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

**2011**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning** 10/01 , 2011, **and ending** 9/30 , 2012

**SMITH WALKER FOUNDATION**  
C/O 1260 COAST VILLAGE CIRCLE  
SANTA BARBARA, CA 93108-2790

**A** Employer identification number  
33-0327308

**B** Telephone number (see the instructions)  
(805) 969-4764

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

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

**G** Check all that apply:

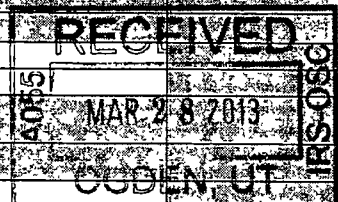
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 3,595,797.

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

<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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc., received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	9.	9.	9.	
	<b>4</b> Dividends and interest from securities	126,097.	126,097.	126,097.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	-70,160.			
	<b>b</b> Gross sales price for all assets on line 6a	186,369.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11		55,946.	126,106.	126,106.	
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc	18,797.	18,797.		
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) See St 1	5,710.	5,610.		100.
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)(see instrs)				
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) See Statement 2	2,283.	2,283.			
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	26,790.	26,690.		100.	
<b>25</b> Contributions, gifts, grants paid Part XV	210,000.			210,000.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	236,790.	26,690.	0.	210,100.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-180,844.				
<b>b Net investment income</b> (if negative, enter -0-)		99,416.			
<b>c Adjusted net income</b> (if negative, enter -0-)			126,106.		



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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 . . . . .	3,265.		
	2	Savings and temporary cash investments . . . . .	137,294.	122,365.	122,365.
	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 sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments – U.S. and state government obligations (attach schedule)	132,745.	130,930.	154,199.
	b	Investments – corporate stock (attach schedule)	1,503,698.	1,475,432.	2,474,590.
	c	Investments – corporate bonds (attach schedule)	803,241.	591,452.	656,132.
	11	Investments – land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments – mortgage loans . . . . .				
13	Investments – other (attach schedule)	99,503.	174,503.	188,511.	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I).	2,679,746.	2,494,682.	3,595,797.	
LIABILITIES	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, & other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET FUND ASSETS OR 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 . . . . .	2,679,746.	2,494,682.	
	28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions).	2,679,746.	2,494,682.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,679,746.	2,494,682.		

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	2,679,746.
2	Enter amount from Part I, line 27a	2	-180,844.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,498,902.
5	Decreases not included in line 2 (itemize) ▶ See Statement 3	5	4,220.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,494,682.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 4			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	-70,160.
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 <span style="float:right">]</span>	3	0.

**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 (column (b) divided by column (c))
2010	210,100.	3,315,282.	0.063373
2009	209,159.	3,131,731.	0.066787
2008	208,781.	2,905,242.	0.071864
2007	253,792.	3,916,870.	0.064795
2006	254,585.	4,250,362.	0.059897
2 Total of line 1, column (d)			0.326716
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			0.065343
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			3,360,438.
5 Multiply line 4 by line 3			219,581.
6 Enter 1% of net investment income (1% of Part I, line 27b)			994.
7 Add lines 5 and 6			220,575.
8 Enter qualifying distributions from Part XII, line 4			210,100.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (2011 estimated tax, exempt foreign orgs, etc.), total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2012 estimated tax.

Part VII Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political influence, political purposes, Form 1120-POL filing, unrelated business gross income, liquidation, section 508(e) requirements, assets, states reported to, and private operating foundation status.

BAA

Form 990-PF (2011)

**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).			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	X		
14	The books are in care of <u>FRED GAEDEN, CPA</u> Telephone no. <u>(805) 969-4764</u> Located at <u>1260 COAST VILLAGE CIRCLE SANTA BARBARA CA</u> ZIP + 4 <u>93108-2790</u>			
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 <u>N/A</u>			
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 <u></u>		Yes	No
		16		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
1 a	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"/>	1 b	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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>		
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.)	2 b	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 <u>20__ , 20__ , 20__ , 20__</u>		
3 a	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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ..  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ....  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? . . .  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?.. . . .  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .  Yes  No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .  Yes  No  
If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . N/A

5b	N/A	
6b		X
7b		

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 5		2,000.	0.	955.

