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Return of Private Foundation

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

2009

Department of the Treasury
Internal Revenue Service

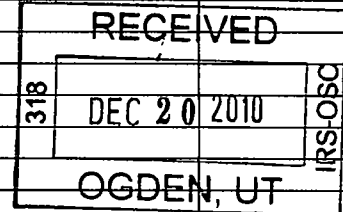
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning **SEP 1, 2009**, and ending **AUG 31, 2010**

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

| | | |
|---|---|--|
| Use the IRS label. Otherwise, print or type See Specific Instructions. | Name of foundation TOM RUSSELL CHARITABLE FOUNDATION, INC. | A Employer identification number 36-6082517 |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite TWO TRANSAM PLAZA, SUITE 200 | B Telephone number (630)916-0123 |
| | City or town, state, and ZIP code OAKBROOK TERRACE, IL 60181 | C If exemption application is pending, check here <input type="checkbox"/> 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 | I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,818,209. (Part I, column (d) must be on cash basis.) | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ |
| E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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 | | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 193. | 193. | | Statement 1 |
| | 4 Dividends and interest from securities | 286,835. | 286,835. | | Statement 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 197,047. | | | |
| | b Gross sales price for all assets on line 6a | 3,573,211. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 197,047. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | 4,867. | 4,867. | 0. | Statement 3 | |
| 12 Total. Add lines 1 through 11 | 488,942. | 488,942. | 0. | | |
| 13 Compensation of officers, directors, trustees, etc | 81,312. | 40,656. | 0. | 40,656. | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees Stmt 4 | 96,630. | 19,326. | 0. | 77,304. | |
| b Accounting fees Stmt 5 | 8,000. | 1,600. | 0. | 6,400. | |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes Stmt 6 | 7,392. | 0. | 0. | 0. | |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | 8,407. | 4,204. | 0. | 4,203. | |
| 22 Printing and publications | | | | | |
| 23 Other expenses Stmt 7 | 63,833. | 53,550. | 0. | 9,888. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 265,574. | 119,336. | 0. | 138,451. | |
| 25 Contributions, gifts, grants paid | 475,000. | | | 475,000. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 740,574. | 119,336. | 0. | 613,451. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | <251,632.> | | | | |
| b Net investment income (if negative, enter -0-) | | 369,606. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0. | | |



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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | | |
|-----------------------------|--|---|----------------|-----------------------|--------------------|--------------------|------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| Assets | 1 | Cash - non-interest-bearing | | 24,221. | 4,269. | 4,269. | |
| | 2 | Savings and temporary cash investments | | 2,188,784. | 253,533. | 253,533. | |
| | 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 | | | 2,326. | 1,946. | 1,946. |
| | 10a | Investments - U.S. and state government obligations Stmt 8 | | | 774,382. | 774,473. | 774,473. |
| | b | Investments - corporate stock Stmt 9 | | | 7,426,152. | 9,483,548. | 9,483,548. |
| | c | Investments - corporate bonds Stmt 10 | | | 2,444,158. | 2,273,888. | 2,273,888. |
| | 11 | Investments - land, buildings, and equipment, basis ▶ | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other | | | | | | |
| 14 | Land, buildings, and equipment basis ▶ | | | | | | |
| | Less accumulated depreciation ▶ | | | | | | |
| 15 | Other assets (describe ▶ Statement 11) | | | 33,783. | 26,552. | 26,552. | |
| 16 | Total assets (to be completed by all filers) | | | 12,893,806. | 12,818,209. | 12,818,209. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 10,709. | 9,155. | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable | | | | | |
| 22 | Other liabilities (describe ▶ Statement 12) | | | 0. | 3,196. | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 10,709. | 12,351. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | 12,883,097. | 12,805,858. | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input 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 | | | | | | |
| 30 | Total net assets or fund balances | | | 12,883,097. | 12,805,858. | | |
| 31 | Total liabilities and net assets/fund balances | | | 12,893,806. | 12,818,209. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|--------------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 12,883,097. |
| 2 | Enter amount from Part I, line 27a | 2 | <251,632.> |
| 3 | Other increases not included in line 2 (itemize) ▶ FAIR VALUE ADJUSTMENT | 3 | 174,393. |
| 4 | Add lines 1, 2, and 3 | 4 | 12,805,858. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 12,805,858. |

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 FIRST AMERICAN BANK-SEE ATTACHED | P | Various | Various |
| b FIRST AMERICAN BANK-SEE ATTACHED | P | Various | Various |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 3,456,061. | | 3,190,023. | 266,038. |
| b 117,150. | | 186,141. | <68,991.> |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) 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 | | | 266,038. |
| b | | | <68,991.> |
| 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 | 197,047. |
| 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 |

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)) |
|--|--|--|---|
| 2008 | 525,451. | 11,541,856. | .045526 |
| 2007 | 677,041. | 16,271,399. | .041609 |
| 2006 | 801,245. | 16,507,865. | .048537 |
| 2005 | 800,431. | 15,794,606. | .050677 |
| 2004 | 795,825. | 14,956,701. | .053209 |

| | | |
|---|----------|--------------------|
| 2 Total of line 1, column (d) | 2 | .239558 |
| 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 | .047912 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 13,346,822. |
| 5 Multiply line 4 by line 3 | 5 | 639,473. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,696. |
| 7 Add lines 5 and 6 | 7 | 643,169. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 613,451. |

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

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

| | | | |
|----|---|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 7,392. |
| 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 | 7,392. |
| 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 | 7,392. |
| 6 | Credits/Payments: | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 4,168. |
| b | Exempt foreign organizations - tax withheld at source | 6b | 104. |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 4,272. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 76. |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 3,196. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u> | 13 | X | |
| 14 | The books are in care of ▶ <u>THOMAS HEARN</u> Telephone no. ▶ <u>(630) 916-0123</u> Located at ▶ <u>TWO TRANSAM, STE 200, OAKBROOK TERRACE, ILLINOIS</u> ZIP+4 ▶ <u>60181</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u> | | | |

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | 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 2009? | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u> | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2009 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 2009.) <u>N/A</u> | 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 2009? | 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 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------|---|---|---|---------------------------------------|
| SEE ATTACHED SCHEDULE | | | | |
| | | 81,312. | 0. | 5,997. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000; (b) Type of service; (c) Compensation. Entry for BISHOP, ROSSI & LAFORTE, LTD. with compensation of 96,630.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity; Expenses. Line 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment; Amount. Line 1 contains 'N/A'.

