Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: SMITH RICHARDSON FOUNDATION, INC.

A Employer identification number: 56-0611550

Number and street (or P O box number if mail is not delivered to street address): 701 GREEN VALLEY ROAD

Room/suite: 300

B Telephone number: 336-379-8600

City or town, state, and ZIP code: GREENSBORO, NC 27408-7096

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 443,198,966.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received	2,110,000.		N/A	
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	8,553,082.	8,338,044.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	23,325,494.			
b	Gross sales price for all assets on line 6a 219,233.				
7	Capital gain net income (from Part IV, line 2)		23,419,779.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-36,889,314.	1,751,203.		STATEMENT 2
12	**Total.** Add lines 1 through 11	-2,900,738.	33,509,026.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	985,878.	0.		985,878.
14	Other employee salaries and wages	1,354,125.	0.		1,354,125.
15	Pension plans, employee benefits	1,675,933.	0.		752,648.
16a	Legal fees STMT 3	17,892.	0.		17,892.
b	Accounting fees STMT 4	65,950.	0.		65,950.
c	Other professional fees STMT 5	115,889.	5,325,725.		115,877.
17	Interest				
18	Taxes STMT 6	181,862.	0.		105,720.
19	Depreciation and depletion	29,821.	0.		
20	Occupancy	31,417.	0.		31,417.
21	Travel, conferences, and meetings	142,742.	0.		133,405.
22	Printing and publications	2,113.	0.		2,113.
23	Other expenses STMT 7	452,461.	0.		452,461.
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,056,083.	5,325,725.		4,017,486.
25	Contributions, gifts, grants paid	19,844,339.			19,725,110.
26	**Total expenses and disbursements.** Add lines 24 and 25	24,900,422.	5,325,725.		23,742,596.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-27,801,160.			
b	**Net investment income** (if negative, enter -0-)		28,183,301.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	366,138.	53,231.	53,231.
	2	Savings and temporary cash investments	9,629.	9,917.	9,917.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	164,302.	149,519.	149,519.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	470,458,440.	442,909,643.	442,909,643.
	14	Land, buildings, and equipment: basis ▶ 744,976.			
		Less accumulated depreciation ▶ 697,439.	78,914.	47,537.	47,537.
	15	Other assets (describe ▶ OTHER RECEIVABLES)	21,393.	29,119.	29,119.
	16	**Total assets** (to be completed by all filers)	471,098,816.	443,198,966.	443,198,966.
Liabilities	17	Accounts payable and accrued expenses	5,514,528.	6,300,687.	
	18	Grants payable	5,387,090.	4,956,099.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 9)	1,507,811.	1,053,953.	
	23	**Total liabilities** (add lines 17 through 22)	12,409,429.	12,310,739.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	458,689,387.	430,888,227.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	458,689,387.	430,888,227.	
	31	**Total liabilities and net assets/fund balances**	471,098,816.	443,198,966.	

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	458,689,387.
2	Enter amount from Part I, line 27a	2	-27,801,160.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	430,888,227.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	430,888,227.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	219,233.	20,975.	153,503.	23,419,779.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				23,419,779.

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	23,419,779.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	22,296,628.	434,182,520.	.051353
2009	25,650,580.	396,207,187.	.064740
2008	27,455,557.	502,357,968.	.054653
2007	26,634,313.	551,330,854.	.048309
2006	22,653,068.	505,402,681.	.044822

2 **Total** of line 1, column (d)	2	.263877
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	.052775
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	461,323,470.
5 Multiply line 4 by line 3	5	24,346,346.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	281,833.
7 Add lines 5 and 6	7	24,628,179.
8 Enter qualifying distributions from Part XII, line 4	8	23,754,134.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	563,666.
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	563,666.
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	563,666.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	476,053.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	80,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	556,053.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	7,613.
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** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC,CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SRF.ORG

14 The books are in care of ▶ ROSS HEMPHILL Telephone no.▶336-379-8600

Located at ▶701 GREEN VALLEY ROAD, SUITE 300, GREENSBORO, NC ZIP+4 ▶27408-7096

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? STMT 14 ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** | | X

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? STMT 14 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12	0.00	985,878.	611,647.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NADIA C. SCHADLOW-MURPHY - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	181,581.	69,972.	0.
ALLAN SONG - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	167,103.	77,209.	0.
MARK STEINMEYER - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	SR PROGRAM OFFICER 37.50	171,840.	48,565.	0.
DONNA M. WALSH - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	EXECUTIVE ASSISTANT 37.50	144,492.	62,754.	0.
LORI RAINVILLE - 701 GREEN VALLEY RD, GREENSBORO, NC 27408	EXECUTIVE ASSISTANT 37.50	98,527.	35,495.	0.

Total number of other employees paid over $50,000 ▶ 9

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MCGLADREY LLP 230 NORTH ELM STREET, GREENSBORO, NC 27401	AUDIT AND TAX SERVICES	65,950.
H. SMITH RICHARDSON TESTAMENTARY TRUST - P.O. BOX 29448 PLAZA STATION, GREENSBORO, NC 27429	ACCOUNTING SERVICES	52,366.
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	464,853,702.
b	Average of monthly cash balances		1b	3,326,620.
c	Fair market value of all other assets		1c	168,379.
d	**Total** (add lines 1a, b, and c)		1d	468,348,701.
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	468,348,701.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	7,025,231.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	461,323,470.
6	**Minimum investment return.** Enter 5% of line 5		6	23,066,174.

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

1	Minimum investment return from Part X, line 6		1	23,066,174.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 563,666.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	563,666.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	22,502,508.
4	Recoveries of amounts treated as qualifying distributions		4	438,115.
5	Add lines 3 and 4		5	22,940,623.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	22,940,623.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	23,742,596.
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	11,538.
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	23,754,134.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	23,754,134.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				22,940,623.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			20,114,266.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 23,754,134.				
a Applied to 2010, but not more than line 2a			20,114,266.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	2,110,000.	SEE STATEMENT 13		
d Applied to 2011 distributable amount				1,529,868.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,110,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				21,410,755.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	2,110,000.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

** SEE STATEMENT 10

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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 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:

PETER L. RICHARDSON, PRESIDENT, 203-222-6222
SMITH RICHARDSON FOUNDATION, INC., 60 JESUP ROAD, WESTPORT, CT 06880

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

WRITTEN PROPOSAL ALONG WITH A COPY OF IRS EXEMPTION LETTER

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:

SEE ATTACHED STATEMENT OF PRIORITIES AND PROCEDURES (STATEMENT 15)

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10	NONE	SECTION 509(A)(1), (2) OR (3)	VARIOUS	19,725,110.
Total			▶ 3a	19,725,110.
b *Approved for future payment*				
SEE STATEMENT 10	NONE	SECTION 509(A)(1), (2) OR (3)	VARIOUS	3,984,078.
Total			▶ 3b	3,984,078.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900000	215,038.	14	8,338,044.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900000	8,695.	18	23,316,799.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 17	900000	-830,860.	14	-36,058,454.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-607,127.		-4,403,611.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -5,010,738.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Ross Hemphill 11/14/2012 ~~AGENT~~ VP/CFO

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
GARRICK L. MARTIN	Garrick L. Martin	11-12-12		P00239389

Firm's name ▶ MCGLADREY LLP

Firm's EIN ▶ 42-0714325

Firm's address ▶ 230 N. ELM ST STE 1100
GREENSBORO, NC 27401

Phone no. (336) 272-4551

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	H. SMITH RICHARDSON CHARITABLE TRUST 701 GREEN VALLEY ROAD SUITE 300 GREENSBORO, NC 274087096	$ 2,110,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

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

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

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

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

Name of organization	Employer identification number
SMITH RICHARDSON FOUNDATION, INC.	56-0611550

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

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

Name of organization

SMITH RICHARDSON FOUNDATION, INC.

Employer identification number

56-0611550

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

SMITH RICHARDSON FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
56-0611550 PAGE 1 OF 1

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 STATEMENT 11	P	VARIOUS	VARIOUS
b	MOORINGS CAPITAL LLC (ST - GROSS)	P	VARIOUS	VARIOUS
c	MOORINGS CAPITAL LLC (LT - GROSS)	P	VARIOUS	VARIOUS
d	MOORINGS CAPITAL LLC (ST - UBIT)	P	VARIOUS	VARIOUS
e	MOORINGS CAPITAL LLC (LT - UBIT)	P	VARIOUS	VARIOUS
f	MISCELLANEOUS EQUIPMENT	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	116,848.		132,096.	-15,248.
b				4,666,856.
c				18,674,913.
d				-3,361.
e				-5,334.
f	102,385.	20,975.	21,407.	101,953.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-15,248.
b				4,666,856.
c				18,674,913.
d				-3,361.
e				-5,334.
f				101,953.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	23,419,779.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 1, Part I, Line 11 - Other income

DESCRIPTION		(a) Revenue and expenses per books	(b) Net investment income
EQUITY IN PARTNERSHIP INCOME/ (LOSS)		(38,164,773)	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES I	*	329,789	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES II	*	(54,398)	
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FOUNDATION PROPERTIES III	*	68,977	
OTHER INCOME FROM MOORINGS CAPITAL, LLC			1,649,162
GRANTS CANCELLED - STMT 10		988,250	
UNREALIZED APPRECIATION		(159,200)	
MISCELLANEOUS INCOME		102,041	102,041
TOTALS		(36,889,314)	1,751,203

* 501(a) Real estate holding companies

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 1, Part I, Line 16a - Legal Fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
NEXSEN PRUET ADAMS KLEEMEIER	17,892			17,892
TOTALS	17,892	0	0	17,892

