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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation
STANLEY SMITH HORTICULTURAL TRUST

A Employer identification number
94-6209165

Number and street (or P O box number if mail is not delivered to street address)
2320 MARINSHIP WAY SUITE 150

Room/suite

B Telephone number
(415) 332-0166

City or town, state, and ZIP code
SAUSALITO, CA 94965

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)* ▶$ 14,228,909.

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

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	145.	145.		STATEMENT 1
4	Dividends and interest from securities	365,296.	365,296.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	515,743.			
b	Gross sales price for all assets on line 6a 6,041,684.				
7	Capital gain net income (from Part IV, line 2)		515,743.		
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				
12	**Total.** Add lines 1 through 11	881,184.	881,184.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	25,000.	12,500.		12,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	611.	305.		306.
b	Accounting fees STMT 4	23,760.	11,880.		12,380.
c	Other professional fees STMT 5	153,114.	102,114.		57,479.
17	Interest				
18	Taxes STMT 6	15,048.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	5,016.	1,515.		3,500.
22	Printing and publications				
23	Other expenses STMT 7	1,321.	463.		858.
24	**Total operating and administrative expenses.** Add lines 13 through 23	223,870.	128,777.		87,023.
25	Contributions, gifts, grants paid	695,935.			695,935.
26	**Total expenses and disbursements.** Add lines 24 and 25	919,805.	128,777.		782,958.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-38,621.			
b	**Net investment income** (if negative, enter -0-)		752,407.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	584,161.	339,613.	339,613.
	3	Accounts receivable ▶ 33,233. Less allowance for doubtful accounts ▶	39,756.	33,233.	33,233.
	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		379.	379.
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 9	12,444,332.	13,486,421.	12,740,376.
	c	Investments - corporate bonds STMT 10	1,955,796.	1,106,089.	1,115,308.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	15,024,045.	14,965,735.	14,228,909.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ ACCOUNTS PAYABLE)	41,296.	21,607.	
	23	**Total liabilities** (add lines 17 through 22)	41,296.	21,607.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**			
	27	Capital stock, trust principal, or current funds	6,736,560.	6,736,560.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,246,189.	8,207,568.	
	30	**Total net assets or fund balances**	14,982,749.	14,944,128.	
	31	**Total liabilities and net assets/fund balances**	15,024,045.	14,965,735.	

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	14,982,749.
2	Enter amount from Part I, line 27a	2	-38,621.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,944,128.
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	14,944,128.

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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	RBC REALIZED GAIN(LOSS) - SEE ATTACHED			
b	STATEMENT			
c	SECURITIES LITIGATION	P		
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	6,033,511.		5,525,941.	507,570.
c	8,173.			8,173.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				507,570.
c				8,173.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 515,743.

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	463,750.	11,241,903.	.041252
2009	668,455.	9,064,602.	.073743
2008	844,849.	13,486,801.	.062643
2007	791,728.	17,731,589.	.044651
2006	785,615.	16,532,534.	.047519

2	Total of line 1, column (d)	2	.269808
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	.053962
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,856,230.
5	Multiply line 4 by line 3	5	855,634.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,524.
7	Add lines 5 and 6	7	863,158.
8	Enter qualifying distributions from Part XII, line 4	8	782,958.

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	15,048.
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	15,048.
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	15,048.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,427.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	18,927.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,879.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	3,879.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● 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?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

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Located at ▶2320 MARINSHIP WAY SUITE 150, SAUSALITO, CA ZIP+4 ▶94965

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(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 11		25,000.	0.	0.

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

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

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

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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
COLLINS & COMPANY - 100 LARKSPUR LANDING CIRCLE, LARKSPUR, CA 94939	INVESTMENT MANAGER	96,114.
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.

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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	15,590,348.
b	Average of monthly cash balances		1b	507,347.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,097,695.
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	16,097,695.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	241,465.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,856,230.
6	**Minimum investment return.** Enter 5% of line 5		6	792,812.

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	792,812.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 15,048.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	15,048.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	777,764.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	777,764.
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	777,764.

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	782,958.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	782,958.
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	782,958.

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				777,764.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			750,564.	
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: ▶ $ 782,958.				
a Applied to 2010, but not more than line 2a			750,564.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				32,394.
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	0.			
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				745,370.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	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				

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

SEE STATEMENT 12

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED LISTING				695,935.
Total			▶ 3a	695,935.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

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			14	145.	
4 Dividends and interest from securities			14	365,296.	
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			18	515,743.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		881,184.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 881,184.

