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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation HENRY LAIRD SMITH FOUNDATION		A Employer identification number 62-6271796
Number and street (or P.O. box number if mail is not delivered to street address) 4400 HARDING ROAD	Room/suite 310	B Telephone number (see instructions) 615-460-9240
City or town, state, and ZIP code NASHVILLE TN 37205-5215		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,440,908	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	253,381	253,076		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	479,658			
	b Gross sales price for all assets on line 6a 7,450,875				
	7 Capital gain net income (from Part IV, line 2)		479,658		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) STMT 1	215			
	12 Total. Add lines 1 through 11	733,254	732,734	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,735			1,735
	c Other professional fees (attach schedule) STMT 3	53,285			53,285
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	10,672	826		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	34			
	24 Total operating and administrative expenses. Add lines 13 through 23	65,726	826	0	55,020
25 Contributions, gifts, grants paid	465,050			465,050	
26 Total expenses and disbursements. Add lines 24 and 25	530,776	826	0	520,070	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	202,478				
b Net investment income (if negative, enter -0-)		731,908			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments			505,106	541,509	541,509
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0				
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule) SEE STMT 6			9,485,115	9,651,190	9,899,399
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶					
	15 Other assets (describe ▶))				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			9,990,221	10,192,699	10,440,908
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶))				
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			9,990,221	10,192,699	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)			9,990,221	10,192,699	
	31 Total liabilities and net assets/fund balances (see instructions)			9,990,221	10,192,699	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,990,221
2 Enter amount from Part I, line 27a	2	202,478
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,192,699
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,192,699

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 ATTACHED		P	VARIOUS	VARIOUS
b SEE ATTACHED		P	VARIOUS	VARIOUS
c LONG-TERM CAP. GAIN DIVIDEND				
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 5,631,617		5,823,315	-191,698
b 1,639,013		1,147,902	491,111
c 180,245			180,245
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-191,698
b			491,111
c			180,245
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	479,658
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	541,206	10,494,015	0.051573
2009	483,864	10,157,068	0.047638
2008	572,367	12,670,096	0.045175
2007	564,901	13,114,167	0.043076
2006	760,856	11,666,495	0.065217

2 Total of line 1, column (d)	2	0.252679
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050536
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,935,718
5 Multiply line 4 by line 3	5	552,647
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,319
7 Add lines 5 and 6	7	559,966
8 Enter qualifying distributions from Part XII, line 4	8	520,070

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	14,638
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3 Add lines 1 and 2	3	14,638
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	14,638
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,048
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	6,048
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	8,590
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TN		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X	
14	The books are in care of ► EQUITABLE TRUST COMPANY, CO-TTEE 4400 HARDING ROAD, STE 310 Located at ► NASHVILLE TN ZIP+4 ► 37205-5215 Telephone no ► 615-460-9240			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	1c	
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? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EQUITABLE TRUST COMPANY 4400 HARDING ROAD, SUITE 310	NASHVILLE TN 37205	CO-TRUSTEE 10.00	53,285	0
OVERTON T. SMITH 3516 HOPKINS LANE	NASHVILLE TN 37215	TRUSTEE 5.00	0	0
MARGARET S. WARNER 4428 SHEPPARD PLACE	NASHVILLE TN 37205	TRUSTEE 5.00	0	0
RUSSELL O. STEWART 10 SANDY LAKE ROAD	CHERRY HILLS VILLAGE CO 80113	TRUSTEE 1.00	0	0

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,477,407
b	Average of monthly cash balances	1b	624,845
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,102,252
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	11,102,252
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	166,534
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,935,718
6	Minimum investment return. Enter 5% of line 5	6	546,786

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	546,786
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,638
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,638
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	532,148
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	532,148
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	532,148

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	520,070
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	520,070
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	520,070

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				532,148
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				112,713
b From 2007				
c From 2008				
d From 2009				
e From 2010				28,597
f Total of lines 3a through e	141,310			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 520,070				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				520,070
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	12,078			12,078
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	129,232			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	100,635			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	28,597			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				28,597
e Excess from 2011				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE STATEMENT 7					465,050
Total					▶ 3a 465,050
b Approved for future payment N/A					
Total					▶ 3b

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 215	\$	\$
TOTAL	\$ 215	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2010 TAX PREP FEE	\$ 1,735	\$	\$	\$ 1,735
TOTAL	\$ 1,735	\$ 0	\$ 0	\$ 1,735

