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Form 990-PF

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation ROBERT H. SMITH FAMILY FOUNDATION		A Employer identification number 52-1502273
Number and street (or P.O. box number if mail is not delivered to street address) 2345 CRYSTAL DRIVE		B Telephone number 703-769-1023
City or town, state, and ZIP code ARLINGTON, VA 22202		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 59,766,401.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		9,689.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		817,721.	817,721.		
4 Dividends and interest from securities		919,956.	919,956.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		723,758.			
b Gross sales price for all assets on line 6a 22,660,985.					
7 Capital gain net income (from Part IV, line 2)			723,758.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<998.>	0.		STATEMENT 1
12 Total. Add lines 1 through 11		2,470,126.	2,461,435.		
13 Compensation of officers, directors, trustees, etc		142,056.	71,028.		71,028.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		8,750.	4,375.		4,375.
c Other professional fees					
17 Interest					
18 Taxes		46,481.	741.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		63,820.	54,154.		9,666.
24 Total operating and administrative expenses. Add lines 13 through 23		261,107.	130,298.		85,069.
25 Contributions, gifts, grants paid		16,449,695.			16,449,695.
26 Total expenses and disbursements. Add lines 24 and 25		16,710,802.	130,298.		16,534,764.
27 Subtract line 26 from line 12		<14,240,676.>			
a Excess of revenue over expenses and disbursements			2,331,137.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

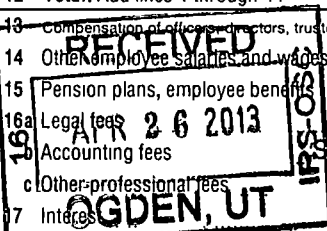
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2011.05070 ROBERT H. SMITH FAMILY FOUN 52150221

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			10,822,799.	2,677,059.	2,677,059.
	2 Savings and temporary cash investments					
	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					
	7 Other notes and loans receivable ▶ 16,961,834.					
	Less: allowance for doubtful accounts ▶ 0.			17,487,882.	16,961,834.	16,961,834.
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 5			44,875,745.	39,306,857.	40,127,508.
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment; basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			73,186,426.	58,945,750.	59,766,401.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			16,762.	16,762.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			73,169,664.	58,928,988.	
30 Total net assets or fund balances			73,186,426.	58,945,750.		
31 Total liabilities and net assets/fund balances			73,186,426.	58,945,750.		

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	73,186,426.
2 Enter amount from Part I, line 27a	2	<14,240,676.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	58,945,750.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,945,750.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GAIN/LOSS DETAIL - SEE ATTACHED		P	VARIOUS	VARIOUS
b FROM K-1 BOARDWALK PIPELINE PARTNERS		P	VARIOUS	VARIOUS
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 22,660,914.		21,937,227.	723,687.
b 71.			71.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			723,687.
b			71.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	723,758.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	18,796,731.	42,824,600.	.438924
2009	16,770,308.	7,708,281.	2.175622
2008	10,900,480.	12,249,431.	.889876
2007	12,927,581.	21,848,113.	.591702
2006	12,578,583.	26,250,862.	.479168

2 Total of line 1, column (d)	2	4.575292
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.915058
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	64,699,874.
5 Multiply line 4 by line 3	5	59,204,137.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,311.
7 Add lines 5 and 6	7	59,227,448.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	16,534,764.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	46,623.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	46,623.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	46,623.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	23,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,200.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	23,423.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 N/A	13	X	
14	The books are in care of MENACHEM M. GOTTLIEB Telephone no. 703-769-1023 Located at 2345 CRYSTAL DRIVE, 11TH FLOOR, ARLINGTON, VA ZIP+4 22202			
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 N/A	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 N/A	16	Yes	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):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A		1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years N/A	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELLE SMITH 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	PRESIDENT 30.00	142,056.	0.	0.
DAVID B. SMITH 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	TREASURER 0.00	0.	0.	0.
CLARICE R. SMITH 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	SECRETARY 0.00	0.	0.	0.