(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

▶ Ruth M Rollins | 6/22/12 | ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID C CUNEO		JUN 1 2 2012		P00394891

Firm's name ▶ CALEGARI & MORRIS, ACCOUNTANTS | Firm's EIN ▶ 94-2186350

Firm's address ▶ 123 MISSION STREET, 18TH FL
SAN FRANCISCO, CA 94105 | Phone no (415) 981-8766

2011 RELATED PARTY FOOTNOTE:

TWO TRUSTEES OF THE TRUST ARE CO-OWNERS OF THE COMPANY THAT PROVIDES INVESTMENT MANAGEMENT SERVICES TO THE TRUST. THE INVESTMENT MANAGEMENT COMPANY WAS NOT PAID ANY COMMISSIONS (WHICH ARE INCLUDED IN THE PURCHASE AND SALES PRICE OF THE SECURITIES) IN 2011. THE COMPANY EARNED $96,114 IN FEES.

A TRUSTEE OWNS THE COMPANY THAT PROVIDES ADMINISTRATIVE SERVICES TO THE TRUST. THE COMPANY WAS PAID $25,000 IN 2011.

A TRUSTEE SERVES AS THE GRANTS DIRECTOR FOR THE TRUST, RECEIVING $32,000 IN 2011.

STANLEY SMITH HORTICULTURAL TR
C/O ADMINITRUST LLC

94-6209165

ASSET DETAIL

US EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
ABBOTT LABORATORIES	ABT	3,700.000	$56.230	$208,051.00	$164,732.87	$43,318.13	$7,104.00
AECOM TECHNOLOGY CORPORATION	ACM	6,500.000	$20.570	$133,705.00	$183,631.90	-$49,926.90	
ANNALY CAPITAL MANAGEMENT INC	NLY	12,200.000	$15.960	$194,712.00	$181,125.98	$13,586 02	$27,816.00
APPLE INC	AAPL	600.000	$405.000	$243,000.00	$206,236.26	$36,763.74	
ARCH COAL INC	ACI	5,600.000	$14.510	$81,256 00	$183,848.20	-$102,592.20	$2,464.00
BANK NEW YORK MELLON CORP	BK	6,400.000	$19.910	$127,424.00	$187,870.52	-$60,446.52	$3,328.00
BANK OF AMERICA CORP	BAC	14,000.000	$5.560	$77,840.00	$233,607.76	-$155,767.76	$560.00
BE AEROSPACE INC	BEAV	5,000.000	$38.710	$193,550.00	$194,061.50	-$511.50	
BERKSHIRE HATHAWAY INC DEL CL B NEW	BRKB	4,350.000	$76.300	$331,905.00	$332,749.77	-$844.77	
BLACKROCK INC	BLK	1,000.000	$178.240	$178,240.00	$182,449.30	-$4,209.30	$5,500.00
BOEING CO	BA	1,500.000	$73.350	$110,025.00	$108,950.40	$1,074.60	$2,640.00
CATERPILLAR INC	CAT	1,600.000	$90.600	$144,960.00	$174,744.28	-$29,784 28	$2,944.00
CHEVRON CORPORATION	CVX	1,850.000	$106.400	$196,840.00	$130,671.62	$66,168.38	$5,994.00
CISCO SYSTEMS INC	CSCO	11,000.000	$18.080	$198,880.00	$249,348.65	-$50,468.65	$2,640.00
CUMMINS INC	CMI	1,600.000	$88.020	$140,832.00	$170,422.68	-$29,590.68	$2,560.00
DEERE & CO	DE	2,100.000	$77.350	$162,435.00	$186,372.54	-$23,937.54	$3,444.00
EMC CORP-MASS	EMC	8,000.000	$21.540	$172,320.00	$170,663.47	$1,656.53	

