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

2010

Department of the Treasury  
Internal Revenue Service

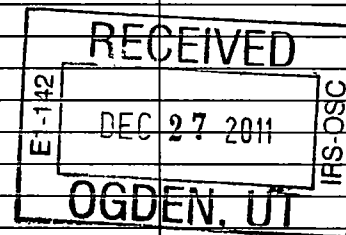
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning SEP 1, 2010, and ending AUG 31, 2011

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

Name of foundation <b>TOM RUSSELL CHARITABLE FOUNDATION, INC.</b>		A Employer identification number <b>36-6082517</b>
Number and street (or P O box number if mail is not delivered to street address) <b>55 WALLS DRIVE, SUITE 302</b>	Room/suite	B Telephone number <b>800-839-1754</b>
City or town, state, and ZIP code <b>FAIRFIELD, CT 06824</b>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>13,958,527.</b>	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"/>
(Part I, column (d) must be on cash basis)		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)
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		276.	276.		Statement 1
4 Dividends and interest from securities		280,448.	280,448.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		783,888.			
b Gross sales price for all assets on line 6a		5,029,871.			
7 Capital gain net income (from Part IV, line 2)			783,888.		
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		5,241.	5,241.	0.	Statement 3
12 Total. Add lines 1 through 11		1,069,853.	1,069,853.	0.	
13 Compensation of officers, directors, trustees, etc		82,932.	41,466.	0.	41,466.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		97,259.	19,452.	0.	77,807.
b Accounting fees Stmt 5		8,000.	1,600.	0.	6,400.
c Other professional fees					
17 Interest					
18 Taxes Stmt 6		18,878.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		9,934.	4,967.	0.	4,967.
22 Printing and publications					
23 Other expenses Stmt 7		65,549.	58,445.	0.	7,104.
24 Total operating and administrative expenses. Add lines 13 through 23		282,552.	125,930.	0.	137,744.
25 Contributions, gifts, grants paid		510,000.			510,000.
26 Total expenses and disbursements. Add lines 24 and 25		792,552.	125,930.	0.	647,744.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		277,301.			
b Net investment income (if negative, enter -0-)			943,923.		
c Adjusted net income (if negative enter -0-)				0.	



**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
<b>Assets</b>	1 Cash - non-interest-bearing	4,269.	2,398.	2,398.
	2 Savings and temporary cash investments	253,533.	239,651.	239,651.
	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	1,946.	3,793.	3,793.
	10a Investments - U.S. and state government obligations Stmt 8	774,473.	317,683.	317,683.
	b Investments - corporate stock Stmt 9	9,483,548.	11,377,292.	11,377,292.
	c Investments - corporate bonds Stmt 10	2,273,888.	1,999,533.	1,999,533.
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)	26,552.	18,177.	18,177.	
16 <b>Total assets</b> (to be completed by all filers)	12,818,209.	13,958,527.	13,958,527.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	9,155.	8,455.	
	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 ▶)	3,196.	0.	
23 <b>Total liabilities</b> (add lines 17 through 22)	12,351.	8,455.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31</b>			
	24 Unrestricted	12,805,858.	13,950,072.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b>	12,805,858.	13,950,072.		
31 <b>Total liabilities and net assets/fund balances</b>	12,818,209.	13,958,527.		

**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	12,805,858.
2 Enter amount from Part I, line 27a	2	277,301.
3 Other increases not included in line 2 (itemize) ▶ <b>FAIR VALUE ADJUSTMENT</b>	3	866,913.
4 Add lines 1, 2, and 3	4	13,950,072.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	13,950,072.

**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.)
<b>1a FIRST AMERICAN BANK - SEE ATTACHMENTS</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 5,029,871.</b>		<b>4,245,983.</b>	<b>783,888.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>783,888.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>783,888.</b>
<b>3</b> 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	<b>3</b>	<b>N/A</b>

**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))
2009	613,451.	13,346,822.	.045962
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.232311</b>
<b>3</b> 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	<b>3</b>	<b>.046462</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>14,906,186.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>692,571.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>9,439.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>702,010.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	<b>647,744.</b>

**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	18,878.
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	18,878.
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	18,878.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	20,500.	
b Exempt foreign organizations - tax withheld at source	6b	325.	
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	20,825.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	4.	
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	1,943.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 1,943. Refunded <input type="checkbox"/>	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 instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> IL		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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>DAVID S. LINDQUIST</u> Telephone no. ► <u>800-839-1754</u> Located at ► <u>55 WALLS DRIVE, SUITE 302, FAIRFIELD, CT</u> ZIP+4 ► <u>06824</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 ► 15   <u>N/A</u>			
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 <b>not</b> 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 2010 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 2010) <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 2010?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				
	0.00	82,932.	0.	7,972.

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

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

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

0

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,612,964.
b	Average of monthly cash balances	1b	491,735.
c	Fair market value of all other assets	1c	28,485.
d	<b>Total</b> (add lines 1a, b, and c)	1d	15,133,184.
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	15,133,184.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	226,998.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,906,186.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	745,309.

