

2949105301915 0

EXTENDED TO JULY 15, 2020

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning SEP 1, 2018, and ending AUG 31, 2019

Name of foundation
THE DONALD AND PAULA SMITH FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
152 WEST 57TH ST.

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10019

G Check all that apply:
☐ Initial return
☐ Final return
☐ Address change
☐ Initial return of a former public charity
☐ Amended return
☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 118,197,348.

J Accounting method:
☒ Cash
☐ Accrual
☐ Other (specify)

A Employer identification number
22-3732524

B Telephone number
212-284-0990

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	36,416.	36,416.		STATEMENT 1
	4 Dividends and interest from securities	694,627.	694,627.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-17,465,231.			
	b Gross sales price for all assets on line 6a	3,732,985.			
	7 Capital gain net income (from Part IV line 2)		0.		
	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)				
	11 Other income	-247,613.	-247,613.		STATEMENT 3
	12 Total. Add lines 1 through 11	-16,981,801.	483,430.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	7,100.	3,550.		3,550.
	c Other professional fees	111.	111.		0.
	17 Interest				
	18 Taxes	119,981.	1,949.		1,500.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,439,731.	0.		5,439,731.
	22 Printing and publications				
	23 Other expenses	263,379.	263,225.		154.
	24 Total operating and administrative expenses Add lines 13 through 23	5,830,302.	268,835.		5,444,935.
	25 Contributions, gifts, grants paid	41,000.			41,000.
	26 Total expenses and disbursements Add lines 24 and 25	5,871,302.	268,835.		5,485,935.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-22,853,103.			
	b Net investment income (if negative enter -0-)		214,595.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	74,364,324.	62,416,505.	62,416,505.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	-6,683,362.	-10,533,793.	-22,069,184.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	95,432,138.	77,850,027.	77,850,027.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	163,113,100.	129,732,739.	118,197,348.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	27,000,000.	27,000,000.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	27,000,000.	27,000,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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 ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	9,469,214.	9,469,214.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	126,643,886.	93,263,525.	
30 Total net assets or fund balances	136,113,100.	102,732,739.		
31 Total liabilities and net assets/fund balances	163,113,100.	129,732,739.		

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	136,113,100.
2 Enter amount from Part I, line 27a	2	-22,853,103.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	113,259,997.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	10,527,258.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	102,732,739.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, 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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 3,732,985.		21,198,216.	-17,465,231.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-17,465,231.

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	-17,465,231.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	11,028,564.	153,582,273.	.071809
2016	6,607,576.	137,748,295.	.047968
2015	5,641,878.	130,005,407.	.043397
2014	3,318,767.	118,432,717.	.028022
2013	5,362,599.	116,816,516.	.045906

2 Total of line 1, column (d)	2	.237102
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047420
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	121,302,593.
5 Multiply line 4 by line 3	5	5,752,169.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,146.
7 Add lines 5 and 6	7	5,754,315.
8 Enter qualifying distributions from Part XII, line 4	8	5,485,935.

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.

THE DONALD AND PAULA SMITH FOUNDATION

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	DONALD SMITH FUTURES FUND LP	P		
b	DONALD SMITH LONG/SHORT EQUITIES	P		
c	DONALD SMITH VALUE FUND	P		
d	HAYWOOD ACCOUNT	P		
e	INTERACTIVE BROKERS ACCOUNT	P		
f	PRAXIS ACCOUNT	P		
g	VANGUARD ACCOUNT	P		
h				
i				
j				
k				
l				
m				
n				
o				

(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		1,983,990.	-1,983,990.
b		729,765.	-729,765.
c		10,120,584.	-10,120,584.
d	1,013,179.	1,717,821.	-704,642.
e	1,901,991.		1,901,991.
f	817,815.	500,000.	317,815.
g		6,146,056.	-6,146,056.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,983,990.
b			-729,765.
c			-10,120,584.
d			-704,642.
e			1,901,991.
f			317,815.
g			-6,146,056.
h			
i			
j			
k			
l			
m			
n			
o			

