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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 9/1/2011, and ending 8/31/2012

Name of foundation The Timothy and Judith Smith Foundation		A Employer identification number 95-4769418
Number and street (or P O box number if mail is not delivered to street address) 24500 Calabasas Rd		B Telephone number (see instructions) (818) 346-3144
City or town, state, and ZIP code Calabasas CA 91302		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,711,691		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	300,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	55,275	55,275		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	3,173			
	b Gross sales price for all assets on line 6a	431,427			
	7 Capital gain net income (from Part IV, line 2)		3,173		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	358,448	58,448			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	17,411	17,411		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,988	922		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,848	256		6,592
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	26,247	18,589		6,592
25 Contributions, gifts, grants paid	82,500			82,500	
26 Total expenses and disbursements Add lines 24 and 25	108,747	18,589		89,092	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	249,701				
b Net investment income (if negative, enter -0-)		39,859			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments			65,021	84,947	84,947
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments—U S. and state government obligations (attach schedule)			274,756	317,800	326,379
	b Investments—corporate stock (attach schedule)			960,954	1,147,685	1,300,366
	c Investments—corporate bonds (attach schedule)					
Liabilities	11 Investments—land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			1,300,731	1,550,432	1,711,692
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			1,300,731	1,550,432	
	30 Total net assets or fund balances (see instructions)			1,300,731	1,550,432	
	31 Total liabilities and net assets/fund balances (see instructions)			1,300,731	1,550,432	

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	1,300,731
2 Enter amount from Part I, line 27a	2	249,701
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,550,432
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,550,432

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 Publicly-traded Securities				
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 431,427		428,254	3,173	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			3,173	
b				
c				
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	3,173	
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	99,647	1,372,897	0.072582
2009	99,173	1,199,514	0.082678
2008	60,060	908,070	0.066140
2007	116,722	1,041,485	0.112073
2006	107,361	968,491	0.110854
2 Total of line 1, column (d)			2 0.444327
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 0.088865
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,570,989
5 Multiply line 4 by line 3			5 139,606
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 399
7 Add lines 5 and 6			7 140,005
8 Enter qualifying distributions from Part XII, line 4 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.			8 89,092

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	797
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	797
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	797
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,025	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,025	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	228	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 228 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)


11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Tim Smith Telephone no ▶ (818) 346-3144			
Located at ▶ 24500 Calabasas Rd, Calabasas, CA ZIP+4 ▶ 91302				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

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

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


5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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)?		5b	N/A	
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?				
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?				
<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?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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
SEE ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,496,342
b	Average of monthly cash balances	1b	98,571
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,594,913
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	1,594,913
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	23,924
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,570,989
6	Minimum investment return. Enter 5% of line 5	6	78,549

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	78,549
2a	Tax on investment income for 2011 from Part VI, line 5	2a	797
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	797
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,752
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	77,752
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	77,752

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	89,092
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	0
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	89,092
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	89,092

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				77,752
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	62,899			
b From 2007	64,948			
c From 2008	15,030			
d From 2009	40,010			
e From 2010	31,957			
f Total of lines 3a through e	214,844			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 89,092				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				77,752
e Remaining amount distributed out of corpus	11,340			
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	226,184			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	62,899			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	163,285			
10 Analysis of line 9				
a Excess from 2007	64,948			
b Excess from 2008	15,030			
c Excess from 2009	40,010			
d Excess from 2010	31,957			
e Excess from 2011	11,340			

