMY1009 W BARAGA AVENUE MARQUETTE, MI 49855	NONE	PUBLIC	GENERAL SUPPORT	250
SAVE THE RHINO INTERNATIONAL 16 WINCHESTER WALK LONDON, ENGLAND UK	NONE	PUBLIC	GENERAL SUPPORT	1,114
SCHOOL OF ST JUDEPO BOX 11875 ARUSHA TZ	NONE	PUBLIC	GENERAL SUPPORT	678,019
SPRING VALLEY WESLEYAN CHURCH15550 CLEVELAND SPRING LAKE, MI 49456	NONE	PUBLIC	GENERAL SUPPORT	1,000
SYNERGOS INSTITUTE51 MADISON AVENUE NEW YORK, NY 10010	NONE	PUBLIC	GENERAL SUPPORT	24,500
THE NATIONAL BREAST CANCER RESEARCH FOUNDATION2600 NETWORK BLVD FRISCO, TX 75034	NONE	PUBLIC	GENERAL SUPPORT	100
TIKKUN INTERNATIONALPO BOX 2997 GAITHERSBURG, MD 20886	NONE	PUBLIC	GENERAL SUPPORT	650
TRI CITIES MINISTRIES COUNSEL 120 S FIFTH STREET GRAND HAVEN, MI 49417	NONE	PUBLIC	GENERAL SUPPORT	2,000
WESLEY THEOLOGICAL SEMINARY 4500 MASSACHUSETTS AVENUE WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL SUPPORT	70,654
WISCONSIN HISTORICAL FOUNDATION816 STATE STREET MADISON, WI 53706	NONE	PUBLIC	GENERAL SUPPORT	150,000
WOMEN AT RISK INTERNATION 4345 SAWKAW DR NE GRAND RAPIDS, MI 49525	NONE	PUBLIC	ENDOWNMENT CONTRIBUTION	650
YWCA OF KALAMAZOO353 E MICHIGAN AVE KALAMAZOO, MI 49007	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				3,183,858

TY 2011 Accounting Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	15,744	3,936		11,808

TY 2011 Compensation Explanation**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Person Name	Explanation
GORDON V SMITH	
HELEN C SMITH	
BRUCE G SMITH	
DOUGLAS I SMITH	
CYNTHIA J SKARBEK	

**TY 2011 Investments Corporate
Stock Schedule****Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACETO CORP	137,410	131,100
ARCH COAL INC	468,889	261,180
BELL MICROPRODUCTS INC.	149,802	
BP PLC SPONSORED ADR	207,826	213,700
COUNTRYWIDE FINANCIAL CORP	624,891	33,428
COUNTRYWIDE FINANCIAL CORP (BGS)	491,000	101,302
FLEXTRONICS INTL LTD	80,170	283,000
FORD MOTOR CO	118,037	107,600
FRANCE TELECOM	575,149	485,460
M&T BANKCORP	179,282	340,629
NAVIOS MARITIME HOLDINGS	606,905	353,430
PENN WEST ENERGY TR		
SCHULMAN INC		
SKECHERS USA INC	359,649	218,160
STAPLES INC	137,087	138,900
STATE STREET CORP	245,658	245,891
TURKIYE IS BANKAS AS	148,388	175,545

TY 2011 Investments - Other Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DPI INVESTORS, L.L.C.	AT COST	3,998,319	1,466,423
MILLER AND SMITH AT CENTERPARK LLC	AT COST		154,945
MILLER AND SMITH AT DULLES PARKWAY C	AT COST		2,125,000
MILLER AND SMITH AT MAPLE LAWN, L.L.	AT COST	141,126	231,704
MILLER AND SMITH AT WOODCREST, L.L.C	AT COST	511,874	
MILLER AND SMITH COMMUNITIES, L.L.C.	AT COST	62,359	103,900
MS PEMBROOKE INVESTORS, L.L.C.	AT COST	1,670,352	1,328,706
MS RICHMOND INVESTOR, LLC	AT COST	267,552	267,552
ORCHARD AT NEW MARKET, LLC	AT COST	243,057	257,800
PATAGONIA PARTNERS, L.L.C.	AT COST	177,982	177,982
TSKI BANK	AT COST	270,000	270,000
VL COMMERCIAL INVESTORS, L.L.C.	AT COST	100,000	100,000

TY 2011 Legal Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	700			

TY 2011 Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OPPORTUNITY MICROFINANCE BANK	400,000	400,000	

TY 2011 Other Decreases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
FEDERAL INCOME TAXES	151,677
PRIOR PERIOD ADJUSTMENT	12,520

TY 2011 Other Expenses Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXP - CENTERPARK	851	851		
INVESTMENT EXP - GERARDS	13,021	13,021		
INVESTMENT EXP - M&S AT DPC L	1,076	1,076		
INVESTMENT EXP - PATAGONIA PA	22,018	22,018		
MISCELLANEOUS	1,504	1,504		

TY 2011 Other Income Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME - MS PEMBROOKE INVSTR	43,818		
INCOME - MS PEMBROOKE INVSTR	242,817	242,817	
INCOME - DPI INVESTORS, LLC	12,911		
INCOME - DPI INVESTORS, LLC	6,891	6,891	
INCOME - M&S AT CENTERPARK	7,062	7,062	
INCOME - M&S AT MAPLE LAWN	33,834		
INCOME - M&S AT MAPLE LAWN	48,144	48,144	
OTHER INCOME	226,047	226,047	

TY 2011 Other Liabilities Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFICIT BALANCES - INVESTMENT K-1'S	1,215,225	1,127,272
PUT - MPL		11,958

**TY 2011 Other Notes/Loans
Receivable Short Schedule****Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Name of 501(c)(3) Organization	Balance Due
NOTES RECEIVABLE - TSKI	225,000
NOTES RECEIVABLE - ELETE ENERGY LLC	

TY 2011 Taxes Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPTROLLER OF MARYLAND	3,323	3,323		
VA DEPARTMENT OF TAXATION	22,928	22,928		

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Aetas Mirabilis Foundation
2800 Pine Hollow Road, Oakton, VA 22124
- (ii) Amount of Grant: Grant of \$1,654,727 was given on June 5, 2009.
- (iii) Purpose of Grant: General Support for the Aetas Mirabilis Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$740,870 through December 31, 2011 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Habdank Foundation
2810 Avenue of the Woods
Louisville Kentucky 40241
- (ii) Amount of Grant: Grant of \$1,000,000 was given on September 3, 2009.
- (iii) Purpose of Grant: General Support for the Habdank Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$73,375 through December 31, 2011 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.