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

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

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

0

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Part 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	41,967,926.	
b Average of monthly cash balances	1b	6,755,391.	
c Fair market value of all other assets	1c	16,961,834.	
d Total (add lines 1a, b, and c)	1d	65,685,151.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets	2	0.	
3 Subtract line 2 from line 1d	3	65,685,151.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	985,277.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,699,874.	
6 Minimum investment return. Enter 5% of line 5	6	3,234,994.	

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	3,234,994.
2a Tax on investment income for 2011 from Part VI, line 5	2a	46,623.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	46,623.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,188,371.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,188,371.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,188,371.

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	16,534,764.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,534,764.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,534,764.

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.

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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				3,188,371.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	11,563,948.			
b From 2007	11,847,843.			
c From 2008	10,289,644.			
d From 2009	16,384,894.			
e From 2010	16,678,675.			
f Total of lines 3a through e	66,765,004.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 16,534,764.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,188,371.
e Remaining amount distributed out of corpus	13,346,393.			
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	80,111,397.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	11,563,948.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	68,547,449.			
10 Analysis of line 9:				
a Excess from 2007	11,847,843.			
b Excess from 2008	10,289,644.			
c Excess from 2009	16,384,894.			
d Excess from 2010	16,678,675.			
e Excess from 2011	13,346,393.			

Form 990-PF (2011)

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

- 1 Information Regarding Foundation Managers:**

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

CLARICE R. SMITH

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	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)				
a Paid during the year				
AMERICAN ACADEMY IN ROME 7 EAST 60 STREET NEW YORK, NY 10022-1001		501(C)3	DONATION	50,000.
AMERICAN COMMITTEE FOR WEIZMANN INSTITUTE OF SCIENCE 7201 WISCONSIN AVENUE #730 BETHESDA, MD 20814		501(C)3	DONATION	7,500.
AMERICAN FRIENDS OF HEBREW UNIVERSITY 5100 WISCONSIN AVENUE, NW #250 WASHINGTON, DC 20016		501(C)3	DONATION	1,630,000.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVE # 2450 NEW YORK, NY 10110		501(C)3	DONATION	25,000.
AMERICAN JEWISH COMMITTEE THE JACOB BLAUSTEIN BLDG. 165 E 56TH STREET #618 NEW YORK, NY 10022-2746		501(C)3	DONATION	15,000.
Total	SEE CONTINUATION SHEET(S)			16,449,695.
b Approved for future payment				
NONE				
Total				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	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:						
a							
b							
c							
d							
e							
f							
g	Fees and contracts from government agencies						
2	Membership dues and assessments						
3	Interest on savings and temporary cash investments			14	817,721.		
4	Dividends and interest from securities			14	919,956.		
5	Net rental income or (loss) from real estate:						
a	Debt-financed property						
b	Not debt-financed property						
6	Net rental income or (loss) from personal property						
7	Other investment income						
8	Gain or (loss) from sales of assets other than inventory			18	723,758.		
9	Net income or (loss) from special events						
10	Gross profit or (loss) from sales of inventory						
11	Other revenue:						
a	BOARDWALK (LOSS) K-1						
b	ORDINARY			01	<998.>		
c							
d							
e							
12	Subtotal. Add columns (b), (d), and (e)		0.		2,460,437.		0.
13	Total. Add line 12, columns (b), (d), and (e)					13	2,460,437.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

ROBERT H. SMITH FAMILY FOUNDATION

Employer identification number

52-1502273

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
ROBERT H. SMITH FAMILY FOUNDATION	52-1502273

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	ROBERT H. SMITH TRUST 2345 CRYSTAL DRIVE, ELEVENTH FLOOR ARLINGTON, VA 22202	\$ 9,689.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ROBERT H. SMITH FAMILY FOUNDATION

52-1502273

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
ROBERT H. SMITH FAMILY FOUNDATION	52-1502273

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF	OTHER INCOME	STATEMENT	1
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FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,750.	4,375.		4,375.
TO FORM 990-PF, PG 1, LN 16B	8,750.	4,375.		4,375.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX EXPENSE	45,740.	0.		0.
FOREIGN TAX EXPENSE	741.	741.		0.
TO FORM 990-PF, PG 1, LN 18	46,481.	741.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	54,154.	54,154.		0.
MISCELLANEOUS EXPENSES	9,666.	0.		9,666.
TO FORM 990-PF, PG 1, LN 23	63,820.	54,154.		9,666.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DEBT AND EQUITY SECURITIES	39,306,857.	40,127,508.
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,306,857.	40,127,508.