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i>				
BISHOP O'DOWD HIGH SCHOOL 9500 STEARNS AVE OAKLAND CA 94605	N/A	509(a)(1)	General & Unrestricted	15,000
CATHOLIC EDUCATION FOUNDATION 3424 WILSHIRE BLVD, 3RD FL LOS ANGELES CA 90010	N/A	509(a)(1)	General & Unrestricted	10,000
CATHOLIC BIG BROTHERS & SISTERS 1530 J M WOOD BLVD LOS ANGELES CA 90015	N/A	509(a)(1)	General & Unrestricted	2,500
DOMINICAN SISTERS VISION OF HOPE 1555 34TH AVE OAKLAND CA 94601	N/A	509(a)(1)	General & Unrestricted	2,000
EVANS SCHOLARS FOUNDATION 1 BRIAR RD GOLF IL 60029	N/A	509(a)(1)	General & Unrestricted	5,000
LOYOLA HIGH SCHOOL OF LOS ANGELES 1901 VENICE BLVD LOS ANGELES CA 90006	N/A	509(a)(1)	General & Unrestricted	10,000
SANTA CLARA UNIVERSITY 500 EL CAMINO REAL SANTA CLARA CA 95053	N/A	509(a)(1)	Global Women's Leadership - General & Unrestricted	25,000
ST ODILIA SCHOOL 5300 S HOOPER AVE LOS ANGELES CA 90011	N/A	509(a)(1)	General & Unrestricted	5,000
ST RAPHAEL CATHOLIC SCHOOL 924 W 70TH ST LOS ANGELES CA 90044	N/A	509(a)(1)	General & Unrestricted	1,000
UNIVERSITY OF NOTRE DAME DU LAC 1100 GRACE HALL NOTRE DAME IN 46556	N/A	509(a)(1)	General & Unrestricted	2,000
VERBUM DEI HIGH SCHOOL 11100 S CENTRAL AVE LOS ANGELES CA 90059	N/A	509(a)(1)	General & Unrestricted	5,000
Total			▶ 3a	82,500
b <i>Approved for future payment</i>				
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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	55,275	
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	3,173	
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		58,448	0
13	Total. Add line 12, columns (b), (d), and (e)				13	58,448

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Signature of officer or trustee

2/19/13
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Jeffrey D Haskell

Preparer's signature

Jeffrey D. Haskell

Date _____

2/4/2013

Check ☐ if self-employed

PTIN

P01345770

Firm's name	► Foundation Source
-------------	---------------------

Firm's EIN ▶ 51-0398347

Firm's address ► 55 Walls Drive, Fairfield, CT 06824

Phone no (800) 839-1754

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

The Timothy and Judith Smith Foundation

95-4769418

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

Name of organization The Timothy and Judith Smith Foundation	Employer identification number 95-4769418
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Bob Smith BMW c/o Timothy Smith, 5126 Greencrest Road La Canada CA 91011 Foreign State or Province Foreign Country	\$ 300,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

The Timothy and Judith Smith Foundation

Employer identification number

95-4769418

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization The Timothy and Judith Smith Foundation	Employer identification number 95-4769418
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

	For Prov	Country	

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

TOTAL:		17,411	17,411	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	17,411	17,411	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:					1,988	922	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Estimated Tax for 2012	1,000	0	0	0			
2	Foreign Tax Paid	922	922	0	0			
3	IRS Excise Tax Payment with 1st ext 990-PF	66	0	0	0			
4								
5								
6								
7								
8								
9								
10								

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

TOTAL:		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	Description				
1	Administrative Fees	6,592	0	0	6,592
2	Bank Charges	256	256	0	0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

		TOTAL:		317,800	326,379
	Description	Book Value End of Year	FMV End of Year		
1	FHLMC - 5.000% - 05/01/2036 (3128LDHK3)	17,765	17,902		
2	FHLMC - 5.500% - 07/01/2036 (3128M83F9)	10,603	10,647		
3	FHLMC - 5.500% - 11/01/2037 - G343205 (3128M5ED8)	8,340	8,989		
4	FHLMC - A89385 - 4.500% - 10/01/2039 (312936NA1)	13,691	13,893		
5	FHLMC A97046 - 4.500% - 02/01/2041 (312945ZK7)	13,472	14,506		
6	FHLMC A97047 - 4.500% - 02/01/2041 (312945ZL5)	10,418	11,183		
7	FNMA - 5.000% - 02/01/2036 - POOL 745275 (31403C6L0)	5,698	5,982		
8	FNMA - 5.000% - 07/01/2035 - POOL #735678 (31402RJV2)	17,953	18,066		
9	FNMA - 5.500% - 12/01/2035 - PL AE0115 (31419ADV6)	11,111	11,374		
10	FNMA AB4297 - 3.500% - 01/01/2042 (31417AX38)	18,713	19,241		
11	FNMA AB5468 - 3.500% - 06/01/2042 (31417CCE3)	20,762	20,985		
12	FNMA POOL #AD8033 4.00% 08/01/2040 (31418V4T6)	23,037	23,099		
13	FNMA POOL #AH3645 4.00% 02/01/2041 (3138A5BP6)	29,001	29,445		
14	US TIPS - 0.125% - 07/15/2022 (912828TE0)	20,598	20,631		
15	US TIPS - 2.500% - 01/15/2029 (912810PZ5)	6,124	6,111		
16	US TREAS - 2.125% - 08/15/2021 (912828RC6)	20,169	21,278		
17	US TREAS - 2.000% - 02/15/2022 (912828SF8)	14,055	14,661		
18	US TREAS - 2.000% - 11/15/2021 (912828RR3)	35,388	36,749		
19	US TREAS NOTE - 1.375% - 02/28/2019 (912828SH4)	20,902	21,637		

