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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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 or province, country, and ZIP or foreign postal code POTOMAC, MD 20854		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 16,289,352		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input 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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	15,400			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	116,497	116,497		
	4 Dividends and interest from securities.	1,386	1,386		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	247,707			
	b Gross sales price for all assets on line 6a <u>574,987</u>				
	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)	 312,201	270,250		
	12 Total. Add lines 1 through 11	693,191	388,133		
	13 Compensation of officers, directors, trustees, etc	67,165			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	 1,690			1,690
	b Accounting fees (attach schedule).	 16,500	4,125		12,375
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 408	408		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	42,448			42,448
	22 Printing and publications				
	23 Other expenses (attach schedule).	 438,913	438,913		
	24 Total operating and administrative expenses. Add lines 13 through 23	567,124	443,446		56,513
	25 Contributions, gifts, grants paid	1,189,069			1,189,069
	26 Total expenses and disbursements. Add lines 24 and 25	1,756,193	443,446		1,245,582
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,063,002			
	b Net investment income (if negative, enter -0-)		0		
	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	264,257	156,570	156,570
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 2,218,846 Less allowance for doubtful accounts ▶ _____	2,075,000	2,218,846	2,218,846
	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)	563,705	236,425	137,539
	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)	7,172,129	7,185,317	13,776,297
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	400,000	100	100	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,475,091	9,797,258	16,289,352	
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 ▶ _____)	1,626,942	2,080,969	
	23	Total liabilities (add lines 17 through 22)	1,656,427	2,110,454	
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	8,818,664	7,686,804	
	30	Total net assets or fund balances (see instructions)	8,818,664	7,754,464	
	31	Total liabilities and net assets/fund balances (see instructions) . .	10,475,091	9,864,918	

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 8,818,664
2	Enter amount from Part I, line 27a	2 -1,063,002
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 7,755,662
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,198
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 7,754,464

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 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))	
2013	1,059,362	9,934,177	0 106638	
2012	2,020,534	10,430,943	0 193706	
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	
2	Total of line 1, column (d).		2	1 259427
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 251885
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.		4	11,821,497
5	Multiply line 4 by line 3.		5	2,977,658
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	
7	Add lines 5 and 6.		7	2,977,658
8	Enter qualifying distributions from Part XII, line 4.		8	1,245,582
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)

1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	0
Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
cAll other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3Add lines 1 and 2.		3	
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		5	
6Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	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	
7Total credits and payments. Add lines 6a through 6d.		7	
8Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11Enter the amount of line 10 to be Credited to 2015 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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes.</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. If "Yes," list the years 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	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 2014 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 2014.).	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 2014?	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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
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?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	67,660
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	303,006
b	Average of monthly cash balances.	1b	213,890
c	Fair market value of all other assets (see instructions).	1c	11,484,624
d	Total (add lines 1a, b, and c).	1d	12,001,520
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	12,001,520
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	180,023
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,821,497
6	Minimum investment return. Enter 5% of line 5.	6	591,075

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	591,075
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	591,075
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	591,075
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	591,075

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	1,245,582
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	1,245,582
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	1,245,582

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				591,075
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.	4,627,165			
b From 2010.	2,629,413			
c From 2011.	2,694,876			
d From 2012.	1,505,091			
e From 2013.	562,653			
f Total of lines 3a through e.	12,019,198			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,245,582				
a Applied to 2013, 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 2014 distributable amount.				591,075
e Remaining amount distributed out of corpus	654,507			
5 Excess distributions carryover applied to 2014 (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	12,673,705			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	4,627,165			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,046,540			
10 Analysis of line 9				
a Excess from 2010. . . .	2,629,413			
b Excess from 2011. . . .	2,694,876			
c Excess from 2012. . . .	1,505,091			
d Excess from 2013. . . .	562,653			
e Excess from 2014. . . .	654,507			

Part XIVPrivate 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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011		
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 XVSupplementary 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))

See Additional Data Table

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 email address 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

Form 990-PF (2014)

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	1,189,069
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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	PRESIDENT 40 00	0	0	0
8716 CRIDER BROOK WAY POTOMAC, MD 20854				
HELEN C SMITH	VICE-PRES 40 00	0	0	0
8716 CRIDER BROOK WAY POTOMAC, MD 20854				
BRUCE G SMITH	DIRECTOR 10 00	5,000	0	0
220 BUXTON ROAD FALLS CHURCH, VA 22046				
DOUGLAS I SMITH	DIRECTOR 1 00	0	0	0
2800 PINE HOLLOW ROAD OAKTON, VA 22124				
CYNTHIA J SKARBK	DIRECTOR 10 00	62,165	0	0
2810 AVENUE OF THE WOODS LOUISVILLE, KY 40241				


Form 990PF Part XV Line 1a - 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).