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 | 13,250,849. |
| b | Average of monthly cash balances | 1b | 263,076. |
| c | Fair market value of all other assets | 1c | 36,148. |
| d | Total (add lines 1a, b, and c) | 1d | 13,550,073. |
| 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 | 13,550,073. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 203,251. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 13,346,822. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 667,341. |

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 | 667,341. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 7,392. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 7,392. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 659,949. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 659,949. |
| 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 | 659,949. |

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 | 613,451. |
| 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 | 613,451. |
| 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 | 613,451. |

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 2008 | (c) 2008 | (d) 2009 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 659,949. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 326,992. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <u>613,451.</u> | | | | |
| a Applied to 2008, but not more than line 2a | | | 326,992. | |
| 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 2009 distributable amount | | | | 286,459. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| 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 2008. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 373,490. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

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 2009, enter the date of the ruling ▶

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

| | Tax year | | | | (e) Total |
|---|----------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(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 the instructions.)

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

None

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

None

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

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

See Statement 13

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|---|---|--------------------------------|------------------------------------|-----------------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> SEE ATTACHED SCHEDULE | N/A | PUBLIC | RESTRICTED AND UNRESTRICTED GRANTS | 475,000. |
| Total | | | ▶ 3a | 475,000. |
| b <i>Approved for future payment</i> None | | | | |
| Total | | | ▶ 3b | 0. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, and Other revenue.

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

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Rows 3-8 describe support grant programs for publicly supported organizations.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No, rows 1a(1) through 1c, with 'X' marks in the No column.

Table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature], Date: 11/6/2010, Title: President. Preparer's signature: Daniel E Craig, CPA, Date: 11/04/10, Check if self-employed: [X], Firm's name: Craig & Associates, LLC, 3000 Dundee Road, Suite 321, Northbrook, Illinois 60062-2434, Phone no. (847) 272-0130.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source | Amount |
|--|--------|
| JP MORGAN CHASE | 193. |
| Total to Form 990-PF, Part I, line 3, Column A | 193. |

Form 990-PF Dividends and Interest from Securities Statement 2

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|----------------------------------|--------------|-------------------------|-------------------|
| DIVIDEND AND INTEREST INCOME | 286,835. | 0. | 286,835. |
| Total to Fm 990-PF, Part I, ln 4 | 286,835. | 0. | 286,835. |

Form 990-PF Other Income Statement 3

| Description | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---------------------------------------|-----------------------|---------------------------|-------------------------|
| MISCELLANEOUS INCOME | 4,867. | 4,867. | 0. |
| Total to Form 990-PF, Part I, line 11 | 4,867. | 4,867. | 0. |

Form 990-PF Legal Fees Statement 4

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| LEGAL & ADMINISTRATIVE FEES | 96,630. | 19,326. | 0. | 77,304. |
| To Fm 990-PF, Pg 1, ln 16a | 96,630. | 19,326. | 0. | 77,304. |

| Form 990-PF | Accounting Fees | | | Statement | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| PROFESSIONAL FEES | 8,000. | 1,600. | 0. | 6,400. | |
| To Form 990-PF, Pg 1, ln 16b | 8,000. | 1,600. | 0. | 6,400. | |

| Form 990-PF | Taxes | | | Statement | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| EXCISE TAXES | 7,288. | 0. | 0. | 0. | |
| FOREIGN TAX | 104. | 0. | 0. | 0. | |
| To Form 990-PF, Pg 1, ln 18 | 7,392. | 0. | 0. | 0. | |

| Form 990-PF | Other Expenses | | | Statement | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| INSURANCE | 1,250. | 0. | 0. | 1,250. | |
| INVESTMENT EXPENSE | 44,814. | 44,814. | 0. | 0. | |
| PAST SERVICE EXPENSE | 10,379. | 5,189. | 0. | 5,190. | |
| ASSOCIATION MEMBERSHIP | 495. | 100. | 0. | 0. | |
| MISCELLANEOUS | 932. | 466. | 0. | 466. | |
| ADMINISTRATIVE EXPENSES | 5,963. | 2,981. | 0. | 2,982. | |
| To Form 990-PF, Pg 1, ln 23 | 63,833. | 53,550. | 0. | 9,888. | |

Form 990-PF U.S. and State/City Government Obligations Statement 8

| Description | U.S. Gov't | Other Gov't | Book Value | Fair Market Value |
|--|---------------|----------------|------------|----------------------|
| US GOVERNMENT SECURITIES | X | | 774,473. | 774,473. |
| Total U.S. Government Obligations | | | 774,473. | 774,473. |
| Total State and Municipal Government Obligations | | | | |
| Total to Form 990-PF, Part II, line 10a | | | 774,473. | 774,473. |

Form 990-PF Corporate Stock Statement 9

| Description | Book Value | Fair Market Value |
|---|------------|----------------------|
| PER DETAIL FOLLOWING | 5,651,924. | 5,651,924. |
| PER DETAIL FOLLOWING | 3,831,624. | 3,831,624. |
| Total to Form 990-PF, Part II, line 10b | 9,483,548. | 9,483,548. |

Form 990-PF Corporate Bonds Statement 10

| Description | Book Value | Fair Market Value |
|---|------------|----------------------|
| PER DETAIL FOLLOWING | 2,273,888. | 2,273,888. |
| Total to Form 990-PF, Part II, line 10c | 2,273,888. | 2,273,888. |

Form 990-PF Other Assets Statement 11

| Description | Beginning of Yr Book Value | End of Year Book Value | Fair Market Value |
|-----------------------------------|-------------------------------|---------------------------|----------------------|
| INTEREST AND DIVIDENDS RECEIVABLE | 30,865. | 26,552. | 26,552. |
| PREPAID EXCISE TAXES | 2,918. | 0. | 0. |
| To Form 990-PF, Part II, line 15 | 33,783. | 26,552. | 26,552. |

| Form 990-PF | Other Liabilities | Statement | 12 |
|--|-------------------|------------|----|
| Description | BOY Amount | EOY Amount | |
| EXCISE TAXES PAYABLE | 0. | 3,196. | |
| Total to Form 990-PF, Part II, line 22 | 0. | 3,196. | |

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 13

Name and Address of Person to Whom Applications Should be Submitted

THOMAS HEARN, PRESIDENT, TOM RUSSELL CHARITABLE FOUNDATION, INC.
TWO TRANSAM PLAZA, SUITE 200
OAKBROOK TERRACE, IL 60181

Telephone Number

Form and Content of Applications

NO PARTICULAR FORM REQUIRED FOR GRANT APPLICATION. REQUEST FOR A GRANT SHOULD INCLUDE DESCRIPTIVE MATERIAL OF EDUCATIONAL, CHARITABLE OR SCIENTIFIC ACTIVITIES AND MOST CURRENT FINANCIAL DATA OF OPERATIONS.

Any Submission Deadlines

GIFTS AND GRANTS ARE USUALLY MADE IN JULY OR AUGUST OF EACH YEAR.

Restrictions and Limitations on Awards

GRANTS ARE LIMITED TO 501(C) (3) PUBLICLY SUPPORTED ORGANIZATIONS.