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIDUCIARY FEES	\$ 53,285	\$	\$	\$ 53,285
TOTAL	\$ 53,285	\$ 0	\$ 0	\$ 53,285

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 826	\$ 826	\$	\$
2010 990-PF	3,798			
2011 990-PF ESTIMATES	6,048			
TOTAL	\$ 10,672	\$ 826	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
ADR FEES	34			
TOTAL	34	0	0	0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 9,485,115	\$ 9,651,190	COST	\$ 9,899,399
TOTAL	\$ 9,485,115	\$ 9,651,190		\$ 9,899,399

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
BLUEGRASS CONSERVANCY		380 SOUTH MILL STREET		NONE	PUB. CHARITY	DONATION	1,000
LEXINGTON KY 40508		PUB. CHARITY					
BOY SCOUTS OF AMERICA		3414 HILLSBORO PIKE		NONE	PUB. CHARITY	DONATION	500
NASHVILLE TN 37215		P.O. BOX 22276		NONE	PUB. CHARITY	DONATION	5,000
CAMP HORSIN AROUND		P.O. BOX 101		NONE	PUB. CHARITY	DONATION	2,000
LEXINGTON KY 40522		1940 HIGHWAY 107 SOUTH		NONE	PUB. CHARITY	DONATION	1,000
CASHIER'S COMMUNITY FUND		1200 FORREST PARK DRIVE		NONE	PUB. CHARITY	DONATION	5,000
CASHIERS NC 28717		1200 FORREST PARK DRIVE		NONE	PUB. CHARITY	DONATION	2,500
CASHIERS HISTORICAL SOCIE		900 BROADWAY		NONE	PUB. CHARITY	DONATION	15,000
CASHIERS NC 28717		1420 WILSON PIKE		NONE	PUB. CHARITY	DONATION	5,500
CHEEKWOOD		1000 14TH STREET, #15		NONE	PUB. CHARITY	DONATION	500
NASHVILLE TN 37205		1540 30TH STREET		NONE	PUB. CHARITY	DONATION	500
CHEEKWOOD PATRON		2960 BROADWAY		NONE	PUB. CHARITY	DONATION	1,250
NASHVILLE TN 37205		P.O. BOX 90727		NONE	PUB. CHARITY	DONATION	1,000
CHRIST CHURCH CATHEDRAL		10455 WEST 6TH AVE STE 10		NONE	PUB. CHARITY	DONATION	1,000
NASHVILLE TN 37203		211 ENSWORTH PLACE		NONE	PUB. CHARITY	DONATION	500
CHURCH OF THE GOOD SHEPHE		174 RAINS AVENUE		NONE	PUB. CHARITY	DONATION	1,000
BRENTWOOD TN 37027		2606 EUGENIA AVENUE		NONE	PUB. CHARITY	DONATION	27,000
COLORADO SYMPHONY ASSOC.		50 VAUGHN ROAD		NONE	PUB. CHARITY	DONATION	2,000
DENVER CO 80202		919 BROADWAY		NONE	PUB. CHARITY	DONATION	
COLORADO UNIVERSITY		PUB. CHARITY					
BOULDER CO 80309							
COLUMBIA UNIVERSITY							
NEW YORK NY 10027							
CUMBERLAND HEIGHTS							
NASHVILLE TN 37209							
DENVER AREA BOY SCOUT COUNCIL							
DENVER CO 80215							
ENSWORTH SCHOOL							
NASHVILLE TN 37205							
FIFTY FORWARD							
NASHVILLE TN 37203							
FRIENDS OF RADNOR LAKE							
NASHVILLE TN 37211							
FRIENDS OF WARNER PARKS							
NASHVILLE TN 37221							
FRIST CENTER FOR VISUAL A							
NASHVILLE TN 37203							