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 1, Part I, Line 16B - Accounting Fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
MCGLADREY & PULLEN	65,950			65,950
TOTALS	65,950	0	0	65,950

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 1, Part I, Line 16c - Other professional fees

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
CUSTODIAN FEES	12	12		
OTHER PROFESSIONAL FEES	98,708			98,708
COMPUTER CONSULTING FEES	17,169			17,169
EQUITY IN PARTNERSHIP INCOME/(LOSS)				
PARTNERSHIP INVESTMENT EXPENSES (K-1's)		5,325,713		
TOTALS	115,889	5,325,725	0	115,877

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 1, Part I, Line 18 - Taxes

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
FEDERAL EXCISE TAX	530,000			
PAYROLL TAXES	105,265			105,265
DEFERRED FEDERAL EXCISE TAXES	(453,858)			
OTHER TAXES & LICENSES	455			455
TOTALS	181,862	0	0	105,720

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 1, Part I, Line 23 - Other expenses

DESCRIPTION	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
CONSULTING FEES	84,707			84,707
OFFICE SUPPLIES	52,604			52,604
DUES & SUBSCRIPTIONS	15,441			15,441
POSTAGE	9,699			9,699
TELEPHONE	35,716			35,716
UTILITIES	18,381			18,381
MAINTENANCE	104,173			104,173
INSURANCE	118,300			118,300
OFFICE EQUIPMENT RENTAL	12,570			12,570
BANK SERVICES	604			604
MISCELLANEOUS	266			266
TOTALS	452,461	0	0	452,461

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 2, Part II, Line 13 - Investments - other

DESCRIPTION		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
PARTNERSHIP EQUITY		466,701,801	439,020,468	439,020,468
MUTUAL FUNDS		2,467,473	2,231,663	2,231,663
SMITH RICHARDSON FOUNDATION PROPERTIES I	*	(378,799)	(49,357)	(49,357)
SMITH RICHARDSON FOUNDATION PROPERTIES II	*	1,135,737	1,105,663	1,105,663
SMITH RICHARDSON FOUNDATION PROPERTIES III	*	532,228	601,206	601,206
TOTALS		470,458,440	442,909,643	442,909,643

* 501(a) Real estate holding companies.

Form 990-PF, Page 2, Part II, Line 14 - Land, Buildings, and Equipment

CATEGORY	Cost Basis	Ending Accumulated Depreciation	Net Book Value
FURNITURE, FIXTURES, AND EQUIPMENT	356,451	344,429	12,022
HARDWARE	187,128	155,179	31,949
SOFTWARE	186,519	185,979	540
LEASEHOLD IMPROVEMENTS	14,878	11,852	3,026
TOTALS	744,976	697,439	47,537

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

FORM 990-PF, Page 2, Part II, Line 22 - Other liabilities STATEMENT 9

DESCRIPTION	Beginning of year (a) Book Value	End of year (b) Book Value
DEFERRED EXCISE TAX	1,507,811	1,053,953

SMITH RICHARDSON FOUNDATION, INC.
EIN: 56-0611550
FORM 990-PF - GRANTS-IN-PAID AND UNPAID GRANTS
DECEMBER 31 ,2011

Year Awarded	Grant Number	Organization	Tax ID	Unpaid 2010	Grants Awarded 2011	Grants Returned 2011	Grants Paid 2011	Grants Cancelled 2011	Unpaid Grants 2011	Grants Due Date
2011	20118651	Academy of Our Lady of Mercy Inc	509a(1)		10 000		10 000		0	
2011	20118574	Ackland Art Museum	509a(1)		5 000		5 000		0	
2011	20118775	Adult Center for Enrichment	509a(1)		7 500		7 500		0	
2011	20118541	America Abroad Media	509a(1)		500 000		500 000		0	
2011	20118725	America Abroad Media	509a(1)		250 000		150 000		100 000	4/30/2012
2011	20118525	American Enterprise Institute for Public Policy Research	509a(1)		80 000		80 000		0	
2011	20118532	American Enterprise Institute for Public Policy Research	509a(1)		100 000		100 000		0	
2011	20118563	American Enterprise Institute for Public Policy Research	509a(1)		200 000		200 000		0	
2011	20118719	American Enterprise Institute for Public Policy Research	509a(1)		200 000		200 000		0	
2011	20118743	American Enterprise Institute for Public Policy Research	509a(1)		175 000		175 000		0	
2011	20118626	American Foreign Policy Council	509a(1)		23 000		23 000		0	
2011	20118742	American Foreign Policy Council	509a(1)		75 000		75 000		0	
2011	20118704	'American Institutes for Research	509a(2)		5 000		5 000		0	
2011	20118757	American Institutes for Research	509a(2)		594 787		244 787		350 000	10/1/12-$200 000 10/1/13-$150 000
2009	20098748	American University	509a(1)		0	12 954	0		0	
2011	20118597	AmeriCares Foundation Inc	509a(1)		25 000		25 000		0	
2011	20118766	AmeriCares Foundation Inc	509a(1)		15 000		15 000		0	
2011	20118787	AmeriCares Foundation, Inc	509a(1)		20 000		20 000		0	
2011	20118674	Ann Street Methodist Church	509a(1)		5 000		5 000		0	
2011	20118679	Army Emergency Relief	509a(1)		10 000		10 000		0	
2011	20118527	Association for the Advancement of Evidence Based Practice	509a(1)		150,000		150 000		0	
2011	20118530	Association of the Graduates of the United States Military Academy	509a(1)		25 000		25 000		0	
2011	20118583	Association of the Graduates of the United States Military Academy	509a(1)		5 000		5 000		0	
2011	20118696	Association of the Graduates of the United States Military Academy	509a(1)		10 000		10 000		0	
2011	20118644	Atlas Economic Research Foundation	509a(1)		85 000		85 000		0	
2011	20118773	Avenda Foundation	509a(1)		7,500		7,500		0	
2011	20118580	Barnabas Ministry	509a(1)		1 000		1 000		0	
2007	20077047	Barnard College	509a(1)		0	18 523	0		0	
2011	20118676	Beaufort Historical Association Inc	509a(2)		8 000		8 000		0	
2011	20118659	Border Buddies Ministries Inc	509a(1)		1 000		1 000		0	
2011	20118533	Boston University	509a(1)		85,504		85 504		0	
2011	20118678	Boys & Girls Club of Coastal Carolina Inc	509a(1)		5 000		5,000		0	
2011	20118596	Bridgeport Hospital Foundation, Inc	509a(1)		25 000		25 000		0	
2011	20108467	Brookings Institution	509a(1)		50 000		50 000		0	
2011	20118529	Brookings Institution	509a(1)		100 000		100 000		0	
2011	20118605	Brookings Institution	509a(1)		50 000		50 000		0	
2011	20118615	Brookings Institution	509a(1)		150 000		150 000		0	
2011	20118625	Brookings Institution	509a(1)		250 000		250 000		0	
2011	20118633	Brookings Institution	509a(1)		100,000		50 000		50 000	7/31/2012
2011	20118706	Brookings Institution	509a(1)		200 000		100 000		100 000	10/4/2012
2011	20118701	Cambridge in America	501c(3)		20 000		20 000		0	
2011	20118749	Catholic Charities USA	509a(1)		10 000		10 000		0	
2011	20118534	Center for a New American Security	509a(1)		200 000		200 000		0	
2011	20118634	Center for a New American Security	509a(1)		200 000		200 000		0	
2011	20118673	Center for Creative Leadership	509a(1)		1 000		1 000		0	
2011	20118788	Center for Creative Leadership	509a(1)		75 000		75,000		0	
2011	20118640	Center for European Policy Analysis	509a(1)		125,000		75 000		50 000	7/31/2012
2011	20118723	Center for Media and Security Ltd	509a(1)		125 000		75 000		50 000	11/30/2012
2011	20118558	Center for Strategic and Budgetary Assessments	509a(1)		500 000		250 000		250 000	3/15/2012
2011	20118744	Center for Strategic and Budgetary Assessments	509a(1)		75 000		75 000		0	
2011	20118552	Center for Strategic and International Studies, Inc	509a(1)		85 264		85 264		0	
2011	20118635	Center for Strategic and International Studies Inc	509a(1)		150,000		150 000		0	
2011	20118638	Center for Strategic and International Studies Inc	509a(1)		150,000		150 000		0	
2011	20118687	Center for Strategic and International Studies Inc	509a(1)		29,300		29,300		0	
2011	20118714	Center for Strategic and International Studies Inc	509a(1)		225 000		225 000		0	
2011	20118585	Checkerboard Foundation Inc	509a(1)		5 000		5 000		0	