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	-17,465,231.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,292.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	4,292.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,292.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	50,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	50,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	45,708.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ☐ 45,708. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► RICHARD GREENBERG, TREASURER Telephone no. ► 212-284-0990 Located at ► 152 WEST 57TH ST 22ND FL, NEW YORK, NY ZIP+4 ► 10019		
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 N/A		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here ► ☐	1b	X
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 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2018 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 2018.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

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

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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

X

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

☐ Yes ☒ No

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

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 STUDENTS FOR LIBERTY US REGIONAL CONFERENCES AND LIBERTYCON 2020	500,000.
2 ATLAS ECONOMIC RESEARCH FOUNDATION 2019 OPERATIONS	450,000.
3 ATLAS ECONOMIC RESEARCH FOUNDATION SEED PROJECTS (COMPETE PROGRAM)	380,000.
4 ATLAS ECONOMIC RESEARCH FOUNDATION LEAP (COMPETE PROGRAM)	380,000.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2018)

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	104,814,684.
b	Average of monthly cash balances	1b	18,335,157.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	123,149,841.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	123,149,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,847,248.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	121,302,593.
6	Minimum investment return. Enter 5% of line 5	6	6,065,130.

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	6,065,130.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	4,292.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,292.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,060,838.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,060,838.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,060,838.

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	5,485,935.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,485,935.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,485,935.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				6,060,838.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017	3,578,198.			
f Total of lines 3a through e	3,578,198.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 5,485,935.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				5,485,935.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	574,903.			574,903.
6 Enter the net total of each column as indicated below:	3,003,295.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	3,003,295.			
10 Analysis of line 9.				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017	3,003,295.			
e Excess from 2018				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

☐ 4942(j)(3) or ☒ 4942(j)(5)

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

Tax year

Prior 3 years

(a) 2018

(b) 2017

(c) 2016

(d) 2015

(e) Total

1

1

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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

DONALD 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., 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:

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year BROOKLYN HEIGHTS ASSOCIATION 55 PIERREPONT ST N.W. WASHINGTON, DC 11201		PC	TO FURTHER DONEE'S EXEMPT PURPOSE	10,000.
COVENANT HOUSE 5 PENN PLAZA NEW YORK, NY 10001		PC	TO FURTHER DONEE'S EXEMPT PURPOSE	10,000.
DRUG POLICY ALLIANCE 131 W. 33RD ST. NEW YORK, NY 10001		PC	TO FURTHER DONEE'S EXEMPT PURPOSE	10,000.
UJA-FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022		PC	TO FURTHER DONEE'S EXEMPT PURPOSE	5,000.
EYE CANCER FOUNDATION 115 EAST 61ST STREET, SUITE 5B NEW YORK, NY 10021		PC	TO FURTHER DONEE'S EXEMPT PURPOSE	5,000.
Total	SEE CONTINUATION SHEET(S)			41,000.
b Approved for future payment NONE				
Total				0.