PART II - BALANCE SHEET - LINE 10b INVESTMENTS
Schedule of Corporate Stock as of end of fiscal year 8/31/2010

FIRST AMERICAN BANK

Description

| Common Stock | <u>Shares</u> | <u>Market Value</u> |
|---------------------------------------|---------------|---------------------|
| Abbott Labs | 575 00 | 28,370 50 |
| Accenture Plc | 3,000.00 | 109,800 00 |
| Apache Corporation | 1,250 00 | 112,312 50 |
| Apple Inc | 700 00 | 170,170.00 |
| Applied Matls Inc | 10,000.00 | 103,700.00 |
| Chubb Corp | 3,000 00 | 165,390.00 |
| Cisco Sys Inc | 6,650 00 | 132,900 25 |
| Coach Inc | 4,000 00 | 143,360.00 |
| CME Group Inc | 500.00 | 124,080 00 |
| Costco Whsl Corp | 2,500 00 | 141,250 00 |
| Cummins Inc. | 2,400 00 | 178,584 00 |
| CVS/Caremark Corp | 4,000 00 | 107,920 00 |
| Danaher Corporation | 4,000 00 | 145,320 00 |
| Deere & Co | 2,000 00 | 126,540 00 |
| Drii-Quip Inc | 2,800 00 | 148,036 00 |
| Disney Walt Co | 4,000 00 | 130,160 00 |
| Emerson Elec Co | 1,500 00 | 69,975 00 |
| Energizer Hldgs Inc | 1,800 00 | 113,490 00 |
| Exxon Mobile Corp | 2,175 00 | 128,564 25 |
| FMC Technologies | 2,200 00 | 136,070 00 |
| Freeport McMoran Copper 7 GO | 1,000 00 | 71,990 00 |
| General Elec Co | 11,000 00 | 159,280 00 |
| Gilead Sciences Inc | 2,785 00 | 88,646 55 |
| IBM Corp International Business Machs | 1,050 00 | 129,286 50 |
| Illumina Inc | 2,000 00 | 85,780 00 |
| JP Morgan Chase & Company | 4,125 00 | 149,985.00 |
| Kinetic Concepts Inc | 3,000 00 | 95,760.00 |
| Lowes Cos Inc | 5,500 00 | 111,540.00 |
| Medtronic Inc | 3,000 00 | 94,350 00 |
| Microsoft Corp | 6,300 00 | 147,829 50 |
| Netflix Inc | 1,400 00 | 175,728 00 |
| Northern Trust Corporation | 2,500 00 | 115,318 75 |
| Oracle Corp | 7,500 00 | 163,837 50 |
| Panera Bread Company | 2,000 00 | 159,880.00 |
| Pepsico Inc | 2,300 00 | 147,614 00 |
| PNC Financial Services Group | 2,500 00 | 127,475 00 |
| Praxair Inc | 1,325 00 | 113,989 75 |
| Precision Castparts Corp | 1,350 00 | 152,793 00 |
| Proctor & Gamble Co | 2,100.00 | 125,307 00 |
| Qualcomm Inc | 4,600 00 | 176,180 00 |
| Schlumberger Ltd | 2,000 00 | 106,660.00 |
| Teva Pharmaceutical Industries | 3,200 00 | 161,984 00 |
| Visa Inc | 1,900.00 | 131,062 00 |
| Wells Fargo & Company | 6,100.00 | 143,655 00 |

Mutual Funds

Tom Russell Charitable Foundation, Inc.

| | | |
|---|-------------|---------------------|
| Lazard Emerging Markets Portfolio Institutional | 37,359.900 | 703,860.52 |
| Templeton Inst Fds Inc For Equity Ser #454 | 66,343.784 | 1,178,265.60 |
| Royce Premier Fund 426 Instl Shs | 121,996.120 | <u>1,949,498.00</u> |

TOTAL OF CORPORATE STOCKS AS
OF END OF FISCAL YEAR ENDED 8/31/2010

9,483,548.17

PART II - BALANCE SHEET - LINE 10c - INVESTMENTS

Schedule - Corporate Bonds - end of fiscal year 8/31/2010

FIRST AMERICAN BANK

| Description | Face Amount | Market Value |
|---|----------------|--------------------------------|
| Abbott Labs 5.15% 11/30/2012 | 75,000 00 | 82,242.00 |
| Allstate Corp 5% 8/15/2014 | 75,000 00 | 83,514 00 |
| Caterpillar Financial Svcs Corp 6 125% 2/17/2014 | 200,000 00 | 229,834 00 |
| Cigroup Inc 6 5% 1/18/2011 | 100,000 00 | 102,099 00 |
| HSBC Finance Corp Bond 5 6% 6/15/2011 | 200,000 00 | 204,658 00 |
| IBM Corp 4.75% 77/29/2012 | 75,000 00 | 81,656.25 |
| Johnson & Johnson 5 55% 8/15/2017 | 75,000 00 | 89,893 50 |
| Merck & Co Inc 4 75% 3/1/2015 | 50,000.00 | 56,711 00 |
| Target Corp 5 875% 7/15/2016 | 75,000 00 | 89,637 00 |
| 3M Company 4 375% 8/15/2013 | 50,000 00 | 55,091 50 |
| Wachovia Corporation 5 625% 10/15/2016 | 75,000 00 | 82,717.50 |
| <u>Bond Mutual Funds</u> | | |
| 82,172 526 units of Fed Total Rtn Bd Fund Series Instl #328 | 62,420.927 | 709,725.94 |
| 39 892 748 units PIMCO Low Duration II Instl Shares | 39,892 748 | <u>406,108 17</u> |
| TOTAL LINE 10C INVESTMENTS | | <u><u>2,273,887 86</u></u> |

TOM RUSSELL CHARITABLE FOUNDATION, INC.