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name Address	Relationship	Status	Purpose	Amount
GIRLS SCOUTS NASHVILLE TN 37204	NONE	4522 GRANNY WHITE PIKE PUB. CHARITY DONATION		500
HARPETH HALL SCHOOL NASHVILLE TN 37215	NONE	3801 HOBBS ROAD PUB. CHARITY DONATION		12,500
IADC FOUNDATION CHICAGO IL 60606	NONE	303 WEST MADISON ST, #925 PUB. CHARITY DONATION		500
JUNIOR LEAGUE OF CENTRAL SCARSDALE NY 10583	NONE	1039 POST ROAD PUB. CHARITY DONATION		1,000
KENT DENVER SCHOOL ENGLEWOOD CO 80113	NONE	4000 EAST QUINCY AVENUE PUB. CHARITY DONATION		2,000
KENTUCKY CHILDREN'S HOSPI LEXINGTON KY 40536	NONE	800 ROSE STREET, #MN150 PUB. CHARITY DONATION		5,000
KENTUCKY EDUCATIONAL TELE LEXINGTON KY 40502	NONE	600 COOPER DRIVE PUB. CHARITY DONATION		1,000
KIPS BAY BOYS AND GIRLS C BRONX NY 10473	NONE	1930 RANDALL AVENUE PUB. CHARITY DONATION		3,000
LEXINGTON CLINIC LEXINGTON KY 40504	NONE	1221 SOUTH BROADWAY PUB. CHARITY DONATION		2,000
MCNEILLY CENTER FOR CHILD NASHVILLE TN 37207	NONE	400 MERIDIAN STREET PUB. CHARITY DONATION		1,000
MONTGOMERY BELL ACADEMY NASHVILLE TN 37205	NONE	4001 HARDING ROAD PUB. CHARITY DONATION		1,000
NASHVILLE OPERA ASSOCIATION NASHVILLE TN 37209	NONE	3622 REDMON STREET PUB. CHARITY DONATION		1,000
NASHVILLE PUBLIC LIBRARY NASHVILLE TN 37219	NONE	615 CHURCH STREET PUB. CHARITY DONATION		5,000
NASHVILLE PUBLIC TELEVISI NASHVILLE TN 37203	NONE	161 RAINS AVENUE PUB. CHARITY DONATION		2,000
NASHVILLE SYMPHONY NASHVILLE TN 37201	NONE	1 SYMPHONY PLACE PUB. CHARITY DONATION		5,000
NATURE CONSERVANCY OF TN NASHVILLE TN 37212	NONE	2021 21ST AVENUE SOUTH PUB. CHARITY DONATION		1,000
NEW YORK BOTANICAL GARDEN BRONX NY 10458	NONE	BRONX RIVER PKWY AT FORDH PUB. CHARITY DONATION		1,500
NEW YORK UNIV STERN SCHOO NEW YORK NY 10012	NONE	25 W 4TH STREET PUB. CHARITY DONATION		1,250

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
NEW YORK UNIVERSITY SCHOO		NEW YORK NY 10012		NONE	40 WASHINGTON SQUARE S.	PUB. CHARITY DONATION	1,250
PRINCETON UNIVERSITY		PRINCETON NJ 08540		NONE	330 ALEXANDER STREET	PUB. CHARITY DONATION	500
RONALD MCDONALD HOUSE CH		NASHVILLE TN 37212		NONE	2144 FAIRFAX AVENUE	PUB. CHARITY DONATION	5,000
SAINT JOHN'S EPISCOPAL CA		KNOXVILLE TN 37902		NONE	413 CUMBERLAND AVENUE	PUB. CHARITY DONATION	6,000
SCARSDALE PUBLIC LIBRARY		SCARSDALE NY 10583		NONE	54 OLMSTEAD ROAD	PUB. CHARITY DONATION	1,000
SECOND HARVEST		NASHVILLE TN 37228		NONE	331 GREAT CIRCLE ROAD	PUB. CHARITY DONATION	5,000
ST. JAMES THE LESS SCARSD		SCARSDALE NY 10583		NONE	10 CHURCH LANE SOUTH	PUB. CHARITY DONATION	3,800
ST. JOSEPH HOSPITAL FOUND		DENVER CO 80218		NONE	1835 FRANKLIN STREET	PUB. CHARITY DONATION	2,000
ST. LUKE'S COMMUNITY HOUS		NASHVILLE TN 37209		NONE	5601 NEW YORK AVENUE	PUB. CHARITY DONATION	10,000
SWIM ACROSS AMERICA		BOSTON MA 02110		NONE	ONE INTERNATIONAL PLACE	PUB. CHARITY DONATION	250
THE CHILDREN'S HOSPITAL FOUNDATION		AURORA CO 80045		NONE	13123 EAST 16TH AVENUE	PUB. CHARITY DONATION	500
THE HERMITAGE		NASHVILLE TN 37076		NONE	4580 RACHELS LANE	PUB. CHARITY DONATION	1,000
THE LAND TRUST FOR TENNES		NASHVILLE TN 37202		NONE	P.O. BOX 23473	PUB. CHARITY DONATION	50,000
THE LEXINGTON SCHOOL		LEXINGTON KY 40504		NONE	1050 LANE ALLEN ROAD	PUB. CHARITY DONATION	7,000
THE RAYMOND WENTZ FOUNDAT		DENVER CO 80209		NONE	P.O. BOX 9039	PUB. CHARITY DONATION	250
THE SALVATION ARMY		NASHVILLE TN 37213		NONE	140 N 1ST STREET	PUB. CHARITY DONATION	2,500
TRAVELERS REST		NASHVILLE TN 37220		NONE	636 FARRELL PKWY	PUB. CHARITY DONATION	10,000
UNITED WAY OF SCARSDALE		WHITE PLAINS NY 10606		NONE	336 CENTRAL PARK AVENUE	PUB. CHARITY DONATION	3,500