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

TOTAL:					1,147,685	1,300,366
	Description	Shares	Book Value End of Year	FMV End of Year		
1	3M CO (MMM)	79	6,311	7,315		
2	AARON'S INC. (AAN)	72	2,147	2,151		
3	ABBOTT LABS (ABT)	212	10,181	13,894		
4	ACCENTURE PLC (ACN)	37	1,945	2,279		
5	ACTIVISION BLIZZARD INC (ATVI)	172	2,190	2,023		
6	AGILENT TECHNOLOGIES INC (A)	50	1,570	1,858		
7	AIR PRODS & CHEM INC. (APD)	23	2,026	1,899		
8	AKAMAI TECH COM STK (AKAM)	81	2,221	3,038		
9	AKZO NOBEL NV-ADR (AKZOY)	190	3,873	3,625		
10	ALCATEL LUCENT (ALU)	1,731	4,197	1,956		
11	ALLIANZ FIXED INCOME SHARES SERIES C (FXICX)	10,980	138,114	150,427		
12	ALLIANZ FIXED INCOMESHARES SERIES M (FXIMX)	13,830	133,754	154,344		
13	ALTRIA GROUP INC (MO)	150	3,013	5,094		
14	AMERICAN EXPRESS CO (AXP)	19	351	1,108		
15	AMERICAN FUNDS NEW WORLD FUND F (NWFXX)	1,457	74,794	72,946		
16	AMERICAN TOWER REIT INC (AMT)	76	2,880	5,350		
17	ANHEUSER BUSCH INBEV SPONSORED ADR (AHBIY)	47	2,422	3,956		
18	ANSYS INC. (ANSS)	40	1,459	2,788		
19	APACHE CORPORATION (APA)	17	2,114	1,458		
20	APPLE INC. (AAPL)	25	3,692	16,631		
21	APPLIED MATERIALS INC. (AMAT)	434	4,587	5,073		
22	ARCOS DORADOS HOLDINGS INC - A (ARCO)	46	1,016	608		
23	ARKEMA S/ADR (ARKAY)	40	3,137	3,431		
24	AT&T CORP COM NEW (T)	170	5,510	6,229		
25	AUTODESK, INC (ADSK)	65	1,399	2,018		
26	AUTOLIV INC (ALV)	30	1,713	1,779		
27	AUTOMATIC DATA PROCESSING INC (ADP)	36	1,579	2,091		
28	BANK OF MONTREAL (BMO)	106	6,083	6,201		
29	BANK OF NOVA SCOTIA (BNS)	32	1,672	1,697		
30	BARD C R INC (BCR)	20	1,718	1,962		
31	BASF AG SPONS ADR (BASFY)	32	2,535	2,479		
32	BECTON DICKINSON & CO (BDX)	22	1,555	1,672		
33	BG GROUP PLC ADS (BRGY)	138	2,776	2,833		
34	BHP BILLITON SP ADR (BBL)	48	3,144	2,821		
35	BIO RAD LABS INC CL A (BIO)	15	1,138	1,506		
36	BLACKROCK INC (BLK)	12	2,067	2,116		
37	BORG WARNER INC. (BWA)	43	1,339	2,958		
38	BOSTON PPTY'S INC (BXP)	25	2,014	2,803		
39	BRAMBLES LTD UNSP AD (BMBLY)	151	2,292	2,129		
40	BRIDGESTONE CRP(JAPAN)ADR (BRDCF)	50	2,320	2,353		
41	BUNZL PLC SPONSORED ADR (BZLFY)	61	3,925	5,427		