990 PF FOR THE FISCAL YEAR ENDING 8/31/10

EIN #36-6082517

PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
Schedule of Securities sold during the fiscal year ending 8/31/2010

Line 1a, FIRST AMERICAN BANK INVESTMENT ACCOUNT

RECAPITULATION SCHEDULE

| <u>Page #</u> | <u>Total Sales and Redemption</u> | <u>Costs</u> | <u>Proceeds</u> | <u>Realized Gain/Loss</u> |
|---------------|-----------------------------------|--------------|-----------------|---------------------------|
| 7 | Long and Short Term gain/loss | 186,141 05 | 117,150.41 | (68,990 64) |
| 28 to 31 | Long and Short Term gain/loss | 3,190,023 25 | 3,456,061.35 | 266,038 10 |
| | | <hr/> | <hr/> | <hr/> |
| | | 3,376,164 30 | 3,573,211 76 | 197,047.46 |



Statement Of Account

Account Number 1035001843

September 01, 2009 To September 30, 2009

Detail Transactions (Continued)

| Date | Quantity | Description | Transaction Type | Cash | Cost Basis |
|----------------------------|--------------------|---|------------------|--------------------------------|-------------------------|
| 09/23/09 | 100 000 | PURCHASED 100 SHS SCHLUMBERGER LTD COM ON 09/18/2009 AT 61 40 THRU MORGAN KEEGAN COMMISSIONS PAID 10 00 | BUY | 6,150 00 | 6,150 00 |
| 09/23/09 | 75 000 | PURCHASED 75 SHS CME GROUP INC COMMON ON 09/18/2009 AT 299 05 THRU MORGAN KEEGAN COMMISSIONS PAID 10 00 | BUY | 22,438 75 | 22,438 75 |
| 09/23/09 | 1,600 000 | PURCHASED 1,600 SHS WELLS FARGO & COMPANY COMMON ON 09/18/2009 AT 28 43 THRU MORGAN KEEGAN COMMISSIONS PAID 96 00 | BUY | 45,584 00 | 45,584 00 |
| 09/23/09 | 550 000 | PURCHASED 550 SHS GENERAL ELEC CO COM ON 09/18/2009 AT 16 69 THRU MORGAN KEEGAN COMMISSIONS PAID 33 00 | BUY | 9,212 50 | 9,212 50 |
| 09/23/09 | 700 000 | PURCHASED 700 SHS VISA INC COMMON - CLASS A ON 09/18/2009 AT 73 5605 THRU MORGAN KEEGAN COMMISSIONS PAID 42 00 | BUY | 51,534 35 | 51,534 35 |
| Total Purchases | | | | 2,140,250 44 | 2,140,250 44 |
| Sales | | | | | |
| 09/09/09 | 75,000 000- | SOLD 75,000 UNITS LEHMAN BROS 5 875% 11/15/2017 ON 09/03/2009 AT 15 96 THRU FIRST CLEARING CORP | SELL | 11,970 00 | 77,304 75- |
| 09/23/09 | 475 000- | SOLD 475 SHS HEINZ H J CO COM ON 09/18/2009 AT 39 69 THRU MORGAN KEEGAN COMMISSIONS PAID 28 50 EXPENSES PAID 0 49 | SELL | 18,823 76 | 15,970 19- |
| 09/23/09 | 475 000- | SOLD 475 SHS STATE STREET CORP COMMON ON 09/18/2009 AT 54 41 THRU MORGAN KEEGAN COMMISSIONS PAID 28 50 EXPENSES PAID 0 67 | SELL | 25,815 58 | 38,044 06- |
| 09/23/09 | 150 000- | SOLD 150 SHS T ROWE PRICE GROUP INIC COMMON ON 09/18/2009 AT 46 1742 THRU MORGAN KEEGAN COMMISSIONS PAID 10 00 EXPENSES PAID 0 18 | SELL | 6,915 95 | 4,463 62- |
| 09/23/09 | 875 000- | SOLD 875 SHS U S BANCORP ON 09/18/2009 AT 22 65 THRU MORGAN KEEGAN COMMISSIONS PAID 52 50 EXPENSES PAID 0 51 | SELL | 19,765 74 | 17,040 71- |
| 09/23/09 | 445 000- | SOLD 445 SHS LABORATORY CRP OF AMER HLDGS ON 09/18/2009 AT 63 74 THRU MORGAN KEEGAN COMMISSIONS PAID 26 70 EXPENSES PAID 0 73 | SELL | 28,336 87 | 27,451 05- |
| 09/23/09 | 115 000- | SOLD 115 SHS STERICYCLE INC COMMON ON 09/18/2009 AT 48 1101 THRU MORGAN KEEGAN COMMISSIONS PAID 10 00 EXPENSES PAID 0 15 | SELL | 5,522 51 | 5,866 67- |
| Total Sales | | | | 117,150 41 | 186,141 05- |
| | | | | net capital loss \$(68,990.64) | |



Statement Of Account

Account Number 1035849803
 September 01, 2009 To August 31, 2010

Detail Transactions (Continued)

| Date | Quantity | Description | Transaction Type | Cash | Cost Basis |
|----------------------------|----------------------|--|------------------|-------------------------|-------------------------|
| 05/03/10 | 3,000 000 | PURCHASED 3,000 SHS CHUBB CORP COM ON 04/28/2010 AT 53 0021 THRU MORGAN KEEGAN COMMISSIONS PAID 150 00 | BUY | 159,156 30 | 159,156 30 |
| 05/03/10 | 3,000 000 | PURCHASED 3,000 SHS GENERAL ELEC CO COM ON 04/28/2010 AT 18 97 THRU INSTINET A COMMISSIONS PAID 150 00 | BUY | 57,060 00- | 57,060 00 |
| 05/03/10 | 500 000 | PURCHASED 500 SHS DEERE & CO COM ON 04/28/2010 AT 59 5176 THRU MORGAN KEEGAN COMMISSIONS PAID 30 00 | BUY | 29,788 80- | 29,788 80 |
| 08/18/10 | 9,823 183 | PURCHASED 9,823 183 SHS PIMCO LOW DURATION II INSTL SHARES FUND #107 ON 08/17/2010 AT 10 18 THRU FIDELITY STN FUNDS | BUY | 100,000 00- | 100,000 00 |
| 08/23/10 | 2,000 000 | PURCHASED 2,000 SHS PANERA BREAD COMPANY COMMON - CLASS A ON 08/18/2010 AT 79 2445 THRU KEEFE BRUYETTE WOODS COMMISSIONS PAID 100 00 | BUY | 158,589 00- | 158,589 00 |
| 08/23/10 | 430 000 | PURCHASED 430 SHS FREEPORT-MCMORAN COPPER 7 GOCL B ON 08/18/2010 AT 72 3547 THRU MORGAN KEEGAN COMMISSIONS PAID 25 80 | BUY | 31,138 32- | 31,138 32 |
| 08/23/10 | 1,200 000 | PURCHASED 1,200 SHS PROCTER & GAMBLE CO COM ON 08/18/2010 AT 60 1099 THRU MORGAN KEEGAN COMMISSIONS PAID 72 00 | BUY | 72,203 88- | 72,203 88 |
| Total Purchases | | | | 2,940,730 73 | 2,940,730 73 |
| Sales | | | | | |
| 09/21/09 | 300 000- | SOLD 300 SHS FMC TECHNOLOGIES INC COMMON ON 09/16/2009 AT 54 506 THRU MORGAN KEEGAN COMMISSIONS PAID 18 00 EXPENSES PAID 0 42 | SELL | 16,333 38 | 8,094 13- |
| 09/21/09 | 150 000- | SOLD 150 SHS EXXON MOBIL CORP COM ON 09/16/2009 AT 70 25 THRU MORGAN KEEGAN COMMISSIONS PAID 9 00 EXPENSES PAID 0 28 | SELL | 10,528 22 | 10,078 84- |
| 10/08/09 | 355 000- | SOLD 355 SHS PROTECTIVE LIFE CORPORATION ON 10/05/2009 AT 20 24 THRU MORGAN KEEGAN COMMISSIONS PAID 21 30 EXPENSES PAID 0 19 | SELL | 7,163 71 | 6,742 22- |
| 10/08/09 | 1,400 000- | SOLD 1,400 SHS SCHWAB (CHARLES) CORP COM ON 10/05/2009 AT 18 6909 THRU MORGAN KEEGAN COMMISSIONS PAID 84 00 EXPENSES PAID 0 68 | SELL | 26,082 58 | 29,496 34- |
| 10/08/09 | 225 000- | SOLD 225 SHS ALCON INC ON 10/05/2009 AT 135 2844 THRU MORGAN KEEGAN COMMISSIONS PAID 13 50 EXPENSES PAID 0 79 | SELL | 30,424 70 | 29,672 20- |
| 10/08/09 | 235 000- | SOLD 235 SHS CELGENE CORP COMMON ON 10/05/2009 AT 53 67 THRU MORGAN KEEGAN COMMISSIONS PAID 14 10 EXPENSES PAID 0 33 | SELL | 12,598 02 | 11,132 68- |



