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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

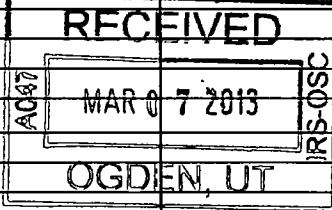
2011

For calendar year 2011 or tax year beginning

9/1/2011

, and ending

8/31/2012

Name of foundation <b>The Timothy and Judith Smith Foundation</b>		A Employer identification number <b>95-4769418</b>		
Number and street (or P O box number if mail is not delivered to street address) <b>24500 Calabasas Rd</b>		Room/suite <b>91302</b>		
City or town, state, and ZIP code <b>Calabasas CA 91302</b>				
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		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>1,711,691</b> (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
<b>Part I Analysis of Revenue and Expenses</b> (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		
 <small>AC 47 MAR 07 2013 IRS-OSC</small> <small>OGDEN, UT</small>				
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.	26,247	18,589	6,592
Add lines 13 through 23	82,500		82,500	
25 Contributions, gifts, grants paid	108,747	18,589	89,092	
26 Total expenses and disbursements Add lines 24 and 25				
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)

19/18

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
Net Assets or Fund Balances	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	
		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			
	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)
<b>1a Publicly-traded Securities</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 431,427		428,254	3,173		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>			3,173		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	3,173	
<b>3</b> 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			<b>3</b>		

**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)**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**4** Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**5** Multiply line 4 by line 3**6** Enter 1% of net investment income (1% of Part I, line 27b)**7** Add lines 5 and 6**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

<b>2</b>	0.444327
<b>3</b>	0.088865
<b>4</b>	1,570,989
<b>5</b>	139,606
<b>6</b>	399
<b>7</b>	140,005
<b>8</b>	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 ►  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 1,025

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 attached9 **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** ►

228

Refunded

7 1,025

8 0

9 0

10 228

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?

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 ► \$ \_\_\_\_\_

1c X

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 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*

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

CA

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

10 X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► Tim Smith Located at ► 24500 Calabasas Rd. Calabasas CA	Telephone no ►	(818) 346-3144
15	ZIP+4 ► 91302 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	►	□
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<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 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 ►	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))	<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?	<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)**

<b>5a</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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"/>		<b>5b</b>	N/A
<b>c</b> 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>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> 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>b</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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	X
<b>7a</b> 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>b</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	<b>7b</b>	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			
-----	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		

## 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.

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.

1	..... .....	
2	..... .....	
<b>All other program-related investments See instructions</b>		
3	..... .....	
<b>Total. Add lines 1 through 3</b>		► 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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,570,989
6	<b>Minimum investment return.</b> 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	<b>Distributable amount</b> 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	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	89,092
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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)	6	89,092
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				0
a Enter amount for 2010 only				
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				0
a Applied to 2010, but not more than line 2a				
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**

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)				
<b>a Paid during the year</b>				
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 90010	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
<b>Total</b>			► 3a	82,500
<b>b Approved for future payment</b>				
<b>Total</b>			► 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	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	55,275	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	3,173	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b> a					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		58,448	0
<b>13 Total Add line 12, columns (b), (d), and (e)</b>			13		58,448

(See worksheet in line 13 instructions to verify calculations )



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

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Schedule of Contributors**

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

OMB No. 1545-0047

**2011**

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	.....



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

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

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

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	<b>TOTAL:</b>	<b>1,988</b>	<b>922</b>	<b>0</b>	<b>0</b>
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	6,592
	Description					
1	Administrative Fees	6,592		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**