ROCKEFELLER & CO.

Robert H. Smith Family Fdn (6721)

Period from December 1, 2011 to November 30, 2012

Realized Gain/Loss Report

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
Regular Gain/Loss									
912828GS3	US Treasury N/B 4 5% 5/15/2017 6721/25 1	750,000 0000	07/31/2012	09/05/2012	888,310 55	886,083 98	885,367 07	716 91	
912828MP2	US Treasury 3.625% 02/15/20 6721/25 1	400,000 0000	07/27/2012	10/10/2012	472,875 00	468,625 00	470,978 59	(2,353 59)	
ABT	Abbott Laboratories 6721/25 2	300 0000	02/15/2011	07/25/2012	13,943 58	19,163 22	13,943 58		5,219 64
	6721/25 2	1,000 0000	08/13/2009	07/25/2012	43,921 66	63,877 41	43,921 66		19,955 75
	ABT Totals	1,300 0000			57,865 24	83,040 63	57,865 24	0 00	25,175 39
ACN	Accenture Plc 6721/25 2	400 0000	12/31/2009	07/25/2012	16,660 00	23,025 30	16,660 00		6,365 30
	6721/25 2	400 0000	06/01/2009	07/25/2012	12,344 36	23,025 30	12,344 36		10,680 94
	ACN Totals	800 0000			29,004 36	46,050 60	29,004 36	0 00	17,046 24
AMGN	Amgen Inc 6721/25 2	700 0000	12/31/2009	07/25/2012	39,922 96	54,399 78	39,922 96		14,476 82
AON	Aon PLC 6721/25 2	800 0000	10/14/2011	07/25/2012	39,238 00	36,822 47	39,238 00	(2,415 53)	
APC	Anadarko Petroleum Corporation 6721/25 2	200 0000	10/15/2010	07/25/2012	11,258 54	13,762 44	11,258 54		2,503 90
	6721/25 2	200 0000	05/04/2010	07/25/2012	12,649 22	13,762 44	12,649 22		1,113 22
	6721/25 2	300 0000	05/15/2008	07/25/2012	22,969 20	20,643 66	22,969 20		(2,325 54)
	APC Totals	700 0000			46,876 96	48,168 54	46,876 96	0 00	1,291 58
AXP	American Express Co 6721/11	500 0000	10/05/2010	04/27/2012	19,086 90	30,247 87	19,086 90		11,160 97
	6721/25 2	1,200 0000	10/05/2010	07/25/2012	45,808 56	66,883 18	45,808 56		21,074 62
	AXP Totals	1,700 0000			64,895 46	97,131 05	64,895 46	0 00	32,235 59
BA	Boeing Co 6721/25 2	500,0000	03/15/2012	07/25/2012	37,798 80	36,926 17	37,798 80	(872 63)	
COG	Cabot Oil & Gas Corp Cl A 6721/25 2	200 0000	01/13/2012	07/25/2012	6,784 18	7,685 54	6,784 18		901 36
	6721/25 2	2,000,0000	05/13/2011	07/25/2012	53,782 40	76,855 38	53,782 40		23,072 98



ROCKEFELLER & CO.

Robert H. Smith Family Fdn (6721)