Statement Of Account

Account Number 1035849803
September 01, 2009 To August 31, 2010

Detail Transactions (Continued)

| Date | Quantity | Description | Transaction Type | Cash | Cost Basis |
|----------|-------------|---|------------------|------------|-------------|
| 10/08/09 | 3,115 000- | SOLD 3,115 SHS FLIR SYSTEMS, INC ON 10/05/2009 AT 27 0713 THRU MORGAN KEEGAN COMMISSIONS PAID 186 90 EXPENSES PAID 2 17 | SELL | 84,138 03 | 32,916 12- |
| 10/08/09 | 130 000- | SOLD 130 SHS MCAFFEE INC ON 10/05/2009 AT 42 78 THRU MORGAN KEEGAN.COMMISSIONS PAID-10 00 EXPENSES PAID 0 15 | SELL | 5,551 25 | 4,407 00- |
| 10/09/09 | 458 295- | SOLD 458 295 SHS FED TOTAL RTN BD SERS INSTL #328 ON 10/08/2009 AT 10 91 THRU FIDELITY STN FUNDS | SELL | 5,000 00 | 4,793 77- |
| 10/14/09 | 250 000- | SOLD 250 SHS TEVA PHARMACEUTICAL INDUSTRIES LTD- ISRAELI-SPONSORED ADR ON 10/08/2009 AT 51 822 THRU MORGAN KEEGAN COMMISSIONS PAID 15 00 EXPENSES PAID 0 34 | SELL | 12,940 16 | 11,018 50- |
| 10/19/09 | 625 000- | SOLD 625 SHS COLGATE PALMOLIVE CO COM ON 10/14/2009 AT 78 62 THRU MORGAN KEEGAN COMMISSIONS PAID 37 50 EXPENSES PAID 1 27 | SELL | 49,098 73 | 38,099 53- |
| 10/19/09 | 240 000- | SOLD 240 SHS ITT CORPORATION COMMON ON 10/14/2009 AT 54 96 THRU MORGAN KEEGAN COMMISSIONS PAID 14 40 EXPENSES PAID 0 34 | SELL | 13,175 66 | 13,573 01- |
| 10/19/09 | 1,050 000- | SOLD 1,050 SHS AT&T INC ON 10/14/2009 AT 25 82 THRU MORGAN KEEGAN COMMISSIONS PAID 63 00 EXPENSES PAID 0 70 | SELL | 27,047 30 | 42,869 02- |
| 10/19/09 | 2,325 000- | SOLD 2,325 SHS WAL-MART STORES INC ON 10/14/2009 AT 50 29 THRU MORGAN KEEGAN COMMISSIONS PAID 139 50 EXPENSES PAID 3 00 | SELL | 116,781 75 | 114,832 25- |
| 01/26/10 | 27,297 543- | SOLD 27,297 543 SHS FED TOTAL RTN BD SERS INSTL #328 ON 01/25/2010 AT 10 99 THRU FIDELITY STN FUNDS | SELL | 300,000 00 | 285,532 30- |
| 02/18/10 | 1,000 000- | SOLD 1,000 SHS BURLINGTON NORTHERN SANTA FE CORPORATION ON 02/18/2010 AT 100 00 CASH MERGER | SELL | 100,000 00 | 55,235 90- |
| 03/11/10 | 12,437 811- | SOLD 12,437 811 SHS PIMCO LOW DURATION II INSTL SHARES FUND #107 ON 03/10/2010 AT 10 05 THRU FIDELITY STN FUNDS | SELL | 125,000 00 | 124,875 61- |
| 03/25/10 | 2,500 000- | SOLD 2,500 SHS NATIONAL-OILWELL VARCO INC ON 03/22/2010 AT 42 50 THRU MORGAN KEEGAN COMMISSIONS PAID 150 00 EXPENSES PAID 1 35 | SELL | 106,098 65 | 110,318 25- |
| 03/25/10 | 200 000- | SOLD 200 SHS GOLDMAN SACHS GROUP INC ON 03/22/2010 AT 176 255 THRU MORGAN KEEGAN COMMISSIONS PAID 12 00 EXPENSES PAID 0 45 | SELL | 35,238 55 | 16,339 50- |
| 03/25/10 | 300 000- | SOLD 300 SHS AMGEN INC ON 03/22/2010 AT 60 3205 THRU MORGAN KEEGAN COMMISSIONS PAID 18 00 EXPENSES PAID 0 23 | SELL | 18,077 92 | 17,266 22- |
| 03/25/10 | 800 000- | SOLD 800 SHS JOHNSON & JOHNSON COM ON 03/22/2010 AT 65 34 THRU MORGAN KEEGAN COMMISSIONS PAID 48 00 EXPENSES PAID 0 67 | SELL | 52,223 33 | 49,062 75- |