	Description	TOTAL:	Book Value End of Year	FMV End of Year	
<b>1</b>	FHLMC - 5.000% - 05/01/2036 (3128LDHK3)		17,765	17,765	17,902
<b>2</b>	FHLMC - 5.500% - 07/01/2036 (3128M83F9)		10,603	10,603	10,647
<b>3</b>	FHLMC - 5.500% - 11/01/2037 - G343205 (3128M5ED8)		8,340	8,340	8,989
<b>4</b>	FHLMC - A89385 - 4.500% - 10/01/2039 (312936NA1)		13,691	13,691	13,893
<b>5</b>	FHLMC A97046 - 4.500% - 02/01/2041 (312945ZK7)		13,472	13,472	14,506
<b>6</b>	FHLMC A97047 - 4.500% - 02/01/2041 (312945ZL5)		10,418	10,418	11,183
<b>7</b>	FNMA - 5.000% - 02/01/2036 - POOL 745275 (31403C6L0)		5,698	5,698	5,982
<b>8</b>	FNMA - 5.000% - 07/01/2035 - POOL #735678 (31402RJV2)		17,953	17,953	18,066
<b>9</b>	FNMA - 5.500% - 12/01/2035 - PL AE0115 (31419ADV6)		11,111	11,111	11,374
<b>10</b>	FNMA AB4297 - 3.500% - 01/01/2042 (31417AX38)		18,713	18,713	19,241
<b>11</b>	FNMA AB5468 - 3.500% - 06/01/2042 (31417CCCE3)		20,762	20,762	20,985
<b>12</b>	FNMA POOL #AD8033 4.00% 08/01/2040 (31418V4T6)		23,037	23,037	23,099
<b>13</b>	FNMA POOL #AH3645 4.00% 02/01/2041 (3138A5BP6)		29,001	29,001	29,445
<b>14</b>	US TIPS - 0.125% - 07/15/2022 (912828TE0)		20,598	20,598	20,631
<b>15</b>	US TIPS - 2.500% - 01/15/2029 (912810PZ5)		6,124	6,124	6,111
<b>16</b>	US TREAS - 2.125% - 08/15/2021 (912828RC6)		20,169	20,169	21,278
<b>17</b>	US TREAS - 2.000% - 02/15/2022 (912828SF8)		14,055	14,055	14,661
<b>18</b>	US TREAS - 2.000% - 11/15/2021 (912828RR3)		35,388	35,388	36,749
<b>19</b>	US TREAS NOTE - 1.375% - 02/28/2019 (912828SH4)		20,902	20,902	21,637

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

	Description	Shares	Book Value End of Year	TOTAL: 1,147,685	1,300,366
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 INCOME SHARES 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 (NWFFX)	1,457	74,794		72,946
16	AMERICAN TOWER REIT INC (AMT)	76	2,880		5,350
17	ANHEUSER BUSCH INBEV SPONSORED ADR (AHBYY)	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 (BRGYY)	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 PPTYS 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**

	Description	Shares	Book Value End of Year	TOTAL: 1,147,685	FMV End of Year 1,300,366
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 HGK 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 (CM)	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 (DBOEY)	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 LM TEL CO (ERIC)	360	4,097		3,348
72	ESTEE LAUDER COMPANIES INC (EL)	58	1,307		3,477
73	EXPERIAN GROUP LTD SIADR (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	FREEPORT-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**

<b>TOTAL:</b>		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 UNSPIADR (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 PRTY 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 (IFP.JY)	238	2,809	3,046
96	INTEGRYS ENERGY GROUP (TEG)	55	2,680	2,969
97	INTEL CORP (INTC)	181	3,747	4,494
98	INTERCONTINENTALEXCHANGE 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 (IRE)	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 UNSPADR (JUPJY)	613	6,356	6,308
109	KEYCORP (KEY)	262	2,148	2,209
110	KONINKLIJKE AHOOLD (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 (LNEG.Y)	277	4,173	4,349
114	MATTEL 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 TRANSICO 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	Shares	Book Value End of Year	FMV End of Year
124	NEW GOLD INC (NGD)	321	3,084	3,550
125	NEWFIELD EXPLORATION CO (NFX)	64	3,036	2,088
126	NEWS CORP CLA (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	OXIDENTAL 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	PPG IND (PPG)	37	2,227	4,071
135	PARTNER COMMUNICATIONS COMPANY LTD - AMERICAN DEP (PTN.R)	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 CLA (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 (RDS-A)	64	3,838	4,478
158	SABMILLER PLC S/ADR (SBMRY)	28	1,173	1,239
159	SAGE GROUP PLC UNS/ADR (SGPY)	138	2,572	2,588
160	SAP AKTIENGESELL ADS (SAP)	64	3,055	4,202
161	SBERBANK SPONSORED ADR (SBRCY)	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**

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

**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**

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct	TOTAL:	0	0	0
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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