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2011	20118627	Checkerboard Foundation Inc	509a(1)		2 500		2 500		0	
2011	20118697	Checkerboard Foundation Inc	509a(1)		5 000		5 000		0	
2011	20118761	Checkerboard Foundation Inc	509a(1)		2 500		2 500		0	
2011	20118752	Children of Fallen Patriots Foundation	509a(1)		15 000		15 000		0	
2011	20118759	Children of Fallen Patriots Foundation	509a(1)		1 000		1 000		0	
2010	20108385	China Vitae Inc	509a(1)	138 432	0		138 432		0	
2011	20118584	Church of the Holy Apostles	509a(1)		2 500		2 500		0	
2011	20118645	CNA Corporation	509a(1)		200 000		200 000		0	
2009	20088571	Columbia University	509a(1)		0	367	0		0	
2010	20108293	Columbia University	509a(1)	357 805	0		177 059		180 746	11/15/2012
2011	20118543	Columbia University	509a(1)		7 500		7 500		0	
2011	20118544	Columbia University	509a(1)		7 500		7 500		0	
2011	20118653	Committee for a Responsible Federal Budget	509a(1)		250 000		250 000		0	
2010	20108383	Committee for Human Rights in North Korea	509a(1)	150,000	0		150 000		0	
2011	20118661	Connecticut Audubon Society Inc	509a(1)		2 500		2 500		0	
2011	20118662	Connecticut Audubon Society Inc	509a(1)		1 000		1 000		0	
2011	20118663	Connecticut Audubon Society Inc	509a(1)		4 000		4 000		0	
2011	20118783	Connecticut Ornithological Association Inc	509a(1)		1 000		1 000		0	
2011	20118776	Convent of the Sacred Heart	509a(1)		7 500		7 500		0	
2011	20118545	Cornell University	509a(1)		7 500		7 500		0	
2011	20118784	Cornell University	509a(1)		5 000		5 000		0	
2011	20118641	Council for a Community of Democracies	509a(1)		150 000		150,000		0	
2011	20118630	Council on Foreign Relations Inc	509a(1)		105 000		105 000		0	
2011	20118643	Council on Foreign Relations Inc	509a(1)		75 000		75 000		0	
2011	20118649	Council on Foreign Relations Inc	509a(1)		98 000		98 000		0	
2011	20118715	Council on Foreign Relations Inc	509a(1)		450 000		250 000		200 000	9/30/2012
2011	20118760	Council on Foreign Relations Inc	509a(1)		500		500		0	
2011	20108521	Cyber Conflict Studies Association	509a(1)		25 000		25 000		0	
2011	20118671	Cystic Fibrosis Foundation	509a(1)		2 500		2 500		0	
2011	20118702	Fidelity Charitable Gift Fund	509a(1)		40 000		40 000		0	
2011	20118768	Florida International University Foundation Inc	509a(1)		20 000		20 000		0	
2011	20118639	Foreign Policy Research Institute	509a(1)		100 000		100 000		0	
2011	20118685	Foundation Center	509a(1)		15 000		15 000		0	
2011	20118700	Fractured Atlas Productions Inc	509a(2)		2 500		2 500		0	
2010	20108307	Freedom House	509a(1)	135 000	0		135 000		0	
2010	20108371	Freedom House	509a(1)	41 250	0		0		41,250	4/15/2012
2011	20118611	Friends of The American University of Afghanistan	509a(1)		5 000		5 000		0	
2011	20118745	Friends of The American University of Afghanistan	509a(1)		5 000		5 000		0	
2011	20118677	Friends of the Museum N C Maritime Museum Inc	509a(1)		5 000		5 000		0	
2011	20118590	FSW Inc CT	509a(2)		200 000		200 000		0	
2008	20077706	George Mason University	509a(1)		0	1 146	0		0	
2006	20055127	Georgetown University	509a(1)		0	1 254	0		0	
2011	20118572	Grand Teton National Park Foundation	509a(1)		5 000		5 000		0	
2010	20108286	Harvard University	509a(1)	180 053	0		180 053		0	
2010	20108292	Harvard University	509a(1)	175 000	0		175 000		0	
2011	20118546	Harvard University	509a(1)		7 500		7 500		0	
2011	20118547	Harvard University	509a(1)		7 500		7 500		0	
2011	20118716	Harvard University	509a(1)		191 528		191 528		0	
2006	20055479	Hoover Institution	509a(1)		0	26 554	0		0	
2010	20108370	Hoover Institution	509a(1)	120 226	0		120 226		0	
2008	20087695	Hudson Institute Inc	509a(1)		0	150 000	0		0	
2010	20108367	Hudson Institute Inc	509a(1)	121 500	0		121 500		0	
2011	20118577	Hudson Institute Inc	509a(1)		39 985		39 985		0	
2011	20118589	Hudson Institute Inc	509a(1)		25 000		25 000		0	
2011	20118694	Human Services Council	509a(2)		25 000		25 000		0	
2011	20118601	Independence School District	509a(3)		25 000		25 000		0	

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2011	20118705	Independence School District	509a(3)		15 000		15 000		0	
2011	20108481	Institute for Educational Leadership Inc	509a(1)		25 000		25 000		0	
2011	20118636	Institute for Science and International Security	509a(1)		100 000		100 000		0	
2011	20118713	Institute for the Analysis of Global Security	509a(1)		200 000		200 000		0	
2011	20118619	International Arts and Artists Inc	509a(2)		3 000		3 000		0	
2011	20118689	Intertribal Council On Utility Policy	509a(1)		5 000		5 000		0	
2011	20118683	Iran Human Rights Documentation Center Inc	509a(1)		1 500		1 500		0	
2011	20118734	Japan Center for International Exchange Inc	509a(1)		144 601		144 601		0	
2011	20118690	John F Kennedy Center for the Performing Arts	509a(1)		10 000		10 000		0	
2010	20108446	Johns Hopkins University	509a(1)	400 000	0		400 000		0	
2011	20118548	Johns Hopkins University	509a(1)		7 500		7,500		0	
2011	20118549	Johns Hopkins University	509a(1)		7 500		7 500		0	
2011	20118571	Johns Hopkins University	509a(1)		79 200		79 200		0	
2011	20118598	Johns Hopkins University	509a(1)		50 000		50 000		0	
2011	20118731	Lexington Institute	509a(1)		125 000		125 000		0	
2011	20108491	Manhattan Institute for Policy Research Inc	509a(1)		50 000		50 000		0	
2011	20118612	Manhattan Institute for Policy Research Inc	509a(1)		75 000		75 000		0	
2011	20118550	Massachusetts Institute of Technology	509a(1)		7 500		7 500		0	
2011	20118551	Massachusetts Institute of Technology	509a(1)		7 500		7 500		0	
2011	20118708	MDRC	509a(1)		325 000		200 000		125 000	10/4/2012
2011	20118658	National Audubon Society Inc	509a(1)		1,000		1 000		0	
2011	20118785	National Aviary Pittsburgh Inc	509a(1)		1 000		1 000		0	
2000	20001278	National Bureau of Economic Research Inc	509a(1)		0	22 114	0		0	
2007	20076852	National Bureau of Economic Research Inc	509a(1)		0	44 224	0		0	
2008	20087444	National Bureau of Economic Research Inc	509a(1)		0	67 159	0		0	
2009	20098671	National Bureau of Economic Research, Inc	509a(1)	150 000	0		150,000		0	
2009	20098743	National Bureau of Economic Research, Inc	509a(1)		0	53,577	0		0	
2011	20118526	National Bureau of Economic Research, Inc	509a(1)		221 309		221 309		0	
2011	20118623	National Bureau of Economic Research Inc	509a(1)		35 000		35,000		0	
2010	20108380	National Committee on American Foreign Policy Inc	509a(2)	75 000	0		75,000		0	
2011	20118559	National Institute for Public Policy	509a(1)		100 000		100,000		0	
2010	20108432	National Strategy Information Center, Inc	509a(1)		0	5,545	0		0	
2011	20118724	National Strategy Information Center Inc	509a(1)		225,000		125 000		100 000	11/30/2012
2007	20076817	Naval War College Foundation Inc	509a(1)		0	2 215	0		0	
2011	20118672	NC Boat Building Heritage Foundation Inc	509a(1)		2 000		2 000		0	
2011	20118741	New America Foundation	509a(1)		250 000		125 000		125 000	10/17/2012
2011	20118628	New Haven Urban Resources Initiative Inc	509a(1)		2 500		2 500		0	
2011	20118588	New York University	509a(1)		5 000		5 000		0	
2011	20118614	New York University	509a(1)		51 322		51 322		0	
2011	20118669	North Carolina Coastal Federation Inc	509a(1)		2 500		2 500		0	
2011	20118595	North Carolina Outward Bound School	509a(1)		10 000		10 000		0	
2010	20108360	Northwestern University	509a(1)	196 039	0		196 039		0	
2011	20118594	Northwestern University	509a(1)		50 000		50 000		0	
2011	20118617	Northwestern University	509a(1)		300 000		100 000		200 000	6/22/12-100,000 & 6/21/13-$100 000
2011	20118777	Order of the Red Grail Inc	509a(1)		7 500		7 500		0	
2011	20118660	Organization for Tropical Studies Inc	509a(1)		5 000		5 000		0	
2011	20118610	Our Lady of Fatima Endowment	509a(1)		5 000		5,000		0	
2011	20118770	Our Lady of Fatima Endowment	509a(1)		5 000		5,000		0	
2011	20118778	Out of the Garden Project	509a(1)		7 500		7 500		0	
2011	20108497	Oxford University Press	509a(1)		1 250		1 250		0	
2010	20108366	Pacific Forum CSIS	509a(1)	110 000	0		110,000		0	
2011	20118730	Pacific Forum CSIS	509a(1)		100,000		100,000		0	
2011	20118646	Peace Winds America	509a(1)		100 000		100 000		0	
2010	20108355	Pepperdine University	509a(1)	60 301	0		60,301		0	
2011	20087432	Peterson Institute for International Economics	509a(1)		150 000		150 000		0	
2011	20088149	Policy Exchange	509a(1)		23,000		23 000		0	