COLLINS & COMPANY LLC

94-6209165

INVESTMENT ACCESS
ACCOUNT STATEMENT
2011 ANNUAL STATEMENT

US EQUITIES
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
EXXON MOBIL CORP	XOM	2,800.000	$84.760	$237,328.00	$195,320.46	$42,007.54	$5,264.00
FREEPORT MCMORAN COPPER & GOLD INC	FCX	4,400.000	$36.790	$161,876.00	$152,545.30	$9,330.70	$4,400.00
GENERAL CABLE CORP-DEL NEW	BGC	5,500.000	$25.010	$137,555.00	$202,376.60	-$64,821.60	
GENERAL ELECTRIC CO	GE	14,500.000	$17.910	$259,695.00	$232,244.72	$27,450.28	$9,860.00
GENERAL MOTORS COMPANY	GM	5,200.000	$20.270	$105,404.00	$195,674.84	-$90,270.84	
GOLDMAN SACHS GROUP INC	GS	1,200.000	$90.430	$108,516.00	$204,322.66	-$95,806.66	$1,680.00
GOOGLE INC CL A	GOOG	375.000	$645.900	$242,212.50	$204,118.09	$38,094.41	
HALLIBURTON CO	HAL	4,000.000	$34.510	$138,040.00	$186,463.80	-$48,423.80	$1,440.00
HEWLETT PACKARD CO	HPQ	5,850.000	$25.760	$150,696.00	$226,476.06	-$75,780.06	$2,808.00
HONEYWELL INTL INC	HON	3,000.000	$54.350	$163,050.00	$173,892.00	-$10,842.00	$4,470.00
HOSPIRA INC	HSP	3,300.000	$30.370	$100,221.00	$184,663.08	-$84,442.08	
ILLINOIS TOOL WORKS INC	ITW	3,700.000	$46.710	$172,827.00	$189,663.89	-$16,836.89	$5,328.00
JOHNSON CONTROLS INC	JCI	4,000.000	$31.260	$125,040.00	$165,211.80	-$40,171.80	$2,880.00
JPMORGAN CHASE & CO	JPM	5,600.000	$33.250	$186,200.00	$236,710.50	-$50,510.50	$5,600.00
MARATHON OIL CORP	MRO	5,000.000	$29.270	$146,350.00	$93,663.85	$52,686.15	$3,000.00
METLIFE INC	MET	4,000.000	$31.180	$124,720.00	$167,437.40	-$42,717.40	$2,960.00
MICROSOFT CORP	MSFT	7,500.000	$25.960	$194,700.00	$212,880.80	-$18,180.80	$6,000.00
MYLAN INC	MYL	8,700.000	$21.460	$186,702.00	$164,450.79	$22,251.21	
ORACLE CORP	ORCL	6,300.000	$25.650	$161,595.00	$73,005.00	$88,590.00	$1,512.00
PEPSICO INC	PEP	2,800.000	$66.350	$185,780.00	$168,551.52	$17,228.48	$5,768.00
ROCKWELL COLLINS INC	COL	1,700.000	$55.370	$94,129.00	$103,291.09	-$9,162.09	$1,632.00
UNITED PARCEL SVC INC CL B	UPS	2,500.000	$73.190	$182,975.00	$184,461.00	-$1,486.00	$5,200.00
UNITED TECHNOLOGIES CORP	UTX	2,700.000	$73.090	$197,343.00	$78,900.08	$118,442.92	$5,184.00
WAL-MART STORES INC	WMT	3,300.000	$59.760	$197,208.00	$167,709.33	$29,498.67	$4,818.00
WELLS FARGO & CO	WFC	6,500.000	$27.560	$179,140.00	$171,017.10	$8,122.90	$3,120.00
TOTAL US EQUITIES				$7,035,277.50	$7,576,539.46	-$541,261.96	$149,918.00

STANLEY SMITH HORTICULTURAL TR
C/O ADMINITRUST LLC

94-6209165

INTERNATIONAL EQUITIES

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
ABB LTD SPONSORED ADR	ABB	9,500.000	$18.830	$178,885.00	$195,142.50	-$16,257.50	$6,393.5
ANHEUSER-BUSCH INBEV SA SPONSORED ADR	BUD	3,500.000	$60.990	$213,465.00	$196,090.15	$17,374.85	$3,395.0
ISHARES INC MSCI BRAZIL INDEX FD	EWZ	3,500.000	$57.390	$200,865.00	$238,757.45	-$37,892.45	$5,267.5
ISHARES INC MSCI AUSTRALIA INDEX FD (BOOK ENTRY)	EWA	21,000.000	$21.440	$450,240.00	$473,948.64	-$23,708.64	$22,827.0
ISHARES INC MSCI CDA INDEX FD	EWC	56,700.000	$26.600	$1,508,220.00	$1,338,398.19	$169,821.81	$31,695.3
ISHARES TR FTSE CHINA 25 INDEX FUND	FXI	12,300.000	$34.870	$428,901.00	$509,696.64	-$80,795.64	$9,409.5
NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS	3,000.000	$57.170	$171.510.00	$184,598.10	-$13,088.10	$6,015 0
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	PBR	5,300.000	$24.850	$131,705.00	$243,365.04	-$111,660.04	$795.0
TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	TEVA	5,300.000	$40.360	$213,908.00	$225,952.65	-$12,044.65	$4,160.5
VALE S A SPONSORED ADR	VALE	5,500.000	$21.450	$117,975.00	$198,908.30	-$80,933.30	$154.0
TOTAL INTERNATIONAL EQUITIES				$3,615,674.00	$3,804,857.66	-$189,183.66	$90,112.3

