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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation GORDON V & HELEN C SMITH FOUNDATION		A Employer identification number 52-1440846	
Number and street (or P O box number if mail is not delivered to street address) 8716 CRIDER BROOK WAY		B Telephone number (see instructions) (301) 469-8597	
City or town, state, and ZIP code POTOMAC, MD 20854		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,563,326		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	22,100			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	110,203	110,203		
	4 Dividends and interest from securities.	79,551	79,551		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-839,967			
	b Gross sales price for all assets on line 6a _____ 3,116,885				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	151,572	143,412		
	12 Total. Add lines 1 through 11	-476,541	333,166		
	13 Compensation of officers, directors, trustees, etc	71,198			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,600			2,600
	b Accounting fees (attach schedule)	17,425	4,356		13,069
	c Other professional fees (attach schedule)				
	17 Interest	175	175		
	18 Taxes (attach schedule) (see instructions)	6,896	6,896		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	64,727			64,727
	22 Printing and publications				
	23 Other expenses (attach schedule)	16,518	16,518		
	24 Total operating and administrative expenses. Add lines 13 through 23	179,539	27,945		80,396
	25 Contributions, gifts, grants paid	1,940,138			1,940,138
	26 Total expenses and disbursements. Add lines 24 and 25	2,119,677	27,945		2,020,534
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,596,218			
	b Net investment income (if negative, enter -0-)		305,221		
c Adjusted net income (if negative, enter -0-)					

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	741,529	667,919	667,919
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 975,000 Less allowance for doubtful accounts ▶ _____	725,000	975,000	975,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,530,143	1,899,212	2,052,316
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,442,621	7,689,251	6,868,091
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	400,000	400,000		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,839,293	11,631,382	10,563,326	
Liabilities	17	Accounts payable and accrued expenses	29,485	29,485	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	1,139,230	1,570,980	
	23	Total liabilities (add lines 17 through 22)	1,168,715	1,600,465	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	12,670,578	10,030,917	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,670,578	10,030,917	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,839,293	11,631,382	

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 12,670,578
2	Enter amount from Part I, line 27a	2 -2,596,218
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 10,074,360
5	Decreases not included in line 2 (itemize) ▶ _____	5 43,443
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 10,030,917

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				
(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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,187,236	10,212,395	0 312095
2010	3,278,816	13,285,970	0 246788
2009	5,287,812	13,212,933	0 400200
2008	7,244,096	34,081,495	0 212552
2007	11,566,462	64,077,629	0 180507
2 Total of line 1, column (d).			2 1 352142
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 270428
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 10,430,943
5 Multiply line 4 by line 3.			5 2,820,819
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,052
7 Add lines 5 and 6.			7 2,823,871
8 Enter qualifying distributions from Part XII, line 4.			8 2,020,534

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,104
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	
3		Add lines 1 and 2.		3	6,104
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,104
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	137
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	6,241
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 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) DE, MD, 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 .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOSEPH R PARKER Telephone no ▶(703) 821-2500 Located at ▶PO BOX 11083 MCLEAN VA ZIP +4 ▶22102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		

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

5b

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

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

6a

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

Yes

No

6b

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

No

7a

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

Yes

No

7b

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

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 Additional Data Table				

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.

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1		
2		
3		
4		

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	2,576,867
b	Average of monthly cash balances.	1b	782,028
c	Fair market value of all other assets (see instructions).	1c	7,230,895
d	Total (add lines 1a, b, and c).	1d	10,589,790
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	10,589,790
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	158,847
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,430,943
6	Minimum investment return. Enter 5% of line 5.	6	521,547

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	521,547
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,104
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,104
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	515,443
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	515,443
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	515,443

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	2,020,534
b	Program-related investments—total from Part IX-B.	1b	
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	2,020,534
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,020,534
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				515,443
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	8,443,239			
b From 2008.	5,548,012			
c From 2009.	4,627,165			
d From 2010.	2,629,413			
e From 2011.	2,694,876			
f Total of lines 3a through e.	23,942,705			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,020,534				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				515,443
e Remaining amount distributed out of corpus	1,505,091			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,447,796			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	8,443,239			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	17,004,557			
10 Analysis of line 9				
a Excess from 2008. . . .	5,548,012			
b Excess from 2009. . . .	4,627,165			
c Excess from 2010. . . .	2,629,413			
d Excess from 2011. . . .	2,694,876			
e Excess from 2012. . . .	1,505,091			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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(j)(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 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))