22-3732524

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

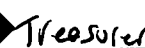
Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below? See instructions. ☒ Yes ☐ No		
	 Signature of officer or trustee		1/27/2020 Date		 Title			
Paid Preparer Use Only	Print/Type preparer's name MAGDALENA M. CZERNIAWSKI		Preparer's signature MAGDALENA M. CZER		Date 01/20/20		Check ☐ if self-employed	PTIN P00535099
	Firm's name MARKS PANETH LLP						Firm's EIN 11-3518842	
	Firm's address 685 THIRD AVENUE NEW YORK, NY 10017						Phone no. 212-503-8800	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BOND INTEREST RECEIVED	36,044.	36,044.	
IB INTEREST	102.	102.	
SECURITIES LENDING INCOME	270.	270.	
TOTAL TO PART I, LINE 3	36,416.	36,416.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DONALD SMITH FUTURES	151,224.	0.	151,224.	151,224.	
DONALD SMITH LONG/SHORT FUND	108,057.	0.	108,057.	108,057.	
DONALD SMITH VALUE FUND	89,152.	0.	89,152.	89,152.	
IB DIVIDENDS	84,538.	0.	84,538.	84,538.	
VANGUARD DIVIDENDS	261,656.	0.	261,656.	261,656.	
TO PART I, LINE 4	694,627.	0.	694,627.	694,627.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REALIZED FOREIGN CURRENCY G/L	-247,613.	-247,613.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-247,613.	-247,613.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,100.	3,550.		3,550.
TO FORM 990-PF, PG 1, LN 16B	7,100.	3,550.		3,550.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	111.	111.		0.
TO FORM 990-PF, PG 1, LN 16C	111.	111.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS TAXES PAID	1,500.	0.		1,500.
FOREIGN TAXES	1,949.	1,949.		0.
NJ CORP. TAXES	252.	0.		0.
FEDERAL TAXES	116,280.	0.		0.
TO FORM 990-PF, PG 1, LN 18	119,981.	1,949.		1,500.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIPS OTHER EXPENSES	164,932.	164,932.		0.
PARTNERSHIPS INTEREST & DIVIDEND EXPENSES	97,426.	97,426.		0.
OFFICE EXPENSE	154.	0.		154.
VANGUARD DIVIDEND EXPENSE	867.	867.		0.
TO FORM 990-PF, PG 1, LN 23	263,379.	263,225.		154.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED (LOSS) ON INVESTMENTS	10,417,352.
FOREIGN EXCHANGE LOSS UNREALIZED	109,906.
TOTAL TO FORM 990-PF, PART III, LINE 5	10,527,258.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B: IB LONG POSITIONS	2,379,234.	1,576,812.
SEE ATTACHMENT B: VANGUARD SECURITIES	-18,543,201.	-29,128,152.
HAYWOOD USA	5,630,174.	5,482,156.
TOTAL TO FORM 990-PF, PART II, LINE 10B	-10,533,793.	-22,069,184.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DONALD SMITH FUTURES FUND LP	COST	9,080,069.	9,080,069.
DONALD SMITH VALUE FUND LP	COST	62,399,946.	62,399,946.
DONALD SMITH LONG/SORT EQUITIES FUND LP	COST	6,370,012.	6,370,012.
TOTAL TO FORM 990-PF, PART II, LINE 13		77,850,027.	77,850,027.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAULA SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
JULIE SMITH 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	SECRETARY/DIR. 1.00	0.	0.	0.
LAURA WINNER 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	VP/DIRECTOR. 1.00	0.	0.	0.
GARY GERSTEIN 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR (OUTGOING) 1.00	0.	0.	0.
RICHARD GREENBERG 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	TREASURER/DIR. 1.00	0.	0.	0.
JON HARTSEL 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
SCOTT BARBEE 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
ROBERT GELFOND 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
KEN LEVY 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.
NIKOLAOS MONOYIOS 152 W. 57TH ST., 22ND FL NEW YORK, NY 10019	DIRECTOR 1.00	0.	0.	0.

THE DONALD AND PAULA SMITH FOUNDATION

22-3732524

DONALD SMITH	PRES/DIR. (DECEASED)			
152 W. 57TH ST., 22ND FL	10.00	0.	0.	0.
NEW YORK, NY 10019				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>0.</u>	<u>0.</u>	<u>0.</u>
-----------	-----------	-----------

VANGUARD (note the cost of some of these securities received as donations in previous years has been updated to show the original cost from the donor)