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
UNIVERSITY OF MICHIGAN LA		625 SOUTH STATE STREET		NONE	PUB. CHARITY DONATION		5,000
ANN ARBOR MI 48109		301 KIRKLAND HALL		NONE	PUB. CHARITY DONATION		2,000
VANDERBILT COLLEGE OF ART		1301 MEDICAL CENTER DRIVE		NONE	PUB. CHARITY DONATION		10,000
NASHVILLE TN 37240		691 PRESTON BUILDING		NONE	PUB. CHARITY DONATION		5,000
VANDERBILT DEPT OF NEUROL		131 21ST AVENUE SOUTH		NONE	PUB. CHARITY DONATION		2,000
NASHVILLE TN 37232		2201 WEST END AVENUE		NONE	PUB. CHARITY DONATION		200,000
VANDERBILT INGRAM CANCER		2100 WEST END AVE STE 820		NONE	PUB. CHARITY DONATION		7,000
NASHVILLE TN 37232		1000 CHURCH STREET		NONE	PUB. CHARITY DONATION		5,000
VANDERBILT LAW SCHOOL							
NASHVILLE TN 37203							
VANDERBILT UNIVERSITY							
NASHVILLE TN 37240							
VUMC CANBY ROBINSON SOCIETY							
NASHVILLE TN 37203							
YWCA OF MIDDLE TENNESSEE							
NASHVILLE TN 37203							
TOTAL							465,050

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART II, LINE 10(b)
12/31/11

Account Name : The Henry Laird Smith Foundation		As Of : 12/31/2011	
Shares	Asset Description	Cost	Market
<u>Money Market Funds</u>			
541,509.21	Northern Trust Inst Muni Portfolio	541,509.21	541,509.21
<u>Sub Total</u>		\$ 541,509.21	541,509.21
<u>Common Stock</u>			
1,400	Abbott Laboratories	70,207.76	78,722.00
5,400	Activision Blizzard Inc	72,469.68	66,528.00
5,500	Annaly Capital Mgmt Inc	98,267.40	87,780.00
1,550	Astrazeneca PLC ADR	71,618.99	71,749.50
3,100	AT&T Inc	90,250.38	93,744.00
2,250	BCE Inc	89,068.95	93,757.50
800	Biogen Idec	44,212.72	88,040.00
2,850	Bristol Myers Squibb	80,677.02	100,434.00
2,050	CIGNA Corp	95,119.26	86,100.00
2,600	Companhia De Bebidas Pif ADR	62,221.13	93,834.00
1,250	ConocoPhillips	82,456.08	91,087.50
950	Diageo ADR PLC New	72,929.79	83,049.00
1,150	Entergy Corp	71,999.78	84,007.50
2,000	Exelon Corp	88,667.80	86,740.00
2,200	General Mills Inc	79,488.23	88,902.00
600	Grainger W W Inc	79,599.12	112,314.00
1,000	Humana Inc	81,964.30	87,610.00
3,550	Intel Corp	86,642.70	86,087.50
1,250	Kimberly Clark Corp	85,166.90	91,950.00
1,150	Lockheed Martin Corp	90,509.49	93,035.00
800	Lorillard Inc	80,532.71	91,200.00
2,550	Mattel Inc	69,831.24	70,788.00
1,150	O'Reilly Automotive Inc	78,950.15	91,942.50
1,000	Perrigo Co	93,041.00	97,300.00
1,800	Petsmart Inc	80,804.88	92,322.00