GORDON V 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 or e-mail of the person to whom applications should be addressed

GORDON V AND HELEN C SMITH
8716 CRIDER BROOK WAY
POTOMAD, MD 20854
(301) 469-8597

b

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

NO ESTABLISHED FORM OR CRITERIA

c

Any submission deadlines

NONE

d

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

NONE

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 See Additional Data Table				
Total			3a	1,940,138
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
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	110,203	
4	Dividends and interest from securities. . . .			14	79,551	
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.	531390	8,160	14	143,412	
8	Gain or (loss) from sales of assets other than inventory					-839,967
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		8,160		333,166	-839,967
13	Total. Add line 12, columns (b), (d), and (e).					-498,641

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			






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

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

***** 2013-05-15 *****
 Signature of officer or trustee Date Title

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

Form 990PF Part VIII Line 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
GORDON V SMITH  8716 CRIDER BROOK WAY POTOMAC, MD 20854	PRESIDENT 40 00	0	0	0
HELEN C SMITH  8716 CRIDER BROOK WAY POTOMAC, MD 20854	VICE-PRES 40 00	0	0	0
BRUCE G SMITH  220 BUXTON ROAD FALLS CHURCH, VA 22046	DIRECTOR 10 00	0	0	0
DOUGLAS I SMITH  2800 PINE HOLLOW ROAD OAKTON, VA 22124	DIRECTOR 1 00	0	0	0
CYNTHIA J SKARBK  2810 AVENUE OF THE WOODS LOUISVILLE, KY 40241	DIRECTOR 10 00	71,198	0	0

Form 990PF Part XV Line 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				
AFRICAN INLAND MISSION RECEIPTING DEPT PO BOX 3011 PEACHTREE CITY,GA 302697611	NONE	PUBLIC	GENERAL SUPPORT	1,000
ALASKSA BIBLE INSTITUTE 1295 MISSION ROAD HOMER,AK 99603	NONE	PUBLIC	GENERAL SUPPORT	500
ALBION COLLEGE 611 EAST PARKER STREET ALBION,MI 49224	NONE	PUBLIC	GENERAL SUPPORT	1,000
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA,GA 30303	NONE	PUBLIC	GENERAL SUPPORT	500
AMERICAN HEART ASSOCIATION 7203 POPLAR STREET ANNANDALE,VA 22003	NONE	PUBLIC	GENERAL SUPPORT	50
ASIA HARVEST 353 JONESTOWN ROAD SUITE 320 WINSTON SALEM,NC 27104	NONE	PUBLIC	GENERAL SUPPORT	500
BASEBALL CHAPEL PO BOX 302 SPRINGFIELD,PA 19064	NONE	PUBLIC	GENERAL SUPPORT	1,000
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	GENERAL SUPPORT	25,000
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	LOAVES AND FISHES SPEC PROJ	707
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	MEMORIAL(S)	200
BETHESDA UNITED METHODIST CHURCH 8300 OLD GEORGETWON ROAD BETHESDA,MD 20814	NONE	PUBLIC	CHRISTMAS EVE OFFERING	500
CENTER FOR EQUAL OPPORTUNITY 7700 LEESBURG PIKE SUITE FALLS CHURCH,VA 22043	NONE	PUBLIC	GENERAL SUPPORT	20,000
COVENANT LIFE CHURCH PO BOX 171 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	5,000
DEPAUW UNIVERSITY PO BOX 37 GREENCASTLE,IN 46135	NONE	PUBLIC	GENERAL SUPPORT	50,000
EXECUTIVES WITHOUT BORDERS 410 PARKE AVENUE 15TH FLOOR SUITE 1530 NEW YORK CITY,NY 10022	NONE	PUBLIC	GENERAL SUPPORT	5,000