CLOSED POSITIONS:					
Ticker	Shares	Multiplier	Sale(BuyBack) Price (USD)	Sale(BuyBack) MV (USD)	Cost Basis (USD)
LONG CLOSED POSITIONS - EQUITIES					
DRDLF	1,762,290		1.1313	1,993,688.00	(1,900,321.20)
GSS (2)	608,616		0.7600	462,542.15	(400,198.70)
NAK (3)	7,567		0.5899	4,463.71	(2,681.74)
NAK (3)	300		0.5899	176.97	(106.32)
NAK (3)	109,822		0.5899	64,783.15	(38,920.92)
NAK (3)	27,978		0.5899	16,504.01	(8,488.53)
GSS (2)	12,105		0.7400	8,957.58	(7,868.25)
NAK (3)	299,000		0.5900	176,407.71	(90,716.60)
GSS (2)	84,127		2.9700	249,853.94	(270,231.57)
NAK (3)	273		0.7227	197.30	(82.83)
NAK (3)	200,000		0.7049	140,978.47	(60,680.00)
NAK (3)	107,658		0.6620	71,272.62	(32,663.44)
NAK (3)	60,424		0.7200	43,505.31	(18,332.64)
NAK (3)	18,499		0.7349	13,594.74	(5,612.60)
NAK (3)	27,490		0.7349	20,202.14	(8,340.47)
NAK (3)	226,011		0.7349	166,093.32	(68,571.74)
NAK (3)	132,667		0.7900	104,805.57	(40,251.17)
NAK (3)	2,518		0.7989	2,011.60	(763.96)
NAK (3)	1,802		0.7989	1,439.60	(546.73)
GSS (2)	45,000		3.1000	139,498.19	(143,275.35)
GSS (2)	35,000		3.1200	109,198.58	(106,785.25)
NAK (3)	95,000		0.8600	81,698.94	(28,823.00)
NAK (3)	110,680		0.8900	98,503.92	(33,580.31)
NAK (3)	140,000		0.9800	137,198.22	(42,476.00)
NAK (3)	16,313		0.8980	14,648.77	(4,949.36)
NAK (3)	19,961		0.9200	18,363.74	(6,056.17)
NAK (3)	113,726		0.9290	105,649.26	(34,504.47)
				4,246,237.51	(3,355,829.30)

(2) GSS underwent a reverse stock split on 10/30/2018. At the time it owned 820,637 shares which became 164,127 shares (1 for 5 split)

(3) NAK was received in the Feb 2017 distribution from DS Value Fund and then in Apr 2017 received as a gift from DGS at the original DS Value Fund cost. Vanguard's cost basis is showing \$0 so its gains are incorrect. See NAK detail tab

SHORT CLOSED POSITIONS - EQUITIES

WDAY	10,000		141.9803	(1,419,802.84)	822,332.07
NFLX	10,000		303.4900	(3,034,900.00)	1,268,872.34
NFLX	10,000		301.9607	(3,019,607.45)	1,237,073.03
NFLX	10,000		301.0000	(3,010,000.00)	1,226,373.27
NOW	11,000		162.6000	(1,788,600.00)	681,795.14
				(12,272,910.29)	5,236,445.85

INTERACTIVE BROKERS

Ticker	Shares	Multiplier	Sale(BuyBack) Price (USD)	Sale(BuyBack) MV (USD)	Cost Basis (USD)
CLOSED POSITIONS:					
LONG CLOSED POSITIONS - EQUITIES					

VANGUARD (note the cost of some of these securities received as donations in previous years has been updated to show the original cost from the donor)

Ticker	Realized G/L (\$)	Realized G/L (%)	Long Term (60%) Realized G/L (\$)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L (\$)	Short Term (40%) Realized G/L (%)
CLOSED POSITIONS:						
LONG CLOSED POSITIONS - EQUITIES						
DRDLF	93,366.80				93,366.80	
GSS (2)	62,343.45		62,343.45			
NAK (3)	1,781.97		1,781.97			
NAK (3)	70.65		70.65			
NAK (3)	25,862.23		25,862.23			
NAK (3)	8,015.48		8,015.48			
GSS (2)	1,089.33		1,089.33			
NAK (3)	85,691.11		85,691.11			
GSS (2)	(20,377.63)		(20,377.63)			
NAK (3)	114.47		114.47			
NAK (3)	80,298.47		80,298.47			
NAK (3)	38,609.18		38,609.18			
NAK (3)	25,172.67		25,172.67			
NAK (3)	7,982.14		7,982.14			
NAK (3)	11,861.67		11,861.67			
NAK (3)	97,521.58		97,521.58			
NAK (3)	64,554.40		64,554.40			
NAK (3)	1,247.64		1,247.64			
NAK (3)	892.87		892.87			
GSS (2)	(3,777.16)		(3,777.16)			
GSS (2)	2,413.33		2,413.33			
NAK (3)	52,875.94		52,875.94			
NAK (3)	64,923.61		64,923.61			
NAK (3)	94,722.22		94,722.22			
NAK (3)	9,699.41		9,699.41			
NAK (3)	12,307.57		12,307.57			
NAK (3)	71,144.79		71,144.79			
				797,041.41	93,366.80	