Period from December 1, 2011 to November 30, 2012

Realized Gain/Loss Report

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
COL	COG	Totals			60,566 58	84,540 92	60,566 58	901 36	23,072 98
	Rockwell Collins, Inc 6721/25 2	2,200 0000							
		300 0000	05/13/2011	07/25/2012	19,083 00	14,429.34	19,083 00		(4,653 66)
	6721/25 2	400 0000	03/07/2011	07/25/2012	25,456 00	19,239 13	25,456 00		(6,216 87)
	6721/25 2	500 0000	01/26/2011	07/25/2012	32,158 75	24,048.91	32,158 75		(8,109 84)
	COL	Totals			76,697 75	57,717.38	76,697 75	0 00	(18,980 37)
COP	ConocoPhillips 6721/11	1,200.0000							
		600 0000	05/18/2010	05/02/2012	24,938 47	32,799.59	24,938 47		7,861 12
	6721/11	280 0000	06/15/2010	05/02/2012	11,510 23	15,306.47	11,510 23		3,796 24
	COP	Totals			36,448 70	48,106.06	36,448 70	0 00	11,657 36
CPB	Campbell Soup Co 6721/11	880 0000							
		200 0000	10/14/2011	02/17/2012	6,678 00	6,667.69	6,678 00	(10 31)	
CRS	Carpenter Technology Corp 6721/25 2	1,500.0000							
			08/13/2009	07/25/2012	29,324 83	66,821 20	29,324.83		37,496 37
CVA	Covanta Holding Corp 6721/25 2	2,000 0000							
		1,000.0000	10/04/2010	07/25/2012	31,200 00	32,902 93	31,200.00		1,702 93
	6721/25 2		05/07/2010	07/25/2012	16,290 60	16,451 46	16,290 60		160 86
	CVA	Totals			47,490 60	49,354 39	47,490 60	0 00	1,863.79
DVN	Devon Energy Corporation 6721/11	3,000 0000							
		600 0000	05/15/2008	02/15/2012	69,947 94	42,846 91	69,947 94		(27,101 03)
	6721/11	200 0000	06/17/2008	02/15/2012	23,872 10	14,282 30	23,872 10		(9,589 80)
	DVN	Totals			93,820 04	57,129 21	93,820 04	0 00	(36,690 83)
EOG	EOG Resources Inc. 6721/25 2	800 0000							
		500 0000	02/15/2012	07/25/2012	57,658.30	47,344 53	57,658 30	(10,313 77)	
FDX	FedEx Corporation 6721/25 2	400 0000							
			03/07/2011	07/25/2012	35,104 00	34,850.79	35,104.00		(253.21)
IBM	Int'l Business Machines Corp 6721/25 2	100 0000							
		800.0000	09/15/2009	07/25/2012	11,906 42	19,175 86	11,906 42		7,269 44
	6721/25.2		05/15/2008	07/25/2012	102,357.20	153,406 91	102,357.20		51,049 71
	IBM	Totals			114,263 62	172,582 77	114,263.62	0 00	58,319 15



ROCKEFELLER & CO.

Robert H. Smith Family Fdn (6721)