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GOOD NEWS FOR INDIA PO BOX 7576 LA VERNE,CA 91750	NONE	PUBLIC	GENERAL SUPPORT	2,000
GRASSROOT SOCCER INC P O BOX 712 NORWICH,CT 06360	NONE	PUBLIC	GENERAL SUPPORT	200
GREEN STREET CHURCH 639 S GREEN STREET WINSTON SALEM,NC 27101	NONE	PUBLIC	GENERAL SUPPORT	300
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON,DC 20002	NONE	PUBLIC	GENERAL SUPPORT	10,000
HOME AID OF NORTHERN VIRGINIA 3901 CENTERVIEW DRIVE CHANTILLY,VA 20151	NONE	PUBLIC	GENERAL SUPPORT	50,000
INSTITUTE FOR JUSTICE 901 N GLEBE ROAD SUITE 900 ARLINGTON,VA 22203	NONE	PUBLIC	GENERAL SUPPORT	1,500
INTERNATIONAL CARE MINISTRIES 7498 SHERIDAN PLACE LAPLATA,MD 20646	NONE	PUBLIC	GENERAL SUPPORT	1,800
KENNEDY CENTER HONORS 2700 F STREET NW WASHINGTON,DC 20566	NONE	PUBLIC	GENERAL SUPPORT	21,664
KID'S HOPE USA 100 PINE STREET ZEELAND,MI 49464	NONE	PUBLIC	GENERAL SUPPORT	4,500
KOMEN (SUSAN G) 3 DAY P O BOX 660843 DALLAS,TX 752660843	NONE	PUBLIC	GENERAL SUPPORT	300
LOUDOUN YOUTH INC PO BOX 1732 LEESBURG,VA 20177	NONE	PUBLIC	GENERAL SUPPORT	10,000
LOVE INC 1106 FULTON AVE GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	1,000
MADD 10440 SHAKER DRIVE SUITE 207 COLUMBIA,MD 21046	NONE	PUBLIC	GENERAL SUPPORT	50
NEW LIFE CHRISTIAN FELLOWSHIP 2777 KNAPP STREET NE GRAND RAPIDS,MI 49525	NONE	PUBLIC	GENERAL SUPPORT	2,000
NORTHPOINT CHURCH PO BOX 48644 COON RAPIDS,MN 55448	NONE	PUBLIC	GENERAL SUPPORT	2,000

Form 990PF Part XV Line 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				
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	ANNUAL FUND	10,000
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	FILIPINO STUDENTS	5,471
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	GIFT PLANNING PROGRAM	813,200
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	INTERNATIONAL STUDENT SERVICES	32,565
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	MEMORIAL GIFT HUBBART/SHIPPS	100
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015	NONE	PUBLIC	PRESIDENT'S CIRCLE	10,000
OHIO WESLEYAN UNIVERSITY 61 S SANDUKSY STREET DELAWARE, OH 43015	NONE	PUBLIC	WOMEN AS LEADERS SCHOLARSHIP	92,136
OPERATION MOBILIZATION PO BOX 444 TYRONE, GA 30290	NONE	PUBLIC	GENERAL SUPPORT	1,000
OPPORTUNITY INTERNATIONAL PO BOX 3695 OAK BROOK, IL 60522	NONE	PUBLIC	GENERAL SUPPORT	10,000
OPPORTUNITY INTERNATIONAL P O BOX 3695 OAK BROOK, IL 60522	NONE	PUBLIC	PHILIPPINE PROGRAM	171,403
PITTSBURGH KIDS FOUNDATIO 116 FEDEAL AVENUE - 2ND F PITTSBURGH, PA 15212	NONE	PUBLIC	GENERAL SUPPORT	13,000
PROJECT MEDSEND PO BOX 1098 ORANGE, CT 06477	NONE	PUBLIC	GENERAL SUPPORT	1,000
REIGN MINISTRIES 5401 WEST BROADWAY MINNEAPOLIS, MN 55428	NONE	PUBLIC	GENERAL SUPPORT	250
RIVENDELL SCHOOL 5700 LEE HIGHWAY ARLINGTON, VA 22207	NONE	PUBLIC	GENERAL SUPPORT	1,000
SAVE THE RHINO INTERNATIONAL 16 WINCHESTER WALK LONDON, ENGLAND UK	NONE	PUBLIC	GENERAL SUPPORT	17,491