WDAY	(597,470.77)				(597,470.77)	
NFLX	(1,766,027.66)				(1,766,027.66)	
NFLX	(1,782,534.42)				(1,782,534.42)	
NFLX	(1,783,626.73)				(1,783,626.73)	
NOW	(1,106,804.86)				(1,106,804.86)	
				0.00	(7,036,464.44)	

AC (6)	40,000	20.81	832,441.16	(153,270.75)
GPL (4)	0.2403	0.75	0.18	(0.34)
GPL (4)	850.0000	0.98	828.89	(1,175.79)

(4) GPL acquired BDR. GPL is priced in USD because it's a dually listed Canadian stock. BDR was an Australian listed (and priced stock).
(6) AC was received in the Dec 2016 distribution from DS Value Fund. IB used incorrect cost basis so it's G/L is incorrect

SHORT CLOSED POSITIONS - EQUITIES				
USAS (7)	0.75	(1.85)	(1.39)	4.41
USAS (7)	464	(3.26)	(1,514.59)	2,713.35
			(1,514.59)	2,713.35

(7) USAS acquired PGLC

SHORT CLOSED POSITIONS - FUTURES				
BTCU8	29	5	(6,621.28)	1,209,989.42
HRCX8	9	20	(803.18)	149,847.17
PAZ8	16	100	(1,157.72)	1,765,282.08
BTCZ8	33	5	(3,211.79)	1,090,504.34
HRCZ8	6	20	(752.29)	96,204.78
PAH9	20	100	(1,459.66)	2,272,582.60
BTCU9	5	5	(3,808.00)	101,174.90
NQH9	5	20	(7,200.10)	717,514.75
BTCH9	5	5	(4,082.36)	101,674.90

LONG CLOSED POSITIONS - BONDS				

FOREX (CURRENCY) GAIN/LOSS	
CAD	(CAD Cash Balance Forex Gain/Loss)
AUD	(AUD Cash Balance Forex Gain/Loss)
CAD	(CAD Cash Balance Forex Gain/Loss)
AUD	(AUD Cash Balance Forex Gain/Loss)
CAD	(CAD Cash Balance Forex Gain/Loss)
AUD	(AUD Cash Balance Forex Gain/Loss)

679,170.41	679,170.41		
(0.16)			(0.16)
(346.90)			(346.90)
678,823.35	679,170.41		(347.06)

see Gifts from DGS & Dist from DSVF cost tabs for cost details

3.02			3.02
1,198.76			1,198.76
1,201.78	0.00		1,201.78

249,903.84	149,942.30	60.00%	99,961.54	40.00%
5,274.34	3,164.60	60.00%	2,109.74	40.00%
(87,075.84)	(52,245.50)	60.00%	(34,830.34)	40.00%
560,558.68	336,335.21	60.00%	224,223.47	40.00%
5,929.56	3,557.74	60.00%	2,371.82	40.00%
(646,734.80)	(388,040.88)	60.00%	(258,693.92)	40.00%
5,974.80	3,584.88	60.00%	2,389.92	40.00%
(2,495.50)	(1,497.30)	60.00%	(998.20)	40.00%
(384.10)	(230.46)	60.00%	(153.64)	40.00%
90,950.98	54,570.59		36,380.39	