Period from December 1, 2011 to November 30, 2012

Realized Gain/Loss Report

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
IJK	iShares S&P Midcap 400/ Growth 6721/25	1,445 0000	07/25/2012	09/14/2012	149,148 85	167,585.97	149,148 85	18,437 12	
IWF	iShares Russell 1000 Growth Fd 6721/25	3,529 0000	07/25/2012	08/24/2012	218,796 24	231,866.45	218,796 24	13,070 21	
	6721/25	1,736 0000	07/25/2012	09/14/2012	107,631 13	118,411.21	107,631 13	10,780 08	
	IWF Totals	5,265.0000			326,427 37	350,277.66	326,427 37	23,850 29	0 00
JSDUX	JPMorgan Short Durat Bond-R6 6721/19 1	550,955 4140	11/18/2009	06/27/2012	5,994,395 84	6,055,000 00	5,994,395 84		60,604 16
JSOSX	JP Morgan Strat Inc Opp Fnd 6721/19.1	173,611 1110	11/04/2009	06/28/2012	2,017,361 33	2,013,888 89	2,017,361 33		(3,472 44)
	6721/19 1	112,708 2290	10/28/2009	06/28/2012	1,309,669 30	1,307,415 45	1,309,669 30		(2,253.85)
	6721/19.1	86,956 5220	10/15/2009	06/28/2012	1,010,441 10	1,008,695 66	1,010,441 10		(1,745 44)
	JSOSX Totals	373,275 8620			4,337,471 73	4,330,000 00	4,337,471 73	0.00	(7,471 73)
MSFT	Microsoft Corp 6721/25.2	800 0000	05/04/2012	07/25/2012	25,017 20	23,295 11	25,017 20	(1,722 09)	
	6721/25 2	400 0000	03/21/2012	07/25/2012	12,789 72	11,647 56	12,789 72	(1,142 16)	
	6721/25 2	400 0000	12/06/2011	07/25/2012	10,304 16	11,647 56	10,304 16	1,343 40	
	6721/25 2	400 0000	08/17/2011	07/25/2012	10,055 56	11,647 56	10,055 56	1,592 00	
	6721/25 2	1,100 0000	08/12/2011	07/25/2012	27,380 76	32,030 78	27,380 76	4,650 02	
	MSFT Totals	3,100 0000			85,547 40	90,268 57	85,547 40	4,721 17	0 00
ORCL	Oracle Corporation 6721/25 2	2,000 0000	05/15/2008	07/25/2012	43,208 56	58,696 18	43,208 56		15,487 62
OXY	Occidental Petroleum Corp 6721/25 2	300 0000	09/15/2009	07/25/2012	23,246 91	24,910 68	23,246 91		1,663 77
	6721/25 2	400 0000	08/18/2009	07/25/2012	27,878 22	33,214.24	27,878 22		5,336 02
	6721/25 2	200 0000	08/13/2009	07/25/2012	14,124.16	16,607.12	14,124.16		2,482 96
	6721/25.2	400 0000	06/17/2008	07/25/2012	36,492 40	33,214 24	36,492 40		(3,278 16)
	OXY Totals	1,300 0000			101,741 69	107,946 28	101,741 69	0.00	6,204 59
PFE	Pfizer Inc 6721/25 2	1,900 0000	03/17/2010	07/25/2012	32,794 00	44,194 20	32,794 00		11,400 20



ROCKEFELLER & CO.

Robert H. Smith Family Fdn (6721)

Period from December 1, 2011 to November 30, 2012

Realized Gain/Loss Report

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
PKG	Packaging Corp of America 6721/25 2	3,400 0000	05/15/2008	07/25/2012	83,886 60	102,958 19	83,886 60	19,071 59	
PSX	Phillips 66 6721/25 2	500 0000	05/09/2012	07/25/2012	14,940 00	17,510 64	14,940 00	2,570 64	
	6721/25 2	140 0000	06/15/2010	07/25/2012	3,629 37	4,902 98	3,629 37	1,273 61	
	6721/25 2	300 0000	05/18/2010	07/25/2012	7,863 53	10,506 38	7,863 53	2,642 85	
	Totals	940 0000			26,432 90	32,920 00	26,432 90	2,570 64	3,916 46
PTTRX	PIMCO Total Return Fund 6721/45	1,867 6280	12/29/2009	04/03/2012	20,189 06	20,655 97	20,189 06	466 91	
	6721/45	2,356 4140	12/29/2009	04/03/2012	25,472 83	26,061 94	25,472 83	589 11	
	6721/45	2,210 7770	12/29/2009	04/03/2012	23,898 50	24,451 19	23,898 50	552 69	
	6721/45	1,220 9510	04/30/2010	04/03/2012	13,589 19	13,503 72	13,589 19	(85 47)	
	6721/45	1,121 4380	05/28/2010	04/03/2012	12,447 96	12,403 10	12,447 96	(44 86)	
	6721/45	1,237 4000	06/30/2010	04/03/2012	13,933 12	13,685 64	13,933 12	(247 48)	
	6721/45	1,311 4880	07/30/2010	04/03/2012	14,950 96	14,505 06	14,950 96	(445 90)	
	6721/45	1,206 0500	08/31/2010	04/03/2012	13,917 82	13,338 91	13,917 82	(578 91)	
	6721/45	1,235 1900	09/30/2010	04/03/2012	14,328 20	13,661 20	14,328 20	(667 00)	
	6721/45	1,352 6040	10/29/2010	04/03/2012	15,811 94	14,959 80	15,811 94	(852 14)	
	6721/45	1,416 9590	11/30/2010	04/03/2012	16,280 86	15,671 57	16,280 86	(609 29)	
	6721/45	16,820 3810	12/08/2010	04/03/2012	181,660 11	186,033 41	181,660 11	4,373 30	
	6721/45	7,691 0830	12/08/2010	04/03/2012	83,063 70	85,063 38	83,063 70	1,999 68	
	6721/45	1,654 8770	12/31/2010	04/03/2012	17,955 42	18,302 94	17,955 42	347 52	
	6721/45	1,371 7280	01/31/2011	04/03/2012	14,883 25	15,171 31	14,883 25	288 06	
	6721/45	1,421 2020	02/28/2011	04/03/2012	15,462 68	15,718 49	15,462 68	255 81	
	6721/45	1,479 3410	03/31/2011	04/03/2012	16,095 23	16,361 51	16,095 23	266 28	
	6721/45	1,476 2670	04/30/2011	04/03/2012	16,283 23	16,327 51	16,283 23	44 28	
	6721/45	1,484 9710	05/31/2011	04/03/2012	16,423 78	16,423 78	16,423 78	0 00	
	6721/45	1,431 5080	06/30/2011	04/03/2012	15,732 27	15,832 48	15,732 27	100 21	
	Totals	474,383 3030	12/29/2009	04/03/2012	5,128,083 50	5,246,679 34	5,128,083 50	118,595 84	
PTTRX	Totals	525,751 5600			5,690,463 61	5,814,812 25	5,690,463 61	144 49	
								124,204 15	