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART II, LINE 10(b)
12/31/11

Account Name : The Henry Laird Smith Foundation

As Of 12/31/2011

Shares	Asset Description	Cost	Market
Prices As Of: 12/31/2011			
1,000	Philip Morris International	52,670.00	78,480.00
600	Ralph Lauren Corp Cl A	81,310.18	82,848.00
1,750	Raytheon Company	71,834.88	84,665.00
2,300	Ross Stores Inc	62,595.24	109,319.00
2,000	Southern Co	77,116.31	92,580.00
1,400	Ventas Inc	71,207.78	77,182.00
950	Visa Inc Cl A	87,668.08	96,453.50
3,250	Vodafone Group Plc Adr	88,120.56	91,097.50
Sub Total		\$ 2,589,220.49	2,921,649.00
Multi Strategy Funds			
39,574.375	IVA Worldwide Instl	636,300.00	607,862.40
14,640.989	Permanent Portfolio	628,400.00	674,803.18
30,662.551	TFS Market Neutral	475,310.85	444,300.36
Sub Total		\$ 1,740,010.85	1,726,965.94
High Yield Funds			
24,688.889	Hartford Floating Rate Instl	222,200.00	212,324.45
27,570.145	Principal High Yield Instl	199,832.53	202,640.57
Sub Total		\$ 422,032.53	414,965.02
Mid Cap Funds			
10,646.773	BlackRock US Opportunities Instl	352,661.41	356,560.43
36,553.792	Guggenheim Mid Cap Value Inst	429,141.52	364,806.84
Sub Total		\$ 781,802.93	721,367.27
Small Cap Funds			
7,664.393	Brown Capital Management Small Instl	309,863.36	335,547.13
12,639.363	GAMCO Westwood Mighty Mites Instl	222,200.00	203,620.14
28,863.853	Invesco Van Kampen Small Growth Instl	275,329.88	282,865.76
22,111.77	Royce 100 Investment	201,850.85	193,256.87

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART II, LINE 10(b)
12/31/11

Account Name : The Henry Laird Smith Foundation		As Of : 12/31/2011	
Shares	Asset Description	Cost	Market
15,882.773	William Blair Small Value Instl	222,200.00	196,058.18
Sub Total			
	International Funds		
10,875.406	BlackRock International Opportunities Instl	371,230.83	319,954.44
23,670.116	IVA International Instl	388,900.00	350,081.02
53,838.784	Lazard Emerging Markets Equity Instl	1,058,819.24	904,491.57
Sub Total			
	Commodity Funds		
23,364.879	Pimco Commodity Real Return Instl	222,200.00	152,806.31
Sub Total			
	Gold Bullion Funds		
4,282	SPDR Gold Shares	328,825.15	650,821.18
Sub Total			
	Real Estate Funds		
13,178.368	Cohen & Steers Instl Global Realty	277,800.00	244,063.38
7,063.973	Cohen & Steers Realty Instl	238,903.57	278,885.65
Sub Total			
Grand Total			
		\$ 10,192,698.89	10,440,908.07