0.00	0.00		
0.00	0.00		0.00

(58,427.04)			(58,427.04)
(90.55)			(90.55)
270.58			270.58
161.03			161.03
(19,558.30)			(19,558.30)
0.14			0.14
(77,644.14)	0.00		(77,644.14)

Haywood Securities (note this account is held in CAD QB shows holdings and all transactions converted to USD See NVO, LYD and TMR tabs for details)

Ticker	Shares	Multiplier	Sale(Buy/Back) Price,(USD)	Sale(Buy/Back) MV,(USD)	Cost (Basis,(USD))
CLOSED POSITIONS:					
LONG CLOSED POSITIONS - EQUITIES					
LYD (8)	42,500		0.13	5,612.36	(9,300.48)
LYD (8)	1,500,000		0.14	205,008.58	(325,410.45)
LYD (8)	400,000		0.13	50,137.88	(86,754.08)
LYD (8)	300,000		0.12	35,827.21	(65,140.38)
LYD (8)	106,500		0.12	12,852.16	(23,149.85)
LYD (8)	242,500		0.12	30,283.80	(52,683.27)
LYD (8)	123,000		0.12	14,822.13	(26,451.80)
LYD (8)	412,500		0.12	49,789.47	(88,855.06)
LYD (8)	155,000		0.12	18,254.85	(33,505.73)
LYD (8)	100,000		0.12	12,067.58	(21,535.98)
LYD (8)	281,500		0.11	30,842.81	(60,640.11)
LYD (8)	361,000		0.12	42,441.99	(77,752.22)
LYD (8)	269,000		0.12	31,442.19	(57,893.56)
LYD (8)	301,500		0.13	39,844.90	(64,879.39)
LYD (8)	500,000		0.13	66,006.93	(107,842.30)
LYD (8)	95,500		0.13	12,560.37	(20,521.16)
LYD (8)	500,000		0.12	62,080.13	(107,289.85)
LYD (8)	200,000		0.13	26,510.66	(43,215.80)
LYD (8)	49,000		0.13	6,511.73	(10,638.88)
LYD (8)	300,000		0.13	38,728.55	(65,336.13)
LYD (8)	250,000		0.13	32,642.77	(54,435.90)
LYD (8)	700,000		0.13	89,568.54	(152,434.73)
LYD (8)	644,500		0.14	87,489.75	(140,332.01)
LYD (8)	100,000		0.12	11,851.72	(21,822.21)
				Total Realized G/L Long Equities:	

PRAXIS Closed Investment

Praxis	1,667 0000		490 59	817,815 20	(500,000 00)
--------	------------	--	--------	------------	--------------

Total Vanguard Realized G/L:	
Total IB Realized G/L:	
IB Adjusting Entry (8/31/19):	
Total Haywood Realized G/L:	
Total Praxis Realized G/L:	

Total G/L:	
------------	--

Realized G/L (\$)	Realized G/L (%)	Long Term (60%) Realized G/L (\$)	Long Term (60%) Realized G/L (%)	Short Term (40%) Realized G/L (\$)	Short Term (40%) Realized G/L (%)
(3,688.12)		(3,688.12)			
(120,401.87)		(120,401.87)			
(36,616.20)		(36,616.20)			
(29,313.17)		(29,313.17)			
(10,297.69)		(10,297.69)			
(22,399.47)		(22,399.47)			
(11,629.67)		(11,629.67)			
(39,065.59)		(39,065.59)			
(15,250.88)		(15,250.88)			
(9,468.41)		(9,468.41)			
(29,797.30)		(29,797.30)			
(35,310.23)		(35,310.23)			
(26,451.37)		(26,451.37)			
(25,034.50)		(25,034.50)			
(41,835.38)		(41,835.38)			
(7,960.80)		(7,960.80)			
(45,209.72)		(45,209.72)			
(16,705.14)		(16,705.14)			
(4,127.15)		(4,127.15)			
(26,607.58)		(26,607.58)			
(21,793.13)		(21,793.13)			
(62,866.19)		(62,866.19)			
(52,842.26)		(52,842.26)			
(9,970.49)		(9,970.49)			
(704,642.30)		(704,642.30)		0.00	

