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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2011**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2011 or tax year beginning****09/01, 2011, and ending****08/31, 2012**

Name of foundation

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

A Employer identification number

59-2486579

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 803878

Room/suite

B Telephone number (see instructions)

(312) 630-6000

City or town, state, and ZIP code

CHICAGO, IL 60680

C If exemption application is pending, check here ☐**G** Check all that apply:☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end

of year (from Part II, col. (c), line

16) **\$** 15,365,778.**J** Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	630,603.	630,476.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	249,119.			
b Gross sales price for all assets on line 6a	2,765,686.			
7 Capital gain net income (from Part IV, line 2)		249,119.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	879,722.	879,595.		
13 Compensation of officers, directors, trustees, etc.	169,071.	71,164.		97,907.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	12,410.			12,410.
b Accounting fees (attach schedule) STMT 2	2,300.	1,150.	NONE	1,150.
c Other professional fees (attach schedule) STMT 3	8,843.	8,843.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	21,817.	10,664.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	870.	NONE	NONE	870.
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	215,311.	91,821.	NONE	112,337.
25 Contributions, gifts, grants paid	893,000.			893,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,108,311.	91,821.	NONE	1,005,337.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-228,589.			
b Net investment income (if negative, enter -0-)		787,774.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	400,959.	234,884.	234,884.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . STMT 5 .	7,026,302.	7,913,598.	8,335,787.
	c	Investments - corporate bonds (attach schedule) . STMT 6 .	4,003,277.	3,696,876.	4,298,676.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7 .	826,893.	826,893.	1,107,835.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 8)	1,423,517.	1,303,119.	1,388,596.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item i)	13,680,948.	13,975,370.	15,365,778.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	13,680,948.	13,975,370.	
	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 (see instructions)	13,680,948.	13,975,370.	
31	Total liabilities and net assets/fund balances (see instructions)	13,680,948.	13,975,370.		

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	13,680,948.
2	Enter amount from Part I, line 27a	2	-228,589.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	523,011.
4	Add lines 1, 2, and 3	4	13,975,370.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,975,370.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,648,400.		2,516,567.	131,833.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			131,833.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	249,119.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,040,220.	15,925,489.	0.065318
2009	558,683.	14,704,090.	0.037995
2008	1,112,286.	13,671,515.	0.081358
2007	1,289,706.	18,578,273.	0.069420
2006	1,262,624.	15,225,407.	0.082929
2 Total of line 1, column (d)			2 0.337020
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.067404
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 15,136,647.
5 Multiply line 4 by line 3			5 1,020,271.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,878.
7 Add lines 5 and 6			7 1,028,149.
8 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.			8 1,005,337.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	15,755.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	15,755.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,755.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,920.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,920.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	835.	
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 2012 estimated tax ☐ Refunded ☐	11		

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 page 19 of the 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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ► FL 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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>THE NORTHERN TRUST COMPANY</u> Telephone no ▶ <u>(312) 630-6000</u> Located at ▶ <u>P.O. BOX 803878, CHICAGO, IL</u> ZIP + 4 ▶ <u>60680</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>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 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 2011) ☐	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 2011? ☐	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)? (see instructions) ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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 **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		169,071.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	15,367,154.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,367,154.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,367,154.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	230,507.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,136,647.
6	Minimum investment return. Enter 5% of line 5	6	756,832.

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	756,832.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,755.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,755.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	741,077.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	741,077.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	741,077.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,005,337.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,005,337.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,005,337.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				741,077.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,005,337.				
a Applied to 2010, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				741,077.
e Remaining amount distributed out of corpus . .	264,260.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	264,260.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	264,260.			
10 Analysis of line 9.				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	264,260.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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:

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 STATEMENT 12				
Total			▶ 3a	893,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

▼

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). (See instructions.)

54 -

55

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	409,663.	409,663.
ACCRUED/DEFERRED INCOME	114.	
RETURN OF CAPITAL	13.	
DIVIDENDS AND INTEREST- GRANTOR TRUST	220,813.	220,813.
	-----	-----
TOTAL	630,603.	630,476.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,300.	1,150.		1,150.
TOTALS	2,300.	1,150.	NONE	1,150.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CS MCKEE	1,324.	1,324.
BAHL & GAYNOR	1,882.	1,882.
INVESTMENT MGMT FEE -GRANTOR T	5,637.	5,637.
	-----	-----
TOTALS	8,843.	8,843.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ESTIMATED TAX	11,153.	
FOREIGN TAX	2,934.	2,934.
FOREIGN TAX - GRANTOR TRUST	7,730.	7,730.
	-----	-----
TOTALS	21,817.	10,664.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
SEE ATTACHMENTS	7,913,598.	8,335,787.
	-----	-----
TOTALS	7,913,598.	8,335,787.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	3,696,876.	4,298,676.
	-----	-----
TOTALS	3,696,876.	4,298,676.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV		ENDING BOOK VALUE -----	ENDING FMV ---
	C	OR F		
HEDGE FUND	C		826,893.	1,107,835.
			-----	-----
TOTALS			826,893.	1,107,835.
			=====	=====

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHMENTS	1,303,119.	1,388,596.
TOTALS	1,303,119.	1,388,596.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

COST ADJUSTMENT -NTGI LARGE CAP GROWTH

1,301.

COST ADJUSTMENT- GRANTOR TRUST

521,710.

TOTAL

523,011.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

THE NORTHERN TRUST COMPANY

ADDRESS:

700 BRICKELL AVENUE

, FL 33131

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 79,071.

OFFICER NAME:

NORMAN H. LIPOFF ESQ.

ADDRESS:

1221 Brickell Ave

, FL 33131

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 90,000.

OFFICER NAME:

MICHAEL SCHECK

ADDRESS:

1221 NE 190TH TERRACE

NORTH MIAMI BEACH, FL

OFFICER NAME:

HARRY WEITZER

ADDRESS:

4960 S,W, 72 AVENUE, SUITE 401

MIAMI, FL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

JEOL GOLDMAN

ADDRESS:

433 N CAMDEN DRIVE

BEVERLY HILLS, CA

TOTAL COMPENSATION:

169,071.

=====

RECIPIENT NAME:
VARIOUS -SEE ATTACHED
ADDRESS:
VARIOUS

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL

FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID 893,000.

TOTAL GRANTS PAID: 893,000.
=====

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$4,000.00	AISH HATORAH SOUTH FLORIDA, INC	STUDENT LEADERSHIP PROGRAM	4010 N. 46TH AVENUE	HOLLYWOOD	FL	33021
\$35,000.00	ALEXANDER MUSS INSTITUT FOR ISREAL EDUCATION, INC	GENERAL	78 RANDALL AVE.	ROCKVILLE CENTRE	NY	11570
\$2,500.00	AMERICAN ASSOCIATES OF BEN-GURION UNIVERSITY OF THE NEGEV	SCHOLARSHIP	20283 STATE ROAD 7, SUITE 300	BOCA RATON	FL	33498
\$5,000.00	AMERICAN FRIENDS OF ALYN HOSPITAL	SHACHAR PROGRAM	51 EAST 42ND STREET, SUITE 308	NEW YORK	NY	10017
\$5,000.00	AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO	PROVIDE SPECIAL TREATMENT SERVICES FOR CHILDREN WITH	18900 NE 25 AVE	NORTH MIAMI BEACH	FL	33180
\$5,000.00	AMERICAN FRIENDS OF COLLEGE OF MANAGEMENT	5 YEAR GRANT	521 FIFTH AVE, SUITE 2100	NEW YORK	NY	10175
\$4,000.00	AMERICAN FRIENDS OF GESHER FOUNDATION	SUPPORT GESHER'S MAIN PROGRAMS	332 BLEEKER STREET, SUITE 444	NEW YORK	NY	10014
\$5,000.00	AMERICAN FRIENDS OF HEBREW UNIVERSITY	JERUSALEM SCHOLARSHIPS	7280 WEST PALMETTO PARK ROAD, SUITE 301	BOCA RATON	FL	33433
\$5,000.00	AMERICAN FRIENDS OF JORDAN RIVER VILLAGE	OPERATION OF THE JORDAN RIVER VILLAGE	228 PARK AVE S. #97952	NEW YORK	NY	10003
\$4,000.00	AMERICAN FRIENDS OF LEKET ISRAEL	GENERAL	1402 TEANECK ROAD #223	TEANECK	NJ	07666
\$4,000.00	AMERICAN FRIENDS OF LIVNOT U'LEHIBANOT	GENERAL	P O BOX 811715	BOCA RATON	FL	33481
\$4,000.00	AMERICAN FRIENDS OF MELITZ	GENERAL	5708 PARK HEIGHTS AVE	BALTIMORE	MD	21215
\$2,000.00	AMERICAN FRIENDS OF NATTAL, INC	GENERAL	641 LEXINGTON AVE, 15TH FLOOR	NEW YORK	NY	10022
\$10,000.00	AMERICAN FRIENDS OF SAMI SHAMOON COLLEGE OF ENGINEERING	GRANT FOR CAPITAL SUPPORT	100 PLAZA DRIVE	SECAUCUS	NJ	07094
\$5,000.00	AMERICAN FRIENDS OF TEL AVIV UNIVERSITY	SCHOLARSHIPS	2201 NW CORPORATION BLV, SUITE 106	BOCA RATON	FL	33431
\$10,000.00	AMERICAN FRIENDS OF THE JAFFA INSTITUTE	AFTER SCHOOL PROGRAM	171-06 756TH AVE	FLUSHING	NY	11366
\$5,000.00	AMERICAN HEBREW ACADEMY, INC	HONOR SOCIETY	4334 HOBBS ROAD	GREENSBORO	NC	27410