ROCKEFELLER & CO.

Robert H. Smith Family Fdn (6721)

Period from December 1, 2011 to November 30, 2012

Realized Gain/Loss Report

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
PXD	Pioneer Natural Resources Comp 6721/25 2	1,000 0000	08/13/2009	07/25/2012	29,725.20	86,085 21	29,725 20	56,360 01	
	6721/25 2	500 0000	06/17/2008	07/25/2012	39,438 45	43,042 61	39,438 45	3,604 16	
	Totals	1,500 0000			69,163.65	129,127 82	69,163 65	59,964 17	
RGA	Rensurance Group of America, 6721/25.2	700 0000	01/27/2009	07/25/2012	24,764.81	39,097 55	24,764 81	14,332 74	
TMK	Torchmark Corp 6721/25.2	900 0000	03/17/2010	07/25/2012	31,701 78	44,760 63	31,701 78	13,058 85	
TRV	The Travelers Companies, Inc 6721/25 2	200 0000	09/15/2009	07/25/2012	9,844 64	12,257 65	9,844 64	2,413 01	
	6721/25 2	1,100 0000	08/03/2009	07/25/2012	48,771 39	67,417 10	48,771 39	18,645 71	
	6721/25 2	400 0000	04/29/2009	07/25/2012	16,809 86	24,515 31	16,809 86	7,705 45	
	Totals	1,700 0000			75,425 89	104,190.06	75,425 89	28,764 17	
UN	Unilever NV - NY Shares 6721/25 2	200.0000	02/05/2009	07/25/2012	4,213 17	6,430 01	4,213.17	2,216 84	
	6721/25 2	800.0000	10/30/2008	07/25/2012	18,686 08	25,720 06	18,686.08	7,033 98	
	6721/25 2	600 0000	10/16/2008	07/25/2012	14,435 66	19,290.04	14,435 66	4,854 38	
	6721/25 2	300 0000	10/14/2008	07/25/2012	7,863 88	9,645 02	7,863 88	1,781 14	
	Totals	1,900 0000			45,198 79	61,085.13	45,198 79	15,886 34	
UNM	UnumProvident Corp 6721/25 2	4,000 0000	05/15/2008	07/25/2012	97,772 40	74,125 53	97,772 40	(23,646 87)	
VFICX	Vanguard Intern Term Inv Gr Fd 6721/19 1	108,610 5680	07/31/2009	06/28/2012	1,047,005 88	1,110,000 00	1,047,005 88	62,994 12	
VIAB	Viacom Inc - Class B 6721/25.2	900 0000	10/04/2010	07/25/2012	32,454 00	40,741.08	32,454 00	8,287 08	
WOBDX	JPMorgan Core Bond Fund Select 6721/19 1	125,207 9870	07/30/2009	06/27/2012	1,396,069 05	1,505,000 00	1,396,069 05	108,930 95	
XRX	Xerox Corp 6721/25 2	1,900.0000	12/31/2009	07/25/2012	16,154.56	12,369.92	16,154 56	(3,784 64)	
	Regular Gain/Loss Totals							35,376.15	684,914 81



ROCKEFELLER & CO.