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SCHOOL OF ST JUDE PO BOX 11875 ARUSHA TZ	NONE	FOREIGN ORG	BOARDING HOUSE	103,000
SCHOOL OF ST JUDE PO BOX 11875 ARUSHA TZ	NONE	FOREIGN ORG	BOARDING HOUSE	82,500
SCHOOL OF ST JUDE PO BOX 11875 ARUSHA TZ	NONE	FOREIGN ORG	GENERAL SUPPORT	3,782
SHARE INC 1901 NORTH MOORE ST ARLINGTON,VA 22209	NONE	PUBLIC	GENERAL SUPPORT	600
SYNERGOS INSTITUTE 51 MADISON AVENUE NEWYORK,NY 10010	NONE	PUBLIC	GENERAL SUPPORT	24,500
TIKKUN INTERNATIONAL PO BOX 2997 GAITHERSBURG,MD 20886	NONE	PUBLIC	GENERAL SUPPORT	500
TRI CITIES MINISTRIES COUNSEL 120 S FIFTH STREET GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	3,250
WAVE CHURCH 1000 N GREAT NECK ROAD VIRGINIA BEACH,VA 23454	NONE	PUBLIC	GENERAL SUPPORT	500
WESLEY THEOLOGICAL SEMINARY 4500 MASSACHUSETTS AVENUE WASHINGTON,DC 20037	NONE	PUBLIC	ANNUAL FUND	10,000
WESLEY THEOLOGICAL SEMINARY 4500 MASSACHUSETTS AVENUE WASHINGTON,DC 20037	NONE	PUBLIC	FOCUS	1,500
WESLEY THEOLOGICAL SEMINARY 4500 MASSACHUSETTS AVENUE WASHINGTON,DC 20037	NONE	PUBLIC	CAMPAIGN FOR WESLEY	312,019
WESLEYAN CHURCH CORPORATION 4600 UNION ROAD BUFFALO,NY 14225	NONE	PUBLIC	GENERAL SUPPORT	500
WORLD VISION PO BOX 9716 FEDERAL WAY,WA 98603	NONE	PUBLIC	GENERAL SUPPORT	100
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136	NONE	PUBLIC	GENERAL SUPPORT	500
Total  3a				1,940,138

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
--	---

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	MILLER AND SMITH INC 8401 GREENSBORO DRIVE SUITE 450 MCLEAN, VA 22102	\$ 21,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
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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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization GORDON V & HELEN C SMITH FOUNDATION	Employer identification number 52-1440846
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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 See instructions) ▶ \$

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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

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

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

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

TY 2012 Accounting Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	17,425	4,356		13,069

TY 2012 Compensation Explanation**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Person Name	Explanation
GORDON V SMITH	
HELEN C SMITH	
BRUCE G SMITH	
DOUGLAS I SMITH	
CYNTHIA J SKARBEK	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION
EIN: 52-1440846

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ACETO CORP	2011-06	PURCHASE	2012-03		82,795	62,105			20,690	
FORD MOTOR CO	2011-08	PURCHASE	2012-06		105,193	118,037			-12,844	
GREEN DOT CORPORATION	2012-04	PURCHASE	2012-12		12,659	25,921			-13,262	
GREEN DOT CORPORATION	2012-03	PURCHASE	2012-12		50,635	109,444			-58,809	
STATE STREET CORP	2011-08	PURCHASE	2012-06		265,728	245,658			20,070	
STAPLES INC	2011-08	PURCHASE	2012-07		127,693	137,087			-9,394	
ULTRA PETROLEUM CORP	2012-01	PURCHASE	2012-07		77,365	97,494			-20,129	
ULTRA PETROLEUM CORP	2012-01	PURCHASE	2012-07		83,812	100,553			-16,741	
ARCH COAL INC	2010-05	PURCHASE	2012-02		125,135	202,484			-77,349	
ARCH COAL INC	2010-05	PURCHASE	2012-02		156,419	266,405			-109,986	
ACETO CORP	2010-10	PURCHASE	2012-02		3,775	3,765			10	
ACETO CORP	2010-10	PURCHASE	2012-02		34,014	33,887			127	
ACETO CORP	2010-10	PURCHASE	2012-03		9,186	7,523			1,663	
ACETO CORP	2010-10	PURCHASE	2012-03		36,807	30,130			6,677	
BP PLC SPONSORED	2010-05	PURCHASE	2012-02		46,500	44,061			2,439	
BP PLC SPONSORED	2010-05	PURCHASE	2012-02		186,000	163,765			22,235	
BANK OF AMERICA	2007-08	PURCHASE	2012-06		14,684	211,100			-196,416	
BANK OF AMERICA	2007-09	PURCHASE	2012-06		16,150	208,671			-192,521	
BANK OF AMERICA	2007-09	PURCHASE	2012-06		17,617	205,120			-187,503	
BANK OF AMERICA	2008-03	PURCHASE	2012-06		146,835	491,000			-344,165	
FRANCE TELECOM	2010-05	PURCHASE	2012-06		74,893	112,922			-38,029	
FLEXTRONICS INTERNATIONAL	2008-11	PURCHASE	2012-02		143,192	32,068			111,124	
FLEXTRONICS INTERNATIONAL	2008-11	PURCHASE	2012-04		212,603	48,102			164,501	
M & T BANK CORP	2008-08	PURCHASE	2012-02		48,557	23,846			24,711	
M & T BANK CORP	2008-08	PURCHASE	2012-02		75,605	37,324			38,281	
M & T BANK CORP	2008-08	PURCHASE	2012-02		239,362	118,108			121,254	
NAVIOS MARITIME HOLDINGS	2010-11	PURCHASE	2012-06		58,826	110,343			-51,517	
NAVIOS MARITIME HOLDINGS	2010-11	PURCHASE	2012-06		104,580	201,285			-96,705	
SKECHERS USA INC	2010-12	PURCHASE	2012-05		18,489	19,860			-1,371	
SKECHERS USA INC	2010-11	PURCHASE	2012-05		147,912	161,045			-13,133	
SKECHERS USA INC	2010-12	PURCHASE	2012-06		170,631	178,744			-8,113	
TURKIYE IS BANKASI SER C	2010-02	PURCHASE	2012-02		223,233	148,388			74,845	
REMAINING CAP - M&S AT CENTERPARK	2004-12	PURCHASE	2012-12			607			-607	