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2008	20087765	Princeton University	509a(1)		0	1 036	0		0	
2011	20118553	Princeton University	509a(1)		7 500		7 500		0	
2011	20118561	Princeton University	509a(1)		500,000		250 000		250 000	6/15/2012
2011	20118691	Princeton University	509a(1)		36 800		36 800		0	
2011	20118535	Project 2049 Institute	509a(1)		150 000		150 000		0	
2011	20118573	Protestant Episcopal High School In Virginia	509a(1)		5 000		5 000		0	
2011	20118599	Reed College	509a(1)		25 000		25 000		0	
2011	20118763	Rehabilitation Center for Children & Adults	509a(1)		2 500		2 500		0	
2011	20118613	Research Foundation of the City University of New York	509a(1)		300 000		300,000		0	
2011	20118524	Resources for the Future	509a(1)		250 000		199 236		50 764	3/02/2012
2011	20118587	Rights Action	509a(1)		25 000		25 000		0	
2011	20118764	Rights Action	509a(1)		25 000		25 000		0	
2011	20118722	Rocky Mountain Institute	509a(1)		200 000		200 000		0	
2011	20118771	Royal Oak Foundation, Inc	509a(1)		2 500		2 500		0	
2011	20118681	Sandy Creek Baptist Church	509a(1)		10 000		10 000		0	
2010	20108364	Small Wars Foundation	509a(1)	31 350	0		0		31 350	2/15/2012
2011	20118620	Society for the Arts Ltd	509a(2)		3 000		3 000		0	
2011	20118779	Soldiers' Angels	509a(1)		7 500		7 500		0	
2011	20118593	SoundWaters	509a(1)		5 000		5 000		0	
2011	20118632	Spirit of America	509a(1)		185 000		125 000		60 000	7/31/2012
2011	20118608	St Barnabas Episcopal Church	509a(1)		5 000		5 000		0	
2011	20118758	St Vincent's Medical Center Foundation	509a(1)		25 000		25 000		0	
2011	20118707	Stanford University	509a(1)		437 637		0		437 637	
2011	20118755	Stanford University	509a(1)		60 000		60 000		0	
2011	20118621	Stone Quarry Hill Art Park Inc	509a(1)		3 000		3 000		0	
2011	20118688	Sustainable Settings	509a(1)		5,000		5 000		0	
2011	20118554	Texas A&M University	509a(1)		7 500		7 500		0	
2011	20118670	Textile Museum of D C	509a(1)		1 000		1 000		0	
2011	20118581	The American Society of the Most Venerable Order of the Hospital of St John of J	509a(1)		2 500		2,500		0	
2011	20118698	The American Society of the Most Venerable Order of the Hospital of St John of J	509a(1)		2 500		2 500		0	
2010	20108382	The Asia Foundation	509a(1)	450 000	0		0	450 000	0	$250 000 Check Returned uncashed and voi
2011	20118693	The Atlantic Council of the United States, Inc	509a(1)		50,000		50 000		0	
2011	20118629	The Campaign Finance Institute	509a(1)		500 000		250 000		250 000	7/1/2012
2011	20118591	The Caux Round Table Inc	509a(1)		30 000		30 000		0	
2011	20118654	The Center for Democracy and Human Rights in Saudi Arabia	509a(1)		4 500		4 500		0	
2011	20118682	The Center for Democracy and Human Rights in Saudi Arabia	509a(1)		3 500		3 500		0	
2011	20118774	The Child & Family Institute of Fairfield County	509a(1)		7,500		7 500		0	
2011	20118542	The City University of New York	509a(1)		7 500		7 500		0	
2011	20118562	The College of William & Mary	509a(1)		150 000		75 000		75 000	4/15/2012
2011	20118650	The College of William & Mary	509a(1)		50 000		50 000		0	
2011	20118750	The College of William & Mary	509a(1)		6 000		6,000		0	
2011	20118751	The College of William & Mary	509a(1)		1 000		1 000		0	
2011	20118666	The Colorado College	509a(1)		5 000		5 000		0	
2011	20118667	The Colorado College	509a(1)		5 000		5 000		0	
2010	20108365	The Dui Hua Foundation	509a(1)	150 000	0		150 000		0	
2011	20118603	The Educational Foundation Inc	509a(1)		5 000		5 000		0	
2011	20118538	The Foreign Policy Initiative	509a(1)		100 000		100 000		0	
2011	20118564	The German Marshall Fund of the United States	509a(1)		500 000		250 000		250 000	3/1/2012
2011	20118664	The Global Fund for Children	509a(1)		20 000		20 000		0	
2011	20118665	The Global Fund for Children	509a(1)		19 000		19 000		0	
2011	20118729	The Henry L Stimson Center	509a(1)		125 000		125 000		0	
2011	20118560	The Institute for State Effectiveness	509a(1)		500,000		250 000		250 000	'3/30/2012
2011	20118576	The Institute for the Study of War	509a(1)		50,000		50 000		0	
2010	20108368	The Jamestown Foundation	509a(1)	275,000	0		275 000		0	
2010	20108369	The Jamestown Foundation	509a(1)	81 000	0		81 000		0	
2011	20118738	The Jamestown Foundation	509a(1)		100 000		100 000		0	

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2011	20118692	The Maritime Aquarium	509a(1)		20 000		20 000		0	
2011	20118695	The Maritime Aquarium	509a(1)		15 000		15 000		0	
2011	20118736	The Maureen and Mike Mansfield Foundation	509a(1)		147 961		147 961		0	
2011	20118684	The New York Center for Children	509a(1)		10 000		10 000		0	
2011	20118575	The Nonproliferation Policy Education Center Inc	509a(1)		300 000		150 000		150 000	4/15/2012
2011	20118622	The Polish Institute of Arts & Sciences in America Inc	509a(1)		4 000		4 000		0	
2005	20055162	The RAND Corporation	509a(1)		0	394	0		0	
2010	20087761	The RAND Corporation	509a(1)	200 000	0		200 000		0	
2010	20108324	The RAND Corporation	509a(1)		0	170	0		0	
2011	20118539	The RAND Corporation	509a(1)		200 000		200 000		0	
2011	20118647	The RAND Corporation	509a(1)		250,000		250 000		0	
2011	20118717	The RAND Corporation	509a(1)		150 000		150 000		0	
2011	20118754	The Research Foundation of the State University of New York	509a(1)		60 000		60 000		0	
2011	20118781	The Tyler Ugolyn Foundation	509a(1)		7 500		7 500		0	
2011	20118570	The University of Maryland Foundation Inc	509a(1)		600 000		300 000		300 000	3/15/2012
2011	20118703	The University of North Carolina at Greensboro	509a(1)		50 000		50 000		0	
2011	20118710	The University of Texas at Austin	509a(1)		300 000		300 000		0	
2010	20108434	The University of Texas at Dallas	509a(1)	101 470	0		49 985		51 485	11/15/2012
2010	20108354	The Urban Institute	509a(1)	100 220	0		0	100,220	0	Urban Inst Grant Cancelled and new grant to
2011	20118523	The Urban Institute	509a(2)		5 213		5 213		0	New grant to American Institutes for Researc
2009	20098762	The Wisconsin Project on Nuclear Arms Control	509a(1)	165 000	0		165 000		0	
2011	20118540	The WMD Center	509a(1)		200 000		200 000		0	
2011	20118726	The Woodrow Wilson International Center for Scholars	509a(1)		65 500		65 500		0	
2011	20118780	Trinity Episcopal Church	509a(1)		7 500		7 500		0	
2011	20118565	Tufts University	509a(1)		7 500		7 500		0	
2011	20118600	Union College	509a(1)		10 000		10 000		0	
2011	20118686	Union College	509a(1)		10 000		10 000		0	
2010	20108289	United States Military Academy	509a(1)	281 528	0		138 957		142,571	12/1/2012
2008	20077790	University of Arkansas	509a(1)		0	2 871	0		0	
2011	20118566	University of California Berkeley	509a(1)		7,500		7 500		0	
2011	20118567	University of California Berkeley	509a(1)		7 500		7 500		0	
2007	20077119	University of California, Santa Cruz	509a(1)		0	367	0		0	
2010	20108435	University of Chicago	509a(1)	82 294	0		82 294		0	
2011	20118748	University of Chicago	509a(1)		3 000		3 000		0	
2009	20098690	University of Maryland	509a(1)		0	23 392	0		0	
2011	20118528	University of Michigan	509a(1)		250 000		250 000		0	
2011	20118609	University of Michigan	509a(1)		25 000		25 000		0	
2011	20118709	University of Michigan	509a(1)		80 500		80,500		0	
2011	20118568	University of North Carolina at Chapel Hill	509a(1)		7 500		7 500		0	
2011	20118675	University of North Carolina at Chapel Hill	509a(1)		10 000		10 000		0	
2011	20118756	University of Notre Dame	509a(1)		60 000		60 000		0	
2008	20087825	University of Pennsylvania	509a(1)	249 939	0		249 939		0	
2011	20118537	University of Pennsylvania	509a(1)		168 327		107 372		60 955	3/31/2012
2011	20118569	University of Pennsylvania	509a(1)		7 500		7 500		0	
2011	20118737	University of Toronto	509a(1)		250 000		150 000		100 000	11/30/2012
2008	20088136	University of Vermont	509a(1)		0	3 063	0		0	
2011	20118531	University of Virginia	509a(1)		71 365		71 365		0	
2011	20118769	University of Virginia	509a(1)		100 220		50 498		49 722	11/16/2012
2010	20108290	University of Virginia Law School Foundation	509a(1)	238,850	0		77,250		161 600	6/15/12-$79 600 & 6/15/13-$82 000
2003	20032654	University of Washington	509a(1)		0	1 026	0		0	
2011	20118616	University of Wisconsin-Madison	509a(1)		280,766		280 766		0	
2011	20118657	Upper Valley Arts	509a(1)		10 000		10 000		0	
2011	20118652	Vermont Public Radio	509a(1)		10 000		10 000		0	
2011	20118579	Western Guilford High School Baseball Boosters	509a(1)		11 000		11 000		0	
2011	20118578	Western Guilford High School Boosters Club	509a(1)		5 000		5 000		0	
2011	20118680	Westover Presbyterian Church, Inc	509a(1)		14 000		14 000		0	