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART IV
12/31/11

		* * Schedule D * *						
Shares/PV	Asset Sold	Date Acquired	How Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
1,300	Accenture PLC Cl A	06/29/2011	P	08/25/2011	Short	66,496.58	77,981.57	-11,485.09
1,100	AFLAC Inc	04/12/2010	P	04/12/2011	Short	58,418.12	61,261.86	-2,843.74
250	AFLAC Inc	02/18/2011	P	04/12/2011	Short	13,276.84	14,772.95	-1,496.11
1,700	Agilent Technologies Inc	04/27/2011	P	07/28/2011	Short	72,114.65	84,245.71	-12,131.06
1,400	Amphenol Corp	02/01/2011	P	06/15/2011	Short	71,012.52	79,798.74	-3,786.22
150	Amphenol Corp	04/14/2011	P	06/15/2011	Short	7,608.48	7,826.31	-217.83
2,050	Analog Devices Inc	01/07/2011	P	07/12/2011	Short	75,093.75	77,924.81	-2,831.06
100	Analog Devices Inc	04/15/2011	P	07/12/2011	Short	3,663.11	3,769.82	-106.71
250	Autozone Incorporated	06/23/2010	P	01/06/2011	Short	62,079.33	48,932.47	13,146.86
800	BHP Billiton Ltd Spd ADR	04/11/2011	P	08/09/2011	Short	60,820.43	81,910.80	-21,090.37
50	Biogen Idec	09/01/2010	P	04/25/2011	Short	4,986.07	2,763.30	2,222.77
250	Biogen Idec	01/11/2011	P	04/25/2011	Short	24,930.35	16,976.60	7,953.75
1,900	Bristol Myers Squibb	08/25/2010	P	04/13/2011	Short	51,657.73	49,498.04	2,159.69
50	Bristol Myers Squibb	09/15/2010	P	04/13/2011	Short	1,359.41	1,349.90	9.51
3,100	CB Richard Ellis Group Inc	03/09/2011	P	07/18/2011	Short	70,377.33	81,609.36	-11,232.03
550	CF Industries Holdings	05/31/2011	P	10/17/2011	Short	80,140.50	83,750.98	-3,610.48
750	CH Robinson Worldwide Inc	08/25/2010	P	04/13/2011	Short	55,573.71	48,724.95	6,848.76
250	CH Robinson Worldwide Inc	01/11/2011	P	04/13/2011	Short	18,524.57	19,822.05	-1,297.48
1,350	Check Point Software	07/12/2011	P	12/09/2011	Short	72,962.18	77,525.78	-4,563.60
950	China Mobile Ltd ADR	08/25/2010	P	05/23/2011	Short	41,309.39	48,994.64	-7,685.25
250	Citrix Systems Inc	01/11/2011	P	03/23/2011	Short	16,543.76	17,017.38	-473.62
50	CNOOC Ltd ADR	01/10/2011	P	06/21/2011	Short	11,690.30	11,970.50	-280.20
1,150	Coach Inc	07/20/2011	P	09/07/2011	Short	62,152.17	76,737.20	-14,585.03
900	Coca Cola Co	11/03/2010	P	06/21/2011	Short	59,387.61	55,569.51	3,818.10
1,297.943	Cohen & Steers Realty Instl	03/30/2010	P	02/01/2011	Short	51,242.79	43,896.43	7,346.36
1,550	Darden Restaurants Inc	08/26/2011	P	12/12/2011	Short	66,911.13	70,833.92	-3,922.79
350	Darden Restaurants Inc	12/01/2011	P	12/12/2011	Short	15,108.96	16,747.47	-1,638.51
450	DirectV - Class A	04/11/2011	P	08/25/2011	Short	18,400.28	20,884.46	-2,484.18