**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	745,309.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	18,878.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,878.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	726,431.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	726,431.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	726,431.

**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	647,744.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	647,744.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	647,744.

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				726,431.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			373,490.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 647,744.				
<b>a</b> Applied to 2009, but not more than line 2a			373,490.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				274,254.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				452,177.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				



**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)				
<b>a Paid during the year</b> <b>SEE ATTACHED SCHEDULE</b>	N/A	PUBLIC	RESTRICTED AND UNRESTRICTED GRANTS	510,000.
<b>Total</b>				<b>510,000.</b>
<b>b Approved for future payment</b>  None				
<b>Total</b>				<b>0.</b>





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

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Source	Amount
JP MORGAN CHASE	276.
Total to Form 990-PF, Part I, line 3, Column A	276.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDEND AND INTEREST INCOME	280,448.	0.	280,448.
Total to Fm 990-PF, Part I, ln 4	280,448.	0.	280,448.

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Form 990-PF Other Income Statement 3

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
MISCELLANEOUS INCOME	5,241.	5,241.	0.
Total to Form 990-PF, Part I, line 11	5,241.	5,241.	0.

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Form 990-PF Legal Fees Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL & ADMINISTRATIVE FEES	97,259.	19,452.	0.	77,807.
To Fm 990-PF, Pg 1, ln 16a	97,259.	19,452.	0.	77,807.

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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	18,553.	0.	0.	0.	
FOREIGN TAX	325.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	18,878.	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	53,085.	53,085.	0.	0.	
PAST SERVICE EXPENSE	6,520.	3,260.	0.	3,260.	
ASSOCIATION MEMBERSHIP	695.	100.	0.	595.	
MISCELLANEOUS	34.	17.	0.	17.	
ADMINISTRATIVE EXPENSES	3,965.	1,983.	0.	1,982.	
To Form 990-PF, Pg 1, ln 23	65,549.	58,445.	0.	7,104.	



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		317,683.	317,683.	
Total U.S. Government Obligations			317,683.	317,683.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			317,683.	317,683.	

Form 990-PF	Corporate Stock			Statement	9
Description			Book Value	Fair Market Value	
PER DETAIL FOLLOWING			11,377,292.	11,377,292.	
Total to Form 990-PF, Part II, line 10b			11,377,292.	11,377,292.	

Form 990-PF	Corporate Bonds			Statement	10
Description			Book Value	Fair Market Value	
PER DETAIL FOLLOWING			1,999,533.	1,999,533.	
Total to Form 990-PF, Part II, line 10c			1,999,533.	1,999,533.	

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	26,552.	18,177.	18,177.		
To Form 990-PF, Part II, line 15	26,552.	18,177.	18,177.		

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Form 990-PF	Grant Application Submission Information Part XV, Lines 2a through 2d	Statement 12
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Name and Address of Person to Whom Applications Should be Submitted

DAVID LINDQUIST, PRESIDENT, TOM RUSSELL CHARITABLE FOUNDATION, INC.  
55 WALLS DRIVE, SUITE 302  
FAIRFIELD, CT 06824

Telephone NumberForm 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.

Tom Russell Charitable Foundation, Inc  
Form 990 PF Fiscal Year Ended 8/31/2011  
EIN 36-6082517

## PART II - BALANCE SHEET - LINE 10b INVESTMENTS

Schedule of Corporate Stock as of end of fiscal year 8/31/2011

## FIRST AMERICAN BANK

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Description

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Common Stock	Shares	Market Value
Ablemarle Corporation	2,000 00	101,420 00
Accenture Plc	3,000 00	160,770 00
Agilent Technologies	3,800 00	140,106 00
Alcatel - Lucent	33,915 00	124,128 90
Allergan Inc	3,100 00	253,611 00
Amazon com Inc.	755 00	162,498 65
Apple Inc	800 00	307,864 00
Baker Hughes Inc.	1,200.00	73,332 00
Boeing Co	1,536.00	102,696 96
Check Point Software Technologies Ltd	3,500.00	190,540.00
Chubb Corp	2,450.00	151,630 50
Cisco Sys Inc	10,500.00	164,535 00
Coach Inc.	3,600.00	202,392.00
Costco Whsl Corp	2,500.00	196,350 00
Covidien Plc	3,200.00	166,976 00
CVS/Caremark Corp	4,000 00	143,640 00
Danaher Corporation	4,000 00	183,240 00
Emerson Elec Co	1,500 00	69,825 00
Energizer Hldgs Inc	1,800.00	135,864.00
Exxon Mobile Corp	2,175 00	160,993 50
General Elec Co	11,000 00	179,410 00
Gilead Sciences Inc	4,085 00	162,930 23
Goldman Sachs Group Inc	1,575 00	183,046.50
Illumina, Inc	3,000 00	156,300 00
Johnson Controls, Inc.	2,616.00	83,398 08
Joy Global Inc	1,800.00	150,210.00
JP Morgan Chase & Company	6,750 00	253,530.00
Lazard Ltd.	5,050 00	147,308.50
Lowes Cos Inc	5,500 00	109,615.00
Marathon Oil Corp	4,500 00	121,140.00
Marriott Intl Inc	3,600 00	105,408 00
Microsoft Corp	6,300 00	167,580 00
National-Oilwell Varco Inc	2,500.00	165,300 00
Northern Trust Corporation	2,500 00	96,050 00
Occidental Pete Corp	1,590 00	137,916 60
Oracle Corp	9,000.00	252,630 00
Panera Bread Company	1,600 00	184,240 00
PNC Financial Services Group	2,825.00	141,645 50
Praxair Inc	1,325.00	130,499 25
Precision Castparts Corp	1,000.00	163,850.00
Proctor & Gamble Co	2,100.00	133,728 00
Qualcomm Inc	4,600 00	236,716 00
Schlumberger Ltd	2,540 00	198,424 80
Union Pac Corp	1,140 00	105,073 80
Visa Inc	1,650.00	145,002 00

