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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

4/1/2011

, and ending

3/31/2012

Name of foundation

HELEN J SMITH TRUST U/W F/B/O GRACE EPISCOPAL CHURCH (TRUST 1215121409)

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

Room/suite

Wells Fargo Bank N A Trust Tax Dept - PO Box 53456 MAC S4101-22G

City or town, state, and ZIP code

Phoenix

AZ

85072-3456

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 358,367

J Accounting method

 Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis)

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)
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	0	0		
4 Dividends and interest from securities	9,231	9,123		
5 a Gross rents			0	
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	20,232			
b Gross sales price for all assets on line 6a	124,686			
7 Capital gain net income (from Part IV, line 2)		20,232		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	29,463	29,355	0	
13 Compensation of officers, directors, trustees, etc.	3,439	2,579		860
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,650	0	0	1,650
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	774	95	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	0	0	0	0
24 Total operating and administrative expenses.				
Add lines 13 through 23	5,863	2,674	0	2,510
25 Contributions, gifts, grants paid	17,482			17,482
26 Total expenses and disbursements. Add lines 24 and 25	23,345	2,674	0	19,992
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	6,118			
b Net investment income (if negative, enter -0-)		26,681		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form 990-PF (2011)

PNE6

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
	1 Cash—non-interest-bearing		0	0	
	2 Savings and temporary cash investments		19,421	15,750	15,750
	3 Accounts receivable ►	0			
	Less allowance for doubtful accounts ►	0	0	0	0
	4 Pledges receivable ►	0			
	Less allowance for doubtful accounts ►	0	0	0	0
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			0	0
	7 Other notes and loans receivable (attach schedule) ►	0			
	Less allowance for doubtful accounts ►	0	0	0	0
	8 Inventories for sale or use		0	0	
	9 Prepaid expenses and deferred charges			0	
	10 a Investments—U S and state government obligations (attach schedule)		0	0	0
	b Investments—corporate stock (attach schedule)		0	0	0
	c Investments—corporate bonds (attach schedule)		0	0	0
	11 Investments—land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		303,373	313,211	342,617
	14 Land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
	15 Other assets (describe ►)	0		0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		322,794	328,961	358,367
	17 Accounts payable and accrued expenses		0	0	
	18 Grants payable				
	19 Deferred revenue		0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ►)	0		0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		322,794	328,961	
	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)		322,794	328,961	
	31 Total liabilities and net assets/fund balances (see instructions)		322,794	328,961	

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	322,794
2 Enter amount from Part I, line 27a	2	6,118
3 Other increases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	3	49
4 Add lines 1, 2, and 3	4	328,961
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	328,961

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 Statement					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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	20,232	
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	16,004	351,363	0 045548
2009	18,259	332,079	0 054984
2008	20,604	360,050	0 057225
2007	20,212	430,699	0 046928
2006	19,763	414,934	0.047629

2 Total of line 1, column (d) 2 0 252314

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 050463

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 353,861

5 Multiply line 4 by line 3 5 17,857

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 267

7 Add lines 5 and 6 7 18,124

8 Enter qualifying distributions from Part XII, line 4 8 19,992
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)1 a 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)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 478

6b

6c 0

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►

211

Refunded ►

7 478

8 0

9 0

10 211

11 0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

1a 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)?

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 ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b N/A

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

6 X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

7 X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CO

8b X

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*

9 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*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11	X
12	X
13	X
14	Telephone no ► 888-730-4933 Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ► 85072-3456
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
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 ►

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 checked="" type="checkbox"/> Yes <input 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

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
Wells Fargo Bank, N A PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee	4 00	3,439	0
		00	0	0
		00	0	0
		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		0
		0
		0
		0
		0
		0
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 NONE	
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 NONE	
2	
3 NONE	
Total. Add lines 1 through 3	0

All other program-related investments. See instructions

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	341,344
b	Average of monthly cash balances	1b	17,906
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	359,250
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	359,250
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,389
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	353,861
6	Minimum investment return. Enter 5% of line 5	6	17,693

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	17,693
2a	Tax on investment income for 2011 from Part VI, line 5	2a	267
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	267
3	Distributable amount before adjustments Subtract line 2c from line 1	3	17,426
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	17,426
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	17,426

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	19,992
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	19,992
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	267
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,725