**TY 2012 Investments Corporate
Stock Schedule****Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACETO CORP		
ARCH COAL INC		
BANCO MARCOR S A	298,433	351,916
BELL MICROPRODUCTS INC.	149,802	
BP PLC SPONSORED ADR		
COUNTRYWIDE FINANCIAL CORP		
COUNTRYWIDE FINANCIAL CORP (BGS)		
FLEXTRONICS INTL LTD		
FORD MOTOR CO		
FRANCE TELECOM	462,227	276,250
GREEN DOT CORPORATION	193,473	93,940
HOMESTREET BANK	500,000	1,165,080
M&T BANKCORP		
NAVIOS MARITIME HOLDINGS	295,277	165,130
SKECHERS USA INC		
STAPLES INC		
STATE STREET CORP		
TURKIYE IS BANKAS AS		

TY 2012 Investments - Other Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DPI INVESTORS, L.L.C.	AT COST	3,983,800	1,093,659
MILLER AND SMITH AT BRAMBLETON VI	AT COST	401,444	592,800
MILLER AND SMITH AT CENTERPARK	AT COST		124,137
MILLER AND SMITH AT DULLES PARKWAY C	AT COST		2,206,100
MILLER AND SMITH AT MAPLE LAWN, L.L.	AT COST		
MILLER AND SMITH AT WOODCREST, L.L.C	AT COST	511,874	
MILLER AND SMITH COMMUNITIES, L.L.C.	AT COST	62,359	104,500
MS PEMBROOKE INVESTORS, L.L.C.	AT COST	1,348,438	1,024,626
MS RICHMOND INVESTOR, LLC	AT COST	454,866	706,066
ORCHARD AT NEW MARKET, LLC	AT COST	307,267	303,000
PATAGONIA PARTNERS, L.L.C.	AT COST	249,203	249,203
TSKI BANK	AT COST	270,000	270,000
VL COMMERCIAL INVESTORS, L.L.C.	AT COST	100,000	194,000

TY 2012 Legal Fees Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	2,600			2,600

TY 2012 Other Assets Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OPPORTUNITY MICROFINANCE BANK	400,000	400,000	

TY 2012 Other Decreases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
FEDERAL INCOME TAXES	43,443

TY 2012 Other Expenses Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXP - CENTERPARK	301	301		
INVESTMENT EXP - PATAGONIA PA	9,216	9,216		
INVESTMENT EXP - MS RICHMOND	3,795	3,795		
MISCELLANEOUS	3,206	3,206		