Robert H. Smith Family Fdn (6721)

Period from December 1, 2011 to November 30, 2012

Realized Gain/Loss Report

Symbol	Security Name	Shares	Acquisition Date	Liquidation Date	Original Cost	Proceeds	Cost	Realized Gain/Loss S/T	L/T
Merger Gain/Loss									
AON	Aon PLC	0 0000			21,937,229 22	3,394,00	0 00	3,394 40	
Report Totals					22,660,914.00	21,937,229 22	38,770 55	684,914 81	
Totals					\$22,660,914	\$21,937,227		\$73,685	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
ANTI-DEFAMATION LEAGUE 1100 CONNECTICUT AVE NW #1020 WASHINGTON, DC 20036		501(C)3	DONATION	10,000.
ARENA STAGE 1101 6TH STREET NW WASHINGTON WASHINGTON, DC 20024		501(C)3	DONATION	25,000.
CEI - PEA 95 MADISON AVE # 601 NEW YORK, NY 10016		501(C)3	DONATION	1,000.
CHARLES E. SMITH JEWISH DAY SCHOOL 1901 E. JEFFERSON ST. ROCKVILLE, MD 20852		501(C)3	DONATION	100,000.
CHILD MIND INSTITUTE 162 WEST 56TH STREET #405 NEW YORK, NY 10019		501(C)3	DONATION	10,000.
CORCORAN GALLERY OF ART 500 17TH STREET, NW WASHINGTON, DC 20006		501(C)3	DONATION	5,000.
DC AC 1080 WISCONSIN AVE, NW # 304 WASHINGTON, DC 20007		501(C)3	DONATION	10,000.
DCJCC 1529 16TH STREET, NW WASHINGTON, DC 20036		501(C)3	DONATION	13,000.
FOUNDATION FOR ART AND PRESERVATION IN EMBASSIES 1725 I STREET, NW # 300 WASHINGTON, DC 20006		501(C)3	DONATION	25,000.
FRIENDS OF CANCER RESEARCH 1800 M ST, NW #1050 SOUTH WASHINGTON, DC 20036		501(C)3	DONATION	5,000.
Total from continuation sheets				14,722,195.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FRIENDS OF THE HIGH LINE INC HUDSON GUILD ROOM 225 NEW YORK, NY 10001		501(C)3	DONATION	2,500.
GEORGE WASHINGTON UNIVERSITY 2100 M STREET NW #310 WASHINGTON, DC 20037		501(C)3	DONATION	696,667.
GEORGETOWN UNIVERSITY 3300 WHITEHAVEN ST, NW, #4000 WASHINGTON, DC 20007		501(C)3	DONATION	50,000.
GESHER JEWISH DAY SCHOOL 8900 LITTLE RIVER TURNPIKE FAIRFAX, VA 22031		501(C)3	DONATION	12,500.
GETTYSBURG FOUNDATION 1195 BALTIMORE PIKE GETTYSBURG, PA 17325		501(C)3	DONATION	100,000.
HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE ROAD ROCKVILLE ROCKVILLE, MD 20852-4856		501(C)3	DONATION	2,000.
HEIFETZ INTERNATIONAL MUSIC INSTITUTE PO BOX 6443 ELLICOTT CITY, MD 21042		501(C)3	DONATION	5,000.
HIGHER ACHIEVEMENT DC METRO GANNON CENTER 317 18TH ST., NE WASHINGTON, DC 20002-6107		501(C)3	DONATION	10,000.
JEWISH HISTORICAL SOCIETY 600 I STREET, NW WASHINGTON, DC 20001		501(C)3	DONATION	2,500.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021		501(C)3	DONATION	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JOHN MARSHALL FOUNDATION 209 WEST FRANKLIN STREET RICHMOND, VA 23220		501(C)3	DONATION	100,000.
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540		501(C)3	DONATION	500.
MARYLAND STATE WRESTLING ASSOCIATION 10811 RED RUN BLVD, #200 OWINGS MILL, MD 21117		501(C)3	DONATION	2,500.