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

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	3,313,721.
<b>b</b> Average of monthly cash balances	<b>1b</b>	97,891.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,411,612.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	3,411,612.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	51,174.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,360,438.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	168,022.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	168,022.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,988.
<b>b</b> Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	1,988.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	166,034.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	166,034.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	166,034.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	<b>1a</b>	210,100.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	210,100.
<b>5</b> 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)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	210,100.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7.				166,034.
<b>2</b> Undistributed income, if any, as of the end of 2011.				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years: 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	53,718.			
<b>b</b> From 2007 . . . . .	60,574.			
<b>c</b> From 2008 . . . . .	65,957.			
<b>d</b> From 2009 . . . . .	54,404.			
<b>e</b> From 2010 . . . . .	46,910.			
<b>f</b> Total of lines 3a through e . . . . .	281,563.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 210,100.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				166,034.
<b>e</b> Remaining amount distributed out of corpus	44,066.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	325,629.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	53,718.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	271,911.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . .	60,574.			
<b>b</b> Excess from 2008 . . . . .	65,957.			
<b>c</b> Excess from 2009 . . . . .	54,404.			
<b>d</b> Excess from 2010 . . . . .	46,910.			
<b>e</b> Excess from 2011 . . . . .	44,066.			

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

None

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

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> Paid during the year See Statement 6</p>				
<p><b>Total</b></p>				<p>▶ <b>3a</b> 210,000.</p>
<p><b>b</b> Approved for future payment</p>				
<p><b>Total</b></p>				<p>▶ <b>3b</b></p>





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SMITH WALKER FOUNDATION

33-0327308

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**Statement 1**  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 5,710.	\$ 5,610.	\$ 0.	\$ 100.
<b>Total</b>	<b>\$ 5,710.</b>	<b>\$ 5,610.</b>	<b>\$ 0.</b>	<b>\$ 100.</b>

**Statement 2**  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ANNUAL MEETING EXPENSE	\$ 1,152.	\$ 1,152.		
ANNUAL MEETING EXPENSES REIMB	885.	885.		
BANK SERVICE FEE	32.	32.		
CA ATTORNEY GENERAL	50.	50.		
CA FILING FEE	10.	10.		
PRINTING, PYING anAND SUPPLIES	154.	154.		
<b>Total</b>	<b>\$ 2,283.</b>	<b>\$ 2,283.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**Statement 3**  
Form 990-PF, Part III, Line 5  
Other Decreases

IRS - FEDERAL TAX PAID				\$ 4,220.
<b>Total</b>				<b>\$ 4,220.</b>

**Statement 4**  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	VARIOUS FHMLC G 6.0% RETURN OF CAPITAL	Purchased	7/30/1999	Various
2	50000 AT&T CORP	Purchased	3/24/2009	6/29/2012
3	1000 CITIGROUP CAP XI	Purchased	9/15/2004	11/17/2011
4	1500 WELLS FARGO VII	Purchased	4/28/2003	11/17/2011
5	4500 LEHMAN BROTHERS	Purchased	12/16/1999	4/17/2012
6	6155.29 FRONTIER COMMUNICATIONS	Purchased	Various	5/15/2012
7	50000 VIACOM	Purchased	5/09/2007	1/09/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	1,507.		1,470.	37.				\$ 37.
2	54,042.		51,498.	2,544.				2,544.
3	21,214.		25,000.	-3,786.				-3,786.

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**Statement 4 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
4	36,264.		37,500.	-1,236.				\$ -1,236.
5	2,715.		44,778.	-42,063.				-42,063.
6	20,627.		46,283.	-25,656.				-25,656.
7	50,000.		50,000.	0.				0.
							Total	\$ -70,160.

**Statement 5**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
WALKER SMITH III C/O 735 OHMS WAY COSTA MESA, CA 92627	Trustee 2.00	\$ 0.	\$ 0.	\$ 348.
MATTHEW MC CALL C/O 735 OHMS WAY COSTA MESA, CA 92627	Trustee 0		0.	0.
JEAN S. GOODRICH C/O 735 OHMS WAY COSTA MESA, CA 92627	Asst. Secretary 0		0.	0.
KIM S. SMITH (SEE NOTE) C/O 735 OHMS WAY COSTA MESA, CA 92627	Treasurer 0	2,000.	0.	209.
JANET G. GATES C/O 735 OHMS WAY COSTA MESA, CA 92627	Secretary 0		0.	0.
NATHAN C. GATES C/O 735 OHMS WAY COSTA MESA, CA 92627	Trustee 0		0.	0.
PAMELA S. MC CALL C/O 735 OHMS WAY COSTA MESA, CA 92627	ASST. TREASURER 0		0.	262.
CLARKE A. SMITH (SEE NOTE) C/O 735 OHMS WAY COSTA MESA, CA 92627	President 0		0.	136.