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$2,000.00	AMERICAN INTERFAITH INSTIUTE	EXPEND THE INTERNATIONAL DISTRIBUTION OF HISTORICALLY ACCURATE BIBLES THAT CONTAIN NO	321 CHESTNUT STREET	PHILADELPHIA	PA	19106
\$2,000.00	AMERICAN JEWISH HISTORICAL SOCIETY	THE MACHAL & ALIYAH BET PROJECT AND ARCHIVES	15 WEST 16TH STREET	NEW YORK	NY	10011
\$6,000.00	AMERICAN PARDES FOUNDATION	SCHOLARSHIPS	5 WEST 37TH STREET, SUITE 802	NEW YORK	NY	10018
\$5,000.00	AMERICAN SOCIETY FOR TECHNION-ISREAL INSTITUTE OF TECHNOLOGY	STUDENT AID	55 EAST 59 STREET	NEW YORK	NY	10022
\$3,000.00	BET SHEMESH EDUCATIONAL AND RESIDENTIAL CENTER	NEWLY INNIGRATED ETHIOPIAN STUDENTS	171-06 7TH AVE	FLUSHING	NY	11366
\$5,000.00	BRANDEIS UNIVERSITY	FELLOWSHIP SUPPORT	P O BOX 549110	WALTHAM	MA	02454
\$20,000.00	CAMP JUDEA	CREAT VISUAL ARTS CENTER	2700 NE WXPRESSWAY, C500	ATLANTA	GA	30345
\$5,000.00	CENTER FOR JEWISH COMMUNITY STUDIES	ISRAEL'S CASE TO WORLD	7 CHURCH LANE, SUITE #9	BALTIMORE	MD	21208
\$15,000.00	CENTER FOR THE ADVANCEMENT OF JEWISH EDUCATION (CAJE)	RESOURCE CENTER	4200 BISCAYNE BLVD	MIAMI	FL	33137
\$1,000.00	CHAMAH	PROVIDE FOOD FOR CHILDREN	27 WILLIAM ATREET, SUITE 613	NEW YORK	NY	10005
\$1,000.00	EMORY UNIVERSITY	DEBORAH LIPSTADT'S HOLOCAUST DENIAL ON TRIAL	1762 CLIFTON ROAD	ATLANTA	GA	30322
\$2,500.00	FLORIDA HOLOCAUST MUSEUM	GENERAL	55 FIFTH STREET SOUTH	ST. PETERSBURG	FL	33701
\$2,000.00	FRIENDS OF ISRAEL DEFENSE FORCES	VOCATIONAL SCHOLARSHIP TO DISCHARGED IDF	2040 NE 163RD STREET, SUITE 207	NORTH MIAMI BEACH	FL	33162
\$5,000.00	FRIENDS OF OR NATIONAL MISSIONS	STUDENT INTERNSHIP PROGRAM	579 FIFTH AVE, SUITE 1150	NEW YORK	NY	10017
\$4,000 00	FRIENDS OF YAD SARAH	GENERAL	450 PARK AVE, 7TH FLOOR	NEW YORK	NY	10022
\$15,000.00	FRIENDS OF YEMIN ORDE,	GENERAL	12230 WILKINS AVE	ROCKVILLE CENTRE	MD	20852
\$2,000.00	FSU FOUNDATION	SCHOLARSHIP	3508 UNIVERSITY CENTER C BUILDING, PO BOX 3062550	TALLAHASSEE	FL	32306

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$10,000.00	GREATER MIAMI HILLEL FOUNDATION	"BEYOND BIRTHRIGHT"	1100 STANFORD DRIVE	CORAL GABLES	FL	33146
\$36,000.00	GREATER MIAMI JEWISH FEDERATION	ATID BAMIDBAR	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$10,000.00	GREATER MIAMI JEWISH FEDERATION	WEXNER HERITAGE PROGRAM	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$3,000.00	GREATER MIAMI JEWISH FEDERATION	JAFI ANNUAL ASSEMBLY	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$50,000.00	GREATER MIAMI JEWISH FEDERATION	MIAMI BEACH JEWISH COMMUNITY CENTER	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$30,000.00	GREATER MIAMI JEWISH FEDERATION	RENOVATE AN AUDITORIUM	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$250,000.00	GREATER MIAMI JEWISH FEDERATION	2012 ANNUAL CAMPAIGN	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$2,000.00	HAND IN HAND -AMERICAN FRIENDS OF CENTER FOR JEWISH-ARAB EDUCATION IN ISRAEL	GENERAL	P O BOX 80102	PORTLAND	OR	97280
\$20,000.00	HILLEL AT THE UNIVERSITY OF FLORIDA	ENDOWMENT CAMPAIGN	2020 W. UNIVERSITY DRIVE	GAINESVILLE	FL	32603
\$20,000.00	HILLEL AT THE UNIVERSITY OF FLORIDA	ENDOWMENT CAMPAIGN	2020 W. UNIVERSITY DRIVE	GAINESVILLE	FL	32603
\$5,000.00	HILLEL COMMUNITY DAY SCHOOL	ANNUAL 9TH GRADES TRIP TO ISRAEL	19000 NE 25TH AVE	NORTH MIAMI BEACH	FL	33180
\$1,000.00	HILLEL SECOND GENERATION FOUNDATION	GENERAL	20488 WEST DIXIE HIGHWAY	AVENTURA	FL	33180
\$3,000.00	HOLOCAUST DOCUMENTATION AND EDUCATION CENTER	STUDENT AWARENESS DAYS	2031 HARRISON STREET	HOLLYWOOD	FL	33020
\$10,000.00	HOLOCAUST MEMORIAL COMMITTEE	GENERAL	1933-1945 MERIDIAN AVE	MIAMI	FL	33139
\$1,000.00	HONESTREPORTING	HONESTREPORT'S MEDIACENTRAL PROJECT	10024 SKOKIE BLVD., SUITE 201	SKOKIE	IL	60077
\$3,000.00	JB I INTERNATIONAL INC.	VISUALLY IMPAIRED SENIORS	110 EAST 30TH STREET	NEW YORK	NY	10016
\$1,000.00	JEWISH ADOPTION AND FOSTER CARE OPTIONS	SCHOOL PROGRAM	4200 N UNIVERSITY DR.	SUNRISE	FL	33351
\$5,000.00	JEWISH AGENCY FOR ISRAEL NORTH AMERICAN COUNCIL	SCHOLARSHIPS	633 3RD AVE., 21ST FLOOR	NEW YORK	NY	10021

Robert Russell Memorial Foundation 01-12685

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$5,000.00	JEWISH COMMUNITY SERVICES OF SOUTH FLORIDA	ASSIST HOLOCAUST SURVIVORS	735 NE 125TH STREET	NORTH MIAMI	FL	33161
\$1,000.00	JEWISH EDUCATIONAL LOAN FUND	INTEREST-FREE LOAN FOR JEWISH STUDENTS	4549 CHAMBLEE DUNWOODY ROAD	ATLANTA	GA	30338
\$4,000.00	JEWISH LEADERSHIP INSTITUTE	JLI'S SUMMER PROGRAM	777 ARTHUR GODFREY ROAD, SUITE 300	MIAMI BEACH	FL	33140
\$10,000.00	JEWISH MUSEUM OF FLORIDA	MUSEUM'S EXPANSION	301 WASHINGTON AVE	MIAMI BEACH	FL	33139
\$2,000.00	JEWISH MUSEUM OF FLORIDA	OPERATING BUDGET	301 WASHINGTON AVE	MIAMI BEACH	FL	33139
\$1,000.00	JEWISH NATIONAL FUND	GENERAL	1951 NW 19TH STREET, SUITE A100	BOCA RATON	FL	33431
\$10,000.00	JEWISH TELEGRAPHIC AGENCY	GENERAL	330 SEVENTH AVE, 17TH FLOOR	NEW YORK	NY	10001
\$12,000.00	JUDAISM AND DEMOCRACY ACTIN ALLIANCE	MEITARIM	309 W. 99TH STREET, #6B	NEW YORK	NY	10025
\$5,000.00	KESHER L.D., INC.	SCHOLARSHIPS	18900 NE 25TH AVE	NORTH MIAMI BEACH	FL	33180
\$1,000.00	MIAMI COALITION OF CHRISTANS AND JEWS	GENERAL	150 SE 2ND AVE., #914	MIAMI	FL	33131
\$1,000.00	NATIONAL YIDDISH BOOK CENTER	STEINER SUMMER PROGRAM	1221 WEST ST.	AMHERST	MA	01002
\$3,000.00	NEFESH B'NEFESH JEWISH SOULS UNITED	ASSIST PEOPLE MAKING ALIYAH	50 EISENHOWER DRIVE	PARAMUS	NJ	07652
\$2,000.00	NORTH AMERICAN FRIENDS OF ORANIM	BUILD JEWISH PEOPLEHOOD	N2205 FOSTER ROAD S.	OOSTBURG	WI	53070
\$4,000.00	P.E.F. ISRAEL ENDOWMENT FUND, INC	ELUL	317 MADISON AVE, SUITE 607	NEW YORK	NY	10017
\$2,000.00	P.E.F. ISRAEL ENDOWMENT FUND, INC	KOLOT	317 MADISON AVE, SUITE 607	NEW YORK	NY	10017
\$4,000.00	P.E.F. ISRAEL ENDOWMENT FUND, INC	GENERAL	317 MADISON AVE, SUITE 607	NEW YORK	NY	10017
\$3,000.00	P.E.F. ISRAEL ENDOWMENT FUND, INC	ATID BAMIDBAR	317 MADISON AVE, SUITE 607	NEW YORK	NY	10017
\$2,000.00	PROJECT INTERCHANGE	SEVELOPMENT OF A SEMINAR IN ISRAEL	1156 15TH STREET, NW, SUITE 1201	WASHINGTON	DC	20005