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

		TOTAL:		1,147,685		1,300,366	
	Description	Shares	Book Value End of Year	FMV End of Year			
42	CAIRN ENERGY PLC (CRNCY)	174	1,587	1,592			
43	CANON INC. (CAJ)	63	2,432	2,097			
44	CATERPILLAR INC. (CAT)	41	3,337	3,499			
45	CBRE GROUP INC (CBG)	142	2,925	2,458			
46	CENOVUS ENERGY INC (CVE)	64	2,271	2,093			
47	CENTURY LINK INC (CTL)	138	4,904	5,832			
48	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	45	2,274	2,074			
49	CHEVRON CORP (CVX)	153	12,396	17,160			
50	CHINA MOBILE HKG LTD (CHL)	55	2,652	2,953			
51	CNOOC LTD ADS (CEO)	11	2,216	2,083			
52	COCA-COLA CO (KO)	478	12,295	17,877			
53	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	20	1,142	1,286			
54	CONOCOPHILLIPS (COP)	204	9,381	11,585			
55	CORUS ENTERTAINMT B (CJREF)	113	2,602	2,635			
56	COVANCE INC (CVD)	41	2,323	1,959			
57	CREDIT SUISSE GROUP ADR (CS)	59	1,821	1,136			
58	CSL LTD UNSP ADR (CMXHY)	134	2,245	3,071			
59	CSX CORP (CSX)	151	2,108	3,391			
60	CUMMINS INC (CMI)	36	1,986	3,496			
61	D R HORTON (DHI)	239	2,583	4,539			
62	DARDEN RESTAURANTS INC (DRI)	53	1,833	2,753			
63	DEUTSCHE BOERSE ADR (DBOXY)	457	3,037	2,335			
64	DEUTSCHE TELE AG ADS (DTEGY)	239	3,697	2,854			
65	DIGITAL RLTY TR INC (DLR)	48	2,688	3,576			
66	DU PONT DE NEMOURS (DD)	127	5,066	6,318			
67	EASTMAN CHEMICAL CO (EMN)	62	1,618	3,426			
68	EATON VANCE CORP COM (EV)	96	2,619	2,601			
69	ECOPETROL SA (EC)	49	2,644	2,835			
70	EMERSON ELECTRIC CO (EMR)	138	6,289	6,999			
71	ERICSSON L M TEL CO (ERIC)	360	4,097	3,348			
72	ESTEE LAUDER COMPANIES INC (EL)	58	1,307	3,477			
73	EXPERIAN GROUP LTD S/ADR (EXPGY)	297	3,883	4,713			
74	EXPRESS SCRIPTS HOLDING CO. (ESRX)	56	1,777	3,507			
75	EXXON MOBIL CORP (XOM)	248	19,501	21,650			
76	FANUC LIMITED UNSPONSORED (FANUY)	112	3,186	3,073			
77	FRANKLIN RES INC (BEN)	14	1,555	1,644			
78	FREEMPORT-MCMORAN COPPER & GOLD INC (FCX)	96	4,413	3,467			
79	FRESENIUS MED CAR AG (FMS)	67	4,287	4,809			
80	G A T X CP (GMT)	52	1,879	2,140			
81	GEN DYNAMICS CP (GD)	29	1,696	1,900			
82	GENERAL ELECTRIC CO (GE)	177	4,494	3,666			