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**Statement 5 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
SHELLY S. ROYALTY (SEE NOTE) C/O 735 OHMS WAY COSTA MESA, CA 92627	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
<b>Total</b>		<u>\$ 2,000.</u>	<u>\$ 0.</u>	<u>\$ 955.</u>

**Statement 6**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ALPHA RESOURCE CENTER 4501 CATHEDRAL OAKS ROAD SANTA BARBARA, CA 93110	NONE	501c3	VARIOUS CHARITABLE PURPOSES	\$ 2,000.
BOY SCOUTS OF AMERICA - ORANGE COUNTY 1211 EAST DYER ROAD SANTA ANA, CA 92705	NONE	501c3	VARIOUS CHARITABLE PURPOSES	2,000.
CARLSBAD EDUCATION FOUNDATION PO BOX 205 CARLSBAD, CA 92018	NONE	501c3	VARIOUS CHARITABLE PURPOSES	10,000.
CARPINTERIA VALLEY MUSEUM OF HISTORY 956 MAPLE CARPINTERIA, CA 93013	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.
CHABAD OF MARIN AND SONOMA INC 1150 IDYLBERRY ROAD SAN RAFAEL, CA 94903	NONE	501c3	VARIOUS CHARITABLE PURPOSES	6,000.
CHILDREN OF THE SHEPHERD PO BOX 906 HOLLYWOOD, CA 90078	NONE	501c3	VARIOUS CHARITABLE PURPOSES	17,000.
DIAKONOS 6880 ORIOLE AVE LA VERNE, CA 91750	NONE	501c3	VARIOUS CHARITABLE PURPOSES	7,000.

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**Statement 6 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
EL MONTECITO PRESBYTERIAN CHURCH 1455 EAST VALLEY ROAD SANTA BARBARA, CA 93108	NONE	501c3	VARIOUS CHARITABLE PURPOSES	\$ 15,000.
FULLER SEMINARY NORTH OAKLAND AVE PASADENA, CA 91101	NONE	501c3	VARIOUS CHARITABLE PURPOSES	3,000.
HOAG HOSPITAL FOUNDATION - 552 CLUB 301 NEWPORT BLVD, PO BOX 6100 NEWPORT BEACH, CA 92658	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.
NEWPORT HARBOR EDUCATION FDN-FOOTBALL PO BOX 1533 NEWPORT BEACH, CA 92659	NONE	501c3	VARIOUS CHARITABLE PURPOSES	2,500.
ORANGE COAST COLLEGE FOUNDATION-BASEBALL 2701 FAIRVIEW ROAD, PO BOX 5005 COSTA MESA, CA 92628	NONE	school	VARIOUS CHARITABLE PURPOSES	4,000.
PACIFIC LEGAL FOUNDATION 3900 LENNARE DRIVE, SUITE 200 SACRAMENTO, CA 95834	NONE	501c3	VARIOUS CHARITABLE PURPOSES	3,000.
PATHFINDERS RANCH INC 35510 PATHFINDER ROAD MOUNTAIN CENTER, CA 92561	NONE	501c3	VARIOUS CHARITABLE PURPOSES	30,000.
PEGASUS SCHOOL 19692 LEXINGTON LANE HUNTINGTON BEACH, CA 92642	NONE	501c3	VARIOUS CHARITABLE PURPOSES	9,500.
PLANNED PARENTHOOD OF SANTA BARBARA 518 GARDEN STREET SANTA BARBARA, CA 93101	NONE	501c3	VARIOUS CHARITABLE PURPOSES	25,000.
PREGNANCY RESOURCE CENTER 1830 HACIENDA DRIVE SUITE #8 VISTA, CA 92081	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.