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$20,000.00	RAMAH DAROM	CONSTRUCTION OF SENIOR STAFF HOUSING CABIN	70 CAMP DAROM	CLAYTON	GA	30525
\$5,000.00	SCHECHTER INSTITUTES, INC	TALI LEASERSHIP DEVELOPMENT COURSE	BOX # 3566, P O BOX 8500	PHILADELPHIA	PA	9178
\$15,000.00	SHALOM HARTMAN INSTITUTE OF NORTH AMERICA	GENERAL	ONE PENNSYLVANIA PLAZA, SUITE 1606	NEW YORK	NY	10119
\$2,000.00	SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH	HOLOCAUST EDUCATION PROGRAMS	31 MCALISTER DRIVE	NEW ORLEANS	LA	70118
\$20,000.00	SUE & LEONARD MILLER CENTER FOR CONTEMPORARY JUDAIC STUDIES AT THE UNIVERSITY OF MIAMI	HOLOCAUST SURVIVOR-STUDENT INTERNSHIP PROGRAM	PO BOX 248161	CORAL GABLES	FL	33124
\$5,000.00	TALMUDIC COLLEGE OF FLORIDA	SCHOLARSHIPS	4000 ALTON ROAD	MIAMI BEACH	FL	33140
\$5,000.00	THE EDUCATION FUND	PROMOTE HOLOCAUST AND TOLERANCE EDUCATION	900 NE 125TH STREET, SUITE 110	NORTH MIAMI	FL	33163
\$5,000.00	THE HEBREW DAY SCHOOL OF BROWARD COUNTY, INC	DPHDS STUDENTS	5890 SO. PINE ISLAND ROAD, SUITE A	DAVIE	FL	33328
\$3,000.00	THE ISRAEL PROJECT, INC	GENERAL	2020 K STREET, NW., SUITE 7200	WASHINGTON	DC	20006
\$4,000.00	THE JERUSALEM FELLOWSHIP	HASBARA	520 8TH AVE, SUITE 2004	NEW YORK	NY	10018
\$8,000.00	THE JEWISH FEDERATIONS OF NORTH AMERICA	FEREP PROGRAM	25 BROADWAY SUITE 1700	NEW YORK	NY	10004
\$25,000.00	THE JEWISH FEDERATIONS OF NORTH AMERICA	AYALIM STUDENT VILLAGE	25 BROADWAY SUITE 1700	NEW YORK	NY	10004
\$5,000.00	THE WASHINGTON INSTITUT	RESEARCH, PUBLICATION				
\$5,000.00	UNITED STATES COMMITTEE SPORTS FOR ISREAL	MACCABIAH PRE-CAMP CULTURAL	1926 ARCH STREET, 4R	PHILADELPHIA	PA	19103
\$1,000.00	UNITED STATES HOLOCAUST MEMORIAL MUSEUM	GENERAL	100 RAOUL WALLENBERG PACE, SW	WASHINGTON	DC	20024
\$10,000.00	UNITED WAY OF MIAMI-DADE	GENERAL	3250 SW 3RD AVE	MIAMI	FL	33129
\$13,000.00	UNIVERSITY OF FLORIDA,	GENERAL	201 WALKER HALL, P. O. BOX 118020	GAINESVILLE	FL	32611
\$893,000.00						