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				17,426
2 Undistributed income, if any, as of the end of 2011			17,090	
a Enter amount for 2010 only		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 NONE				
d From 2009 NONE				
e From 2010 NONE				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 19,992			17,090	
a Applied to 2010, but not more than line 2a		0		
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount			2,902	
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				
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 instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				14,524
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)	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 0				
b Excess from 2008 0				
c Excess from 2009 0				
d Excess from 2010 0				
e Excess from 2011 0				

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

NA

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

GRACE EPISCOPAL CHURCH PO BOX 548 COLORADO SPRINGS CO 80901

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

NONE

c Any submission deadlines

NONE

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

SCHOLARSHIPS AWARDED TO MEMBERS OF GRACE EPISCOPAL CHURCH OF COLORADO SPRINGS, CO 80901

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)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 17,482
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	9,231
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	20,232
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a				
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		29,463	0
13 Total. Add line 12, columns (b), (d), and (e)				13	29,463

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). (See instructions.)

HELEN J SMITH TRUST UW F/B/O GRACE EPISCOPAL CHURCH (TRUST 1215121409) 84-6152339 Page 1 of 1
Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status SCHOLARSHIP
----------------------	----------------------------------

Purpose of grant/contribution SELECTED SCHOLARSHIP RECIPIENTS	Amount 17,082
--	------------------