Tom Russell Charitable Foundation, Inc.

Mutual Funds

Federated Index Tr Mid-cap Fund #151	8,490.16	177,359.36
Templeton Inst. Fds Inc For. Equity Ser #454	85,445.981	1,602,966.60
Royce Premier Fund 426 Instl Shs	121,996.120	<u>2,493,600.69</u>

TOTAL OF CORPORATE STOCKS AS OF END OF FISCAL YEAR ENDED 8/31/2011		<u><u>11,377,292.42</u></u>
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PART II - BALANCE SHEET - LINE 10c - INVESTMENTS

Schedule - Corporate Bonds - end of fiscal year 8/31/2011

FIRST AMERICAN BANK

<u>Description</u>	<u>Face Amount</u>	<u>Market Value</u>
Abbott Labs 5 15% 11/30/2012	75,000.00	79,372.50
Allstate Corp 5% 8/15/2014	75,000.00	82,012.50
Caterpillar Financial Svcs Corp 6.125% 2/17/2014	200,000.00	224,318.00
IBM Corp 4 75% 77/29/2012	75,000.00	78,918.00
Johnson & Johnson 5.55% 8/15/2017	75,000.00	90,437.25
Merck & Co Inc 4 75% 3/1/2015	50,000.00	56,532.00
Target Corp 5 875% 7/15/2016	75,000.00	88,759.50
3M Company 4.375% 8/15/2013	50,000.00	53,831.50
Wachovia Corporation 5.625% 10/15/2016	75,000.00	82,125.00

Bond Mutual Funds

24,837.625 units PIMCO Short Term Institutional	24,837.625	244,153.85
51,859.498 units of Fed Total Rtn Bd Fund Series Instl #328	51,859.498	587,049.52
33,169.130 units PIMCO Low Duration II Instl Shares	33,169.130	<u>332,022.99</u>

TOTAL LINE 10C INVESTMENTS

1,999,532.61

TOM RUSSELL CHARITABLE FOUNDATION, INC.

990 PF FOR THE FISCAL YEAR ENDING 8/31/11

EIN #36-6082517

PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME  
Schedule of Securities sold during the fiscal year ending 8/31/2011

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>
28 to 31	Long and Short Term gain/loss	4,245,983 31	5,029,871 35	783,888 04
		<u>4,245,983 31</u>	<u>5,029,871.35</u>	<u>783,888 04</u>