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-52,987.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-52,987.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					117,286.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	184,820.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	302,106.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-52,987.
14	Net long-term gain or (loss):			
a	Total for year	14a		302,106.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		58,717.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		249,119.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 137. ABBOTT LABORATORIES	05/14/2012	07/26/2012	8,861.00	8,250.00	611.00
85. ACME PACKET INC COM ST	05/13/2011	10/07/2011	3,322.00	6,822.00	-3,500.00
85. ACME PACKET INC COM ST	09/16/2011	10/27/2011	2,933.00	4,263.00	-1,330.00
225. ACME PACKET INC COM S	11/30/2011	01/19/2012	6,915.00	7,369.00	-454.00
80. AGILENT TECHNOLOGIES I	02/28/2011	09/29/2011	2,547.00	3,001.00	-454.00
27. AIR PRODUCTS & CHEMICA	02/29/2012	03/16/2012	2,482.00	2,445.00	37.00
120. AIR PRODUCTS & CHEMIC	11/30/2011	03/19/2012	11,023.00	9,916.00	1,107.00
3. AIR PRODUCTS & CHEMICAL	02/29/2012	03/19/2012	276.00	272.00	4.00
30. ALEXION PHARMACEUTICAL	11/30/2011	12/16/2011	1,961.00	2,033.00	-72.00
45. ALLERGAN INC	08/31/2011	11/30/2011	3,751.00	3,574.00	177.00
80. ALLSTATE CORP	01/27/2011	11/28/2011	2,014.00	2,552.00	-538.00
50. APACHE CORP	04/21/2011	11/30/2011	4,891.00	6,288.00	-1,397.00
32. APACHE CORP	02/29/2012	06/26/2012	2,634.00	3,487.00	-853.00
430. ADR ARCELORMITTAL SA Y REGISTRY SHS	08/05/2011	09/13/2011	7,586.00	12,999.00	-5,413.00
168. ARM HLDGS PLC SPONSOR	11/30/2011	05/29/2012	3,984.00	4,706.00	-722.00
142. ARM HLDGS PLC SPONSOR	11/30/2011	07/11/2012	3,217.00	3,977.00	-760.00
42. ARM HLDGS PLC SPONSORE	11/30/2011	07/11/2012	953.00	1,176.00	-223.00
247. ARM HLDGS PLC SPONSOR	04/24/2012	07/25/2012	5,992.00	6,464.00	-472.00
78. ARM HLDGS PLC SPONSORE	11/30/2011	07/25/2012	1,892.00	2,185.00	-293.00
160. AUTODESK, INC	03/06/2012	08/24/2012	4,932.00	5,845.00	-913.00
260. AUTODESK, INC	11/30/2011	08/24/2012	8,015.00	8,749.00	-734.00
265. BB&T CORP	09/08/2010	09/02/2011	5,553.00	6,164.00	-611.00
45. BAKER HUGHES INC	10/31/2011	11/28/2011	2,312.00	2,615.00	-303.00
890. BK AMER CORP COM	12/30/2011	01/23/2012	6,370.00	4,882.00	1,488.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 46. BANK N S HALIFAX COM S	11/28/2011	08/15/2012	2,415.00	2,183.00	232.00
217. BANK N S HALIFAX COM	05/14/2012	08/15/2012	11,392.00	11,609.00	-217.00
80. BED BATH & BEYOND INC	03/16/2011	11/30/2011	4,786.00	3,621.00	1,165.00
160. BEST BUY INC	12/29/2010	12/15/2011	3,724.00	5,505.00	-1,781.00
15. BHP LTD SPONSORED ADR	02/29/2012	03/05/2012	1,114.00	1,161.00	-47.00
52. BHP LTD SPONSORED ADR	11/30/2011	03/05/2012	3,862.00	3,874.00	-12.00
68. BHP LTD SPONSORED ADR	11/30/2011	03/07/2012	4,951.00	5,066.00	-115.00
4. BORG WARNER AUTOMOTIVE	12/15/2011	08/24/2012	273.00	252.00	21.00
37. CME GROUP INC	10/31/2011	11/28/2011	9,034.00	9,699.00	-665.00
260. CABOT OIL & GAS CORP	08/31/2011	11/30/2011	22,685.00	15,151.00	7,534.00
73. CDN IMPERIAL BK COMM T COM STKCOM	05/14/2012	07/26/2012	5,196.00	5,501.00	-305.00
270. CAPITAL ONE FINL CORP	07/15/2011	11/30/2011	11,885.00	14,279.00	-2,394.00
92. CATERPILLAR INC	09/01/2011	11/30/2011	8,894.00	9,046.00	-152.00
30. CERNER CORP	02/29/2012	04/09/2012	2,248.00	2,239.00	9.00
20. CERNER CORP	02/29/2012	06/18/2012	1,730.00	1,493.00	237.00
26. CERNER CORP	11/30/2011	06/18/2012	2,249.00	1,564.00	685.00
40. COACH INC	11/30/2011	01/24/2012	2,727.00	2,481.00	246.00
35. COCA COLA CO	08/08/2011	11/30/2011	2,337.00	2,303.00	34.00
12. COGNIZANT TECHNOLOGY S	11/30/2011	08/06/2012	773.00	806.00	-33.00
50. COGNIZANT TECHNOLOGY S	02/29/2012	08/06/2012	3,220.00	3,566.00	-346.00
35. CONOCOPHILLIPS	02/29/2012	05/09/2012	1,854.00	2,052.00	-198.00
95. CONOCOPHILLIPS	11/28/2011	05/09/2012	5,033.00	4,846.00	187.00
26. CRESCENT POINT ENERGY	02/29/2012	06/25/2012	914.00	1,230.00	-316.00
12. CRESCENT POINT ENERGY	02/29/2012	06/26/2012	425.00	568.00	-143.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 31. CUMMINS ENGINE INC	02/29/2012	07/23/2012	2,714.00	3,776.00	-1,062.00
80. DANAHER CORP	02/29/2012	07/18/2012	4,160.00	4,265.00	-105.00
15. DANAHER CORP	11/30/2011	07/18/2012	780.00	723.00	57.00
30. DECKERS OUTDOOR CORP	02/29/2012	03/15/2012	2,027.00	2,267.00	-240.00
104. DECKERS OUTDOOR CORP	11/30/2011	03/15/2012	7,026.00	11,161.00	-4,135.00
69. DICK'S SPORTING GOODS	11/30/2011	05/15/2012	3,484.00	2,686.00	798.00
60. DICK'S SPORTING GOODS	02/29/2012	05/15/2012	3,030.00	2,692.00	338.00
12. DIGITAL RLTY TR INC CO	05/14/2012	07/26/2012	912.00	882.00	30.00
915. DISCOVER FINL SVCS CO	10/28/2011	11/30/2011	21,511.00	22,537.00	-1,026.00
10. E I DU PONT DE NEMOURS	04/29/2011	11/30/2011	472.00	568.00	-96.00
5. EMC CORP MASS	08/25/2011	09/28/2011	107.00	106.00	1.00
9. EMC CORP MASS	08/25/2011	08/24/2012	238.00	192.00	46.00
380. EBAY INC	10/14/2011	11/30/2011	11,172.00	12,317.00	-1,145.00
540. ELECTRONIC ARTS	09/26/2011	11/30/2011	12,296.00	11,960.00	336.00
152. ENBRIDGE INC COM	05/14/2012	08/15/2012	6,056.00	5,972.00	84.00
4. ENBRIDGE INC COM	11/28/2011	08/15/2012	159.00	136.00	23.00
94. ENBRIDGE INC COM	11/28/2011	08/16/2012	3,740.00	3,192.00	548.00
82. ENBRIDGE INC COM	11/28/2011	08/17/2012	3,263.00	2,785.00	478.00
50. ENBRIDGE INC COM	11/28/2011	08/20/2012	1,988.00	1,698.00	290.00
340. #REORG/ENSCO PLC SPON MANDATORY EXCHENSCO PLC 2G1	11/17/2011	11/30/2011	17,546.00	19,766.00	-2,220.00
5. EXPRESS SCRIPTS HLDG CO	01/25/2012	08/24/2012	308.00	263.00	45.00
40. EXXON MOBIL CORP	02/29/2012	03/12/2012	3,413.00	3,476.00	-63.00
45. EXXON MOBIL CORP	11/30/2011	03/12/2012	3,840.00	3,576.00	264.00
180. EXXON MOBIL CORP	03/26/2012	03/26/2012	15,613.00	15,613.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 35. FEDEX CORP	03/16/2011	11/30/2011	2,876.00	3,019.00	-143.00
585. FORD MOTOR CO DEL	04/04/2011	11/30/2011	6,067.00	8,598.00	-2,531.00
115. FREEPORT MCMORAN C & STK	07/22/2011	09/22/2011	3,766.00	6,375.00	-2,609.00
30. FREEPORT MCMORAN C & G STK	02/29/2012	03/20/2012	1,169.00	1,283.00	-114.00
170. FREEPORT MCMORAN C & STK	11/30/2011	03/20/2012	6,626.00	6,637.00	-11.00
45. GENUINE PARTS CO	11/28/2011	02/03/2012	2,887.00	2,507.00	380.00
305. GILEAD SCIENCES INC	04/07/2011	11/30/2011	12,105.00	12,818.00	-713.00
130. GLAXO PLC	11/28/2011	12/14/2011	5,788.00	5,504.00	284.00
38. GOLDMAN SACHS GROUP INC	07/25/2011	11/28/2011	3,466.00	5,188.00	-1,722.00
5. GOLDMAN SACHS GROUP INC	07/11/2011	06/27/2012	468.00	659.00	-191.00
23. W W GRAINGER INC	04/10/2012	07/18/2012	4,833.00	4,808.00	25.00
100. GREEN MTN COFFEE ROAS	11/30/2011	02/02/2012	6,572.00	5,215.00	1,357.00
30. HALLIBURTON CO	07/22/2011	11/30/2011	1,083.00	1,710.00	-627.00
145. HALLIBURTON CO	07/22/2011	12/20/2011	4,770.00	8,116.00	-3,346.00
25. HALLIBURTON CO	02/29/2012	03/15/2012	856.00	926.00	-70.00
175. HALLIBURTON CO	07/19/2011	03/15/2012	5,990.00	9,326.00	-3,336.00
33. HEALTHCARE SVCS GROUP	11/28/2011	12/14/2011	591.00	566.00	25.00
91. HEALTHCARE SVCS GROUP	11/28/2011	12/15/2011	1,588.00	1,560.00	28.00
71. HEALTHCARE SVCS GROUP	11/28/2011	12/16/2011	1,241.00	1,217.00	24.00
150. HEALTHCARE SVCS GROUP	11/28/2011	12/19/2011	2,533.00	2,571.00	-38.00
6. HEALTHCARE SVCS GROUP I	02/29/2012	05/09/2012	122.00	118.00	4.00
18. HEALTHCARE SVCS GROUP	02/29/2012	05/10/2012	365.00	354.00	11.00
9. HEALTHCARE SVCS GROUP I	02/29/2012	05/11/2012	184.00	177.00	7.00
15. HEALTHCARE SVCS GROUP	02/29/2012	05/11/2012	306.00	295.00	11.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 8. HEALTHCARE SVCS GROUP I	02/29/2012	05/14/2012	162.00	157.00	5.00
15. HEALTHCARE SVCS GROUP	02/29/2012	05/15/2012	305.00	295.00	10.00
21. HEALTHCARE SVCS GROUP	02/29/2012	05/16/2012	426.00	413.00	13.00
6. HEALTHCARE SVCS GROUP I	02/29/2012	05/17/2012	119.00	118.00	1.00
6. HEALTHCARE SVCS GROUP I	02/29/2012	05/18/2012	118.00	118.00	
12. HEALTHCARE SVCS GROUP	02/29/2012	05/21/2012	234.00	236.00	-2.00
5. HEALTHCARE SVCS GROUP I	02/29/2012	05/22/2012	97.00	98.00	-1.00
129. HEALTHCARE SVCS GROUP	11/28/2011	06/25/2012	2,347.00	2,211.00	136.00
9. HEALTHCARE SVCS GROUP I	02/29/2012	06/25/2012	164.00	177.00	-13.00
186. HEALTHCARE SVCS GROUP	11/28/2011	06/26/2012	3,335.00	3,188.00	147.00
25. HEALTHCARE SVCS GROUP	11/28/2011	06/27/2012	462.00	428.00	34.00
220. HERSHEY FOODS CORP	07/27/2011	11/30/2011	12,637.00	12,385.00	252.00
125. HOME DEPOT INC	03/16/2011	11/30/2011	4,831.00	4,475.00	356.00
30. ILLUMINA INC	09/27/2010	09/19/2011	1,421.00	1,493.00	-72.00
45. ILLUMINA INC	09/27/2010	09/21/2011	1,885.00	2,240.00	-355.00
45. ILLUMINA INC	09/27/2010	09/22/2011	1,890.00	2,240.00	-350.00
35. ILLUMINA INC	09/27/2010	09/26/2011	1,414.00	1,742.00	-328.00
50. INFORMATICA CORP	11/30/2011	12/28/2011	1,829.00	2,231.00	-402.00
55. INFORMATICA CORP	11/30/2011	12/29/2011	2,035.00	2,454.00	-419.00
160. INFORMATICA CORP	11/30/2011	01/27/2012	6,878.00	7,139.00	-261.00
360. J P MORGAN CHASE & CO	07/25/2011	11/28/2011	10,548.00	15,998.00	-5,450.00
295. J P MORGAN CHASE & CO	02/29/2012	04/09/2012	12,995.00	10,761.00	2,234.00
166. JOHNSON CONTROLS INC	02/29/2012	03/14/2012	5,300.00	5,458.00	-158.00
4. JOHNSON CONTROLS INC	02/29/2012	04/12/2012	127.00	132.00	-5.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 189. JOHNSON CONTROLS INC	11/30/2011	04/12/2012	6,001.00	5,873.00	128.00
107. JOHNSON CONTROLS INC	11/30/2011	07/09/2012	2,859.00	3,325.00	-466.00
106. JOHNSON CONTROLS INC	11/30/2011	07/10/2012	2,860.00	3,294.00	-434.00
323. JOHNSON CONTROLS INC	11/30/2011	07/11/2012	8,701.00	10,037.00	-1,336.00
850. MLP KKR & CO L P DEL	10/31/2011	11/28/2011	10,106.00	13,506.00	-3,400.00
105. LAS VEGAS SANDS CORP	03/16/2011	11/30/2011	4,844.00	3,937.00	907.00
310. LIMITED INC	07/08/2011	11/30/2011	12,877.00	11,958.00	919.00
55. LULULEMON ATHLETICA IN	11/30/2011	01/18/2012	3,307.00	2,702.00	605.00
62.5 MARATHON PETE CORP CO	09/27/2010	09/27/2011	1,889.00	1,598.00	291.00
190. MASCO CORP	01/06/2011	11/28/2011	1,696.00	2,575.00	-879.00
38. MASTERCARD INC CL A	08/08/2011	11/30/2011	14,154.00	10,198.00	3,956.00
35. MCDONALDS CORP	07/25/2011	11/30/2011	3,316.00	3,113.00	203.00
30. MEDTRONIC INC	05/27/2011	11/28/2011	1,040.00	1,211.00	-171.00
200. MERCK & CO INC	04/25/2011	11/28/2011	6,840.00	6,828.00	12.00
180. METLIFE INC	10/31/2011	11/28/2011	5,220.00	7,233.00	-2,013.00
155. MICROSOFT CORP COM	06/24/2011	11/28/2011	3,838.00	3,767.00	71.00
305. NEW YORK CMNTY BANCOR	08/02/2011	11/28/2011	3,520.00	4,428.00	-908.00
850. NEWELL RUBBERMAID INC	08/05/2011	11/28/2011	12,455.00	12,937.00	-482.00
93. NEXTERA ENERGY INC COM	05/14/2012	07/09/2012	6,308.00	5,822.00	486.00
15. NEXTERA ENERGY INC COM	11/28/2011	07/09/2012	1,017.00	804.00	213.00
588. NUANCE COMMUNICATIONS	03/29/2012	04/20/2012	13,576.00	16,108.00	-2,532.00
179. OCCIDENTAL PETROLEUM	11/17/2011	11/30/2011	17,432.00	18,781.00	-1,349.00
90. ORACLE CORPORATION	03/28/2011	09/21/2011	2,678.00	2,950.00	-272.00
80. ORACLE CORPORATION	03/28/2011	09/29/2011	2,402.00	2,574.00	-172.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 170. ORACLE CORPORATION	03/16/2011	02/15/2012	4,792.00	5,150.00	-358.00
19. ORACLE CORPORATION	07/14/2011	06/27/2012	536.00	610.00	-74.00
190. JC PENNEY CO INC COM	03/08/2012	05/22/2012	4,961.00	7,497.00	-2,536.00
35. PEPSICO INC	02/09/2012	05/10/2012	2,342.00	2,258.00	84.00
24. PEPSICO INC	11/30/2011	05/10/2012	1,606.00	1,533.00	73.00
120. PFIZER INC	08/05/2011	11/28/2011	2,282.00	2,116.00	166.00
1380. PFIZER INC	06/24/2011	11/30/2011	27,496.00	27,147.00	349.00
47.5 PHILLIPS 66 COM	11/28/2011	05/09/2012	1,428.00	1,528.00	-100.00
17.5 PHILLIPS 66 COM	02/29/2012	05/09/2012	526.00	647.00	-121.00
220. POLYPORE INTL INC COM	11/30/2011	01/31/2012	9,076.00	10,764.00	-1,688.00
55. POTASH CORP. OF SASKAT	03/16/2011	11/30/2011	2,368.00	2,994.00	-626.00
70. PRUDENTIAL FINL INC	08/02/2011	11/28/2011	3,266.00	4,113.00	-847.00
65. RPM INC OHIO	05/14/2012	07/26/2012	1,716.00	1,726.00	-10.00
130. RPM INC OHIO	05/14/2012	07/27/2012	3,443.00	3,407.00	36.00
97. RPM INC OHIO	02/29/2012	07/30/2012	2,565.00	2,336.00	229.00
59. RPM INC OHIO	02/29/2012	07/31/2012	1,560.00	1,421.00	139.00
96. RLTY INC CORP COM	05/14/2012	07/09/2012	3,990.00	3,701.00	289.00
43. RLTY INC CORP COM	02/29/2012	07/10/2012	1,789.00	1,589.00	200.00
305. RIVERBED TECHNOLOGY I	11/11/2011	11/30/2011	7,816.00	10,496.00	-2,680.00
5. SALESFORCE COM INC COM	04/21/2011	01/03/2012	518.00	700.00	-182.00
50. SANDISK CORP	09/16/2011	11/30/2011	2,451.00	2,132.00	319.00
53. SCHLUMBERGER LTD ISIN 6	02/29/2012	04/12/2012	3,710.00	4,144.00	-434.00
31. SCHLUMBERGER LTD ISIN 6	02/29/2012	05/15/2012	2,057.00	2,424.00	-367.00
24. SCHLUMBERGER LTD ISIN 6	11/30/2011	05/16/2012	1,594.00	1,781.00	-187.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6. SCHLUMBERGER LTD ISIN #	02/29/2012	05/16/2012	398.00	469.00	-71.00
314. SPECTRA ENERGY CORP C	11/28/2011	02/03/2012	9,559.00	9,017.00	542.00
126. SPECTRA ENERGY CORP C	11/28/2011	02/06/2012	3,865.00	3,618.00	247.00
675. STAPLES INC	04/25/2011	11/28/2011	9,446.00	13,681.00	-4,235.00
55. THERMO ELECTRON CORP	12/16/2010	11/30/2011	2,576.00	3,061.00	-485.00
75. THERMO ELECTRON CORP	03/16/2011	11/30/2011	3,512.00	3,980.00	-468.00
130. TIFFANY & CO NEW	11/30/2011	01/11/2012	7,798.00	8,607.00	-809.00
64. TIFFANY & CO NEW	11/30/2011	03/14/2012	4,484.00	4,237.00	247.00
30. TIFFANY & CO NEW	02/29/2012	03/20/2012	2,207.00	1,959.00	248.00
136. TIFFANY & CO NEW	11/30/2011	03/20/2012	10,004.00	9,005.00	999.00
45. TRACTOR SUPPLY CO	11/02/2011	11/30/2011	3,209.00	3,262.00	-53.00
65. ULTA SALON COSMETICS & INC COMSTK	11/11/2011	11/30/2011	4,491.00	4,732.00	-241.00
23. UNITED TECHNOLOGIES CO	02/29/2012	03/19/2012	1,956.00	1,935.00	21.00
35. UNITED TECHNOLOGIES CO	02/29/2012	05/15/2012	2,687.00	2,945.00	-258.00
10. UNITED TECHNOLOGIES CO	11/30/2011	05/15/2012	768.00	761.00	7.00
260. UNITEDHEALTH GROUP IN	05/13/2011	11/02/2011	12,016.00	12,524.00	-508.00
274. UNITEDHEALTH GROUP IN	03/21/2012	04/02/2012	16,088.00	14,703.00	1,385.00
160. VALEANT PHARMACEUTICA INTERNATIONAL INC COMMON ST	07/22/2011	11/30/2011	7,277.00	7,994.00	-717.00
94. VERIFONE SYSTEMS INC C	05/25/2012	07/11/2012	3,282.00	3,664.00	-382.00
46. VERMILION ENERGY INC C	02/29/2012	06/25/2012	1,889.00	2,265.00	-376.00
20. VERMILION ENERGY INC C	05/14/2012	06/26/2012	835.00	959.00	-124.00
124. VMWARE INC CL A COM C	10/19/2011	11/30/2011	11,958.00	11,328.00	630.00
395. VODAFONE GROUP PLC SP	06/27/2011	11/28/2011	10,307.00	10,483.00	-176.00
120. WATSON PHARMACEUTICAL	08/08/2011	11/30/2011	7,731.00	6,773.00	958.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b		-52,987.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. AT&T INC	09/27/2010	09/28/2011	570.00	580.00	-10.00
60. AT&T INC	08/27/2010	11/28/2011	1,671.00	1,617.00	54.00
5. AT&T INC	09/27/2010	12/30/2011	151.00	145.00	6.00
195. AT&T INC	08/27/2010	03/19/2012	6,158.00	4,960.00	1,198.00
11. AT&T INC	09/27/2010	08/24/2012	406.00	319.00	87.00
80. AGILENT TECHNOLOGIES I	10/01/2010	10/17/2011	2,640.00	2,717.00	-77.00
85. AGILENT TECHNOLOGIES I	10/04/2010	10/19/2011	2,833.00	2,853.00	-20.00
175. AGILENT TECHNOLOGIES	11/15/2010	11/17/2011	6,619.00	5,941.00	678.00
160. ALLERGAN INC	11/15/2010	11/30/2011	13,336.00	11,385.00	1,951.00
315. ALLSTATE CORP	03/24/2009	11/28/2011	7,932.00	6,408.00	1,524.00
5. ALLSTATE CORP	09/27/2010	12/30/2011	138.00	158.00	-20.00
6. ALLSTATE CORP	09/27/2010	08/24/2012	226.00	190.00	36.00
14. AMAZON COM INC	09/27/2010	09/29/2011	3,141.00	2,255.00	886.00
41. AMAZON COM INC	09/27/2010	01/27/2012	7,997.00	6,604.00	1,393.00
19. AMAZON COM INC	03/16/2011	08/01/2012	4,419.00	3,130.00	1,289.00
165. AMERICAN EXPRESS CO	09/27/2010	10/17/2011	7,464.00	7,217.00	247.00
15. AMERICAN EXPRESS CO	09/27/2010	11/30/2011	713.00	656.00	57.00
70. AMERICAN EXPRESS CO	12/16/2010	01/13/2012	3,465.00	3,174.00	291.00
8. AMERICAN EXPRESS CO	03/16/2011	06/27/2012	455.00	340.00	115.00
15. AMERISOURCE BERGEN COR	09/27/2010	12/30/2011	559.00	461.00	98.00
21. APACHE CORP	04/21/2011	05/15/2012	1,746.00	2,594.00	-848.00
20. APACHE CORP	01/06/2011	05/16/2012	1,665.00	2,471.00	-806.00
52. APACHE CORP	02/25/2011	06/06/2012	4,301.00	6,413.00	-2,112.00
63. APACHE CORP	03/16/2011	06/26/2012	5,186.00	7,444.00	-2,258.00
6. APACHE CORP	09/27/2010	06/27/2012	509.00	589.00	-80.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 11. APPLE COMPUTER INC	11/29/2010	11/30/2011	4,174.00	3,430.00	744.00
9. APPLE COMPUTER INC	08/08/2011	08/20/2012	5,985.00	3,213.00	2,772.00
625. APPLIED MATERIALS INC	08/31/2010	11/28/2011	6,469.00	6,598.00	-129.00
155. BAKER HUGHES INC	08/03/2010	11/28/2011	7,964.00	5,890.00	2,074.00
100000. BAKER HUGHES INC 6 11-15-2013	10/24/2008	09/09/2011	112,544.00	100,369.00	12,175.00
15. BANK NEW YORK MELLON C	09/27/2010	09/28/2011	282.00	391.00	-109.00
400. BANK NEW YORK MELLON	09/14/2010	11/28/2011	7,220.00	10,554.00	-3,334.00
9. BANK NEW YORK MELLON CO	09/27/2010	08/24/2012	201.00	235.00	-34.00
10. BAXTER INTL INC	06/03/2009	09/28/2011	555.00	498.00	57.00
9. BAXTER INTL INC	06/03/2009	06/27/2012	469.00	448.00	21.00
5. BEAM INC	09/27/2010	12/30/2011	256.00	191.00	65.00
6. BEAM INC	09/27/2010	08/24/2012	347.00	229.00	118.00
420. BED BATH & BEYOND INC	09/27/2010	11/30/2011	25,128.00	17,795.00	7,333.00
155. BEST BUY INC	09/27/2010	12/15/2011	3,607.00	4,896.00	-1,289.00
43. BLACKROCK INC CL A	06/14/2010	11/28/2011	6,837.00	6,857.00	-20.00
220. BOEING CO	11/18/2008	11/28/2011	14,298.00	10,589.00	3,709.00
273. CATERPILLAR INC	10/26/2010	11/30/2011	26,393.00	21,713.00	4,680.00
5. CHEVRONTExACO CORP	09/27/2010	09/28/2011	459.00	403.00	56.00
150. CHEVRONTExACO CORP	01/15/2010	11/28/2011	14,341.00	10,959.00	3,382.00
4. CHEVRONTExACO CORP	09/27/2010	08/24/2012	447.00	322.00	125.00
385. COCA COLA CO	10/08/2010	11/30/2011	25,706.00	22,514.00	3,192.00
38. COGNIZANT TECHNOLOGY S	12/20/2010	06/25/2012	2,201.00	2,675.00	-474.00
20. COGNIZANT TECHNOLOGY S	03/16/2011	06/25/2012	1,158.00	1,464.00	-306.00
54. COGNIZANT TECHNOLOGY S	09/27/2010	06/29/2012	3,203.00	3,464.00	-261.00
72. COGNIZANT TECHNOLOGY S	09/27/2010	07/12/2012	3,984.00	4,618.00	-634.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 72. COGNIZANT TECHNOLOGY S	09/27/2010	07/23/2012	4,054.00	4,618.00	-564.00
44. COGNIZANT TECHNOLOGY S	11/11/2010	08/06/2012	2,834.00	2,795.00	39.00
5. CONOCOPHILLIPS	09/27/2010	12/30/2011	365.00	282.00	83.00
8. CONOCOPHILLIPS	09/27/2010	06/27/2012	435.00	344.00	91.00
3. COVANCE INC	09/27/2010	08/24/2012	142.00	126.00	16.00
33. CUMMINS ENGINE INC	04/28/2011	06/07/2012	3,246.00	3,909.00	-663.00
23. CUMMINS ENGINE INC	04/27/2011	07/23/2012	2,013.00	2,714.00	-701.00
60. DEERE & CO	09/27/2010	11/03/2011	4,517.00	4,357.00	160.00
80. DEERE & CO	09/27/2010	11/30/2011	6,294.00	5,810.00	484.00
32. DEERE & CO	03/28/2011	04/12/2012	2,540.00	2,979.00	-439.00
52. DEERE & CO	03/16/2011	05/21/2012	3,909.00	4,537.00	-628.00
8. DOVER CORP	09/27/2010	08/24/2012	463.00	410.00	53.00
380. DOW CHEMICAL CO	08/04/2009	11/28/2011	9,747.00	10,249.00	-502.00
150000. DU PONT E I DE 4.7 11-15-2012 11-15-2012 BEO	06/03/2008	05/08/2012	153,215.00	152,705.00	510.00
10. EBAY INC	09/27/2010	12/30/2011	303.00	248.00	55.00
11. EBAY INC	09/27/2010	06/27/2012	465.00	273.00	192.00
5. EMERSON ELECTRIC CO	09/27/2010	09/28/2011	216.00	267.00	-51.00
8. EMERSON ELECTRIC CO	09/27/2010	08/24/2012	414.00	427.00	-13.00
220. #REORG/ENSCO PLC SPON MANDATORY EXCH ENSCO PLC 2G1	06/29/2010	11/28/2011	10,753.00	8,344.00	2,409.00
35. EXXON MOBIL CORP	10/06/2009	10/31/2011	2,788.00	2,408.00	380.00
195. EXXON MOBIL CORP	05/13/2010	11/28/2011	14,798.00	13,084.00	1,714.00
100000. FHLB BD 3.625 10-1 MATURITY 3.688 3.625 10-18-	09/16/2008	05/17/2012	104,672.00	100,450.00	4,222.00
175. FEDEX CORP	09/27/2010	11/30/2011	14,378.00	14,942.00	-564.00
2105. FORD MOTOR CO DEL	09/27/2010	11/30/2011	21,831.00	25,327.00	-3,496.00
155. FORTUNE BRANDS HOME &	09/27/2010	10/13/2011	1,958.00	1,272.00	686.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. FREEPORT MCMORAN C & G STK	09/27/2010	12/30/2011	552.00	650.00	-98.00
28. FREEPORT MCMORAN C & G STK	09/27/2010	06/27/2012	897.00	1,213.00	-316.00
236.94 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	09/15/2011	237.00	245.00	-8.00
1049.16 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	10/17/2011	1,049.00	1,085.00	-36.00
216.58 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	11/15/2011	217.00	224.00	-7.00
227.92 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	12/15/2011	228.00	236.00	-8.00
165.61 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	01/17/2012	166.00	171.00	-5.00
183.78 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	02/15/2012	184.00	190.00	-6.00
167.21 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	03/15/2012	167.00	173.00	-6.00
170.42 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	04/16/2012	170.00	176.00	-6.00
176.63 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	05/15/2012	177.00	183.00	-6.00
182.87 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	06/15/2012	183.00	189.00	-6.00
201.13 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	07/16/2012	201.00	208.00	-7.00
185.75 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	08/15/2012	186.00	192.00	-6.00
1210.36 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	09/15/2011	1,210.00	1,244.00	-34.00
1143.23 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	10/17/2011	1,143.00	1,175.00	-32.00
1166.17 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	11/15/2011	1,166.00	1,199.00	-33.00
1153.8 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	12/15/2011	1,154.00	1,186.00	-32.00
1158.85 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	01/17/2012	1,159.00	1,191.00	-32.00
1164.15 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	02/15/2012	1,164.00	1,197.00	-33.00
1230.58 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	03/15/2012	1,231.00	1,265.00	-34.00
10862.4 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	04/16/2012	10,862.00	11,165.00	-303.00
1218.82 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	05/15/2012	1,219.00	1,253.00	-34.00
2253.95 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	06/15/2012	2,254.00	2,317.00	-63.00
868.78 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	07/16/2012	869.00	893.00	-24.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 877.98 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	08/15/2012	878.00	902.00	-24.00
650. GENERAL ELECTRIC CO	03/24/2009	11/28/2011	9,687.00	6,994.00	2,693.00
59. GOLDMAN SACHS GROUP INC	06/07/2010	11/28/2011	5,381.00	6,097.00	-716.00
5. JOHN HANCOCK FINANCIAL S FUND	09/27/2010	12/30/2011	68.00	75.00	-7.00
13. JOHN HANCOCK FINANCIAL ES FUND	09/27/2010	08/24/2012	219.00	194.00	25.00
23. JOHN HANCOCK FINANCIAL ES FUND	09/27/2010	08/28/2012	394.00	343.00	51.00
27. JOHN HANCOCK FINANCIAL ES FUND	09/27/2010	08/29/2012	463.00	370.00	93.00
5. JOHN HANCOCK FINANCIAL S FUND	02/10/2009	08/30/2012	86.00	54.00	32.00
21. JOHN HANCOCK FINANCIAL ES FUND	02/10/2009	08/31/2012	360.00	228.00	132.00
300. HOME DEPOT INC	11/13/2007	11/28/2011	11,192.00	8,579.00	2,613.00
550. HOME DEPOT INC	09/27/2010	11/30/2011	21,257.00	17,095.00	4,162.00
10. HONEYWELL INTL INC	09/27/2010	12/30/2011	544.00	440.00	104.00
10. HUMANA INC	09/27/2010	12/30/2011	879.00	503.00	376.00
55. HUMANA INC	09/27/2010	01/25/2012	4,928.00	2,700.00	2,228.00
70. HUMANA INC	02/11/2009	08/28/2012	4,896.00	3,038.00	1,858.00
30. ILLUMINA INC	08/16/2010	09/19/2011	1,421.00	1,376.00	45.00
20. ILLUMINA INC	09/22/2010	09/26/2011	808.00	995.00	-187.00
20. INTEL CORP	09/27/2010	09/28/2011	446.00	388.00	58.00
145. INTEL CORP	01/17/2008	10/26/2011	3,593.00	2,909.00	684.00
163. INTEL CORP	01/17/2008	05/09/2012	4,397.00	3,271.00	1,126.00
17. INTEL CORP	09/27/2010	06/27/2012	445.00	330.00	115.00
6. INTEL CORP	09/27/2010	08/24/2012	149.00	116.00	33.00
100000. ISR ST FLTG RATE L DTD 05/15/07 .01 DUE 05-01-	05/08/2007	05/01/2012	100,000.00	100,000.00	
19. J P MORGAN CHASE & CO	03/22/2010	06/27/2012	693.00	830.00	-137.00
150. JOHNSON & JOHNSON	05/04/2004	11/28/2011	9,316.00	8,227.00	1,089.00