Name

GRACE EPISCOPAL CHURCH

Street

601 N TEJON ST

City COLORADO SPRINGS	State CO	Zip Code 80903	Foreign Country
--------------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status 501(C)3 PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 400
--	---------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Net Gain or Loss
												Securities	Other sales	104,454
1	X	WLF ADV SHORT-TERM BOND	949917652			4/28/2011		10/21/2011	1,690	1,703				-13
2	X	WLF ADV SHORT-TERM BOND	949917652			4/28/2011		2/9/2012	5,224	5,242				-18
3	X	CREDIT SUISSE COMM RT ST	22544R305			10/8/2010		4/26/2011	615	549				66
4	X	DREYFUS EMG MKT DEBT LO	26198Q494			10/8/2010		4/26/2011	167	166				1
5	X	JP MORGAN MID CAP VALUE	339128100			2/4/2011		4/26/2011	228	217				11
6	X	JP MORGAN MID CAP VALUE	339128100			8/11/2011		10/21/2011	193	181				12
7	X	JP MORGAN MID CAP VALUE	339128100			2/5/2010		2/9/2012	483	356				127
8	X	GOLDMAN SACHS GRTH OPF	381421401			2/5/2010		4/26/2011	265	194				71
9	X	GOLDMAN SACHS GRTH OPF	381421401			2/5/2010		2/9/2012	842	661				181
10	X	HUSSMAN STRATEGIC GROW	448108100			2/8/2008		8/9/2011	659	822				-163
11	X	JP MORGAN MID CAP VALUE	339128100			2/4/2011		10/21/2011	274	283				-9
12	X	KEELEY SMALL CAP VAL FD Q	487300808			8/11/2011		2/9/2012	991	852				139
13	X	MERGER FD SH BEN INT #260	589509108			11/19/2010		8/9/2011	109	112				-3
14	X	MERGER FD SH BEN INT #260	589509108			2/4/2011		8/9/2011	194	200				-6
15	X	MERGER FD SH BEN INT #260	589509108			4/28/2011		8/9/2011	128	134				-6
16	X	MERGER FD SH BEN INT #260	589509108			5/3/2010		8/9/2011	3,123	3,165				-42
17	X	MERGER FD SH BEN INT #260	589509108			5/3/2010		10/21/2011	349	346				3
18	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		10/21/2011	1,103	1,104				-1
19	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		8/9/2011	456	541				-85
20	X	SPDR DJ WILSHIRE INTERNA	78463X863			4/29/2011		8/9/2011	281	332				-51
21	X	TCW SMALL CAP GROWTH FI	87234N849			5/23/2010		4/26/2011	592	490				102
22	X	TCW SMALL CAP GROWTH FI	87234N849			5/3/2010		2/9/2012	1,071	979				92
23	X	VANGUARD REIT VIPER	922908553			2/4/2009		4/26/2011	4,015	1,967				2,048
24	X	VANGUARD REIT VIPER	922908553			2/4/2009		8/9/2011	551	326				225
25	X	VANGUARD REIT VIPER	922908553			2/4/2009		2/9/2012	1,814	868				946
26	X	WLF ADV INDEX FUND-ADMIN	94975G886			2/6/2009		4/26/2011	332	220				112
27	X	WLF ADV INDEX FUND-ADMIN	94975G886			2/6/2009		8/9/2011	830	630				200
28	X	WLF ADV INDEX FUND-ADMIN	94975G886			2/6/2009		10/21/2011	528	378				150
29	X	WLF ADV C & B LARGE CAP VA	94975J268			2/4/2011		10/21/2011	847	886				-39
30	X	WLF ADV C & B LARGE CAP VA	94975J268			2/4/2011		2/9/2012	514	514				0
31	X	WLF ADV C & B LARGE CAP VA	94975J268			2/6/2009		2/9/2012	26	17				9
32	X	WELLS FARGO ADV TOT RT E	94975J581			2/4/2011		4/26/2011	4,117	4,035				82
33	X	WELLS FARGO ADV TOT RT E	94975J581			12/22/2008		8/9/2011	4,793	4,413				380
34	X	WELLS FARGO ADV TOT RT E	94975J581			12/22/2008		10/21/2011	1,427	1,316				111
35	X	WELLS FARGO ADV EMG MK	94975P751			11/19/2010		4/26/2011	223	206				17
36	X	WELLS FARGO ADV INTL BON	94985D382			10/8/2010		8/9/2011	24,843	24,523				120
37	X	WELLS FARGO ADV INTL BON	94985D382			11/19/2010		8/9/2011	1,493	1,429				64
38	X	WLF ADV CAPITAL GROWTH F	949915615			2/6/2009		4/26/2011	497	298				199
39	X	WLF ADV CAPITAL GROWTH F	949915615			2/5/2010		8/9/2011	514	494				20
40	X	WLF ADV CAPITAL GROWTH F	949915615			2/6/2009		10/21/2011	50	34				16
41	X	WLF ADV CAPITAL GROWTH F	949915615			2/6/2009		2/9/2012	16,798	10,325				6,473
42	X	WELLS FARGO ADV DIV INTL	949917322			11/19/2010		4/26/2011	623	572				51
43	X	WELLS FARGO ADV DIV INTL	949917322			5/3/2010		8/9/2011	1,000	984				16
44	X	WELLS FARGO ADV DIV INTL	949917322			2/5/2010		8/9/2011	175	159				16
45	X	WELLS FARGO ADV DIV INTL	949917322			11/19/2010		8/9/2011	887	946				-59
46	X	WELLS FARGO ADV DIV INTL	949917322			2/6/2009		10/21/2011	1,905	1,312				493
47	X	WELLS FARGO ADV DIV INTL	949917322			2/9/2012		22,294	15,646	6,648				48
48	X	WELLS FARGO ADV DIV INTL	949917322			2/9/2012		841	793	48				5
49	X	WLF ADV GVT SECURITIES-I	949917579			9/26/1997		4/26/2011	878	873				39
50	X	WLF ADV GVT SECURITIES-I	949917579			2/4/2011		4/26/2011	3,010	2,971				39
51	X	WLF ADV GVT SECURITIES-I	949917579			1/14/2005		8/9/2011	2,746	2,632				114

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount									
		Long Term CG Distributions				Short Term CG Distributions					
		0				0					
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method
52	X	WF ADV GOVT SECURITIES-	94997579			5/7/2009		8/9/2011	1,828	1,746	
53	X	WF ADV GOVT SECURITIES- I	94997579			5/7/2009		10/2/2011	1,520	1,457	
54	X	WF ADV SHORT-TERM BOND	94997652			4/28/2011		8/9/2011	1,863	1,861	
55	X	HUSSMAN STRATEGIC GROW	448108100			2/8/2008		10/2/2011	681	837	
56	X	KEELEY SMALL CAP VAL FD	487300808			4/20/2009		4/26/2011	303	157	
57	X	UT CAPITAL GAIN DIVIDENDS							1,183		1,183

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,650			1,650
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (90-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	201			
2	ESTIMATED EXCISE TAX PAID	478			
3	FOREIGN TAX WITHHELD	95	95		
4					
5					
6					
7					
8					
9					
10					