SMITH RICHARDSON FOUNDATION, INC
EIN: 56-0611550
FORM 990-PF - GRANTS-IN-PAID AND UNPAID GRANTS
DECEMBER 31 ,2011

Year Awarded	Grant Number	Organization	Tax ID	Unpaid 2010	Grants Awarded 2011	Grants Returned 2011	Grants Paid 2011	Grants Cancelled 2011	Unpaid Grants 2011	Grants Due Date
2011	20118655	Wildlife Rescue League	509a(1)		500		500		0	
2011	20118782	Women's Center of Greater Danbury	509a(1)		7 500		7 500		0	
2011	20108478	World Organization for Resource Development and Education	509a(1)		50 000		50 000		0	
2011	20118582	Yale Center for British Art	509a(1)		2 500		2 500		0	
2011	20118699	Yale Center for British Art	509a(1)		2 500		2,500		0	
2010	20108291	Yale University	509a(1)	419 833	0		206 814		213 019	7/15/2012
2011	20118586	Yale University Library	509a(1)		5 000		5 000		0	
2007	20054881	Yale University Press	509a(1)	150 000	0		0		150 000	3/21/2012
2007	20077427	Yale University School of Medicine	509a(1)		0	79	0		0	
2011	20118718	YMCA of Norwalk, Inc	509a(1)		20 000		20 000		0	
2011	20118668	Zero to Three- National Center for Infants, Toddlers and Families	509a(2)		5,000		5,000		0	
		Total Before Recoveries, Flow Through Grants, and Capital Endowment Grants		5,387,090	19,050,339	438,030	18,931,110	550,220	4,956,099	
		Flow through Grants to Grace Jones Richardson Testamentary Trust			794 000		794 000			
				5,387,090	19,844,339	438,030	19,725,110	550,220	4,956,099	

Disposal of assets used (or held for use) directly in carrying out charitable purposes	85
Recoveries of amounts treated as qualifying distributions (990-PF Page 8 Part XI Line 4)	438,115

Grants approved prior to 2011 for future payment	972 021
Grants approved during 2011 for future payment	3 984,078
	4,956,099

SMITH RICHARDSON FOUNDATION, INC.
REALIZED GAINS AND LOSSES
FOR TAX INVESTMENT INCOME
FORM 990-PF, PAGE 3, PART IV, LINE 1A
EIN: 56-0611550
FROM 01-01-11 THROUGH 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
4/22/2005	1/31/2011	273 5 N T	Int'l Equity Index Portfolio (biei x)	3,167 13	2,401 32		(766)
4/22/2005	1/31/2011	47 86 N T	Gvmnt Securities Portfolio Cl A(busa)	940 93	960 53		20
12/29/2003	1/31/2011	112 74 N T	Institutional FDS (R93F) (beia x)	1,613 31	1,440 79		(173)
2/20/2003	1/31/2011	188 89 N T	Large Cap Value Fund (nolv x)	1,660 34	1,921 05		261
2/20/2003	1/31/2011	405 56 N T	Diversified Growth Portfolio (bdva x)	2,246 80	2,765 90		519
12/19/2003	1/31/2011	16 96 N T	Diversified Growth Portfolio (bdva x)	120 75	115 67		(5)
4/22/2005	2/28/2011	268 43 N T	Int'l Equity Index Portfolio (biei x)	3,108 42	2,437 33		(671)
4/22/2005	2/28/2011	48 7 N T	Gvmnt Securities Portfolio Cl A(busa)	957 44	974 93		17
12/29/2003	2/28/2011	111 04 N T	Institutional FDS (R93F) (beia x)	1,588 98	1,462 40		(127)
2/20/2003	2/28/2011	187 85 N T	Large Cap Value Fund (nolv x)	1,651 20	1,949 87		299
12/19/2003	2/28/2011	414 87 N T	Diversified Growth Portfolio (bdva x)	2,953 87	2,924 80		(29)
4/22/2005	3/31/2011	275 41 N T	Int'l Equity Index Portfolio (biei x)	3,189 25	2,437 33		(752)
4/22/2005	3/31/2011	48 72 N T	Gvmnt Securities Portfolio Cl A(busa)	957 84	974 93		17
12/29/2003	3/31/2011	110 96 N T	Institutional FDS (R93F) (beia x)	1,587 84	1,462 40		(125)
2/20/2003	3/31/2011	191 16 N T	Large Cap Value Fund (nolv x)	1,680 30	1,949 87		270
12/19/2003	3/31/2011	31 72 N T	Diversified Growth Portfolio (bdva x)	225 85	224 89		(1)
12/21/2004	3/31/2011	380 81 N T	Diversified Growth Portfolio (bdva x)	2,958 89	2,699 91		(259)
4/22/2005	4/29/2011	259 02 N T	Int'l Equity Index Portfolio (biei x)	2,999 45	2,437 33		(562)
4/22/2005	4/29/2011	48 43 N T	Gvmnt Securities Portfolio Cl A(busa)	952 13	974 93		23
12/29/2003	4/29/2011	107 85 N T	Institutional FDS (R93F) (beia x)	1,543 33	1,462 40		(81)
2/20/2003	4/29/2011	186 23 N T	Large Cap Value Fund (nolv x)	1,636 96	1,949 87		313
12/21/2004	4/29/2011	179 13 N T	Diversified Growth Portfolio (bdva x)	1,391 84	1,302 28		(90)
1/27/2005	4/29/2011	223 18 N T	Diversified Growth Portfolio (bdva x)	1,698 40	1,622 52		(76)
4/22/2005	5/31/2011	266 67 N T	Int'l Equity Index Portfolio (biei x)	3,088 04	2,437 33		(651)
4/22/2005	5/31/2011	48 15 N T	Gvmnt Securities Portfolio Cl A(busa)	946 63	974 93		28
12/29/2003	5/31/2011	109 54 N T	Institutional FDS (R93F) (beia x)	1,567 52	1,462 40		(105)
2/20/2003	5/31/2011	192 49 N T	Large Cap Value Fund (nolv x)	1,691 99	1,949 87		258
1/27/2005	5/31/2011	407 35 N T	Diversified Growth Portfolio (bdva x)	3,099 93	2,924 80		(175)
4/22/2005	6/30/2011	270 21 N T	Int'l Equity Index Portfolio (biei x)	3,129 03	2,437 33		(692)
4/22/2005	6/30/2011	48 19 N T	Gvmnt Securities Portfolio Cl A(busa)	947 42	974 93		28
12/29/2003	6/30/2011	111 38 N T	Institutional FDS (R93F) (beia x)	1,593 85	1,462 40		(131)
2/20/2003	6/30/2011	198 56 N T	Large Cap Value Fund (nolv x)	1,745 34	1,949 87		205
1/27/2005	6/30/2011	417 23 N T	Diversified Growth Portfolio (bdva x)	3,175 11	2,924 80		(250)
4/22/2005	7/29/2011	276 03 N T	Int'l Equity Index Portfolio (biei x)	3,196 43	2,437 33		(759)
4/22/2005	7/29/2011	47 98 N T	Gvmnt Securities Portfolio Cl A(busa)	943 29	974 93		32
12/29/2003	7/29/2011	113 72 N T	Institutional FDS (R93F) (beia x)	1,627 33	1,462 40		(165)
2/20/2003	7/29/2011	204 18 N T	Large Cap Value Fund (nolv x)	1,794 74	1,949 87		155
1/27/2005	7/29/2011	428 23 N T	Diversified Growth Portfolio (bdva x)	3,258 82	2,924 80		(334)
4/22/2005	8/31/2011	303 15 N T	Int'l Equity Index Portfolio (biei x)	3,510 48	2,437 33		(1,073)
4/22/2005	8/31/2011	47 6 N T	Gvmnt Securities Portfolio Cl A(busa)	935 82	974 93		39
12/29/2003	8/31/2011	120 86 N T	Institutional FDS (R93F) (beia x)	1,729 51	1,462 40		(267)
2/20/2003	8/31/2011	225 94 N T	Large Cap Value Fund (nolv x)	1,986 01	1,949 87		(36)
1/27/2005	8/31/2011	221 29 N T	Diversified Growth Portfolio (bdva x)	1,684 01	1,398 54		(285)
12/21/2005	8/31/2011	241 5 N T	Diversified Growth Portfolio (bdva x)	1,823 32	1,526 26		(297)
4/22/2005	9/30/2011	338 99 N T	Int'l Equity Index Portfolio (biei x)	3,925 51	2,437 33		(1,488)
4/22/2005	9/30/2011	47 6 N T	Gvmnt Securities Portfolio Cl A(busa)	935 82	974 93		39
12/29/2003	9/30/2011	129 99 N T	Institutional FDS (R93F) (beia x)	1,860 16	1,462 40		(398)
2/20/2003	9/30/2011	249 98 N T	Large Cap Value Fund (nolv x)	2,197 32	1,949 87		(247)
12/21/2005	9/30/2011	61 15 N T	Diversified Growth Portfolio (bdva x)	461 68	358 34		(103)
12/21/2005	9/30/2011	437 96 N T	Diversified Growth Portfolio (bdva x)	3,306 60	2,566 46		(740)
4/22/2005	10/31/2011	310 09 N T	Int'l Equity Index Portfolio (biei x)	3,590 84	2,437 33		(1,154)
4/22/2005	10/31/2011	47 6 N T	Gvmnt Securities Portfolio Cl A(busa)	935 82	974 93		39
12/29/2003	10/31/2011	117 27 N T	Institutional FDS (R93F) (beia x)	1,678 13	1,462 40		(216)
2/20/2003	10/31/2011	221 83 N T	Large Cap Value Fund (nolv x)	1,949 89	1,949 87		(0)
12/21/2005	10/31/2011	445 85 N T	Diversified Growth Portfolio (bdva x)	3,366 17	2,924 80		(441)
12/21/2005	11/30/2011	449 278 N T	Diversified Growth Portfolio (bdva x)	3,392 05	2,924 80		(467)
4/22/2005	11/30/2011	318 19 N T	Int'l Equity Index Portfolio (biei x)	3,684 64	2,437 33		(1,247)
4/22/2005	11/30/2011	47 6 N T	Gvmnt Securities Portfolio Cl A(busa)	935 82	974 93		39
12/29/2003	11/30/2011	118 03 N T	Institutional FDS (R93F) (beia x)	1,689 01	1,462 40		(227)
2/20/2003	11/30/2011	221 83 N T	Large Cap Value Fund (nolv x)	1,949 89	1,949 87		(0)
4/22/2005	12/30/2011	334 8 N T	Int'l Equity Index Portfolio (biei x)	3,876 98	2,437 33		(1,440)
4/22/2005	12/30/2011	48 6 N T	Gvmnt Securities Portfolio Cl A(busa)	955 48	974 93		19
12/29/2003	12/30/2011	117 18 N T	Institutional FDS (R93F) (beia x)	1,676 85	1,462 40		(214)
2/20/2003	12/30/2011	222 33 N T	Large Cap Value Fund (nolv x)	1,954 28	1,949 87		(4)
12/21/2005	12/30/2011	459 15 N T	Diversified Growth Portfolio (bdva x)	3,466 58	2,924 80		(542)
				132,095 39	116,847 89	-	(15,248)
			TOTAL GAIN (LOSS)			-	(15,248)