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59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 140. KELLOGG CO	09/01/2010	10/25/2011	7,606.00	6,988.00	618.00
6. KOHLS CORP	05/16/2011	08/24/2012	313.00	331.00	-18.00
150. KRAFT FOODS INC CL A	12/20/2007	11/28/2011	5,230.00	4,957.00	273.00
5. LABORATORY CORP AMER HL	09/27/2010	12/30/2011	431.00	381.00	50.00
3. LABORATORY CORP AMER HL	09/27/2010	08/24/2012	266.00	229.00	37.00
536. LAS VEGAS SANDS CORP	09/27/2010	11/30/2011	24,727.00	18,588.00	6,139.00
82. LAUDER ESTEE COS INC C	09/27/2010	11/30/2011	9,551.00	5,054.00	4,497.00
112.5 MARATHON PETE CORP C	02/11/2009	09/27/2011	3,401.00	2,336.00	1,065.00
595. MASCO CORP	10/11/2010	11/28/2011	5,311.00	7,172.00	-1,861.00
128. MASTERCARD INC CL A	09/27/2010	11/30/2011	47,677.00	28,553.00	19,124.00
310. MEDTRONIC INC	08/27/2010	11/28/2011	10,751.00	9,693.00	1,058.00
130. MERCK & CO INC	10/19/2010	11/28/2011	4,446.00	4,796.00	-350.00
225. METLIFE INC	03/27/2009	11/28/2011	6,525.00	5,620.00	905.00
140. MICROSOFT CORP COM	08/25/2010	09/13/2011	3,624.00	3,384.00	240.00
380. MICROSOFT CORP COM	08/25/2010	11/28/2011	9,409.00	7,864.00	1,545.00
11. MICROSOFT CORP COM	06/11/2010	08/24/2012	335.00	279.00	56.00
70. MONSANTO CO NEW	11/08/2010	11/30/2011	5,092.00	4,347.00	745.00
30. NATIONAL-OILWELL INC	12/08/2010	12/19/2011	1,943.00	1,844.00	99.00
26. NATIONAL-OILWELL INC	03/16/2011	06/26/2012	1,559.00	1,946.00	-387.00
24. NATIONAL-OILWELL INC	03/16/2011	06/29/2012	1,544.00	1,797.00	-253.00
25. NATIONAL-OILWELL INC	11/19/2010	06/29/2012	1,609.00	1,526.00	83.00
140. NETAPP INC COM STK	09/27/2010	11/18/2011	4,881.00	6,959.00	-2,078.00
295. NETAPP INC COM STK	09/27/2010	11/30/2011	10,826.00	12,897.00	-2,071.00
570. NEW YORK CMNTY BANCOR	08/06/2009	11/28/2011	6,578.00	6,361.00	217.00
10. NEXTERA ENERGY INC COM	09/27/2010	12/30/2011	609.00	548.00	61.00