774 95 0 0 0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount																	
	Long Term CG Distributions	0																	0
	Short Term CG Distributions	0																	0
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus	Expense of Sale	Gain or Loss	F MV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis						20,232
1	WF ADV SHORT-TERM BOND FUND-#3	949917652	4/28/2011	10/21/2011	1,690	0	1,703	-13						0					-13
2	WF ADV SHORT-TERM BOND FUND-#3	949917652	4/28/2011	2/9/2012	5,224	0	5,242	-18						0					-18
3	CREDIT SUISSE COMM RT ST-CO #2158	22544R305	10/8/2010	4/26/2011	615	0	549	66						0					66
4	DREYFUS EMG MKT DEBT LOC C-1#508	261980494	10/8/2010	4/26/2011	167	0	166	1						0					1
5	JP MORGAN MID CAP VALUE-I #758	339128100	2/14/2011	4/26/2011	228	0	217	11						0					11
6	JP MORGAN MID CAP VALUE-I #758	339128100	8/11/2011	10/21/2011	193	0	181	12						0					12
7	JP MORGAN MID CAP VALUE-I #758	339128100	2/5/2010	2/9/2012	483	0	356	127						0					127
8	GOLDMAN SACHS GRTH OPP FD-#113388142Y401	2/5/2010	4/26/2011	265	0	194	71						0					71	
9	GOLDMAN SACHS GRTH OPP FD-#113388142Y401	2/5/2010	2/9/2012	842	0	661	181						0					181	
10	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/8/2008	8/9/2011	659	0	822	-163						0					-163
11	JP MORGAN MID CAP VALUE-I #758	339128100	2/4/2011	10/21/2011	274	0	283	-9						0					-9
12	KEELEY SMALL CAP VAL FD CL-#2251	487300803	8/11/2011	2/9/2012	991	0	852	139						0					139
13	MERGER FDSH BEN INT #260	589569108	11/19/2010	8/9/2011	109	0	112	-3						0					-3
14	MERGER FDSH BEN INT #260	589569108	2/4/2011	8/9/2011	194	0	200	-6						0					-6
15	MERGER FDSH BEN INT #260	589569108	4/28/2011	8/9/2011	128	0	134	-6						0					-6
16	MERGER FDSH BEN INT #260	589569108	5/3/2010	8/9/2011	3,123	0	3,165	-42						0					-42
17	MERGER FDSH BEN INT #260	589569108	5/3/2010	10/21/2011	349	0	346	3						0					3
18	PIMCO FOREIGN BD FD USD H-INST-#4	693390882	8/11/2011	10/21/2011	1,103	0	1,104	-1						0					-1
19	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863	5/2/2011	8/9/2011	456	0	541	-85						0					-85
20	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863	4/29/2011	8/9/2011	281	0	332	-51						0					-51
21	TCW SMALL CAP GROWTH FUND-#1474287234N849	5/3/2010	4/26/2011	592	0	490	102						0					102	
22	TCW SMALL CAP GROWTH FUND-#1474287234N849	5/3/2010	2/9/2012	1,071	0	979	92						0					92	
23	VANGUARD REIT VIPER	922908553	2/4/2009	4/26/2011	4,015	0	1,967	2,048						0					-1
24	VANGUARD REIT VIPER	922908553	2/4/2009	8/9/2011	551	0	326	225						0					225
25	VANGUARD REIT VIPER	922908553	2/4/2009	8/9/2012	1,814	0	868	946						0					946
26	WF ADV INDEX FUND-ADMIN #88	94975G686	2/6/2009	4/26/2011	332	0	220	112						0					112
27	WF ADV INDEX FUND-ADMIN #88	94975G686	2/6/2009	8/9/2011	830	0	630	200						0					200
28	WF ADV INDEX FUND-ADMIN #88	94975G686	2/6/2009	10/21/2011	528	0	378	150						0					150
29	WF ADV C & B LARGE CAP VAL-I #1868	94975J268	2/4/2011	10/21/2011	847	0	886	-39						0					-39
30	WF ADV C & B LARGE CAP VAL-I #1868	94975J268	2/4/2011	2/9/2012	514	0	514	0						0					0
31	WF ADV C & B LARGE CAP VAL-I #1868	94975J268	2/6/2009	2/9/2012	26	0	17	9						0					9
32	WELLS FARGO ADV INTL BOND-TOT RT BD FD-IN #	94975J581	2/4/2011	4/26/2011	4,117	0	4,035	82						0					82
33	WELLS FARGO ADV TOT RT BD FD-IN #94975J581	12/22/2008	8/9/2011	4,793	0	4,413	380						0					380	
34	WELLS FARGO ADV TOT RT BD FD-IN #94975J581	12/22/2008	10/21/2011	1,427	0	1,316	111						0					111	
35	WELLS FARGO ADV EMG MKD BND-E-INS #4194975P751	11/19/2010	8/9/2011	223	0	206	17						0					17	
36	WELLS FARGO ADV INTLBOND-#47094985D582	10/8/2010	8/9/2011	24,643	0	24,523	120						0					120	
37	WELLS FARGO ADV INTL BOND-TOT RT BD FD-IN #	94975J581	11/19/2010	8/9/2011	1,493	0	1,429	64						0					64
38	WF ADV CAPITAL GROWTH FUND-#312	949915615	2/6/2009	4/26/2011	497	0	298	199						0					199
39	WF ADV CAPITAL GROWTH FUND-#312	949915615	8/11/2011	10/21/2011	514	0	494	20						0					20
40	WF ADV CAPITAL GROWTH FUND-#312	949915615	2/6/2009	10/21/2011	50	0	34	16						0					16
41	WF ADV CAPITAL GROWTH FUND-#312	949915615	2/6/2009	2/9/2012	16,798	0	10,325	6,473						0					6,473
42	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	11/19/2010	4/26/2011	623	0	572	51						0					51
43	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	5/3/2010	8/9/2011	1,000	0	984	16						0					16
44	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	2/5/2010	8/9/2011	175	0	159	16						0					16
45	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	11/19/2010	8/9/2011	887	0	946	-59						0					-59
46	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	2/6/2009	8/9/2011	1,805	0	1,312	493						0					493
47	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	2/6/2009	2/9/2012	22,294	0	15,646	6,648						0					6,648
48	WELLS FARGO ADV DIV INTL FD-I #3113	949917322	10/21/2011	2/9/2012	841	0	793	48						0					48
49	WF ADV GOVT SECURITIES-S- #3101	949917579	9/26/1997	4/26/2011	878	0	873	5						0					5
50	WF ADV GOVT SECURITIES-S- #3101	949917579	2/4/2011	4/26/2011	3,010	0	2,971	39						0					39
51	WF ADV GOVT SECURITIES-S- #3101	949917579	1/14/2005	8/9/2011	2,746	0	2,632	114						0					114
52	WF ADV GOVT SECURITIES-S- #3101	949917579	5/7/2009	8/9/2011	1,828	0	1,746	82						0					82
53	WF ADV GOVT SECURITIES-S- #3101	949917579	5/7/2009	10/21/2011	1,520	0	1,457	63						0					63
54	WF ADV SHORT-TERM BOND FUND-#3	949917652	4/28/2011	8/9/2011	1,863	0	1,861	2						0					2
55	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/8/2008	10/21/2011	681	0	837	-156						0					-156
56	KEELEY SMALL CAP VAL FD CL-#2251	487300808	4/20/2009	4/26/2011	303	0	157	146						0					146
57	L/T CAPITAL GAIN DIVIDENDS				1,183	0	1,183	0						0					1,183