TAXABLE FIXED INCOME

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATE ANNUALIZED INCOM
ISHARES IBOXX $ HIGH YIELD CORPORATE BOND FUND	HYG	5,500.000	$89.430	$491.865.00	$489,716.10	$2,148.90	$36,954.5
ISHARES TR S&P U S PFD STK INDEX FD	PFF	21,000.000	$35.620	$748,020.00	$823,913.00	-$75,893.00	$52,227.0
GOLDMAN SACHS GROUP INC NOTES MOODY A1 S&P A- CPN. 5.700% DUE 09/01/2012 DTD. 08/27/2002 BOOK ENTRY ONLY	38141GCG7	275.000.000	$101.761	$279,842.75 $5,225.00	$279,884.01	-$41.26	$15,675.0

TAXABLE FIXED INCOME
(continued)

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE/ ACCRUED INTEREST	NET COST *	UNREALIZED GAIN/LOSS *	ESTIMATED ANNUALIZED INCOME
BANK OF AMERICA CORP SR UNSECURED MOODY BAA1 S&P A-	06051GDW6 CPN: 4.900% DUE 05/01/2013 DTD: 05/02/2008 BOOK ENTRY ONLY	275,000.000	$100.113	$275,309.93 $2,245.83	$275,618.44	-$308.51	$13,475.00
GENERAL ELEC CAP CORP MEDIUM TERM NOTES MOODY AA2 S&P AA+	36962G3T9 CPN: 4.800% DUE 05/01/2013 DTD: 04/21/2008 BOOK ENTRY ONLY	275,000.000	$104.722	$287,985.50 $2,200.00	$275,599.98	$12,385.52	$13,200.00
CITIGROUP INC SUB NT MOODY BAA1 S&P BBB+	172967CQ2 CPN· 5.000% DUE 09/15/2014 DTD: 01/03/2005 BOOK ENTRY ONLY	275,000.000	$98.971	$272,170.25 $4,048.61	$274,772.25	-$2,602.00	$13,750.00
TOTAL TAXABLE FIXED INCOME ESTIMATED ACCRUED BOND INTEREST		1,126,500.000		$2,355,193.43 $13,719.44	$2,419,503.78	-$64,310.35	$145,281.50

OTHER ASSETS

DESCRIPTION	SYMBOL/CUSIP	QUANTITY	MARKET PRICE	MARKET VALUE	NET COST *	UNREALIZED GAIN/LOSS *
MARKET VECTORS ETF TR AGRIBUSINESS ETF	MOO	4,300.000	$47.150	$202,745.00	$232.474.76	-$29,729.76
MARKET VECTORS ETF TRUST GOLD MINERS ETF	GDX	7,700.000	$51.430	$396,011.00	$366.171.80	$29,839.20
SPDR GOLD TR GOLD SHS	GLD	1,650.000	$151.990	$250,783.50	$192,746.79	$58,036.71
TOTAL OTHER ASSETS				$849,539.50	$791,393.35	$58,146.15

Stanley Smith Horticultural Trust
Grants Paid 2011

94-6209165

Payee Legal Name	Payee Address	Amount		Project Title
American Horticultural Society, Inc.	George Washington's River Farm 7931 East Boulevard Drive Alexandria, VA 22308	30,000		Digitization of Society's Magazine
California Native Plant Society	2707 K Street Suite 1 Sacramento, CA 95816	2,800		Conservation Conference Public Day Workshops
Coastal Maine Botanical Gardens Inc	PO Box 234 Boothbay, ME 04537	20,000		Attachments for Utility Loader
Cocumscussoc Association	55 Richard Smith Drive Wickford, RI 02852	13,000		Restoration of Graham Garden
Cornell University	Office of Sponsored Programs 373 Pine Tree Road Ithaca, NY 14850	20,000		Interpretation Projects
Council on Foundations, Inc.	2121 Crystal Drive Suite 700 Arlington, VA 22202-3706	910		Membership: Stanley Smith Horticultural Trust
Dallas Arboretum & Botanical Society, Inc.	8617 Garland Road Dallas, TX 75218	17,000		Plant Trial Program Enhancements
Desert Botanical Garden	1201 North Galvin Parkway Phoenix, AZ 85008	19,700		Renovation of Plant ID Labels
Fernwood, Inc.	13988 Range Line Road Niles, MI 49120	12,000		Signage, Map, and Brochure
Foundation of the University of North Carolina at Charlotte Inc	UNC Charlotte Botanical Gardens 9201 University City Blvd Charlotte, NC 28223	22,000		Native Plants Display Garden
Friends of Jensen-Olson Arboretum	23035 Glacier Highway Juneau, AK 99801	3,500		Lawnmower