Detail Transactions (Continued)

| Date | Quantity | Description | Transaction Type | Cash | Cost Basis |
|----------|--------------|---|------------------|------------|-------------|
| 03/25/10 | 625 000- | SOLD 625 SHS UNITED TECHNOLOGIES CORP COM ON 03/22/2010 AT 72 74 THRU MORGAN KEEGAN COMMISSIONS PAID 37 50 EXPENSES PAID 0 58 | SELL | 45,424 42 | 40,734 01- |
| 03/25/10 | 700 000- | SOLD 700 SHS MONSANTO CO ON 03/22/2010 AT 72 5629 THRU MORGAN KEEGAN COMMISSIONS PAID 42 00 EXPENSES PAID 0 65 | SELL | 50,751 38 | 55,176 10- |
| 03/25/10 | 375 000- | SOLD 375 SHS FPL GROUP INC ON 03/22/2010 AT 47 748 THRU MORGAN KEEGAN COMMISSIONS PAID 22 50 EXPENSES PAID 0 23 | SELL | 17,882 77 | 18,904 57- |
| 03/25/10 | 525 000- | SOLD 525 SHS SOUTHERN CO COM ON 03/22/2010 AT 33 08 THRU MORGAN KEEGAN COMMISSIONS PAID 31 50 EXPENSES PAID 0 23 | SELL | 17,335 27 | 15,815 71- |
| 03/25/10 | 3,000 000- | SOLD 3,000 SHS XILINX INC COM ON 03/22/2010 AT 27 0728 THRU MORGAN KEEGAN COMMISSIONS PAID 180 00 EXPENSES PAID 1 04 | SELL | 81,037 36 | 57,424 50- |
| 03/29/10 | 11,373 976- | SOLD 11,373 976 SHS FED TOTAL RTN BD SERS INSTL #328 ON 03/26/2010 AT 10 99 THRU FIDELITY STN FUNDS | SELL | 125,000 00 | 118,971 79- |
| 04/15/10 | 150,000 000- | MATURED 150,000 UNITS HSBC FINANCE CORP UNSECURED BOND 4 75% 04/15/2010 | MATURITY | 150,000 00 | 146,490 00- |
| 04/20/10 | 2,739 726- | SOLD 2,739 726 SHS ROYCE PREMIER FUND 426 INSTL SHS ON 04/19/2010 AT 18 25 THRU FIDELITY STN FUNDS | SELL | 50,000 00 | 49,260 27- |
| 04/21/10 | 930 000- | SOLD 930 SHS EXPRESS SCRIPTS, INC ON 04/16/2010 AT 100 5244 THRU MORGAN KEEGAN COMMISSIONS PAID 55 80 EXPENSES PAID 1 58 | SELL | 93,430 31 | 36,429 66- |
| 04/21/10 | 1,225 000- | SOLD 1,225 SHS CORNING INCORPORATED ON 04/16/2010 AT 19 90 THRU MORGAN KEEGAN COMMISSIONS PAID 73 50 EXPENSES PAID 0 42 | SELL | 24,303 58 | 19,272 68- |
| 04/21/10 | 725 000- | SOLD 725 SHS HEWLETT-PACKARD CO COM ON 04/16/2010 AT 53 81 THRU MORGAN KEEGAN COMMISSIONS PAID 43 50 EXPENSES PAID 0 66 | SELL | 38,968 09 | 29,853 76- |
| 04/21/10 | 1,700 000- | SOLD 1,700 SHS INTEL CORP COM ON 04/16/2010 AT 23 9218 THRU MORGAN KEEGAN COMMISSIONS PAID 102 00 EXPENSES PAID 0 69 | SELL | 40,564 37 | 44,001 48- |
| 04/21/10 | 1,400 000- | SOLD 1,400 SHS VALMONT INDUSTRIES, INC COMMON ON 04/16/2010 AT 83 1112 THRU MORGAN KEEGAN COMMISSIONS PAID 84 00 EXPENSES PAID 1 97 | SELL | 116,269 71 | 112,837 50- |
| 04/21/10 | 2,500 000- | SOLD 2,500 SHS ISHARES DOW JONES U S TELECOMMUNICATIONS SECTOR INDEX FUND SHRS ON 04/16/2010 AT 20 4202 THRU MORGAN KEEGAN COMMISSIONS PAID 150 00 EXPENSES PAID 0 87 | SELL | 50,899 63 | 73,942 25- |
| 04/21/10 | 2,000 000- | SOLD 2,000 SHS MCDONALDS CORP COM ON 04/16/2010 AT 68 88 THRU MORGAN KEEGAN COMMISSIONS PAID 120 00 EXPENSES PAID 2 33 | SELL | 137,637 67 | 99,912 84- |



Statement Of Account

Account Number 1035849803

September 01, 2009 To August 31, 2010

Detail Transactions (Continued)

| Date | Quantity | Description | Transaction Type | Cash | Cost Basis |
|-------------|--------------|--|------------------|--------------|---------------|
| 04/21/10 | 2,000 000- | SOLD 2,000 SHS QUEST DIAGNOSTICS INCORPORATED ON 04/16/2010 AT 58 2506 THRU MORGAN KEEGAN COMMISSIONS PAID 120 00 EXPENSES PAID 1 97 | SELL | 116,379 23 | 101,115 00- |
| 04/30/10 | 1 400 000- | SOLD 1,400 SHS TRANSOCEAN LTD ON 04/27/2010 AT 84 8784 THRU MORGAN KEEGAN COMMISSIONS PAID 70 00 EXPENSES PAID 2 01 | SELL | 118,757 75 | 65,391 25- |
| 04/30/10 | 2,000 000- | SOLD 2,000 SHS BAXTER INTERNATIONAL INC ON 04/27/2010 AT 47 198 THRU INSTINET A COMMISSIONS PAID 100 00 EXPENSES PAID 1 60 | SELL | 94,294 40 | 113 277 16- |
| 05/04/10 | 1,500 000- | SOLD 1,500 SHS ANADARKO PETROLEUM CORPORATION ON 04/29/2010 AT 67 3597 THRU NATIONAL FINANCIAL SERVICES COMMISSIONS PAID 75 00 EXPENSES PAID 1 70 | SELL | 100,962 85 | 74 561 10- |
| 06/15/10 | 200,000 000- | MATURED 200,000 UNITS GOLDMAN SACHS GROUP INC NOTE 4 5% 06/15/2010 | MATURITY | 200,000 00 | 192,854 00- |
| 07/01/10 | 75,000 000- | MATURED 75,000 UNITS WAL-MART STORES INC 4 125% 07/01/2010 | MATURITY | 75,000 00 | 76,650 00- |
| 08/03/10 | 17,761 989- | SOLD 17,761 989 SHS FED TOTAL RTN BD SERS INSTL #328 ON 08/02/2010 AT 11 26 THRU FIDELITY STN FUNDS | SELL | 200,000 00 | 185,790 41- |
| 08/03/10 | 9,823 183- | SOLD 9,823 183 SHS PIMCO LOW DURATION II INSTL SHARES FUND #107 ON 08/02/2010 AT 10 18 THRU FIDELITY STN FUNDS | SELL | 100,000 00 | 98,526 65- |
| 08/20/10 | 900 000- | SOLD 900 SHS NETFLIX INC ON 08/17/2010 AT 136 7233 THRU INSTINET A COMMISSIONS PAID 45 00 EXPENSES PAID 2 08 | SELL | 123,003 89 | 76,805 28- |
| 08/23/10 | 2,275 000- | SOLD 2,275 SHS KOHLS CORP COM ON 08/18/2010 AT 45 3759 THRU MORGAN KEEGAN COMMISSIONS PAID 113 75 EXPENSES PAID 1 75 | SELL | 103,114 67 | 111,485 19- |
| 08/23/10 | 3,000 000- | SOLD 3,000 SHS MEMC ELECTRONIC MATERIALS, INC COMMON ON 08/18/2010 AT 10 5642 THRU CITIGROUP GLOBAL MARKETS INC COMMISSIONS PAID 150 00 EXPENSES PAID 0 54 | SELL | 31,542 06 | 158 183 95- |
| Total Sales | | | | 3,456,061 35 | 3 190 023 25- |

net capital gain \$266,038.10

TOM RUSSELL CHARITABLE FOUNDATION, INC.