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

3.439						
	Name	Check "X" if Business	Street	City	State	Foreign Country
1	Wells Fargo Bank N.A. Trust T	X	PO Box 53456 MAC S4101-22G	Phoenix	AZ	Zip Code
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part

	Benefits	Expense Account	0	0	Explanation
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part VI, Line 6a (990-PF) - Estimated Tax Payments

TUTAI

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Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	17,090
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	17,090

Main Account Id:

SMITH TUW FBO GRACE CHURCH

Account Id: 1215121409

Trust Year 4/1/2011 - 3/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149 BENEFICIARY DISTRIBUTIONS				
	000000000	No Beny Linked		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR ANDREW DARRESS		
		UNIVERSITY OF COLORADO, BOULDER		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP - MILES PHILIP WEBSTER		
		COLORADO STATE UNIVERSITY		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR SARA THEOBALD		
		BRYN MAWR COLLEGE		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR CLARE TRISSEL		
		YALE DIVINITY SCHOOL		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR PAUL HAZELTON		
		COLORADO STATE UNIVERSITY		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR ANDREW THEOBALD		
		MIDDLEBURY COLLEGE		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR SAMUEL HINKLE		
		WHITMAN COLLEGE		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR RACHEL WOLF		
		LEWIS CLARK STATE COLLEGE		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR MADELEINE WEBSTER		
		UNIVERSITY OF DENVER		
		PER DDR APPROVED 10/04/2011		
10/04/11		0 Units	Reg Code 000	0 00
		DISCRETIONARY DISTRIBUTION		
		HELEN J SMITH SCHOLARSHIP FOR SPENCER KELLOGG		
		PIKES PEAK COMMUNITY COLLEGE		
		PER DDR APPROVED 10/04/2011		