SMITH RICHARDSON FOUNDATION, INC.
EIN #56-0611550
For the Year Ended December 31, 2011

Form 990-PF, Page 6, Part VIII, Line 1 - Officers, Directors, Trustees, Foundation Managers and Their Compensation

(a) Name and address	(b) Title or Position	Time Devoted	(c) Compensation Salary or Fees*	(d) Contributions to employee benefit plans & deferred comp.	(e) Expense account, other allowances
Michael Blair New York, NY	Trustee	1	0	0	0
Karla Frank Greensboro, NC	Assistant Secretary	38 hours	109,008	55,001	0
Ross Hemphill Greensboro, NC	VP & Chief Financial Officer	45 hours	330,138	78,748	0
W.Winburne King III Greensboro, NC	General Counsel Trustee	52 hours	575,709	74,223	0
Arvid R Nelson New Haven, CT	Secretary & Trustee Audit Cmt . Chairman	22 hours	50,000 *	0	0
Adele Richardson Ray Pittsboro, NC	Trustee	1	0	0	0
Lundsford Richardson Jr Norwalk, CT	Grants Advisory Committee, Trustee	1	0	0	0
P L Richardson Westport, CT	Chairman, President Trustee	46 hours	912,147	323,863 (1)	0
Stuart S Richardson Easton, CT	Trustee	1	0	0	0
Gary Smith Greensboro, NC	Compensation Cmt Chair Audit Cmt member	1	0	0	0
E William Stetson III Norwich, CT	Trustee	1	0	0	0
Marin Strmecki Easton, CT	Vice-President	50 hours	403,529	79,812	0

SMITH RICHARDSON FOUNDATION, INC.
EIN #56-0611550
For the Year Ended December 31, 2011

Form 990-PF, Page 6, Part VIII, Line 1 - Officers, Directors, Trustees, Foundation Managers and Their Compensation

(a) Name and address	(b) Title or Position	Time Devoted	(c) Compensation Salary or Fees*	(d) Contributions to employee benefit plans & deferred comp.	(e) Expense account, other allowances
			$ 2,380,530	$ 611,647	0

Less.	
Amount reimbursed for services provided to Moorings Capital, LLC (2)	1,124,369
Amount reimbursed for services provided to The H. Smith Richardson Charitable Trust (3)	270,283
Form 990PF Part VIII	$ 985,878

(1) The amount reported above includes an estimate of the value of unvested retirement benefits that accrued during 2011 under an unfunded supplemental retirement plan. The cost estimate reflects the portion of the retirement benefits allocable to the employee's service during the year. See Statement 16.

(2) Moorings Capital LLC is an investment partnership entirely owned by tax-exempt entitites. Smith Richardson Foundation, Inc.'s ownership is 69.96%

(3) The H Smith Richardson Charitable Trust is a tax-exempt private non-operating Foundation.

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
Form 990-PF, Page 9, Part XIII Line 4c
December 31, 2011

Foundation Trustees hereby elect under Treasury Regulation Section 53.4942(a)-3(d)(2) to treat $2,110,000 of grants made in 2011 as a distribution from corpus.

The Grace Jones Richardson Trust
P. O. Box 20124
Greensboro, North Carolina 27420

October 25, 2012

Mr. Ross Hemphill
Smith Richardson Foundation, Inc.
701 Green Valley Road, Third Floor
Greensboro, NC 27408

Dear Ross:

We received $941,000 from the Smith Richardson Foundation, Inc. in 2010 to be used for flow-through grants. We understand that Smith Richardson Foundation, Inc. will take these grants as a qualifying distribution on their 2010 Form 990PF. We further understand that under the terms of our agreement with the Smith Richardson Foundation, Inc., we will redistribute all funds from this grant to qualifying grantees (as defined below) no later than December 31, 2011. From the grant we received in 2010, we expended $848,466 in 2010 from our corpus for qualifying flow-through grants. In 2011, we expended the remaining $92,534 from this grant from our corpus for qualifying flow-through grants.

We received $794,000 from the Smith Richardson Foundation, Inc. in 2011 to be used for flow-through grants. We understand that Smith Richardson Foundation, Inc. will take these grants as a qualifying distribution on their 2011 Form 990PF. We further understand that under the terms of our agreement with the Smith Richardson Foundation, Inc., we will redistribute all funds from this grant to qualifying grantees (as defined below) no later than December 31, 2012. From the grant we received in 2011, we expended $666,934 in 2011 from our corpus for qualifying flow-through grants. In 2012, we expended the remaining $127,066 from this grant from our corpus for qualifying flow-through grants.

The attached schedule lists all flow-through grants made by the Grace Jones Richardson Trust in 2011. We have verified that each of these grantee organizations are listed as a 501(c)(3) organization in the Internal Revenue Service's Publication 78 or we have obtained a copy of their exemption letter from the IRS. We have obtained acknowledgements from the grantee organizations that they will comply with specific requirements when using these funds. These grants were generally unrestricted, but in every case were made to further the exempt purposes of the organizations.

A copy of our audited financial statement is attached. Upon completion, we will provide a copy of our 2011 990-PF. We have, and will maintain, copies of correspondence with these organizations, signed acknowledgement letters, and a copy of the organization's exemption letter or a volume and page number reference to its location in IRS Publication 78. We will maintain these records in our files for four years and they will be available for the Foundation to review.

Sincerely,

Louise

Louise Maultsby Bristol, Managing Director
Client Planning and Estate Administration
Piedmont Trust Company
For the Trustees

LMB/rg

Attachments

2011 Flow Through Grants

Grants Paid in 2011	Check #	Dollar Amount
Irish Georgian Society Inc	6192	50,000 00
Tribal Link Foundation Inc.	6136	42,500 00
Children's Hospital Colorado Foundation	6157	42,500.00
Santa Barbara Museum of Art	6191	42,500.00
Hudson Valley Center for	6233	35,000 00
Brown University	6128	31,500.00
Marist College	6138	30,000 00
Temple of Understanding	6167	30,000.00
Orleans Church Building Foundation Inc.	6147	24,500.00
Fidelity Charitable Gift Fund	6451	22,500.00
Fairfield University	6170	20,000 00
Connecticut Audubon Society	6196	20,000.00
Temple of Understanding	6337	20,000.00
Friends of Children, Inc	6498	20,000 00
Americares Inc.	6517	20,000.00
Carolina for Kibera, Inc	6335	19,000 00
Gloriae Dei Artes Foundation	6106	18,000 00
Action for Bridgeport Community	6142	17,500 00
Josh Becket Foundation, Inc.	6133	15,000.00
Community Health Partners Inc.	6328	15,000.00
The Childrens Hospital Foundation	6329	15,000 00
Partners in Health a Nonprofit	6522	15,000 00
Victory Programs, Inc.	6089	14,000.00
Community of Jesus, Inc.	6445	13,000 00
Gloriae Dei Artes Foundation Inc.	6446	13,000.00
Bethany Convent Foundation Inc	6447	12,000.00
St. Paul's on the Green	6095	10,000.00
CT Young Writers Trust	6099	10,000.00
Chatham County Cooperative Extension	6144	10,000 00
Arts Council of Moore County	6145	10,000.00
Shelton Bady Foundation	6149	10,000.00
Center for Creative Leadership	6181	10,000 00
Earthjustice	6261	10,000 00
Music In Schools Today	6262	10,000 00
Federalist Society for Law &	6276	10,000.00
A-Home Community Enterprises Inc.	6303	10,000.00
Harlem Children's Zone, Inc.	6304	10,000 00
Planned Parenthood Hudson-Peconic Inc.	6305	10,000.00
Claremont Institute for the Study	6374	10,000.00
Hunter College High School PTA	6379	10,000.00
University of Virginia	6107	2,500.00
		760,000.00

Form 990-PF, Page 10, Part XV, Line 2d - Statement of Priorities and Procedures

Guidelines for Grant Applications

The International Security and the Foreign Policy Program and Domestic Public Policy Program make grants for research and writing on public policy topics that have been identified as priority areas for the Foundation. Those priorities are described in greater detail on each program's home page.