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

TOTAL:					1,147,685	1,300,366
	Description	Shares	Book Value End of Year	FMV End of Year		
83	GENERAL MILLS INC (GIS)	184	5,790	7,237		
84	GIVAUDAN SA UNSP/ADR (GVDNY)	232	4,455	4,348		
85	GLAXOSMITHKLINE PLC (GSK)	127	5,590	5,777		
86	GLOBAL PAYMENTS INC (GPN)	47	1,865	1,958		
87	GOLDCORP INC (GG)	87	4,090	3,577		
88	HARSCO CORP (HSC)	67	2,359	1,366		
89	HEALTH CARE PPTY INVS INC (HCP)	73	1,923	3,348		
90	HELIX ENERGY SOLUTIONS GROUP INC (HLX)	158	1,957	2,784		
91	HOME DEPOT INC (HD)	140	3,831	7,945		
92	HONEYWELL INTERNATIONAL INC (HON)	103	5,106	6,020		
93	HSBC HLDGS PLC ADS (HBC)	83	3,881	3,621		
94	ICAP PLC SPON ADR (IAPLY)	279	3,422	2,804		
95	INFORMA PLC UNSPONSORED ADR (IFPJY)	238	2,809	3,046		
96	INTEGRYS ENERGY GROUP (TEG)	55	2,680	2,909		
97	INTEL CORP (INTC)	181	3,747	4,494		
98	INTERCONTINETALEXCHANGE INC (ICE)	26	2,103	3,554		
99	INTERNATIONAL BUSINESS MACHINES (IBM)	24	3,148	4,676		
100	INTERNATIONAL GAME TECHNOLOGY (IGT)	132	3,036	1,622		
101	INTERNATIONAL RECTIFIER CORP (IRF)	89	1,649	1,549		
102	INTUIT (INTU)	77	2,565	4,508		
103	INTUITIVE SURGICAL, INC (ISRG)	6	1,260	2,951		
104	JEFFERIES GROUP INC (JEF)	126	2,244	1,851		
105	JOHNSON & JOHNSON (JNJ)	205	12,387	13,823		
106	JOY GLOBAL INC (JOY)	59	2,591	3,149		
107	JP MORGAN CHASE & CO (JPM)	359	13,305	13,333		
108	JUPITER TELECOM UNSP/ADR (JUPIY)	613	6,356	6,308		
109	KEYCORP (KEY)	262	2,148	2,209		
110	KONINKLIJKE AHOLD (AHONY)	339	4,547	4,149		
111	KRAFT FOODS INC (KFT)	64	2,017	2,657		
112	L'OREAL ADR (LRLCY)	108	2,235	2,641		
113	LINDE AG SPONSORED ADR (LNEGY)	277	4,173	4,349		
114	MATTELL INC (MAT)	186	5,056	6,536		
115	MCDONALD'S CORP (MCD)	127	7,758	11,365		
116	MCGRAW-HILL (MHP)	54	2,399	2,765		
117	MEDNAX, INC. (MD)	24	1,668	1,663		
118	MEDTRONIC INC (MDT)	28	1,197	1,138		
119	MERCK & CO INC (MRK)	59	1,854	2,540		
120	MURPHY OIL CP HLDG (MUR)	36	2,197	1,848		
121	NABORS INDUSTRIES LTD (NBR)	140	2,545	2,068		
122	NATIONAL GRID TRANSOCO PLC (NGG)	106	5,047	5,774		
123	NESTLE S A (NSRGY)	171	8,133	10,655		

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

		Description	TOTAL:			FMV End of Year
			Shares	Book Value End of Year	1,147,685	1,300,366
124	NEW GOLD INC (NGD)		321	3,084		3,550
125	NEWFIELD EXPLORATION CO (NFX)		64	3,036		2,088
126	NEWS CORP CL A (NWS-A)		112	1,177		2,620
127	NORDEA BANK AB SPON ADR (NRBAY)		368	3,769		3,448
128	NORFOLK SOUTHERN CORP (NSC)		55	2,485		3,985
129	NOVARTIS AG ADR (NVS)		60	3,272		3,541
130	NOVO NORDISK A S (NVO)		51	4,454		8,013
131	OCCIDENTAL PETE CORP (OXY)		52	3,697		4,421
132	ONEOK INC (OKE)		72	1,783		3,206
133	ORACLE CORP (ORCL)		61	1,647		1,931
134	P P G IND (PPG)		37	2,227		4,071
135	PARTNER COMMUNICATIONS COMPANY LTD - AMERICAN DEP (PTNR)		429	1,684		1,823
136	PDRDY PK (PDRDY)		149	2,988		3,204
137	PEPSICO INC (PEP)		153	9,768		11,082
138	PETROFAC LTD UNSPONS ADR (POFCY)		193	2,152		2,289
139	PFIZER INC (PFE)		248	4,576		5,917
140	PHILIP MORRIS INTL (PM)		140	6,679		12,502
141	PHILLIPS 66 (PSX)		43	1,284		1,806
142	PIMCO COMMODITY REAL RETURN STRGY CL A (PCRAX)		7,760	63,774		53,388
143	PNC FINANCIAL GROUP INC (PNC)		109	6,578		6,775
144	PRAXAIR INC (PX)		26	1,890		2,743
145	PROCTER GAMBLE CO (PG)		195	12,329		13,102
146	PROGRESSIVE CORP OHIO (PGR)		110	2,222		2,148
147	PROLOGIS (PLD)		83	2,349		2,836
148	PULTE GROUP INC (PHM)		373	2,951		5,103
149	QUALCOMM INC (QCOM)		45	2,032		2,766
150	RAYMOND JAMES FINANCIAL INC (RJF)		78	1,999		2,746
151	REED ELSEVIER PLC (RUK)		100	3,489		3,741
152	REGAL ENTERTAINMENT (RGC)		342	5,709		4,754
153	REINSURANCE GROUP AMER INC (RGA)		42	2,008		2,467
154	REPUBLIC SVCS INC (RSG)		127	3,227		3,512
155	RIO TINTO PLC SPONSORED ADR (RIO)		62	3,853		2,717
156	ROCHE HOLDING LTD ADR (RHHBY)		219	8,791		9,965
157	ROYAL DUTCH SHELL PLC (RDSA)		64	3,838		4,478
158	SABMiller PLC S/ADR (SBMRY)		28	1,173		1,239
159	SAGE GROUP PLC UNS/ADR (SGPYY)		138	2,572		2,588
160	SAP AKTIENGESSELL ADS (SAP)		64	3,055		4,202
161	SBERBANK SPONSORED ADR (SBRKY)		145	1,618		1,673
162	SCHNEIDER ELEC UNSP/ADR (SBGSY)		313	4,420		3,919
163	SCOTTS CO CLASS A (SMG)		45	1,823		1,874
164	SGS SA UNSP ADR (SGSOY)		260	4,309		5,218