Account Number 1035849803  
September 01 2010 To August 31, 2011

**Detail Transactions ( Continued )**

Date	Quantity	Description	Transaction Type	Cash	Cost Basis
07/08/11	2,228 164	PURCHASED 2,228 164 SHS FED TOTAL RTN BD SERS INSTL #328 ON 07/07/2011 AT 11 22 THRU FIDELITY STN FUNDS	BUY	25,000 00-	25,000 00
07/08/11	2,525 252	PURCHASED 2,525 252 SHS PIMCO SHORT TERM INSTITUTIONAL ON 07/07/2011 AT 9 90 THRU FIDELITY STN FUNDS	BUY	25,000 00-	25,000 00
07/12/11	200 000	PURCHASED 200 SHS MARRIOTT INTL INC CL A ON 07/07/2011 AT 37 2333 THRU MORGAN KEEGAN COMMISSIONS PAID 12 00	BUY	7,458 66-	7,458 66
07/12/11	150 000	PURCHASED 150 SHS UNION PAC CORP COM ON 07/07/2011 AT 105 90 THRU MORGAN KEEGAN COMMISSIONS PAID 9 00	BUY	15,894 00-	15,894 00
07/12/11	250 000	PURCHASED 250 SHS BOEING CO COM ON 07/07/2011 AT 75 26 THRU MORGAN KEEGAN COMMISSIONS PAID 15 00	BUY	18,830 00-	18,830 00
Total Purchases				4 541 813 88	4 541,813 88
Sales					
09/14/10	3,000 000-	SOLD 3,000 SHS MEDTRONIC INC COM ON 09/09/2010 AT 32 85 THRU MORGAN KEEGAN COMMISSIONS PAID 180 00 EXPENSES PAID 1 67	SELL	98,368 33	139,175 55-
09/14/10	10,000 000-	SOLD 10,000 SHS APPLIED MATLS INC COM ON 09/09/2010 AT 10 7911 THRU INSTINET A COMMISSIONS PAID 500 00 EXPENSES PAID 1 83	SELL	107,409 17	118,239 60-
09/28/10	1,250 000-	SOLD 1,250 SHS APACHE CORPORATION ON 09/23/2010 AT 95 5231 THRU CITIGROUP GLOBAL MARKETS INC COMMISSIONS PAID 62 50 EXPENSES PAID 2 02	SELL	119,339 36	111,414 18-
09/28/10	600 000-	SOLD 600 SHS DRIL-QUIP INC ON 09/23/2010 AT 60 22 THRU MORGAN KEEGAN EXPENSES PAID 0 62	SELL	36,131 38	39,042 66-
09/28/10	300 000-	SOLD 300 SHS FMC TECHNOLOGIES INC COMMON ON 09/23/2010 AT 65 4445 THRU KEEFE BRUYETTE WOODS COMMISSIONS PAID 15 00 EXPENSES PAID 0 34	SELL	19,618 01	16,282 50-
09/28/10	500 000-	SOLD 500 SHS CME GROUP INC COMMON ON 09/23/2010 AT 263 9587 THRU MORGAN KEEGAN COMMISSIONS PAID 30 00 EXPENSES PAID 2 23	SELL	131,947 12	199,288 01-
10/21/10	874 125-	SOLD 874 125 SHS FED TOTAL RTN BD SERS INSTL #328 ON 10/20/2010 AT 11 44 THRU FIDELITY STN FUNDS	SELL	10,000 00	9,414 33-
10/22/10	1,900 000-	SOLD 1,900 SHS FMC TECHNOLOGIES INC COMMON ON 10/19/2010 AT 69 6238 THRU MORGAN KEEGAN COMMISSIONS PAID 114 00 EXPENSES PAID 2 24	SELL	132,168 98	62,180 63-
10/22/10	250 000-	SOLD 250 SHS VISA INC COMMON - CLASS A ON 10/19/2010 AT 77 2848 THRU MORGAN KEEGAN COMMISSIONS PAID 15 00 EXPENSES PAID 0 33	SELL	19,305 87	18,405 13-

**Detail Transactions ( Continued )**

Date	Quantity	Description	Transaction Type	Cash	Cost Basis
10/22/10	3,000 000-	SOLD 3,000 SHS KINETIC CONCEPTS INC ON 10/19/2010 AT 35 2715 THRU CITIGROUP GLOBAL MARKETS INC COMMISSIONS PAID 150 00 EXPENSES PAID 1 79	SELL	105,662 71	115,176 30-
10/22/10	1,000 000-	SOLD 1,000 SHS DISNEY WALT CO COM ON 10/19/2010 AT 34 0409 THRU MORGAN KEEGAN COMMISSIONS PAID 60 00 EXPENSES PAID 0 58	SELL	33,980 32	29,330 22-
10/25/10	6,100 000-	SOLD 6,100 SHS WELLS FARGO & COMPANY COMMON ON 10/20/2010 AT 24 4453 THRU CITIGROUP GLOBAL MARKETS INC COMMISSIONS PAID 305 00 EXPENSES PAID 2 52	SELL	148,808 81	159,851 33-
11/18/10	500 000-	SOLD 500 SHS CUMMINS INC COMMON ON 11/15/2010 AT 93 87 THRU MORGAN KEEGAN COMMISSIONS PAID 30 00 EXPENSES PAID 0 80	SELL	46,904 20	24,523 40-
11/18/10	500 000-	SOLD 500 SHS ORACLE CORP COM ON 11/15/2010 AT 28 491 THRU MORGAN KEEGAN COMMISSIONS PAID 30 00 EXPENSES PAID 0 25	SELL	14,215 25	12,859 95-
11/18/10	250 000-	SOLD 250 SHS IBM CORP INTERNATIONAL BUSINESS MACHS COM ON 11/15/2010 AT 144 2415 THRU MORGAN KEEGAN COMMISSIONS PAID 15 00 EXPENSES PAID 0 61	SELL	36,044 76	30,120 08-
12/10/10	3,200 000-	SOLD 3,200 SHS TEVA PHARMACEUTICAL INDUSTRIES LTD- ISRAELI-SPONSORED ADR ON 12/07/2010 AT 48 5116 THRU MORGAN KEEGAN COMMISSIONS PAID 192 00 EXPENSES PAID 2 62	SELL	155,042 50	199,968 00-
12/28/10	11,915 468-	SOLD 11,915 468 SHS FED TOTAL RTN BD SERS INSTL #328 ON 12/27/2010 AT 11 12 THRU FIDELITY STN FUNDS	SELL	132,500 00	128,329 59-
12/28/10	6,723 618-	SOLD 6,723 618 SHS PIMCO LOW DURATION II INSTL SHARES FUND #107 ON 12/27/2010 AT 9 95 THRU FIDELITY STN FUNDS	SELL	66,900 00	68,446 43-
01/18/11	100,000 000-	MATURED 100,000 UNITS CITIGROUP INC 6 5% 01/18/2011	MATURITY	100,000 00	101 192 00-
01/25/11	400 000-	SOLD 400 SHS CHUBB CORP COM ON 01/20/2011 AT 58 0044 THRU MORGAN KEEGAN COMMISSIONS PAID 24 00 EXPENSES PAID 0 44	SELL	23,177 32	21,220 84-
01/25/11	400 000-	SOLD 400 SHS NETFLIX INC ON 01/20/2011 AT 187 2909 THRU INSTINET A COMMISSIONS PAID 20 00 EXPENSES PAID 1 44	SELL	74,894 92	34,135 68-
01/25/11	2,200 000-	SOLD 2,200 SHS DRIL-QUIP INC ON 01/20/2011 AT 73 7684 THRU NATIONAL FINANCIAL SERVICES COMMISSIONS PAID 110 00 EXPENSES PAID 3 04	SELL	162,177 44	143,156 42-
01/27/11	37,359 900-	SOLD 37,359 9 SHS LAZARD EMERGING MARKETS PORTFOLIO INSTITUTIONAL ON 01/26/2011 AT 21 32 THRU FIDELITY STN FUNDS	SELL	796,513 06	600,000 00-
02/04/11	200,000 000-	MATURED 200,000 UNITS FEDERAL HOME LOAN BANK FHLB BOND 4 85% 02/04/2011	MATURITY	200,000 00	198,868 00-