Process

The Smith Richardson Foundation has a rigorous proposal review process. The first step in the process is the submission of a concept paper. Concept papers should not exceed five pages. Please consult our **concept paper template** before making a submission.

If the staff determines that a project warrants further consideration under the Foundation's guidelines, an applicant will be asked to submit a full proposal that conforms to a **proposal template** provided by the Foundation.

Notification

Upon receipt of a grant application, the Foundation will either mail or e-mail a confirmation of receipt to the grant applicant. The Foundation will respond to all grant requests in a timely manner However, given the large number of grant proposals that the Foundation receives, we cannot guarantee a response within a specific time frame.

Requests for grants greater than $50,000 and for multi-year grant support are made at one of our regular board meetings. Requests for grants of $50,000 or less are reviewed on an ongoing basis and are handled as promptly as possible.

Direct Service Grants

Although the mission of the Foundation is to support public policy research, it makes small grants to organizations in North Carolina and Connecticut that provide innovative services for disadvantaged children and families. However, such grants are customarily solicited by the Foundation's Governors. They are not renewable. Direct service organizations located outside these two states, as well as national direct service charities, will not be considered for support by the Direct Service Grants Program.

It is a regrettable but inescapable fact that the vast majority of unsolicited requests for funding must be rejected. Because the Foundation's funds are limited, it does not provide support for the following:

- Deficit funding or previously established projects
- Building or construction projects
- Arts and humanities projects
- Historic restoration projects
- Research projects in the physical sciences
- Renewals of local grant awards
- Evaluations of direct service organizations conducted internally
- Educational or other support to individuals

Please send the proposal to the attention of the program to which you wish to apply at the address listed below:

Smith Richardson Foundation
60 Jesup Road
Westport, CT 06880

Concept Paper Template

Concept Papers must include a one-page data sheet listing all the essential information pertinent to a grant request, including the following:

Tentative Project Title

Estimated Grant Request Amount

Estimated Project Start Date and Grant Term

Principal Investigator's Name
Title
Address
Phone and Fax Numbers
E-mail address

Co-investigator's Name (if applicable)
Title
Address
Phone and Fax Numbers
E-mail address

The concept paper should not exceed five pages. It should include the following:

Issue: Describe the issue that the project will address and how it is relevant to public policy Discuss how the project would advance knowledge beyond what is known from the existing research base.

Project Personnel: Provide a brief biography for the principal investigator(s).

Project Activities: Describe the research strategy or work plan of the project; include details such as how data would be collected and how analysis would be conducted.

Products: Describe the product(s) that will be produced during the project's grant term.

Timeline: Describe the timeline of the project, including a tentative start and end date.

Budget: Provide an estimated budget, including detail on how the overall costs would be allocated among key categories such as salary support, honoraria for commissioned research, travel expenses, and data collection costs.

Smith Richardson Foundation
Proposal Template

Cover Letter: The proposal should be accompanied by a cover letter signed by a representative of the institution that will receive and administer the grant. The cover letter should include the applicant's address, phone number, and email address, the date on which the proposal is being submitted, and the date on which the applicant would like the grant term to begin.

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)
  Name of organization and principal investigator(s)
  Name of proposed project
  Project time frame
  Total project budget
  Amount sought from the Smith Richardson Foundation
Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be ten to fifteen pages in length.

Issue: Describe the policy issue that the proposed project will examine or address.

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)

Methods/Analytical Approach: What are the principal sources for research and information? What are the research design and methods to be used in the project? How will they answer the policy questions set forth in the proposal? If you plan to commission work from others, identify from whom you intend to commission work and describe the paper or work that you will ask them to prepare. Provide as much detail as possible. *Peer reviewers who will read the proposal closely scrutinize the description of the project's methods.*

Program Activities: What program activities (e.g., statistical analysis, working groups, conferences, interviews, etc.) will compose the agenda of activities for the project? Include a timeline setting forth the project's work plan.

Products: What products – papers, publications, books, etc. – will result from the project? For written products, please describe them in as much detail as possible (e.g., an outline of chapters of proposed book).

Dissemination: Please describe your plan for disseminating the project's findings.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

Proposal Appendices: Please include the following:

Organizational Background: What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

Smith Richardson Foundation
Book Proposal Template

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation

Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

------------------Page Break-----------------------------

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be about ten pages in length.

Issue: Describe the policy problem that the proposed project will examine or address.

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

Personnel: In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)
Methods/Analytical Approach: What are the principal sources for research and information? What are the research design and methods to be used in the project? How will they answer the policy questions set forth in the proposal? Provide as much detail as possible. *Peer reviewers who will read the proposal closely scrutinize the description of the project's methods.*
Program Activities: What program activities (e.g., statistical analysis, working groups, conferences, interviews, etc.) will compose the agenda of activities for the project? Include a timeline setting forth the project's work plan.
Outline: Please provide a table of contents with a paragraph describing each of the probable chapters of the book.
Dissemination: Please indicate whether a publisher has agreed to publish the manuscript or provide names of likely publishers.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

Proposal Appendices: Please include the following:

Organizational Background: What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

Smith Richardson Foundation
Conference/Working Group Proposal Template

Cover Letter: The proposal should be accompanied by a cover letter signed by a representative of the institution that will receive and administer the grant. The cover letter should include the applicant's address, phone number, and email address, the date on which the proposal is being submitted, and the date on which the applicant would like the grant term to begin.

Executive Summary: The proposal should be preceded by a one- to two-page, single-spaced executive summary. The executive summary should be a concise distillation of the project that could serve as a stand-alone document. It should include the following:

Proposal Data: (Please list this information in a block format at the top of the page.)
Name of organization and principal investigator(s)
Name of proposed project
Project time frame
Total project budget
Amount sought from the Smith Richardson Foundation

Issue: Concise statement of the public policy issue to be addressed by the proposed project.
Project: Brief description of the methods and program activities that will be employed to examine the issue and the products (e.g., reports or books) that will result from the project.
Policy Implications: Brief explanation of the policy implications of the project's prospective findings.

Proposal: The body of the proposal should be single-spaced with spaces between each paragraph. It should be ten to fifteen pages in length.

Issue: Describe the issue that the project will examine or address.

Background: Discuss the background of the issue and the current state of the policy debate over the issue. Include in the background narrative references to the key pieces of literature that have informed the policy debate. At the end of this section, concisely identify the policy making community's gaps in knowledge on this issue and explain how the project will fill those gaps.

Project:

***Personnel*:** In a short paragraph identify the principal senior staff for the project. (Include curricula vitae as an appendix to the proposal.)
***Analytical Approach*:** Please provide one or two substantive paragraphs that describe the research or papers that will be commissioned for each panel or working group meeting. This material should include the nature and importance of each topic, the original work that you expect the researcher/author to undertake, and the identity and credentials of each participant who will present or will be asked to present commissioned work. *Peer reviewers who will read the proposal closely scrutinize the description of the project's design.*
***Products*:** What products – papers, publications, books, etc. – will result from the project? For written products, please describe them in as much detail as is feasible at this point of the project (e.g., an outline of the probable chapters of a proposed book).
***Dissemination*:** Please describe your plan for disseminating the project's findings.

Policy Implications: After completion of the project, what policy-relevant findings or information will have been developed that the policy community lacks today?

Budget: Prepare a budget according to the guidelines below:

Budget Table: Present the project in two columns, one for total costs and one for the share of funding sought from the Smith Richardson Foundation.

Categories: Break down the budget in terms of salaries (include separate line items for each of the principal investigators), benefits, travel, research expenses, individual program activities, publication costs, offices expenses, administrative expenses, organizational overhead charges, and any other large budgetary category. Total charges for overhead and institutional categories may not exceed 10 percent of the project's costs.

Additional Funding: The proposal should indicate how costs not sought from the Smith Richardson Foundation will be covered. Please indicate whether the sponsoring organization will cover some expenses and/or whether support will be sought from other foundations. If so, please indicate which ones.

501(c)3 organization: Name the organization handling the project payments. Include the name, title, and address of the person who will sign the grant letter and administer the grant.

Proposal Appendices: Please include the following:

Organizational Background: What is the purpose or mission of your organization? Describe briefly the record of your organization's work on the issue proposed for study or on similar projects.

Curricula Vitae: Please include curricula vitae for the project's senior staff. C.v.'s should be no more than 5 pages in length

Additional Materials: Please include a collection of recent publications (books, chapters from edited volumes, monographs, scholarly articles, opinion pieces).

January 2005

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990PF, Page 6, Part VIII - Employee Benefits for Mr. Peter Richardson

The Foundation made employer contributions to the Foundation's retirement plan for Mr. Peter Richardson of $36,750 The Foundation also provided Mr Richardson with medical, life and disability insurance on the same basis as all other Foundation employees. The cost of these benefits were $30,589. The Foundation also included $19,848 in employer FICA benefits paid on Mr. Richardson's behalf. The remainder of the amount shown in column (d) was not paid to Mr. Richardson in 2011 and represents the value of additional unvested retirement benefits that he accrued during 2011 under an unfunded supplemental retirement plan. Mr. Richardson's supplemental retirement benefits are being accrued over his expected 25-years of service with the Foundation.