MAYO FOUNDATION 200 1ST. ST. S.W. ROCHESTER, MN 55905		501(C)3	DONATION	1,000,000.
MUSEUM OF JEWISH HERITAGE 36 BATTERY PLACE NEW YORK, NY 10280		501(C)3	DONATION	10,000.
MVLA PO BOX 110 MOUNT VERNON, VA 22121		501(C)3	DONATION	25,000.
NATIONAL GALLERY OF ART 2000 SOUTH CLUB DRIVE LANDOVER, MD 20785		501(C)3	DONATION	399,720.
NATIONAL SPORTING LIBRARY PO BOX 1335 MIDDLEBURG, VA 20118-1335		501(C)3	DONATION	5,000.
NEW DOMINION CHORALE PO BOX 6691 MCLEAN, VA 22106		501(C)3	DONATION	7,500.
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024		501(C)3	DONATION	1,295,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PHILLIPS COLLECTION 1600 21ST STREET, NW WASHINGTON, DC 20009		501(C)3	DONATION	25,000.
PIEDMONT ENVIRONMENTAL COUNCIL 45 HORNER ST PO BOX 460 WARRENTON, VA 20188		501(C)3	DONATION	100,000.
SERVENEXT PUBLIC EDUCATION CAMPAIGN PO BOX 51065 WASHINGTON, DC 20091		501(C)3	DONATION	10,000.
SHAKESPEARE THEATRE COMPANY 516 8TH ST., NE WASHINGTON, DC 20077-0932		501(C)3	DONATION	510,000.
SHALOM HARTMAN INSTITUTE OF NORTH AMERICA ONE PENNSYLVANIA PLAZA #1606 NEW YORK, NY 10019		501(C)3	DONATION	25,000.
SIXTH & I HISTORIC SYNAGOGUE 600 I STREET, NW WASHINGTON, DC 20001		501(C)3	DONATION	25,000.
SMITHSONIAN AMERICAN ART MUSEUM PO BOX 37012, MRC 970 WASHINGTON, DC 20013-7012		501(C)3	DONATION	200,000.
SUSAN G. KOMEN FOR THE CURE 5185 MACARTHUR BLVD, NW, #250 WASHINGTON, DC 20016		501(C)3	DONATION	5,000.
THE ASPEN INSTITUTE 1000 NORTH THIRD STREET ASPEN, CO 81611		501(C)3	DONATION	169,101.
THE FRICK COLLECTION 1 EAST 70TH STREET NEW YORK, NY 10021		501(C)3	DONATION	110,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
THE HUDSON INSTITUTE 1015 15TH STREET, NW, 6TH FLOOR WASHINGTON, DC 20005		501(C)3	DONATION	12,500.
THE JOHNS HOPKINS UNIVERSITY 727 MAUMENEE BLDG, 600 N WOLF ST. BALTIMORE, MD 21287-9278		501(C)3	DONATION	25,000.
THE MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960		501(C)3	DONATION	400,000.
THE NEW JEWISH SCHOOL 2200 BALTIMORE ROAD ROCKVILLE, MD 20851		501(C)3	DONATION	5,000.
THE SEED FOUNDATION 1776 MASSACHUSETTS AVE NW, #600 WASHINGTON, DC 20036		501(C)3	DONATION	5,000.
THE WASHINGTON OPERA 2600 VIRGINIA AVENUE, NW, SUITE 104 WASHINGTON, DC 20037		501(C)3	DONATION	450,000.
THOMAS JEFFERSON FOUNDATION - C/O TJF DISTRIBUTION CENTER 556 DETTOR ROAD, #107 CHARLOTTESVILLE, VA 22903		501(C)3	DONATION	2,025,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024-2150		501(C)3	DONATION	100,000.
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION 2119 MAIN ADMIN BLDG COLLEGE PARK, MD 20742		501(C)3	DONATION	6,532,707.
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021		501(C)3	DONATION	55,000.
Total from continuation sheets				