**Detail Transactions ( Continued )**

Date	Quantity	Description	Transaction Type	Cash	Cost Basis
02/17/11	410 000-	SOLD 410 SHS OCCIDENTAL PETE CORP DEL COM ON 02/14/2011 AT 100 8514 THRU KEEFE BRUYETTE WOODS COMMISSIONS PAID 20 50 EXPENSES PAID 0 80	SELL	41,327 77	33,021 77-
02/17/11	2,300 000-	SOLD 2,300 SHS PEPSICO INC COM ON 02/14/2011 AT 63 2801 THRU J P MORGAN SECURITIES INC COMMISSIONS PAID 115 00 EXPENSES PAID 2 80	SELL	145,426 43	51,473 04-
02/17/11	3,600 000-	SOLD 3,600 SHS ROCHE HOLDINGS LTD - SPONS ADR ON 02/14/2011 AT 36 2829 THRU KEEFE BRUYETTE WOODS COMMISSIONS PAID 180 00 EXPENSES PAID 2 51	SELL	130,435 93	133,263 36-
02/17/11	270 000-	SOLD 270 SHS SCHLUMBERGER LTD COM ON 02/14/2011 AT 91 5992 THRU INSTINET A COMMISSIONS PAID 13 50 EXPENSES PAID 0 48	SELL	24,717 81	21,179 85-
02/17/11	2,300 000-	SOLD 2,300 SHS ABBOTT LABS ON 02/14/2011 AT 45 8911 THRU INSTINET A COMMISSIONS PAID 115 00 EXPENSES PAID 2 03	SELL	105,432 50	120,613 36-
02/25/11	800 000-	SOLD 800 SHS IBM CORP INTERNATIONAL BUSINESS MACHS COM ON 02/22/2011 AT 162 3108 THRU J P MORGAN SECURITIES INC COMMISSIONS PAID 40 00 EXPENSES PAID 2 50	SELL	129,806 14	72,411 53-
03/07/11	300 000-	SOLD 300 SHS NETFLIX INC ON 03/02/2011 AT 202 85 THRU MORGAN KEEGAN COMMISSIONS PAID 18 00 EXPENSES PAID 1 17	SELL	60,835 83	25,601 76-
03/11/11	700 000-	SOLD 700 SHS NETFLIX INC ON 03/08/2011 AT 196 4764 THRU INSTINET A COMMISSIONS PAID 35 00 EXPENSES PAID 2 65	SELL	137,495 83	59,737 44-
03/15/11	2,000 000-	SOLD 2,000 SHS FREEPORT-MCMORAN COPPER 7 GOCL B ON 03/10/2011 AT 47 10 THRU MORGAN KEEGAN COMMISSIONS PAID 120 00 EXPENSES PAID 1 81	SELL	94,078 19	49,823 11-
04/05/11	1,520 000-	SOLD 1,520 SHS CAMERON INTERNATIONAL CORP COMMON ON 03/31/2011 AT 57 3763 THRU MERRILL LYNCH, PIERCE, FENNER COMMISSIONS PAID 76 00 EXPENSES PAID 1 68	SELL	87,134 30	69,850 38-
05/23/11	2,780 000-	SOLD 2,780 SHS CAMERON INTERNATIONAL CORP COMMON ON 05/18/2011 AT 47 8657 THRU NATIONAL FINANCIAL SERVICES COMMISSIONS PAID 139 00 EXPENSES PAID 2 56	SELL	132,925 08	119,116 33-
05/23/11	150 000-	SOLD 150 SHS CHUBB CORP COM ON 05/18/2011 AT 65 4183 THRU INSTINET A COMMISSIONS PAID 7 50 EXPENSES PAID 0 19	SELL	9,805 05	7,957 82-
05/23/11	800 000-	SOLD 800 SHS CUMMINS INC COMMON ON 05/18/2011 AT 106 9802 THRU J P MORGAN SECURITIES INC COMMISSIONS PAID 32 00 EXPENSES PAID 1 65	SELL	85,550 51	39,237 44-