Payee Legal Name	Payee Address	Amount		Project Title
Friends Of The Rogerson Clematis Collection	PO Box 734 Lake Oswego, OR 97034	10,000		Orchard Garden Project
Green Bay Botanical Garden Inc	2600 Larsen Road Green Bay, WI 54303	13,000		Development of Horticultural Resource Center
Green Valleys Association of Southeastern Pennsylvania	1368 Prizer Road Pottstown, PA 19465	12,000		Curatorial Fellowship Position
Haight-Ashbury Neighborhood Council	PO Box 170518 San Francisco, CA 94117	10,000		Salary of Education Manager
Holden Arboretum	9500 Sperry Road Kirtland, OH 44094	10,000		Rhododendron Evaluations
Humboldt Botanical Gardens Foundation	PO Box 6117 Eureka, CA 95502	5,000		Garden Interpretation Project
Iowa State University	Iowa State University 1407 University Blvd Ames, IA 50011	9,875		13 Way-Finding Signs
Japanese Garden Society of Oregon	PO Box 3847 Portland, OR 97208-3847	20,000		Garden Curator's Salary
John J Tyler Arboretum	515 Painter Road Media, PA 19063-4424	16,800		Rhododendron Collection Restoration Project
Lady Bird Johnson Wildflower Center at The Unversity of Texas at Austin	4801 La Crosse Avenue Austin, TX 78739	17,600		Entrance Garden to Arboretum
Lewis Ginter Botanical Garden Inc	1800 Lakeside Avenue Richmond, VA 23228	15,000		Exhibit Coordinator

Payee Legal Name	Payee Address	Amount		Project Title
Marie Selby Botanical Gardens Inc	811 South Palm Avenue Sarasota, FL 34236	13,000		Plants for Children's Rainforest Garden
Markham Arboretum Society	PO Box 21338 Concord, CA 94521	8,300		Manufacture of Interpretive Signage
Missouri Botanical Garden Board of Trustees	PO Box 299 St Louis, MO 63166	47,000		Salaries for Flora of China in 2012
Montgomery Botanical Center Inc	11901 Old Cutler Road Miami, FL 33156	20,000		Nursery Upgrade
Morton Arboretum	4100 Illinois Route 53 Lisle, IL 60532-1293	20,000		New Plant Development Project Manager's Salary
New York Botanical Garden	2900 Southern Boulevard Bronx, NY 10458-5126	15,000		Rose Trials Garden
North Carolina State University	Office of Sponsored Programs 2701 Sullivan Drive Suite 240 Campus Box 7514 Raleigh, NC 27695-7514	19,500		Pathway Enhancements at Raulston Arboretum
Northern Plains Botanic Garden Society	PO Box 3031 Fargo, ND 58108-3031	20,000		Salary Support for Part-time Director
Old Westbury Gardens Inc.	PO Box 430 Old Westbury, NY 11568	14,000		Horticultural Intern Program
Opera Theater at Wildwood Inc	20919 Denny Road Little Rock, AR 72223	20,000		Greenhouse Construction
Pennsylvania State University	Office of Sponsored Programs 110 Technology Center Building University Park, PA 16802	20,000		Collections Management at Arboretum