TY 2012 Other Income Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME - DPI INVESTORS, LLC	5,313	5,313	
INCOME - DPI INVESTORS, LLC	8,623		
INCOME - M&S AT MAPLE LAWN	-463		
INCOME - M&S AT MAPLE LAWN	-2,520	-2,520	
INCOME - MS PEMBROOKE INVSTR	50,257	50,257	
INCOME - M&S AT DPC LLC	2,266	2,266	
INCOME - PATAGONIA PARTNERS	80,258	80,258	
OTHER INCOME	7,838	7,838	

TY 2012 Other Liabilities Schedule**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFICIT BALANCES - INVESTMENT K-1'S	1,127,272	1,570,980
PUT - MPL	11,958	

**TY 2012 Other Notes/Loans
Receivable Short Schedule****Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Name of 501(c)(3) Organization	Balance Due
NOTES RECEIVABLE - TSKI	225,000
NOTES RECEIVABLE - ELETE ENERGY LLC	750,000

TY 2012 Taxes Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPTROLLER OF MARYLAND	3,380	3,380		
VA DEPARTMENT OF TAXATION	3,516	3,516		

TY 2012 IRS Payment**Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846**Routing Transit Number:** 052001633**Bank Account Number:** 446017014630**Type of Account:** Checking**Payment Amount in Dollars and** 6,241**Cents:****Requested Payment Date:** 2013-05-15**Taxpayer's Daytime Phone** (301) 469-8597
Number:

REPORT FOR 2012 GRANTS TO SCHOOL OF ST. JUDE

Recipient Organization Name & Address: The School of St. Jude, PO Box 11875. Arusha, Tanzania, East Africa.

Grant Amount: \$188,282

Date of Grant: July 6, 2012

Purpose of Grant: Completion of Boarding House, including completion of water treatment system at The School of St. Jude Smith Secondary Campus, in Usa River area of Arusha, Tanzania. Also included in the grant was the annual sponsorship contribution for two std. 7 students, Vedasto and Belinda.

Amount Spent by Recipient: \$188,282 was spent on the boarding house completion and the water treatment system specified in the grant.

We have verified that the funds were spent only for the purposes for which they were granted.

Reports from The School of St. Jude are reviewed monthly by one of the Gordon V. and Helen C. Smith Foundation directors, Cindy Skarbek.

During 2012, directors Helen Smith, Bruce Smith and Cindy Skarbek all visited the school, and toured the new boarding house (under construction), and verified that the water treatment project was under construction.

Cindy Skarbek also visited the school in October 2012 and verified that the boarding house had been completed. She also spent time with both sponsored students.

Grant Amount: \$1,000

Date of Grant: November 7, 2012

Purpose of Grant: General purpose, to be used by the school for the necessary provisions to operate the school.

Amount Spent by Recipient: \$1000

We have verified that all funds were used for the operation of the school as requested.

Reports from The School of St. Jude are reviewed monthly by one of the Gordon V. and Helen C. Smith Foundation directors, Cindy Skarbek.

During 2012, directors Helen Smith, Bruce Smith and Cindy Skarbek all visited the school, and confirmed that previous grant monies were expended in the operation of the school.

Cindy Skarbek visited the school again in October 2012, and confirmed that money continued to be spent in accordance with grant guidelines.

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2012**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Aetas Mirabilis Foundation
2800 Pine Hollow Road, Oakton, VA 22124
- (ii) Amount of Grant: Grant of \$1,654,727 was given on June 5, 2009.
- (iii) Purpose of Grant: General Support for the Aetas Mirabilis Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$838,675 through December 31, 2012 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

GORDON V. AND HELEN C. SMITH FOUNDATION

EIN: 52-1440846

Attachment to Form 990-PF

Part VII-B, Question 5c on page 6

**Expenditure Responsibility Statement
For the Year 2012**

Pursuant to IRC Regulation § 53.4945-5(d)(2), the GORDON V. AND HELEN C. SMITH FOUNDATION provides the following information:

- (i) Grantee: The Habdank Foundation
2810 Avenue of the Woods
Louisville Kentucky 40241
- (ii) Amount of Grant: Grant of \$1,000,000 was given on September 3, 2009.
- (iii) Purpose of Grant: General Support for the Habdank Foundation, a foundation operating to support education and services for the needy in amount listed above.
- (iv) And (vi) Reports: Grantee has spent \$116,482 through December 31, 2012 from statements provided to the Foundation
- (v) Diversions To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
- (vii) Verifications The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.