GORDON V SMITH
HELEN C SMITH


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	500
ALL SHORES WESLEYAN CHURCH CORP 15550 CLEVELAND STREET SPRING LAKE,MI 49456	NONE	PUBLIC	GENERAL SUPPORT	3,780
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	BETHESDA CARES	250
BETHESDA UNITED METHODIST 8300 OLD GEORGETOWN ROAD BETHESDA,MD 20814	NONE	PUBLIC	MEMORIAL(S)	400
CENTER FOR EQUAL OPPORTUNITY 7700 LEESBURG PIKE SUITE FALLS CHURCH,VA 22043	NONE	PUBLIC	GENERAL SUPPORT	10,000
CHRISTIAN LEADERS INSTITUTE 14367 WEST 159TH STREET HOMER GLEN,IL 60491	NONE	PUBLIC	GNERAL SUPPORT	500
CORNERSTONE SCHOOLS OF DC 907 MARYLAND AVENUE NE WASHINGTON,DC 20002	NONE	PUBLIC	GENERAL	4,000
COVENANT LIFE CHURCH PO BOX 171 GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	8,000
EDUCATION FOR ALL CHILDREN 11 HEATHER DRIVE RYE,NH 03870	NONE	PUBLIC	GENERAL SUPPORT	2,000
EISENHOWER FOUNDATION 1875 CONNECTICUT AVE NW WASHINGTON,DC 20009	NONE	PUBLIC	GENERAL SUPPORT	500
GOOD NEWS FOR INDIA PO BOX 7576 LA VERNE,CA 91750	NONE	PUBLIC	GENERAL SUPPORT	1,000
HOME AID OF NORTHERN VIRGINIA 3901 CENTERVIEW DRIVE CHANTILLY,VA 20151	NONE	PUBLIC	GENERAL SUPPORT	25,000
KENNEDY CENTER CIRCLES 2700 F STREET NW WASHINGTON,DC 20566	NONE	PUBLIC	GENERAL SUPPORT	25,000
KENNEDY CENTER HONORS 2700 F STREET NW WASHINGTON,DC 20566	NONE	PUBLIC	GENERAL SUPPORT	23,000
Total  3a				1,189,069

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>				
KID'S HOPE USA 100 PINE STREET ZEELAND,MI 49464	NONE	PUBLIC	GENERAL SUPPORT	1,000
KING BAUDOUIN FOUNDATION 10 ROCKEFELLER PLAZA 16TH FLOOR NEWYORK,NY 10020	NONE	PUBLIC	GENERAL SUPPORT	5,000
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	500
NORTHERN VIRGINIA FAMILY SERVICES 10455 WHITE GRANITE DR SUITE 100 OAKTON,VA 22124	NONE	PUBLIC	GENERAL SUPPORT	113
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE,OH 43015	NONE	PUBLIC	FOREIGN STUDENTS	1,396
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE,OH 43015	NONE	PUBLIC	GIFT PLANNING PROGRAM	35,869
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE,OH 43015	NONE	PUBLIC	OHIO WESLEYAN FUND	20,000
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE,OH 43015	NONE	PUBLIC	PRESIDENT'S CIRCLE	11,445
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE,OH 43015	NONE	PUBLIC	SULPUR SPRING MAINTENANCE	8,672
OHIO WESLEYAN UNIVERSITY 61 S SANDUKSY STREET DELAWARE,OH 43015	NONE	PUBLIC	WOMEN AS LEADERS SCHOLARSHIP	96,282
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	APPEND/KILO SCHOLARS	209,844
OPPORTUNITY INTERNATIONAL PO BOX 3695 OAK BROOK,IL 60522	NONE	PUBLIC	GENERAL SUPPORT	335,000
PITTSBURGH KIDS FOUNDATIO 116 FEDEAL AVENUE - 2ND F PITTSBURGH,PA 15212	NONE	PUBLIC	GENERAL SUPPORT	15,000
Total  3a				1,189,069

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				
PROJECT MEDSEND PO BOX 1098 ORANGE,CT 06477	NONE	PUBLIC	GENERAL SUPPORT	500
RIVENDELL SCHOOL 5700 LEE HIGHWAY ARLINGTON,VA 22207	NONE	PUBLIC	GENERAL SUPPORT	4,000
SYNERGOS INSTITUTE 51 MADISON AVENUE NEWYORK,NY 10010	NONE	PUBLIC	GENERAL SUPPORT	24,500
TRI CITIES MINISTRIES COUNSEL 120 S FIFTH STREET GRAND HAVEN,MI 49417	NONE	PUBLIC	GENERAL SUPPORT	1,000
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	CAMPAIGN FOR WESLEY	65,158
WESLEYAN CHURCH CORPORATION 4600 UNION ROAD BUFFALO,NY 14225	NONE	PUBLIC	GENERAL SUPPORT	2,250
WISCONSIN HISTORICAL FOUNDATION 816 STATE STREET MADISON,WI 53706	NONE	PUBLIC	GENERAL SUPPORT	200,610
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 809010520	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total  3a				1,189,069