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**Statement 6 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PROVIDENCE HALL HIGH SCHOOL 19 EAST MICHELTORENA ST SUITE A SANTA BARBARA, CA 93101	NONE	school	VARIOUS CHARITABLE PURPOSES	\$ 5,000.
RESCUE MISSION OF SANTA BARBARA 535 EAST YANONALI STREET SANTA BARBARA, CA 93103	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL ROAD SANTA BARBARA, CA 93105	NONE	501c3	VARIOUS CHARITABLE PURPOSES	3,000.
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY SANTA BARBARA, CA 93101	NONE	501c3	VARIOUS CHARITABLE PURPOSES	3,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA PO BOX 3620 SANTA BARBARA, CA 93130	NONE	501c3	VARIOUS CHARITABLE PURPOSES	2,000.
SHARE OUR SELVES 1550 SUPERIOR AVENUE COSTA MESA, CA 92627	NONE	501c3	VARIOUS CHARITABLE PURPOSES	3,000.
SPGA JUNIOR GOLF FOUNDATION PO BOX 607 CALIMESA, CA 92320	NONE	501c3	VARIOUS CHARITABLE PURPOSES	2,000.
ST JAMES CATHOLIC CHURCH 625 SOUTH NARDO AVE SOLANO BEACH, CA 92075	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.
THE ENCOURAGEMENT CENTER INC PO BOX 4350 CARLSBAD, CA 92018	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.
SALVATION ARMY 423 CHAPALA STREET SANTA BARBARA, CA 93101	NONE	501c3	VARIOUS CHARITABLE PURPOSES	5,000.
THOMAS AQUINAS COLLEGE 10000 N OJAI ROAD SANTA PAULA, CA 93060	NONE	501c3	VARIOUS CHARITABLE PURPOSES	12,000.
WOMEN OF CHAPMAN COLLEGE ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501c3	VARIOUS CHARITABLE PURPOSES	9,000.

Total \$ 210,000.

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PART VII-B (Ia) (3) & (4) AND PART VIII (1) AND STATEMENT 2 EXPLANATIONS:

ONE OFFICER WAS PAID \$ 2,000.00 FOR SECRETARIAL SERVICES RENDERED.

FOUR OFFICERS WERE REIMBURSED A TOTAL OF \$885 FOR THEIR COSTS TO HOLD THE ANNUAL BOARD MEETING.

INVESTMENT ADVISOR SERVICES OF \$ 16,797 WERE PAID TO A COMPANY THAT IS 50% OWNED BY CLARKE SMITH AND 50% BY WALKER SMITH III. CLARKE SMITH IS A CURRENT OFFICER, WALKER SMITH, III IS A TRUSTEE.

THE FOUNDATION BELIEVES THAT THE ABOVE FEES AND REIMBURSEMENTS ARE REASONABLE FOR THE SERVICES PERFORMED AND COSTS INCURRED.

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**Other Income Producing Activities  
Dividends/interest from securities.**

DIVIDENDS-CORP STOCK	\$ 80,331.
DIVIDENDS-MUTUAL FUNDS	3,407.
DIVIDENDS-UNIT INVESTMENT TRUSTS	0.
INTEREST-CORPORATE	38,486.
INTEREST-GOVERNMENT SECURITIES	124.
MUNICIPAL BONDS	7,108.
BANK ACCOUNT INTEREST	0.
LESS: BOND PREMIUM AMORTIZATION	-3,359.
Total	<u>\$ 126,097.</u>

**Operating & Administrative Exp. (990-PF)  
Compensation of officers, etc. (see Screen 36.1)[O]**

INVESTMENT ADVISOR FEES	\$ 16,797.
SECRETARIAL	2,000.
Total	<u>\$ 18,797.</u>

**Officers, Directors, Trustees Compen.  
Expense account/other**

ANNUAL MEETING EXP REIMB	\$ 348.
Total	<u>\$ 348.</u>

**Officers, Directors, Trustees Compen.  
Compensation received**

SECRETARIAL SERVICES	\$ 2,000.
Total	<u>\$ 2,000.</u>

**Officers, Directors, Trustees Compen.  
Expense account/other**

ANNUAL MEETING EXP REIMB	\$ 139.
SUPPLIES EXPENSE REIMBURSEMENT	70.
Total	<u>\$ 209.</u>