Main Account Id:

SMITH TUW FBO GRACE CHURCH

Account Id: 1215121409

Trust Year 4/1/2011 - 3/31/2012

Tax Code/Desc	Paid For	Transactions	Income	Principal
149 BENEFICIARY DISTRIBUTIONS				
	000000000	No Beny Linked		
10/04/11		0 Units Reg Code 000	0 00	-1,314 00
		DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR JOSHUA SCHLEY PIKES PEAK COMMUNITY COLLEGE PER DDR APPROVED 10/04/2011		
10/04/11		0 Units Reg Code 000	0 00	-1,314 00
		DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR JUSTIN HERMES FERRIS STATE UNIVERSITY PER DDR APPROVED 10/04/2011		
10/04/11		0 Units Reg Code 000	0 00	-1,314 00
		DISCRETIONARY DISTRIBUTION HELEN J SMITH SCHOLARSHIP FOR TRENT RIEFSTAHL SOUTHERN METHODIST UNIVERSITY PER DDR APPROVED 10/04/2011		
		Total For: No Beny	0 00	-17,082 00
		Total for Taxcode: 149	0 00	-17,082 00

HELEN J SMITH TRUST U/W F/B/O GRACE EPISCOPAL CHURCH

		FMV	COST
84-6152339	Cash	1215121409	589509108
	Invest - Other	1215121409	MERGER FD SH BEN INT #260
	Invest - Other	1215121409	PIMCO FOREIGN BD FD USD H-INST #103
	Invest - Other	693390882	T ROWE PRICE BLUE CHIP GRWTH #93
	Invest - Other	77954Q106	TEMPLETON FOREIGN FD - ADV #604
	Invest - Other	880196506	WF ADV INDEX FUND-ADMIN #88
	Invest - Other	94975G686	TCW SMALL CAP GROWTH FUND-I #4724
	Invest - Other	87234N849	INVECO INTL GROWTH-Y #8516
	Invest - Other	008882532	DREYFUS EMG MKT DEBT LOC C-I #6083
	Invest - Other	261980494	DRIEHAUS ACTIVE INCOME FUND
	Invest - Other	262028855	JP MORGAN MID CAP VALUE-I #758
	Invest - Other	339128100	HUSSMAN STRATEGIC GROWTH FUND #601
	Invest - Other	448108100	GOLDMAN SACHS GRTH OPP FD-I #1132
	Invest - Other	38142Y401	WELLS FARGO ADV INTL BOND-IS #4705
	Invest - Other	1215121409	WELLS FARGO ADV TOT RT BD FD-IN #944
	Invest - Other	1215121409	WELLS FARGO ADV EMG MK E-INS #4146
	Invest - Other	1215121409	WF ADV C & B LARGE CAP VAL-I #1868
	Invest - Other	1215121409	VANGUARD REIT VIPER
	Invest - Other	9222908553	VANGUARD MSCI EMERGING MARKETS ETF
	Invest - Other	922042858	WF ADV GOVT SECURITIES- I #3101
	Invest - Other	949917579	WF ADV SHORT-TERM BOND FUND-I#3102
	Invest - Other	949917652	SPDR DJ WILSHIRE INTERNATIONAL REAL
	Invest - Other	78463X863	WELLS FARGO ADV HI INC-INS #3110
	Invest - Other	949917538	CREDIT SUISSE COMM RT ST-CO #2156
	Invest - Other	22544R305	KEELEY SMALL CAP VAL FD CLI #2251
	Invest - Other	487300808	FEDERATED TREAS OBL FD 68
	Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68
	Savings & Temp Inv	VP0528308	Total Cash and Equivalents
			15,750
			15,750
	Total Other Investments	342,617	313,211
	Total	358,367	328,961