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div>
		<div>2014</div>

<div>Name of the organization</div> <div>GORDON V & HELEN C SMITH FOUNDATION</div>	<div>Employer identification number</div> <div>52-1440846</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div></div>
<div>Form 990-PF</div>	<div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990PF, Part I, line 2, 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
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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
<u>1</u>	MILLER AND SMITH INC 8401 GREENSBORO DRIVE SUITE 450 MCLEAN, VA 22102 	\$ 10,900	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(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	
_____		_____	
_____		_____	
_____		_____	
(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	
_____		_____	
_____		_____	
_____		_____	
(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	
_____		_____	
_____		_____	
_____		_____	

TY 2014 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	16,500	4,125		12,375

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

TY 2014 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
BANCRO MACRO S A	2012-05	PURCHASE	2014-02		52,111	36,988			15,123	
BANCRO MACRO S A	2012-05	PURCHASE	2014-02		99,879	74,549			25,330	
BANCRO MACRO S A	2012-05	PURCHASE	2014-03		7,964	4,392			3,572	
BANCRO MACRO S A	2012-05	PURCHASE	2014-03		21,768	12,637			9,131	
BANCRO MACRO S A	2012-05	PURCHASE	2014-03		23,361	13,562			9,799	
BANCRO MACRO S A	2012-05	PURCHASE	2014-04		18,767	8,784			9,983	
BANCRO MACRO S A	2012-05	PURCHASE	2014-04		75,066	36,988			38,078	
BANCRO MACRO S A	2012-05	PURCHASE	2014-04		122,095	58,563			63,532	
BANCRO MACRO S A	2012-05	PURCHASE	2014-06		68,269	29,282			38,987	
HOMESTREET INC	2012-02	PURCHASE	2014-03		50,330	29,605			20,725	
HOMESTREET INC	2012-02	PURCHASE	2014-07		35,377	21,930			13,447	

**TY 2014 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
BANCO MARCOR S A		
BELL MICROPRODUCTS INC.	149,802	
HOMESTREET BANK	86,623	137,539

TY 2014 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	4,028,418	8,062,677
MILLER AND SMITH AT BRAMBLETON VI	AT COST	457,302	793,535
MILLER AND SMITH AT DULLES PARKWAY C	AT COST		1,918,000
MILLER AND SMITH AT MAPLE LAWN, L.L.	AT COST		700
MILLER AND SMITH COMMUNITIES, L.L.C.	AT COST	53,122	129,922
MS PEMBROOKE INVESTORS, L.L.C.	AT COST	1,421,690	1,247,378
MS RICHMOND INVESTOR, LLC	AT COST	654,689	953,689
PATAGONIA PARTNERS, L.L.C.	AT COST	174,096	174,096
TSKI BANK	AT COST	270,000	270,000
VL COMMERCIAL INVESTORS, L.L.C.	AT COST	126,000	226,300

TY 2014 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	1,690			1,690

TY 2014 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	100	100

TY 2014 Other Decreases Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Description	Amount
FEDERAL INCOME TAXES	1,197
ROUNDING ADJUSTMENT	1

TY 2014 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 - DPC LLC	25	25		
INVESTMENT EXP - MS RICHMOND	231	231		
INVESTMENT EXP - PATAGONIA PA	37,335	37,335		
W/OFF - OPP MICROFINANCE BANK	399,900	399,900		
MISCELLANEOUS	1,422	1,422		

TY 2014 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	12,596	12,596	
INCOME - DPI INVESTORS, LLC	17,378		
INCOME - M&S AT BRMBLTON	31,685	31,685	
INCOME - M&S AT BRMBLTON VI	24,573		
INCOME - M&S AT MAPLE LAWN	5,705	5,705	
INCOME - MS COMMUN BLDR LLC	144,215	144,215	
INCOME - MS PEMBROOKE INVSTR	72,266	72,266	
INCOME - MS RICHOMD INV LLC	233	233	
OTHER INCOME	3,550	3,550	

TY 2014 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	1,626,942	1,680,969
N/P - M&S AT BRAMBLETON VI, LLC		400,000

**TY 2014 Other Notes/Loans
Receivable Short Schedule****Name:** GORDON V & HELEN C SMITH FOUNDATION**EIN:** 52-1440846

Name of 501(c)(3) Organization	Balance Due
NR - ELETE ENERGY LLC	1,850,000
NR - M&S AT BRAMBLETON VI LLC	143,846
NR - TSKI	225,000

TY 2014 Taxes Schedule

Name: GORDON V & HELEN C SMITH FOUNDATION

EIN: 52-1440846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAXES	408	408		

Report for 2014 Grants to School of St. Jude

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

Grants:

For Professional Development for teachers (joint program with Habdank Foundation): \$12,160.

For Support of Form 2 students Belinda Godfrey and Vedastor Vanance: \$4,500

For Special Programs: \$51,000

Total Amount of Grants: \$67,660

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 Gordon V. and Helen C. Smith Foundation director Cindy Skarbek.

Cindy Skarbek administered the Professional Development Program in June/July 2014 at The School of St. Jude in Tanzania. She met with both students who are supported with foundation funds, and verified with headmaster Jon Ford that the funds had been expended for the intended purposes.

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 2014**

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 \$1,875,132 through December 31, 2014 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 2014**

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 \$205,786 through December 31, 2014 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.