## Detail Transactions ( Continued )

Date	Quantity	Description	Transaction Type	Cash	Cost Basis
05/23/11	650 000-	SOLD 650 SHS DEERE & CO COM ON 05/18/2011 AT 85 054 THRU J P MORGAN SECURITIES INC COMMISSIONS PAID 26 00 EXPENSES PAID 1 06	SELL	55,258 04	51 732 20-
05/23/11	3,000 000-	SOLD 3,000 SHS DISNEY WALT CO COM ON 05/18/2011 AT 40 9651 THRU MERRILL LYNCH, PIERCE, FENNER COMMISSIONS PAID 150 00 EXPENSES PAID 2 36	SELL	122,742 94	51,345 90-
05/23/11	300 000-	SOLD 300 SHS PANERA BREAD COMPANY COMMON - CLASS A ON 05/18/2011 AT 121 657 THRU INSTINET A COMMISSIONS PAID 15 00 EXPENSES PAID 0 70	SELL	36,481 40	23,788 35-
05/23/11	350 000-	SOLD 350 SHS PRECISION CASTPARTS CORP COMMON ON 05/18/2011 AT 153 8451 THRU INSTINET A COMMISSIONS PAID 17 50 EXPENSES PAID 1 03	SELL	53,827 25	38,312 02-
05/31/11	1,100 000-	SOLD 1,100 SHS CUMMINS INC COMMON ON 05/25/2011 AT 103 0309 THRU MORGAN KEEGAN COMMISSIONS PAID 66 00 EXPENSES PAID 2 18	SELL	113,265 81	53,951 48-
06/02/11	1,350 000-	SOLD 1,350 SHS DEERE & CO COM ON 05/27/2011 AT 86 0278 THRU MORGAN KEEGAN COMMISSIONS PAID 81 00 EXPENSES PAID 2 23	SELL	116,054 30	80,457 90-
06/15/11	200,000 000-	MATURED 200,000 UNITS HSBC FINANCE CORP BOND 5 6% 06/15/2011	MATURITY	200,000 00	199,908 00-
06/30/11	250,000 000-	MATURED 250,000 UNITS US TREASURY NOTE 5 125% 06/30/2011	MATURITY	250,000 00	250,683 59-
07/07/11	400 000-	SOLD 400 SHS COACH INC ON 07/01/2011 AT 66 11 THRU MORGAN KEEGAN COMMISSIONS PAID 24 00 EXPENSES PAID 0 51	SELL	26,419 49	15,304 00-
07/07/11	100 000-	SOLD 100 SHS PANERA BREAD COMPANY COMMON - CLASS A ON 07/01/2011 AT 130 24 THRU MORGAN KEEGAN COMMISSIONS PAID 10 00 EXPENSES PAID 0 26	SELL	13,013 74	7,929 45-
07/20/11	2,250 000-	SOLD 2,250 SHS MARATHON PETROLEUM CORP-W/I ON 07/15/2011 AT 38 5963 THRU MORGAN STANLEY DEAN WITTER COMMISSIONS PAID 112 50 EXPENSES PAID 1 67	SELL	86,727 50	88,662 40-
Total Sales				5,029,871 35	4,245 983 31

Net capital gains

\$783,888.04

# TOM' RUSSELL CHARITABLE FOUNDATION, INC.

FORM 990PF FISCAL YEAR ENDED AUGUST 31, 2011

EIN 36-6082517

## PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, ETC.

<u>Name</u>	<u>Title, Avg hours devoted to position</u>	<u>Contributions to employee benefit plans</u>	<u>Expense Account other allowances</u>	<u>Compensation Director's Meeting Expense &amp; Honorarium</u>
Thomas A Hearn 55 Walls Dr , Suite 302 Fairfield, CT 06824	Director President 10 75 hrs/mo	none	\$241.27	\$22,830.79
David S Lindquist 55 Walls Dr , Suite 302 Fairfield, CT 06824	Director Vice President 20 667 hrs/mo	none	\$2,990.62	\$14,627.95
John L Bishop 55 Walls Dr , Suite 302 Fairfield, CT 06824	Director Treasurer 13 333 hrs/mo	none	\$928.88	\$14,627 95
J Kirby Aiken 55 Walls Dr , Suite 302 Fairfield, CT 06824	Director Secretary 10 833 hrs/mo	none	\$1,810.48	\$14,627.95
Crawford Crenshaw 55 Walls Dr , Suite 302 Fairfield, CT 06824	Director 12 083 hrs/mo	none	\$1,864 70	\$14,627 95
Dan A Felson 55 Walls Dr , Suite 302 Fairfield, CT 06824	Auxiliary Director 7 583 hr/mo	none	\$136 48	\$1,589.67
			<u>\$7,972 43</u>	<u>\$82,932 26</u>