HENRY LAIRD SMITH FOUNDATION
62-6271796
ATTACHMENT TO 990-PF, PART IV
12/31/11

1,050 Ecolab Inc	09/10/2010 P 02/25/2011 Short	49,859.97	51,879.14	-2,019.17
550 Ecolab Inc	01/12/2011 P 02/25/2011 Short	26,117.13	27,199.70	-1,082.57
2,600 EMC Corp	11/05/2010 P 09/27/2011 Short	56,929.81	56,288.70	641.11
400 EMC Corp	01/11/2011 P 04/26/2011 Short	11,279.66	9,523.64	1,756.02
300 EMC Corp	01/11/2011 P 09/27/2011 Short	6,568.82	7,142.73	-573.91
750 Estee Lauder Companies Cl A	06/29/2011 P 09/27/2011 Short	73,902.91	79,087.58	-5,184.67
5,150 Financial Select Sector SPDR	05/17/2011 P 09/07/2011 Short	64,785.75	81,473.00	-16,687.25
7,365.173 First Eagle Overseas Instl	03/30/2010 P 02/01/2011 Short	170,209.15	151,648.91	18,560.24
1,600 FMC Technologies Inc	08/27/2010 P 05/16/2011 Short	66,475.52	51,262.00	15,213.52
200 FMC Technologies Inc	01/11/2011 P 05/16/2011 Short	8,309.44	8,780.06	-470.62
1,950 Halliburton Co	01/26/2011 P 08/26/2011 Short	76,633.53	82,969.77	-6,336.24
300 HDFC Bank Ltd	08/27/2010 P 05/17/2011 Short	46,816.77	48,615.75	-1,798.98
1,350 Honeywell Intl Inc	04/26/2011 P 08/26/2011 Short	58,934.61	83,634.26	-24,699.65
200 Infosys Technologies	01/11/2011 P 03/22/2011 Short	12,822.17	15,106.70	-2,214.53
2,300 Itau Unibanco Hldng Pref ADR	09/01/2010 P 05/17/2011 Short	49,724.58	50,581.83	-857.25
7,614.469 Ivy Asset Strategy Instl	08/27/2010 P 02/01/2011 Short	189,219.56	166,300.00	22,919.56
7,641.427 Ivy Asset Strategy Instl	09/24/2010 P 02/01/2011 Short	189,889.46	175,600.00	14,289.46
7,766.990 Ivy Asset Strategy Instl	10/22/2010 P 02/01/2011 Short	193,009.70	184,000.00	9,009.70
1,950 Juniper Networks Inc	02/07/2011 P 05/24/2011 Short	71,427.13	78,252.14	-6,825.01
150 Juniper Networks Inc	04/15/2011 P 05/24/2011 Short	5,494.39	5,728.98	-234.59
340.855 Keeley Small Value Instl	06/17/2010 P 02/01/2011 Short	8,821.33	7,100.00	1,721.33
1,700 Kraft Foods Inc Cl A	08/27/2010 P 04/11/2011 Short	54,256.16	50,539.30	3,716.86
800 Kraft Foods Inc Cl A	01/10/2011 P 04/11/2011 Short	25,532.31	25,005.52	526.79
450 Mettler-Toledo Intl Inc	05/04/2011 P 08/26/2011 Short	64,090.83	84,204.18	-20,113.35
100 Novo-Nordisk ADR	01/11/2011 P 08/25/2011 Short	9,323.32	11,492.42	-1,669.10
300 Oracle Corporation	01/12/2011 P 11/22/2011 Short	8,848.15	9,305.85	-457.70
550 PetroChina Co ADR	04/13/2011 P 08/12/2011 Short	67,826.13	82,518.65	-14,692.52
1,200 Potash Corp Of Saskatchewan Inc	09/07/2011 P 10/13/2011 Short	58,241.12	71,142.00	-12,900.88
1,550 Public Service Enterprise Grp	06/21/2010 P 03/08/2011 Short	48,898.77	51,536.57	-2,637.80
1,400 Qualcomm Corp	05/24/2011 P 12/05/2011 Short	76,008.88	78,561.84	-2,552.96
150 Qualcomm Corp	11/15/2011 P 12/05/2011 Short	8,143.81	8,675.52	-531.71