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

TOTAL:			1,147,685	1,300,366
	Description	Shares	Book Value End of Year	FMV End of Year
165	SHINHAN FINL GROUP CO LTD (SHG)	33	2,777	2,074
166	SILVER WHEATON CORP (SLW)	87	2,950	3,010
167	SIMON PPTY GROUP INC (SPG)	30	1,899	4,761
168	SNAP ON INC. (SNA)	52	2,651	3,610
169	SOCIEDAD QUIMICA Y MINERA DE CHILE S.A (CHILE) (SQM)	45	2,457	2,774
170	SODEXHO ALLIANCE SA SP ADR (SDXAY)	62	4,309	4,889
171	SOFTBANK CP UNSP ADR (SFTBY)	229	3,335	4,660
172	SPDR DJ GLOBAL REAL ESTATE (RWO)	1,395	51,964	57,139
173	ST. JUDE MED INC (STJ)	94	3,519	3,549
174	SUBSEA 7 INC ADR (SUBCY)	135	3,072	3,081
175	SYSCO CORP (SY)	205	6,033	6,212
176	TARGET CORPORATION (TGT)	86	4,493	5,512
177	TESCO PLC S ADR (TSCDY)	224	4,356	3,609
178	TEXAS INSTRUMENTS INC (TXN)	110	2,807	3,194
179	TIME WARNER CABLE INC (TWC)	15	983	1,332
180	TJX COMPANIES INC (TJX)	114	1,967	5,220
181	TOTAL FINA ELF S A (TOT)	236	12,912	11,767
182	TOYOTA MTR CORP (TM)	50	4,093	3,981
183	TULLOW OIL PLC 899415202 (TUWOY)	250	2,752	2,680
184	TYCO INTERNATIONAL LTD (TYC)	129	5,198	7,273
185	UNILEVER N V N Y (UN)	125	3,875	4,348
186	UNITED OVRSEAS BK LTD ADR (UOVEY)	96	2,671	2,962
187	UNITED TECHNOLOGIES CORP (UTX)	137	9,546	10,939
188	URS CORP (URS)	48	2,220	1,748
189	VALSPAR CORP (VAL)	69	2,034	3,680
190	VODAFONE GROUP PLC (VOD)	223	5,568	6,449
191	WAL-MART STORES INC. (WMT)	70	3,582	5,082
192	WALGREEN CO (WAG)	66	2,309	2,360
193	WALT DISNEY HOLDINGS CO. (DIS)	56	2,050	2,770
194	WELLS FARGO & CO (WFC)	169	5,820	5,751
195	WHITING PETROLEUM CORP (WLL)	48	2,142	2,137
196	WILLIS GROUP HOLDINGS LTD (WSH)	139	5,218	5,187
197	XILINX INC. (XLNX)	117	3,410	3,967

Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

	Name	Street	City	State	Zip Code
1	Bob Smith BMW	c/o Timothy Smith, 5126 Greencrest Road	La Canada	CA	91011
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:											0	0	0	0
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct				
1	Judith L Smith	24500 Calabasas Rd	Calabasas	CA	91302	Chief Financial Officer / Secretary / Treasurer	1	0	0	0				
2	Timothy J Smith	24500 Calabasas Rd	Calabasas	CA	91302	Chief Executive Officer / President	1	0	0	0				
3														
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