**Tom Russell Charitable Foundation, Inc.**

36-6082517

**Form 990 PF for fiscal year ending 8/31/2011****Schedule of Payments**

<b>Recipient</b>	<b>Fiscal Year Ending 08/31</b>	<b>Amount Paid</b>
<b>Alice Lloyd College</b> 100 Purpose Road Pippa Passes, KY 41844 4-year liberal arts college serving Appalachia with work study program		\$ 20,000.00
<b>Back Bay Mission</b> 1012 Division Street Biloxi, MS 39530 Community ministry serving the Mississippi Gulf coast		\$ 5,000.00
<b>Beacon Therapeutic School, Inc.</b> 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
<b>Bridges of Norman, Inc.</b> 1670 N. Stubbeman Norman, OK 73069 Provides student advocacy program for students attending high school in Norman, OK who are forced to live independently		\$ 7,500.00
<b>Calvary Temple of Naperville</b> 9 S 200 South Route 59 Naperville, IL 60564 Educational opportunities for children attending Christian school Restricted to Calvary Christian School Building Program		\$ 9,000.00
<b>Capital Area Soccer League</b> 3300 Women's Club Drive, Suite 1 Raleigh, NC 27612 Youth soccer teams Restricted to Need Based Scholarship		\$ 15,000.00
<b>Capital Area Soccer League</b> 3300 Women's Club Drive, Suite 1 Raleigh, NC 27612 Youth soccer teams Restricted to technology initiatives		\$ 10,000.00
<b>Capital Area Soccer League</b> 3300 Women's Club Drive, Suite 1 Raleigh, NC 27612 Youth soccer teams		\$ 5,000.00

<b>Cleveland County Family YMCA</b> 1350 Lexington Avenue Norman, Oklahoma 73069 Provides educational & physical fitness programs to youth & adults Restricted to 4 Healthy Kids program	\$	25,000.00
<b>Cleveland County Family YMCA</b> 1350 Lexington Avenue Norman, Oklahoma 73069 Provides educational & physical fitness programs to youth & adults	\$	5,000.00
<b>Cleveland Rowing Foundation</b> 1785 Merwin Avenue Cleveland, OH 44113 Promotes and shares athletic, health, educational & societal benefits of rowing. Operates boathouse in Ohio Restricted to Cleveland Metropolitan School District Rows Program	\$	5,000.00
<b>Colts Youth Organization</b> P O Box 515 Dubuque, IA 52004 Drum and bugle Corps for children ages 11-17 Restricted to drum and bugle corps student scholarships	\$	5,000.00
<b>Donka, Inc.</b> 400 North County Farm Road Wheaton, IL 60187 Computer training & assistive technology to disabled individuals to communicate, read, write & continue their education Restricted to purchase & installation of new computer equipment	\$	10,000.00
<b>Donka, Inc.</b> 400 North County Farm Road Wheaton, IL 60187 Computer training & assistive technology to disabled individuals to communicate, read, write & continue their education	\$	26,000.00
<b>DuPage Community Clinic</b> 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	\$	5,000.00
<b>Emporia Rescue Mission</b> 1028 Whittier Street, P O Box 901 Emporia, KS 66801 Provide temporary housing for men who would otherwise be homeless	\$	12,000.00
<b>Ecumenical Support Services for the Elderly - ESSE Center</b> 515 South Wheaton Avenue Wheaton, IL 60187 Provides adult day care options for older adults & their families	\$	5,000.00
<b>Family Violence Prevention Center, Inc.</b> 612 Wade Avenue Raleigh, NC 27605 Serves victims of domestic violence & sexual assault	\$	7,500.00

<b>Friends of the Mountains to Sea Trail</b> P O Box 10431 Raleigh, NC 27605 935 mile footpath, road & state bike trail across State of North Carolina	\$	25,000.00
<b>Gads Hill Center</b> 1919 West Cullerton St. Chicago, IL 60608-2697 Multi-service family resource organization serving Pilsen community	\$	5,000.00
<b>Growing Together Preschool</b> 3301 Boulder Court Raleigh, NC 27607 Provides preschool program in public housing complex	\$	10,000.00
<b>Hearts and Hands for Haiti</b> 2013 Midwood Drive Raleigh, NC 27604 Support for 3 elementary schools, a children's home, vocational center in Haiti	\$	10,000.00
<b>Henderson Collegiate</b> 906 Health Center Road Henderson, NC 27536 Public charter school for grades 4-8	\$	5,000.00
<b>Holy Family Academy</b> 2515 W. Palatine Road Inverness, IL 60067 Elementary school offering a Catholic based education Restricted to the Building Fund	\$	5,000.00
<b>Hope Elementary Charter School</b> 1116 Blount Street Raleigh, NC 27604 K-5 elementary school offering well-rounded program to 110 students	\$	15,000.00
<b>Hope for Tomorrow, Inc.</b> 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	\$	10,000.00
<b>Hope for Tomorrow, Inc.</b> 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	\$	5,000.00
<b>Horn Creek Conference Grounds</b> 6758 County Road 130 Westcliffe, CO 81252 Christian overnight camp with lodging and dining facilities	\$	20,000.00
<b>Horn Creek Conference Grounds</b> 6758 County Road 130 Westcliffe, CO 81252 Christian overnight camp with lodging and dining facilities	\$	5,000.00