Payee Legal Name	Payee Address	Amount		Project Title
Peralta Colleges Foundation	333 East 8th Street Oakland, CA 94606	10,000		Salary for Patti Tauscher, Seed Up
Polly Hill Arboretum	809 State Road PO Box 561 West Tisbury, MA 02575	14,600		Rehabilitation of 'Play Pen'
Regents of the University of California	Office of Research Sponsored Programs 1850 Research Park Drive Suite 300 Davis, CA 95618	10,000		Habitat Garden Teaching Patio
Rochester Civic Garden Center	5 Castle Park Rochester, NY 14620	1,900		a new Projector and Laptop Computer
San Francisco Botanical Garden Society at Strybing Arboretum	1199 Ninth Avenue at Lincoln Way Golden Gate Park San Francisco, CA 94122	15,000		Metal Plate Embosser Acquisition
Santa Barbara Botanic Garden Inc	1212 Mission Canyon Road Santa Barbara, CA 93105	20,000		GIS Mapping Project
Taltree Arboretum and Gardens Foundation Inc	71 North 500 West Valparaiso, IN 46385	10,000		New Rose Garden
The Bloedel Reserve	7571 NE Dolphin Drive Bainbridge Island, WA 98110	20,000		Restoration of Waterfall Area
The Garden Conservancy Inc	PO Box 219 Cold Spring, NY 10516	14,450		Summer Garden at Chase Garden
The University of Tennessee Foundation	Department of Plant Sciences 252 Ellington Plant Sciences Bldg 2431 Joe Johnson Drive Knoxville, TN 37996	20,000		Salary for Educator at UT Gardens

Payee Legal Name	Payee Address	Amount		Project Title
Transition Zone Horticulture Institute, Inc.	4001 South Woody Mountain Road Flagstaff, AZ 86001	10,000		Horticulture Intern
Westchester Community College Foundation Inc.	Native Plant Center 75 Grasslands Road Valhalla, NY 10595	10,000		Demonstration Garden & Collections Enhancement
Wyck Association	6026 Germantown Avenue Philadelphia, PA 19144	14,000		Preservation & Interpretation of Rose Garden
Zoological Society of Cincinnati	Cincinnati Zoo and Botanical Garden 3400 Vine Street Cincinnati, OH 45220	9,000		Printing of the Best Brochure Series
Total		695,935		

REALIZED GAINS AND LOSSES

STANLEY SMITH HORTICULTURAL TRUST

From 01-01-11 Through 12-31-11

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
10-08-09	01-21-11	17,700	BOSTON SCIENTIFIC CORP	182,178.43		129,469.14		-52,709.29
10-08-09	01-21-11	7,500	BOSTON SCIENTIFIC CORP	77,196.00		54,859.80		-22,336.20
09-11-09	01-21-11	2,100	DEVON ENERGY CORP	137,630.22		174,138.94		36,508.72
09-11-09	01-21-11	900	DEVON ENERGY CORP	58,985.23		74,630.98		15,645.75
07-21-10	01-21-11	3,700	LENDER PROCESSING SERVICES, INC	128,082.20		120,236.02	-7,846.18	
07-21-10	01-21-11	1,700	LENDER PROCESSING SERVICES, INC	58,850.20		55,243.57	-3,606.63	
10-06-10	01-21-11	1,700	PROCTER & GAMBLE CO	103,420.12		111,729.82	8,309.70	
10-06-10	01-21-11	1,000	PROCTER & GAMBLE CO	60,836.60		65,723.43	4,886.83	
07-21-10	02-10-11	1,700	BOEING CO	109,558.71		122,704.64	13,145.93	
07-21-10	02-10-11	1,000	BOEING CO	64,447.80		72,179.20	7,731.40	
01-07-10	02-10-11	5,900	CHESAPEAKE ENERGY CORP	167,911.69		181,011.21		13,099.52
01-07-10	02-10-11	2,800	CHESAPEAKE ENERGY CORP	79,688.19		85,903.62		6,215.43
07-21-10	02-10-11	3,000	NORDSTROM INC	98,220.45		134,478.11	36,257.66	
07-21-10	02-10-11	2,000	NORDSTROM INC	65,481.80		89,652.08	24,170.28	
10-06-10	03-01-11	1,700	SCHLUMBERGER LTD	107,247.67		156,160.27	48,912.60	
10-06-10	03-01-11	900	SCHLUMBERGER LTD	56,779.59		82,673.08	25,893.49	
05-08-08	03-15-11	175,000	GENWORTH GLOBAL FUNDING 5.125% Due 03-15-11	175,532.00	-532.00	175,000.00		0.00
05-08-08	03-15-11	100,000	GENWORTH GLOBAL FUNDING 5.125% Due 03-15-11	100,304.00	-304.00	100,000.00		0.00
10-06-10	04-28-11	3,000	DR PEPPER SNAPPLE GROUP INC	105,964.80		119,109.29	13,144.49	
10-06-10	04-28-11	1,700	DR PEPPER SNAPPLE GROUP INC	60,048.02		67,495.27	7,447.25	
10-06-10	06-03-11	2,200	EXPRESS SCRIPTS INC	107,633.38		126,339.21	18,705.83	
10-06-10	06-03-11	1,200	EXPRESS SCRIPTS INC	58,710.48		68,912.30	10,201.82	
07-21-10	06-03-11	2,300	MEDCO HEALTH SOLUTIONS INC	127,450.37		135,235.83	7,785.46	
07-21-10	06-03-11	1,100	MEDCO HEALTH SOLUTIONS INC	60,956.09		64,678.01	3,721.92	
12-13-10	06-03-11	5,300	MERCK & CO INC	191,821.66		190,041.28	-1,780.38	
07-21-10	06-03-11	2,000	PEPSICO INC	129,704.40		138,060.67	8,356.27	
07-21-10	06-03-11	1,000	PEPSICO INC	64,853.70		69,030.33	4,176.63	
10-06-10	06-03-11	200	PEPSICO INC	13,521.62		13,806.07	284.45	
12-14-09	07-13-11	1,150	APACHE CORP	113,042.20		140,218.51		27,176.31
12-14-09	07-13-11	700	APACHE CORP	68,809.46		85,350.39		16,540.93
08-25-09	07-13-11	3,000	GILEAD SCIENCES INC	139,143.90		125,021.75		-14,122.15
08-25-09	07-13-11	1,400	GILEAD SCIENCES INC	64,935.04		58,343.48		-6,591.56