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450 Raytheon Company	01/13/2011 P 07/12/2011 Short	21,278.97	22,315.46	-1,036.49
1,050 Royal Dutch Shell Plc ADR	04/28/2011 P 08/26/2011 Short	65,510.34	82,097.72	-16,587.38
19,317.434 Rydex/SGI Mid Value Instl	04/15/2010 P 02/01/2011 Short	239,343.01	226,786.67	12,556.34
1,500 Sasol Ltd ADR	03/01/2011 P 08/17/2011 Short	67,294.86	80,062.65	-12,767.79
300 Shire Pharmaceuticals Plc ADR	01/07/2011 P 05/24/2011 Short	27,497.38	22,291.14	5,206.24
850 Sigma-Aldrich Corp	12/06/2010 P 09/20/2011 Short	55,031.43	55,404.87	-373.44
350 Sigma-Aldrich Corp	04/27/2011 P 09/20/2011 Short	22,660.00	24,453.07	-1,793.07
1,550 St Jude Medical	04/13/2011 P 08/18/2011 Short	64,846.83	80,717.65	-15,870.77
200 Starbucks Corp	01/10/2011 P 04/28/2011 Short	7,420.26	6,504.00	916.26
1,200 J. P. Morgan Chase & Co	04/12/2011 P 08/17/2011 Short	61,124.30	79,999.44	-18,875.14
450 Terra Pharmaceutical ADR	01/26/2011 P 02/18/2011 Short	23,305.28	25,554.74	-2,249.46
4,638.554 IFS Market Neutral	10/22/2010 P 02/01/2011 Short	70,042.17	73,289.15	-3,246.98
800 Union Pacific Corp	01/13/2011 P 09/14/2011 Short	69,296.04	79,378.16	-10,082.12
50 Union Pacific Corp	04/13/2011 P 09/14/2011 Short	4,331.00	4,350.63	-19.63
112,570.356 Vanguard Short-Term Bond Index Signal	08/27/2010 P 02/01/2011 Short	1,188,742.96	1,200,000.00	-11,257.04
46,728.972 Vanguard Short-Term Bond Index Signal	09/24/2010 P 02/01/2011 Short	493,457.94	500,000.00	-6,542.06
1,550 Yum! Brands Inc	03/09/2011 P 04/12/2011 Short	77,621.27	81,355.78	-3,734.51
200 Apple Computer	10/21/2009 P 06/20/2011 Long	62,669.18	41,193.36	21,475.82
50 Biogen Idec	09/01/2010 P 12/08/2011 Long	5,561.88	2,763.29	2,798.59
2,030.921 BlackRock US Opportunities Instl	11/05/2008 P 02/01/2011 Long	86,293.83	51,138.59	35,155.24
2,547.022 BlackRock US Opportunities Instl	01/06/2009 P 02/01/2011 Long	108,222.97	65,000.00	43,222.97
1,874.751 BlackRock US Opportunities Instl	05/04/2009 P 02/01/2011 Long	79,658.17	52,455.53	27,202.64
850 Citrix Systems Inc	03/10/2010 P 03/23/2011 Long	56,248.77	39,781.62	16,467.15
300 CNOOC Ltd ADR	04/21/2010 P 06/21/2011 Long	70,141.81	52,804.05	17,337.76
850 Cognizant Technologies Solutions Cl A	09/10/2009 P 08/17/2011 Long	52,661.59	31,948.44	20,713.15
1,716.598 Cohen & Steers Realty Instl	08/25/2008 P 02/01/2011 Long	67,771.29	63,960.43	3,810.86
2,172.330 Cohen & Steers Realty Instl	11/05/2008 P 02/01/2011 Long	85,763.59	53,700.00	32,063.59
2,204.433 Cohen & Steers Realty Instl	01/06/2009 P 02/01/2011 Long	87,031.01	53,700.00	33,331.01
650 Colgate Palmolive Co	05/30/2009 P 02/07/2011 Long	49,452.09	45,893.25	3,558.84

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150 Companhia De Bebidas Prf ADR	09/10/2010 P 12/29/2011 Long	5,387.90	3,445.28	1,942.62
1,500 DirecTV - Class A	09/11/2009 S 08/26/2011 Long	53,156.37	34,079.34	19,077.03
1,000 Enbridge Inc	04/09/2010 P 04/12/2011 Long	61,333.42	49,488.70	11,844.72
850 Infosys Technologies	11/16/2009 P 03/22/2011 Long	54,791.74	44,213.09	10,578.65
7,086.169 Keeley Small Value Instl	07/06/2009 P 02/01/2011 Long	183,390.05	110,048.20	73,341.85
375 Liberty Media Starz	09/11/2009 P 01/25/2011 Long	24,233.49	10,924.72	13,308.77
700 McDonalds Corp	11/13/2009 P 06/21/2011 Long	57,947.13	44,579.36	13,367.77
600 Novo-Nordisk ADR	07/22/2009 P 08/25/2011 Long	58,939.93	34,289.94	24,649.99
2,200 Oracle Corporation	03/29/2010 P 11/22/2011 Long	64,886.43	56,320.00	8,566.43
1,150 Raytheon Company	03/29/2010 P 07/12/2011 Long	54,379.58	66,179.62	-11,800.04
100 Ross Stores Inc	03/09/2010 P 04/11/2011 Long	7,113.17	5,179.28	1,933.89
750 Shire Pharmaceuticals Plc ADR	09/11/2009 P 05/24/2011 Long	68,743.46	39,116.10	29,627.36
100 Starbucks Corp	11/09/2009 P 04/11/2011 Long	3,531.69	2,116.50	1,415.19
2,100 Starbucks Corp	11/09/2009 P 04/28/2011 Long	77,912.70	44,446.50	33,466.20
1,000 Teva Pharmaceutical ADR	06/30/2009 P 02/18/2011 Long	51,789.51	49,136.40	2,653.11
		7,270,629.76		299,412.69
		6,971,217.07		