FORM 990PF FISCAL YEAR ENDED AUGUST 31, 2010

EIN 36-6082517

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, ETC.

| Name | Title, Avg hours devoted to position | Contributions to employee benefit plans | Expense Account other allowances | Compensation Director's Meeting Expense & Honorarium |
|---|--|---|--|--|
| Thomas A Hearn Two TransAm Plaza #200 Oakbrook Terrace, IL 60181 | Director President 10 75 hrs/mo | none | \$236 93 | \$22,384 30 |
| David S Lindquist Two TransAm Plaza #200 Oakbrook Terrace, IL 60181 | Director Vice President 12 75 hrs/mo | none | \$2,240 70 | \$14,342.30 |
| John L Bishop Two TransAm Plaza #200 Oakbrook Terrace, IL 60181 | Director Treasurer 12 75 hrs/mo | none | \$137 38 | \$14,342.30 |
| J Kirby Aiken Two TransAm Plaza #200 Oakbrook Terrace, IL 60181 | Director Secretary 10 17 hrs/mo | none | \$1,895 48 | \$14,342.30 |
| Crawford Crenshaw Two TransAm Plaza #200 Oakbrook Terrace, IL 60181 | Director 11 41 hrs/mo | none | \$1,349 56 | \$14,342.30 |
| Dan A Felson Two TransAm Plaza #200 Oakbrook Terrace, IL 60181 | Auxiliary Director 7 75 hrs/mo | none | \$137 38 | \$1,558 50 |
| | | | <u>\$5,997 43</u> | <u>\$81,312 00</u> |

Tom Russell Charitable Foundation, Inc.
36-6082517

Form 990 PF for fiscal year ending 8/31/2010

Schedule of Payments

**Fiscal Year Ending
8/31/2007**

| Recipient | Amount Paid |
|--|--------------------|
| Access Christian Academy 2883 Dartmouth Lane West Dundee, IL 60188 Christian school serving students with special needs/disabilities | \$ 5,000.00 |
| Alice Lloyd College 100 Purpose Road Pippa Passes, KY 41844 4-year liberal arts college serving Appalachia with work study program | \$ 20,000.00 |
| Babe Ruth League, Inc. 958 Camden Drive, P O Box 945 Newark, OH 43058-0945 Supervised baseball & fast-pitch softball competition for youth ages 5-18 | \$ 2,500.00 |
| Beacon Therapeutic School, Inc. d/b/a Beacon Therapeutic Diagnostic and Treatment Center 1912 West 103rd Street Chicago, IL 60643 Behavioral health & education services to high risk, multi-problem children, adolescents & their families | \$ 10,000.00 |
| Bridges of Norman, Inc. 1670 N. Stubbeman Norman, OK 73069 Provides student advocacy program for students attending high school in Norman, OK who are forced to live independently | \$ 10,000.00 |
| Calvary Temple of Naperville 9 S 200 South Route 59 Naperville, IL 60564 Educational opportunities for children attending Christian school Restricted to Calvary Christian School Building Program | \$ 5,000.00 |
| Capital Area Soccer League 3300 Women's Club Drive, Suite 1 Raleigh, NC 27612 Youth soccer teams Restricted to Need Based Scholarship | \$ 15,000.00 |
| Capital Area Soccer League 3300 Women's Club Drive, Suite 1 Raleigh, NC 27612 Youth soccer teams Restricted to IT and a new scheduling system | \$ 7,500.00 |

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| <p>Catholic Relief Services 228 W. Lexington St. Baltimore, MD 21201-3413 Assist the poor & those in need through Catholic agencies Restricted to Haiti relief efforts</p> | <p>\$ 4,000.00</p> |
| <p>Central Asia Institute P O Box 7209 Bozeman, MT 59771 Establishes schools & libraries in remote areas of Pakistan & Afghanistan</p> | <p>\$ 2,500.00</p> |
| <p>Cleveland County Family YMCA 1350 Lexington Avenue Norman, Oklahoma 73069 Provides educational & physical fitness programs to youth & adults</p> | <p>\$ 5,000.00</p> |
| <p>Donka, Inc. 400 North County Farm Road Wheaton, IL 60187 Computer training & assistive technology to disabled individuals to communicate, read, write & continue their education</p> | <p>\$ 26,000.00</p> |
| <p>Duke University 2127 Campus Drive Durham, North Carolina 27708-0600 University offering both undergraduate & graduate degrees Restricted to Engineering Alumni Council Student Projects Fund</p> | <p>\$ 5,000.00</p> |
| <p>DuPage Community Clinic P O Box 606, 1506 E Roosevelt Road Wheaton, IL 60189-0606 Free quality health care to low income, medically uninsured DuPage County children & adults</p> | <p>\$ 5,000.00</p> |
| <p>Emporia Rescue Mission 1028 Whittier Street, P O Box 901 Emporia, KS 66801 Provide temporary housing for men who would otherwise be homeless</p> | <p>\$ 12,000.00</p> |
| <p>Ecumenical Support Services for the Elderly - ESSE Center 515 South Wheaton Avenue Wheaton, IL 60187 Provides adult day care options for older adults & their families</p> | <p>\$ 5,000.00</p> |
| <p>Family Violence Prevention Center, Inc. 612 Wade Avenue Raleigh, NC 27605 Serves victims of domestic violence & sexual assault</p> | <p>\$ 5,000.00</p> |
| <p>4 Healthy Kids 2716 Glen Oaks Drive Norman, OK 73071 Create culture of physical fitness through promotion of athletics, healthy nutrition</p> | <p>\$ 25,000.00</p> |