317,815 20		317,815 20			
------------	--	------------	--	--	--

(6,146,056.23)		797,041.41		(6,943,097.64)	
693,331.97		733,741.00		(40,409.03)	
1,131,015.55		1,131,015.55			
(704,642.30)		(704,642.30)			
317,815.20		317,815.20			
(total)		(long term 60%)		(short term 40%)	

(4,708,535.82)		2,274,970.85		(6,983,506.67)	
----------------	--	--------------	--	----------------	--

THE DONALD AND PAULA SMITH FAMILY FOUNDATION
YEAR END AUGUST 31, 2019
EIN # 22-3732524
STATEMENT B

VANGUARD LONG POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
	AFLYY	8,942		102,028.22	52,260.00
	ORZCF	141,195		86,411.34	59,301.90
	USAS	1,001,000		3,403,400.00	5,110,000.00
				3,591,839.56	5,221,561.90

Corporate - Vanguard Long Positions

VANGUARD SHORT POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
	NOW	60,000		(15,710,400.00)	(4,350,711.46)
	TSLA	50,000		(11,280,500.00)	(15,262,841.93)
	TECL	2,000		(321,520.00)	(257,976.64)
	WDAY	30,503		(5,407,571.84)	(3,893,162.89)
				(32,719,991.84)	(23,764,692.92)

Corporate - Vanguard Short Positions

VANGUARD SHORT ETFs	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
				0.00	0.00

Other - Vanguard ETFs Shorts

VANGUARD CDs	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
				-	-

Other - Vanguard CDs Long Positions

IB FOREIGN SHORT POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
				0.00	0.00

Corporate - IB Foreign Short Positions

IB SHORT POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
				0.00	0.00

Corporate - IB Short Positions

IB SHORT POSITIONS ETFs	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
				0.00	0.00

Other - IB ETFs Short Positions

IB LONG FOREIGN POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
	BTR	48,700		98,039.70	67,242.62
	KNT	179,000		272,952.64	67,242.62
	SGI	699,200		430,678.81	515,040.40
				801,671.16	649,525.64

Corporate - IB Long Foreign Positions

IB LONG DOMESTIC POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
	FNMA	57,500		162,150.00	177,762.90
	GPL	504,287		413,515.34	562,885.71
	SYPR	201,511		199,475.74	606,761.25
				775,141.08	1,347,409.86

Corporate - IB Long Positions

IB LONG POSITIONS ETFs	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
---------------------------	--------	--------	------------	---------------------	------------

0.00 0.00

Other - IB Long Positions ETFs

IB LONG OPEN BOND POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
--------------------------------	--------	--------	------------	---------------------	------------

PYX 9 7/8 (5) 365,000

289,627.49 347,683.50

289,627.49 347,683.50

Other - IB Long Bonds

IB SHORT OPEN FUTURES POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
------------------------------------	--------	--------	------------	---------------------	------------

- -

Other - IB Short Futures

HAYWOOD LONG FOREIGN POSITIONS	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
-----------------------------------	--------	--------	------------	---------------------	------------

LYD 14,860,400

1,116,268.67 3,395,036.70

NVO 1,887,000

3,260,152.92 960,791.71

TM 269,600

1,105,734.26 1,274,345.28

5,482,155.84 5,630,173.69

Corporate - Haywood Long Foreign Positions

OTHER	Ticker	Shares	Multiplier	8/31/19 MV (USD)	Book Value
-------	--------	--------	------------	---------------------	------------

Vanguard S-T Invest Gr
Inst

VFSIX

- -

Other - Vanguard

Vanguard Federal

Money Market Fund

15,697,765.83

15,697,765.83

Other - Vanguard Cash

Interactive Brokers Cash

1,833,470.94

1,833,470.94

Other - IB Cash

Haywood Cash

99,361.46

99,361.46

Other - Haywood Cash