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ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. NEXTERA ENERGY INC COM	09/27/2010	08/24/2012	135.00	110.00	25.00
300. OMNICO GROUP	08/25/2010	11/28/2011	12,264.00	9,434.00	2,830.00
460. ORACLE CORPORATION	11/05/2010	11/30/2011	14,248.00	13,193.00	1,055.00
145. ORACLE CORPORATION	12/20/2010	12/29/2011	3,737.00	4,440.00	-703.00
170. ORACLE CORPORATION	10/07/2010	02/15/2012	4,792.00	4,731.00	61.00
120. PEPSICO INC	06/27/2008	11/28/2011	7,559.00	7,741.00	-182.00
517. PFIZER INC	10/16/2009	11/28/2011	9,830.00	9,260.00	570.00
30. PHILIP MORRIS INTERNAT	10/09/2008	12/14/2011	2,272.00	1,316.00	956.00
10. PHILIP MORRIS INTERNAT	09/27/2010	12/30/2011	785.00	557.00	228.00
66. PHILIP MORRIS INTERNAT	10/09/2008	06/25/2012	5,557.00	2,896.00	2,661.00
20. PHILIP MORRIS INTERNAT	10/09/2008	06/26/2012	1,683.00	878.00	805.00
2. PHILIP MORRIS INTERNATI	09/27/2010	08/24/2012	179.00	111.00	68.00
100. PHILLIPS 66 COM	09/27/2010	08/24/2012	4,117.00	2,396.00	1,721.00
259. POTASH CORP. OF SASKA	09/27/2010	11/30/2011	11,150.00	12,375.00	-1,225.00
13. PRICELINE COM INC COM	09/27/2010	09/29/2011	6,209.00	4,496.00	1,713.00
8. PRICELINE COM INC COM	09/27/2010	11/09/2011	4,352.00	2,767.00	1,585.00
13. PRICELINE COM INC COM	09/27/2010	11/30/2011	6,252.00	4,496.00	1,756.00
10. PROCTER & GAMBLE CO	09/27/2010	12/30/2011	667.00	613.00	54.00
83. PROCTER & GAMBLE CO	09/27/2010	06/28/2012	4,965.00	5,091.00	-126.00
185. PRUDENTIAL FINL INC	11/19/2010	11/28/2011	8,632.00	9,916.00	-1,284.00
10. PUBLIC SVC ENTERPRISE	09/27/2010	12/30/2011	332.00	331.00	1.00
9. PUBLIC SVC ENTERPRISE G	09/27/2010	08/24/2012	288.00	298.00	-10.00
150. QUALCOMM INC	03/03/2010	11/28/2011	8,060.00	5,808.00	2,252.00
215. QUALCOMM INC	11/05/2010	11/30/2011	11,727.00	9,913.00	1,814.00
56. QUALCOMM INC	02/25/2011	06/06/2012	3,262.00	3,218.00	44.00