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| Friends of the Mountains to Sea Trail | \$ | 20,000 00 |
| P O Box 10431 Raleigh, NC 27605 935 mile footpath, road & state bike trail across State of North Carolina | | |
| Gads Hill Center | \$ | 5,000.00 |
| 1919 West Cullerton St. Chicago, IL 60608-2697 Multi-service family resource organization serving Pilsen community | | |
| Growing Together Preschool | \$ | 20,000 00 |
| 3301 Boulder Court Raleigh, NC 27607 Provides preschool program in public housing complex | | |
| Hearts and Hands for Haiti | \$ | 10,000.00 |
| 2013 Midwood Drive Raleigh, NC 27604 Support for 3 elementary schools, a children's home, vocational center | | |
| Holy Family Academy | \$ | 5,000.00 |
| 2515 W Palatine Road Inverness, IL 60067 Elementary school offering a Catholic based education Restricted to the Building Fund | | |
| Hope Elementary Charter School | \$ | 25,000.00 |
| 1116 Blount Street Raleigh, NC 27604 K-5 elementary school offering well-rounded program to 110 students | | |
| Hope for Tomorrow, Inc. | \$ | 5,000.00 |
| 44 1/2 West Downer Place, Suite 39 Aurora, IL 60506 Provides clinical & spiritual guidance in connection with supportive housing to chronically substance abusing, chemically dependent individuals | | |
| Horn Creek Conference Grounds | \$ | 10,000 00 |
| 6758 County Road 130 Westcliffe, CO 81252 Christian overnight camp with lodging and dining facilities | | |
| Inter Faith Food Shuttle | \$ | 20,000.00 |
| 1001 Blair Drive, P O Box 14638 Raleigh, NC 27620 Provides day collection and distribution of perishable food Restricted to replenishing emergency reserve account | | |
| Ivymount School | \$ | 10,000 00 |
| 116 Seven Lock's Road Rockville, MD 20854 Private day school for special needs students ages 4-21 Restricted to the Model Asperger Program | | |

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|--|-------------|
| Jordan's Crossing, Inc. 301 SW 74th St. Oklahoma City, OK 73139 Provides treatment to women for drug and alcohol addiction to begin recovery | \$ 4,000.00 |
| Juvenile Protective Association 1707 North Halsted Chicago, IL 60614 Provides safety & emotional security for abused children | \$ 4,000.00 |
| The Leelanau Conservancy P O Box 1007 Leland, Michigan 49654 Foster preservation of open land, natural areas & wetlands in Leelanau County, MI Restricted to Leland Fund | \$ 5,000.00 |
| Metro Chicago Youth for Christ Juvenile Justice Ministries, 324 East Roosevelt Road Wheaton, IL 60187 Mentoring program for teens in criminal justice system & their peers | \$ 5,000.00 |
| North Carolina State University Foundation University Libraries, Campus Box 7111 Raleigh, NC 27695-7111 University offering both undergraduate & graduate degrees | \$ 2,500.00 |
| Neuroblastoma Children's Cancer Society P O Box 957672 Hoffman Estates, IL 60195 Promote research & provide support to children & their families who have been diagnosed with Neuroblastoma, a children's cancer | \$ 7,500.00 |
| Never Too Late, Inc. 8538 Tidewater Drive Indianapolis, IN 46236 Help elderly in nursing homes & assisted living facilities make their dreams & wishes come true | \$ 5,000.00 |
| Northern Illinois Food Bank 600 Industrial Drive St Charles, IL 60174-2484 Food distribution programs for 12 Northern Illinois counties | \$ 5,000.00 |
| Northern Illinois University Foundation c/o College of Business, Alumni & Corporate Relations Northern Illinois University DeKalb, IL 60115-2897 Public university offering both undergraduate & graduate degrees Restricted to Scholarship fund | \$ 5,000.00 |
| OKC Compassion, Inc. 1121 N. Pennsylvania Oklahoma City, OK 73107 Operates recovery houses for alcohol & drug programs or for individuals released from jail or prison | \$ 5,000.00 |

| | |
|--|--------------|
| Parents Helping Parents 3416 S. Boulevard Edmond, OK 73013 Provides assistance to parents dealing with youth with drug/alcohol abuse | \$ 3,000.00 |
| Pioneer Drum and Bugle Corps Inc. 4501 West Holt Avenue Milwaukee, WI 53219 Drum and bugle corps for youth Restricted to financial assistance to individual students | \$ 5,000.00 |
| Positive Tomorrows P O Box 61190 Oklahoma City, OK 73146-1190 Transitional center providing education & social services to children | \$ 12,000.00 |
| Raleigh Charter High School 1111 Haynes Street Raleigh, NC 27604-1454 Charter high school providing a quality college preparatory education Restricted to quest for new building | \$ 45,000.00 |
| Room to Read 111 Sutter Street, 16th Floor San Francisco, CA 94104 Establishes libraries & literature programs in developing countries | \$ 2,500.00 |
| Sigma Alpha Epsilon Foundation 7849 Stoneleigh Lane Cincinnati, OH 45255-2493 College fraternal organization Restricted to Ohio Epsilon Scholarship Fund | \$ 7,500.00 |
| Sigma Alpha Epsilon Foundation 7849 Stoneleigh Lane Cincinnati, OH 45255-2493 College fraternal organization Restricted to Ohio Epsilon House Renovation Fund | \$ 7,500.00 |
| Sigma Alpha Epsilon Foundation P O Box 3837, 1856 Sheridan Road Evanston, IL 60201-3837 College fraternal organization Restricted to Leadership School | \$ 5,000.00 |
| St. Joseph's Home for the Elderly Little Sisters of the Poor, 80 West Northwest Highway Palatine, IL 60067-3580 Retirement home for elderly offering permanent care & low-income independent living apartments | \$ 10,000.00 |
| Thomas Carr Howe High School Alumni Association P O Box 19832 Indianapolis, IN 46219-0832 Provides college scholarships to an Indianapolis High School Restricted to College Scholarship program | \$ 7,500.00 |

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|--|---------------|
| Urban Ministries of Wake County, Inc. P O Box 26476 Raleigh, NC 27611 Provides central place for people in financial crisis to come for help. | \$ 5,000.00 |
| Visitors with Vision 707 South Lombard Avenue Lombard, IL 60148 Outreach program for public aid recipients residing at nursing homes | \$ 2,500.00 |
| Western DuPage Special Recreation Association Foundation 116 N. Schmale Road Carol Stream, IL 60188-2103 Provides recreational programs for children, teens & adults with disabilities | \$ 5,000.00 |
| The Women's Treatment Center 140 N Ashland Avenue Chicago, IL 60607 Provides treatment for chemically dependent mothers and their children | \$ 5,000.00 |
| Young Life Chicagoland Humboldt Park Board, 943 Sanctuary Lane Naperville, IL 60540 Educational opportunities, job training, mentoring & counseling for teenagers | \$ 5,000.00 |
| | \$ 475,000.00 |

NOTE: The above grants are unrestricted unless stated otherwise