REALIZED GAINS AND LOSSES
STANLEY SMITH HORTICULTURAL TRUST

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	 Long Term
04-22-10	07-13-11	5,300	ISHARES MSCI SOUTH KOREA INDEX FUND	274,720.02		347,477.93		72,757.91
04-22-10	07-13-11	2,900	ISHARES MSCI SOUTH KOREA INDEX FUND	150,319.86		190,129.44		39,809.58
10-06-10	07-13-11	3,600	NYSE GROUP INC	107,384.52		121,158.06	13,773.54	
10-06-10	07-13-11	2,000	NYSE GROUP INC	59,659.40		67,310.04	7,650.64	
08-25-09	07-13-11	10,000	FINANCIAL SELECT SECTOR SPDR	147,142.58		150,457.34		3,314.76
08-25-09	07-13-11	7,000	FINANCIAL SELECT SECTOR SPDR	103,000.70		105,320.14		2,319.44
01-07-10	07-13-11	4,000	SPDR KBW INSURANCE ETF	143,841.20		164,442.99		20,601.79
01-07-10	07-13-11	2,500	SPDR KBW INSURANCE ETF	89,901.17		102,776.87		12,875.70
02-08-10	09-22-11	350	MASTERCARD INC	77,823.75		114,485.28		36,661.53
02-08-10	09-22-11	175	MASTERCARD INC	38,913.38		57,242.64		18,329.26
02-08-10	09-22-11	900	VISA INC	74,712.18		78,655.59		3,943.41
02-08-10	09-22-11	450	VISA INC	37,357.59		39,327.79		1,970.20
06-18-10	11-04-11	175,000	VERIZON NEW YORK INC 6.875% Due 04-01-12	189,556.00	-11,186.29	178,323.09		-46.62
06-18-10	11-04-11	100,000	VERIZON NEW YORK INC 6.875% Due 04-01-12	108,319.00	-6,393.16	101,898.91		-26.93
04-08-09	11-04-11	800	ABBOTT LABORATORIES	34,770.30		42,852.17		8,081.87
06-03-11	11-04-11	650	BERKSHIRE HATHAWAY INC CL B	49,721.23		50,793.52	1,072.29	
09-11-09	11-04-11	550	CHEVRON CORP	38,848.07		58,158.38		19,310.31
03-22-10	11-04-11	6,000	CORNING INC	115,040.25		85,504.96		-29,535.29
03-22-10	11-04-11	4,000	CORNING INC	76,695.00		57,003.30		-19,691.70
11-01-10	11-04-11	1,000	EMC CORP	21,332.93		24,706.52		3,373.59
12-14-09	11-04-11	500	EXXON MOBIL CORP	34,878.43		39,161.24		4,282.81
07-21-10	11-04-11	1,500	GENERAL ELECTRIC CO	22,672.28		24,821.52		2,149.24
01-22-10	11-04-11	125	GOOGLE INC CL A	70,441.90		74,183.07		3,741.17
03-22-10	11-04-11	1,500	MARATHON PETROLEUM CORP	38,014.81		56,930.05		18,915.24
03-22-10	11-04-11	1,000	MARATHON PETROLEUM CORP	25,343.71		37,953.37		12,609.66
05-15-08	12-14-11	175,000	PRUDENTIAL FINANCIAL INC 5.100% Due 12-14-11	176,009.25	-1,009.25	175,000.00		0.00
05-15-08	12-14-11	100,000	PRUDENTIAL FINANCIAL INC 5.100% Due 12-14-11	100,578.00	-578.00	100,000.00		0.00
TOTAL GAINS							265,628.48	400,234.14
TOTAL LOSSES							-13,233.19	-145,059.74
[illegible]				5,545,943.52	-20,002.70	6,033,510.51	252,395.29	255,174.40
TOTAL REALIZED GAIN/LOSS			507,569.69					