<b>Inter Faith Food Shuttle</b> 1001 Blair Drive, P O Box 14638 Raleigh, NC 27620 Provides day collection and distribution of perishable food	\$ 20,000.00
<b>Jordan's Crossing, Inc.</b> 301 SW 74th St. Oklahoma City, OK 73139 Provides treatment to women for drug and alcohol addiction to begin recovery	\$ 3,000.00
<b>Juvenile Protective Association</b> 1707 North Halsted Chicago, IL 60614 Provides safety & emotional security for abused children	\$ 5,000.00
<b>The Leelanau Conservancy</b> 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
<b>Metro Chicago Youth for Christ</b> Juvenile Justice Ministries, 324 East Roosevelt Road Wheaton, IL 60187 Mentoring program for teens in criminal justice system & their peers	\$ 5,000.00
<b>National Association for Down Syndrome</b> P O Box 206 Wilmette, IL 60091 Provides information, support & advocacy for Down Syndrome families	\$ 5,000.00
<b>National Disaster Search Dog Foundation</b> 501 E. Ojai Avenue Ojai, CA 93023 Recruit rescued dogs for training as disaster search dogs	\$ 7,500.00
<b>Neuroblastoma Children's Cancer Society</b> 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
<b>Northern Illinois Food Bank</b> 600 Industrial Drive St. Charles, IL 60174-2484 Food distribution programs for 12 Northern Illinois counties	\$ 10,000.00
<b>Northern Illinois University Foundation</b> 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
<b>OKC Compassion, Inc.</b> 1121 N. Pennsylvania Oklahoma City, OK 73107 Operates recovery houses for alcohol & drug programs or for individuals released from jail or prison	\$ 2,500.00

<b>Oklahoma City National Memorial</b> 620 North Harvey Oklahoma City, OK 73102-3032 Owns & operates national memorial & museum	\$	2,500.00
<b>Oklahoma Humane Society</b> 9300 North May, Ste 400-281 Oklahoma City, OK 73120 Promotes well being of animals	\$	2,500.00
<b>Parents Helping Parents</b> 3416 S. Boulevard Edmond, OK 73013 Provides assistance to parents dealing with youth with drug/alcohol abuse	\$	2,500.00
<b>Pawprints On the Heartland</b> P O Box 644 Pittsburg, KS 66762 Operates rescue & homeless shelter for pets.	\$	2,500.00
<b>Positive Tomorrows</b> P O Box 61190 Oklahoma City, OK 73146-1190 Transitional center providing education & social services to children	\$	10,000.00
<b>Raleigh Charter High School</b> 1307 Glenwood Ave. Raleigh, NC 27605 Charter high school providing a quality college preparatory education Restricted to quest for new building	\$	45,000.00
<b>Room to Read</b> 111 Sutter Street, 16th Floor San Francisco, CA 94104 Establishes libraries & literature programs in developing countries	\$	5,000.00
<b>Sigma Alpha Epsilon Foundation</b> 7849 Stoneleigh Lane Cincinnati, OH 45255-2493 College fraternal organization Restricted to Ohio Epsilon Scholarship Fund	\$	15,000.00
<b>Sigma Alpha Epsilon Foundation</b> P O Box 3837, 1856 Sheridan Road Evanston, IL 60201-3837 College fraternal organization Restricted to Leadership School	\$	5,000.00
<b>St. Joseph's Home for the Elderly</b> 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
<b>Thomas Carr Howe High School Alumni Association</b> P O Box 19832 Indianapolis, IN 46219-0832 Provides college scholarships to an Indianapolis High School Restricted to College Scholarship program	\$	10,000.00



<b>Urban Ministries of Wake County, Inc.</b> P O Box 26476 Raleigh, NC 27611 Provides central place for people in financial crisis to come for help.	\$	7,500.00
<b>Western DuPage Special Recreation Association Foundation</b> 116 N. Schmale Road Carol Stream, IL 60188-2103 Provides recreational programs for children, teens & adults with disabilities	\$	5,000.00
<b>The Women's Treatment Center</b> 140 N. Ashland Avenue Chicago, IL 60607 Provides treatment for chemically dependent mothers and their children	\$	5,000.00
<b>Young Life Chicagoland</b> Humboldt Park Board, 943 Sanctuary Lane Naperville, IL 60540 Educational opportunities, job training, mentoring & counseling for teenagers	\$	5,000.00
		<hr/>
	\$	510,000.00

NOTE: The above grants are unrestricted unless stated otherwise