SMITH RICHARDSON FOUNDATION, INC.
EIN 56-0611550
December 31, 2011

Form 990-PF, Page 12, Part XVI-A, Line 11a - Other Revenue

DESCRIPTION		Unrelated Business Income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 Exclusion code	(d) Amount
EQUITY IN PARTNERSHIP INCOME/ (LOSS)		900000	(830,860)	14	(37,333,913)
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES I	*			14	329,789
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES II	*			14	(54,398)
EQUITY IN INCOME/(LOSS) OF SMITH RICHARDSON FDN PROPERTIES III	*			14	68,977
OTHER INCOME FROM MOORINGS CAPITAL, LLC					
GRANTS CANCELLED - STMT 10				14	988,250
UNREALIZED APPRECIATION				14	(159,200)
MISCELLANEOUS INCOME				14	102,041
TOTALS			(830,860)		(36,058,454)

* 501(a) Real estate holding companies

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

INFORMATION RELATED TO FOREIGN PARTNERSHIPS:

Fortress Investment Fund V (Coinvestment Fund B) LP, a Moorings Capital, LLC investment, is a foreign partnership. Please note that as a result of your indirect ownership and contribution of cash to a foreign partnership, you may be required to file an I.R.S. Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships, with your U.S. Income Tax Return. Your share of these contributions is shown below. Any additional information needed is available upon request. Please consult your tax advisor.

ITEM F3.	COUNTRY UNDER WHOSE LAW ORGANIZED	CAYMAN ISLANDS
ITEM F4	DATE OF ORGANIZATION	05/22/2007
ITEM F5	PRINCIPAL PLACE OF BUSINESS	CAYMAN ISLANDS
ITEM F6	PRINCIPAL BUSINESS ACTIVITY CODE NUMBER	523900
ITEM F7	PRINCIPAL BUSINESS ACTIVITY	INVESTMENTS
ITEM F8A.	FUNCTIONAL CURRENCY	USD
ITEM F8B	EXCHANGE RATE	N/A
ITEM G2.	FORM FOREIGN PARTNERSHIP MUST FILE	FORM 1065
ITEM G2.	SERVICE CENTER WHERE FORM 1065 IS FILED	OGDEN, UT
ITEM G3	NAME OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	M&C CORPORATE SERVICES LIMITED
ITEM G3	ADDRESS OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	P.O BOX 309 GT, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN GRAND CAYMAN ISLANDS
ITEM G4	NAME AND ADDRESS OF PERSON WITH CUSTODY OF THE BOOKS AND RECORDS	FORTRESS FUND V GP (BCF), L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105
ITEM G5	SPECIAL ALLOCATIONS MADE BY THE PARTNERSHIP	NO
ITEM G7	PARTNERSHIP CLASSIFICATION UNDER THE LAW OF THE COUNTRY IN WHICH IT IS ORGANIZED	LIMITED PARTNERSHIP

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST	DIRECT INTEREST
SCHEDULE A1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP	AVAILABLE UPON REQUEST

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

SCHEDULE A2 – AFFILIATIONS SCHEDULE.

NAME	ADDRESS	EIN	ORD INC/LOSS	FOREIGN PERSON
FECR RAIL HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2262262	N/A	
FIT MAPELEY HOLDINGS LTD	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	98-0564906	N/A	X
FORTRESS UK ACQUISITION COMPANY	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	98-0564909	N/A	X
IRON HORSE HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2246158	N/A	
FIG PNG HOLDINGS LCC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0565975	N/A	
FIF V PFD LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2903762	N/A	

SCHEDULE O – TRANSFER OF PROPERTY TO A FOREIGN PARTNERSHIP:

TYPE OF PROPERTY	DATE OF TRANSFER	FMV ON DATE OF TRANSFER	% OF INTEREST IN PARTNERSHIP AFTER TRANSFER
CASH	06/08/2011	$550	0.8547%

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

Fortress Investment Fund V (Fund B) LP, a Moorings Capital, LLC investment, is a foreign partnership. Please note that as a result of your indirect ownership and contribution of cash to a foreign partnership, you may be required to file an I.R.S. Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships, with your U.S. Income Tax Return. Your share of these contributions is shown below. Any additional information needed is available upon request. Please consult your tax advisor.

ITEM F3.	COUNTRY UNDER WHOSE LAW ORGANIZED	CAYMAN ISLANDS
ITEM F4:	DATE OF ORGANIZATION	04/25/2007
ITEM F5:	PRINCIPAL PLACE OF BUSINESS	CAYMAN ISLANDS
ITEM F6	PRINCIPAL BUSINESS ACTIVITY CODE NUMBER	523900
ITEM F7	PRINCIPAL BUSINESS ACTIVITY	INVESTMENTS
ITEM F8A:	FUNCTIONAL CURRENCY	USD
ITEM F8B	EXCHANGE RATE	N/A
ITEM G2	FORM FOREIGN PARTNERSHIP MUST FILE	FORM 1065
ITEM G2.	SERVICE CENTER WHERE FORM 1065 IS FILED	OGDEN, UT
ITEM G3	NAME OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	M&C CORPORATE SERVICES LIMITED
ITEM G3	ADDRESS OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION	P.O. BOX 309 GT, UGLAND HOUSE SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN GRAND CAYMAN ISLANDS
ITEM G4.	NAME AND ADDRESS OF PERSON WITH CUSTODY OF THE BOOKS AND RECORDS	FORTRESS FUND V GP (BCF), L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105
ITEM G5	SPECIAL ALLOCATIONS MADE BY THE PARTNERSHIP	NO
ITEM G7:	PARTNERSHIP CLASSIFICATION UNDER THE LAW OF THE COUNTRY IN WHICH IT IS ORGANIZED	LIMITED PARTNERSHIP

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST	DIRECT INTEREST
SCHEDULE A1 - CERTAIN PARTNERS OF FOREIGN PARTNERSHIP	AVAILABLE UPON REQUEST

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

SCHEDULE A2 – AFFILIATIONS SCHEDULE:

NAME	ADDRESS	EIN	ORD INC/LOSS	FOREIGN PERSON
FECR RAIL HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2262262	N/A	
IRON HORSE HOLDING LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	41-2246158	N/A	
FIF V ESA HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0699359	N/A	
FIT MAPELEY HOLDINGS LTD	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	98-0564906	N/A	X
FORTRESS UK ACQUISITION COMPANY	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	98-0564909	N/A	X
FIG PNG HOLDINGS LCC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0565975	N/A	
LUZ ACQUISITION LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-1302793	N/A	
FIF V MBS HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-0763708	N/A	
FIF V MBS II HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2070916	N/A	
FIF V MBS III HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2455674	N/A	
FIF V MBS IV HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2598427	N/A	
FIF V PFD LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2903762	N/A	
FORTRESS INVESTMENT FUND V SECURITIES HOLDINGS LP	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	98-0557387	N/A	X
FIF V SECURITIES HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	26-2141407	N/A	
FUND V IRON HORSE INVESTMENTS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	27-0594834	N/A	
FCFI ACQUISITION LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	27-3277322	N/A	
GALAXY PEF HOLDINGS LLC	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	27-3023250	N/A	

SCHEDULE O – TRANSFER OF PROPERTY TO A FOREIGN PARTNERSHIP.

TYPE OF PROPERTY	DATE OF TRANSFER	FMV ON DATE OF TRANSFER	% OF INTEREST IN PARTNERSHIP AFTER TRANSFER
CASH	VARIOUS	$149	0.3274%

SMITH RICHARDSON FOUNDATION, INC. THROUGH ITS INVESTMENT IN MOORINGS CAPITAL, LLC, HAS AN INDIRECT INVESTMENT IN VARIOUS FOREIGN PARTNERSHIPS AS HEREIN DISCLOSED:

During the tax year ended December 31, 2011, Park Street Capital Luxembourg Holdings, LLC ("PSC LUXEMBOURG"), a Moorings Capital, LLC investment, made contributions to a foreign partnership. Please note that as a result of your indirect ownership and contribution of cash to a foreign partnership, you may be required to file an I.R.S. Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships, with your U.S. Income Tax Return. Your share of these contributions is shown below. Any additional information needed is available upon request. Please consult your tax advisor.

PARTNERSHIP NAME·	JOG LIMITED PARTNERSHIPS NO. IV
ADDRESS.	SUITE 2370, 440 - 2ND AVE SW CALGARY, AB, T2P 5E9, CANADA
EIN.	N/A
SHARE OF AMOUNT CONTRIBUTED	$37,630

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
SMITH RICHARDSON FOUNDATION, INC.

Employer identification number (EIN) or
☒ 56-0611550

Number, street, and room or suite no. If a P.O. box, see instructions
701 GREEN VALLEY ROAD, NO. 300

Social security number (SSN)
☐

City, town or post office, state, and ZIP code For a foreign address, see instructions
GREENSBORO, NC 27408-7096

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

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

- The books are in the care of ▶ ROSS HEMPHILL - 701 GREEN VALLEY ROAD, SUITE 300 - GREENSBORO, NC 27408-7096

Telephone No ▶ 336-379-8600 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 2011 or

▶ ☐ tax year beginning ______________ , and ending ______________

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 556,053.
b	If this application is for Form 990-PF. 990-T 4720. or 6069 enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 476,053.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 80,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1 2012)

123841
01-04-12

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

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

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

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

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions SMITH RICHARDSON FOUNDATION, INC.	Employer identification number (EIN) or ☒ 56-0611550
	Number, street, and room or suite no If a P.O box, see instructions 701 GREEN VALLEY ROAD, NO. 300	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions GREENSBORO, NC 27408-7096	

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

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

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

- The books are in the care of ▶ ROSS HEMPHILL - 701 GREEN VALLEY ROAD, SUITE 300 - GREENSBORO, NC 27408-7096

Telephone No ▶ 336-379-8600 FAX No ▶

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

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

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

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 556,053.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 556,053.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ AGENT Date ▶ 8-14-12