Securities litigation proceeds 8,173.42

Total 515,743.11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET AND CHECKING ACCOUNTS	145.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	145.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	296,171.	0.	296,171.
INTEREST	69,125.	0.	69,125.
TOTAL TO FM 990-PF, PART I, LN 4	365,296.	0.	365,296.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	611.	305.		306.
TO FM 990-PF, PG 1, LN 16A	611.	305.		306.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALEGARI & MORRIS	8,129.	4,065.		4,064.
CBIZ MHM LLC	15,631.	7,815.		8,316.
TO FORM 990-PF, PG 1, LN 16B	23,760.	11,880.		12,380.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
T F DANIEL	32,000.	0.		32,000.
ADMINITRUST LLC	25,000.	6,000.		19,000.
COLLINS & COMPANY	96,114.	96,114.		0.
GAVIN GROUP	0.	0.		6,479.
TO FORM 990-PF, PG 1, LN 16C	153,114.	102,114.		57,479.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	15,048.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,048.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE - CALIF. FRANCHISE TAX BOARD	145.	0.		145.
POSTAGE & DELIVERY	21.	0.		21.
PRINTING & REPRODUCTION	105.	0.		105.
BANK CHARGES	550.	463.		87.
GENERAL EXPENSE	500.	0.		500.
TO FORM 990-PF, PG 1, LN 23	1,321.	463.		858.

FOOTNOTES STATEMENT 8

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	13,486,421.	12,740,376.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,486,421.	12,740,376.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,120,191.	1,115,308.
CORPORATE BONDS	-14,102.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,106,089.	1,115,308.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J.R. GIBBS SEE FOUNDATION ADDRESS	TRUSTEE 1.00	5,000.	0.	0.
JOHN P. COLLINS, JR. SEE FOUNDATION ADDRESS	TRUSTEE 1.00	5,000.	0.	0.
RUTH M. COLLINS SEE FOUNDATION ADDRESS	TRUSTEE 1.00	5,000.	0.	0.
BRUCE J. RAABE SEE FOUNDATION ADDRESS	TRUSTEE 1.00	5,000.	0.	0.
THOMAS F. DANIEL SEE FOUNDATION ADDRESS	TRUSTEE 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		25,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS F. DANIEL GRANTS DIRECTOR, SSHT (TDANIEL@CALACADEMY.ORG)
DEPT. OF BOTANY, CA ACADEMY OF SCIENCES, 55 MUSIC CONCOURSE
GOLDEN GATE PARK, SAN FRANCISCO, CA 94118

TELEPHONE NUMBER

415-379-5350

FORM AND CONTENT OF APPLICATIONS

PLEASE VISIT THE TRUST'S WEBSITE FOR INFORMATION REGARDING FUNDING INTERESTS. WWW.ADMINITRUSTLLC.COM/STANLEY-SMITH-HORTICULTURAL-TRUST/

CONTACT THE GRANTS DIRECTOR FOR APPLICATION GUIDELINES.

ANY SUBMISSION DEADLINES

JANUARY 1 TO AUGUST 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

EDUCATION AND RESEARCH IN ORNAMENTAL HORTICULTURE. NORTH AND SOUTH AMERICA.

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 STANLEY SMITH HORTICULTURAL TRUST	Employer identification number (EIN) or ☒ 94-6209165
	Number, street, and room or suite no If a P.O. box, see instructions. 2320 MARINSHIP WAY SUITE 150	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAUSALITO, CA 94965	

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 ▶ RUTH COLLINS 2320 MARINSHIP WAY SUITE 150 - SAUSALITO, CA 94965
  Telephone No. ▶ 415 332-0166 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	$ 18,927.
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	$ 15,427.
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	$ 3,500.

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