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Schedule D-1 (Form 1041) 2011

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ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10. QUEST DIAGNOSTICS INC	02/10/2009	12/30/2011	581.00	507.00	74.00
1962. MFC SPDR GOLD TR GOL	08/30/2010	05/17/2012	295,863.00	237,146.00	58,717.00
13. SALESFORCE COM INC COM	11/23/2010	11/30/2011	1,519.00	1,850.00	-331.00
27. SALESFORCE COM INC COM	11/23/2010	12/22/2011	2,626.00	3,842.00	-1,216.00
28. SALESFORCE COM INC COM	12/22/2010	01/03/2012	2,900.00	3,908.00	-1,008.00
225. SANDISK CORP	09/27/2010	11/30/2011	11,032.00	8,177.00	2,855.00
7. SANDISK CORP	02/08/2011	08/24/2012	301.00	347.00	-46.00
240. SANOFI-AVENTIS SPONSO	09/04/2007	11/28/2011	7,988.00	9,828.00	-1,840.00
175. SCHLUMBERGER LTD ISIN 86	12/22/2008	11/28/2011	12,077.00	7,117.00	4,960.00
70. STARBUCKS CORP	09/27/2010	10/12/2011	2,916.00	1,854.00	1,062.00
345. STARBUCKS CORP	09/27/2010	11/30/2011	14,814.00	9,087.00	5,727.00
60. TERADATA CORP DEL COM	08/05/2011	08/21/2012	4,522.00	3,231.00	1,291.00
130. THERMO ELECTRON CORP	09/27/2010	11/11/2011	6,354.00	6,236.00	118.00
80. THERMO ELECTRON CORP	11/15/2010	11/18/2011	3,684.00	4,161.00	-477.00
35. THERMO ELECTRON CORP	11/11/2010	11/30/2011	1,639.00	1,740.00	-101.00
100. 3M CO	04/18/2005	11/28/2011	7,785.00	6,721.00	1,064.00
9. TIME WARNER CABLE INC C	03/30/2010	06/27/2012	722.00	481.00	241.00
15. US BANCORP DEL NEW	09/27/2010	12/30/2011	406.00	333.00	73.00
6. US BANCORP DEL NEW	09/27/2010	08/24/2012	198.00	133.00	65.00
5. UNITED TECHNOLOGIES COR	09/27/2010	09/28/2011	359.00	357.00	2.00
3. UNITED TECHNOLOGIES COR	09/27/2010	08/24/2012	240.00	214.00	26.00
3556.64 MFO VANGUARD FXD I INC INFLATION-PROTECTED SEC	09/21/2010	05/17/2012	51,927.00	45,045.00	6,882.00
10. WAL MART STORES INC	09/27/2010	09/28/2011	513.00	537.00	-24.00
175. WAL MART STORES INC	05/27/2010	11/28/2011	10,015.00	8,833.00	1,182.00
7. WAL MART STORES INC	11/24/2010	08/24/2012	504.00	378.00	126.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Employer identification number

59-2486579

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	184,820.00
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Schedule D-1 (Form 1041) 2011

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Account number Z0358

RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

Canada - USD

BANK N S HALIFAX COM STK CUSIP 064149107

279 000	53 03	0 00	14,795 37	13,240 28	1,555 09	0 00	1,555 09
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BCE INC COM NEW CUSIP 05534B760

627 000	44 49	0 00	27,895 23	24,554 27	3,340 96	0 00	3,340 96
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CDN IMPERIAL BK COMM TORONTO ONT COM STK CUSIP 138069101

114 000	77 34	0 00	8,816 76	7,600 50	1,216 26	0 00	1,216 26
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CRESCENT POINT ENERGY CORP COM CUSIP 22576C101

238 000	41 42	55 18	9,857 96	10,085 04	-227 08	0 00	-227 08
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ENBRIDGE INC COM CUSIP 29250N105

0 000	39 42	109 39	0 00	0 00	0 00	0 00	0 00
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VERMILION ENERGY INC COM CUSIP 923725105

206 000	45 314	39 45	9,334 68	8,898 75	435 93	0 00	435 93
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Total USD

		204 02	70,700 00	64,378 84	6,321 16	0 00	6,321 16
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Total Canada

Switzerland - USD

ADR NOVARTIS AG CUSIP 66987V109

330 000	59 01	0 00	19,473 30	17,653 48	1,819 82	0 00	1,819 82
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Total USD

		0 00	19,473 30	17,653 48	1,819 82	0 00	1,819 82
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Total Switzerland

Northern Trust

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Account number Z0358

RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United Kingdom - USD

ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105

362 000	45 49		191 10	16,467 38	15,729 85	737 53	0 00	737 53
Total USD			191 10	16,467 38	15,729 85	737 53	0 00	737 53

Total United Kingdom

			191 10	16,467 38	15,729 85	737 53	0 00	737 53
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United States - USD

ABBOTT LAB COM CUSIP 002824100

794 000	65 54		0 00	52,038 76	42,946 58	9,092 18	0 00	9,092 18
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ALEXION PHARMACEUTICALS INC COM CUSIP 015351109

245 000	107 21		0 00	26,266 45	16,801 40	9,465 05	0 00	9,465 05
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ALLERGAN INC COM CUSIP 018490102

198 000	86 13		9 90	17,053 74	15,840 76	1,212 98	0 00	1,212 98
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ALLSTATE CORP COM CUSIP 020002101

244 000	37 28		53 68	9,096 32	5,620 38	3,475 94	0 00	3,475 94
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ALTRIA GROUP INC COM CUSIP 02209S103

630 000	33 96		0 00	21,394 80	18,240 63	3,154 17	0 00	3,154 17
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AMAZON COM INC COM CUSIP 023135106

142 000	248 23		0 00	35,248 66	23,662 85	11,585 81	0 00	11,585 81
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AMERICAN EXPRESS CO CUSIP 025816109

717 000	58 30		0 00	41,801 10	31,042 48	10,758 62	0 00	10,758 62
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Account number Z0358

RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

United States - USD

AMERISOURCEBERGEN CORP COM CUSIP 03073E105							
365 000	38 52	47 45	14,059 80	7,944 50	6,115 30	0 00	6,115 30
ANALOG DEVICES INC COM CUSIP 032654105							
556 000	39 74	166 80	22 095 44	21,409 14	686 30	0 00	686 30
APACHE CORP COM CUSIP 037411105							
152 000	85 75	0 00	13 034 00	12,522 42	511 58	0 00	511 58
APPLE INC COM STK CUSIP 037833100							
198 000	665 24	0 00	131,717 52	71,854 09	59,863 43	0 00	59,863 43
AT&T INC COM CUSIP 00206R102							
968 000	36 64	0 00	35 467 52	26,394 86	9,072 66	0 00	9,072 66
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
298 000	58 08	0 00	17 307 84	15,197 84	2,110 00	0 00	2,110 00
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100							
401 000	22 54	0 00	9 038 54	10,432 48	-1,393 94	0 00	-1,393 94
BAXTER INTL INC COM CUSIP 071813109							
490 000	58 68	0 00	28 753 20	26,273 60	2,479 60	0 00	2,479 60
BEAM INC CUSIP 073730103							
144 000	58 36	30 75	8,403 84	3,894 07	4,509 77	0 00	4,509 77

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RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

BIOGEN IDEC INC COM STK	CUSIP 09062X103							
173 000		146 59	0 00	25,360 07	19,804 36	5,555 71	0 00	5,555 71
BLACKROCK INC COM STK	CUSIP 09247X101							
99 000		176 37	148 50	17 460 63	17,233 73	226 90	0 00	226 90
BOEING CO COM	CUSIP 097023105							
225 000		71 40	99 00	16,065 00	15,653 70	411 30	0 00	411 30
BORG WARNER INC COM	CUSIP 099724106							
126 000		68 78	0 00	8,666 28	7,950 55	715 73	0 00	715 73
BRISTOL MYERS SQUIBB CO COM	CUSIP 110122108							
1,099 000		33 01	0 00	36 277 99	35,762 00	515 99	0 00	515 99
CBS CORP NEW CL B	CUSIP 124857202							
238 000		36 34	0 00	8,648 92	7,714 46	934 46	0 00	934 46
CELGENE CORP COM	CUSIP 151020104							
430 000		72 04	0 00	30,977 20	28,679 74	2,297 46	0 00	2,297 46
CERNER CORP COM	CUSIP 156782104							
234 000		73 14	0 00	17,114 76	14,079 01	3,035 75	0 00	3,035 75
CHEVRON CORP COM	CUSIP 166764100							
352 000		112 16	320 40	39,480 32	30,114 36	9,365 96	0 00	9,365 96

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Account number Z0358

RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

CITRIX SYS INC COM	CUSIP 177376100							
410 000		77 69	0 00	31,852 90	29,107 58	2,745 32	0 00	2 745 32
COACH INC COM	CUSIP 189754104							
311 000		58 13	0 00	18,078 43	18,471 01	-392 58	0 00	-392 58
COCA COLA CO COM	CUSIP 191216100							
554 000		37 40	0 00	20,719 60	17,570 18	3 149 42	0 00	3,149 42
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	CUSIP 192446102							
118 000		64 28	0 00	7,585 04	7,396 30	188 74	0 00	188 74
CONOCOPHILLIPS COM	CUSIP 20825C104							
192 000		56 79	126 72	10,903 68	7,254 78	3 648 90	0 00	3 648 90
COSTCO WHOLESALE CORP NEW COM	CUSIP 22160K105							
214 000		97 87	0 00	20,944 18	18,074 88	2 869 30	0 00	2,869 30
COVANCE INC COM	CUSIP 222816100							
122 000		47 79	0 00	5,830 38	5,064 58	765 80	0 00	765 80
COVIDIEN PLC USD0 20(POST CONSOLDTN)	CUSIP G2554F113							
275 000		56 05	0 00	15 413 75	12,706 40	2,707 35	0 00	2,707 35
CUMMINS INC	CUSIP 231021106							
143 000		97 11	71 50	13,886 73	14,383 79	-497 06	0 00	-497 06

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RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID	Shares/PAR value						

Equity Securities

Common stock

United States - USD

DANAHER CORP COM CUSIP 235851102							
455 000	53 57	0 00	24,374 35	21,917 35	2,457 00	0 00	2,457 00
DARDEN RESTAURANTS INC COM CUSIP 237194105							
473 000	51 95	0 00	24,572 35	22,471 54	2,100 81	0 00	2,100 81
DEERE & CO COM CUSIP 244199105							
211 000	75 11	0 00	15,848 21	14,886 44	961 77	0 00	961 77
DICKS SPORTING GOODS INC OC-COM CUSIP 253393102							
296 000	49 76	37 00	14,728 96	11,523 28	3,205 68	0 00	3,205 68
DIRECTV COM COM CUSIP 25490A309							
310 000	52 09	0 00	16,147 90	14,444 03	1,703 87	0 00	1,703 87
DOLLAR TREE INC COM STK CUSIP 256746108							
330 000	48 17	0 00	15,896 10	13,559 30	2,336 80	0 00	2,336 80
DOVER CORP COM CUSIP 260003108							
232 000	57 81	81 20	13,411 92	8,212 99	5,198 93	0 00	5,198 93
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
522 000	49 75	224 46	25,969 50	28,299 57	-2,330 07	0 00	-2,330 07
EBAY INC COM USD0 001 CUSIP 278642103							
269 000	47 47	0 00	12,769 43	6,347 56	6,421 87	0 00	6,421 87

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

United States - USD

EMC CORP COM CUSIP 268648102							
1,501,000	26.29	0.00	39,461.29	35,037.96	4,423.33	0.00	4,423.33
EMERSON ELECTRIC CO COM CUSIP 291011104							
633,000	50.72	256.40	32,105.76	29,108.08	2,997.68	0.00	2,997.68
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104							
331,000	59.95	0.00	19,843.45	14,027.12	5,816.33	0.00	5,816.33
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
516,000	62.62	0.00	32,311.92	27,965.76	4,346.16	0.00	4,346.16
F5 NETWORKS INC COM STK CUSIP 315616102							
211,000	97.49	0.00	20,570.39	23,887.39	-3,317.00	0.00	-3,317.00
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
427,000	36.11	0.00	15,418.97	9,699.86	5,719.11	0.00	5,719.11
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
392,000	35.72	0.00	14,002.24	14,023.90	-21.66	0.00	-21.66
GENERAL ELECTRIC CO CUSIP 369604103							
1,667,000	20.71	0.00	34,523.57	25,150.39	9,373.18	0.00	9,373.18
GENUINE PARTS CO COM CUSIP 372460105							
266,000	63.16	0.00	16,800.56	15,635.36	1,165.20	0.00	1,165.20

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

United States - USD

GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							
79 000	105 72	36 34	8,351 88	10,416 79	-2,064 91	0 00	-2,064 91
GOOGLE INC CL A CL A CUSIP 38259P508							
93 000	685 09	0 00	63,713 37	55,928 23	7 785 14	0 00	7,785 14
GRAINGER W W INC COM CUSIP 384802104							
53 000	205 96	42 40	10,915 88	10,024 38	891 50	0 00	891 50
H J HEINZ CUSIP 423074103							
454 000	55 72	0 00	25,296 88	23,624 63	1,672 25	0 00	1,672 25
HALLIBURTON CO COM CUSIP 406216101							
290 000	32 76	26 10	9,500 40	10,615 46	-1,115 06	0 00	-1,115 06
HESS CORP COM STK CUSIP 42809H107							
249 000	50 53	0 00	12,581 97	13,814 43	-1,232 46	0 00	-1,232 46
HOME DEPOT INC COM CUSIP 437076102							
390 000	56 75	113 10	22,132 50	18 826 61	3,305 89	0 00	3 305 89
HONEYWELL INTL INC COM STK CUSIP 438516106							
195 000	58 45	72 63	11,397 75	6,720 05	4,677 70	0 00	4,677 70
INTEL CORP COM CUSIP 458140100							
INTC							
1,680 000	24 83	379 34	41,714 40	33,729 19	7,985 21	0 00	7,985 21

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAIR value							

Equity Securities

Common stock

United States - USD

INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
126 000	136 70	0 00	17 224 20	15 536 43	1 687 77	0 00	1 687 77
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
147 000	194 85	124 95	28 642 95	27 624 05	1 018 90	0 00	1 018 90
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602							
74 000	491 79	0 00	36 392 46	33 353 68	3 038 78	0 00	3 038 78
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
329 000	67 43	200 69	22 184 47	22 084 77	99 70	0 00	99 70
JPMORGAN CHASE & CO COM CUSIP 46625H100							
371 000	37 14	0 00	13 778 94	11 444 87	2 334 07	0 00	2 334 07
KIMBERLY-CLARK CORP COM CUSIP 494368103							
307 000	83 60	0 00	25 665 20	22 132 63	3 532 57	0 00	3 532 57
KINDER MORGAN INC DEL COM CUSIP 49456B101							
821 000	35 77	0 00	29 367 17	25 573 16	3 794 01	0 00	3 794 01
KOHL'S CORP COM CUSIP 500255104							
149 000	52 20	47 68	7 777 80	8 232 05	-454 25	0 00	-454 25
KS CY SOUTHN CUSIP 485170302							
350 000	77 33	0 00	27 065 50	23 975 40	3 090 10	0 00	3 090 10

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
LABORATORY CORP AMER HLDGS COM NEW COM NEW CUSIP 50540R409								
	97 000	87 95	0 00	8,531 15	6,102 15	2,429 00	0 00	2,429 00
LULULEMON ATHLETICA INC COM CUSIP 550021109								
	247 000	65 19	0 00	16,101 93	12,986 19	3 115 74	0 00	3,115 74
MASTERCARD INC CL A CUSIP 57636Q104								
	71 000	422 90	0 00	30 025 90	25 810 92	4,214 98	0 00	4,214 98
MATTEL INC COM CUSIP 577081102								
	615 000	35 14	190 65	21 611 10	18,241 08	3,370 02	0 00	3,370 02
MC DONALDS CORP COM CUSIP 580135101								
	681 000	89 49	443 10	60,942 69	63,057 25	-2,114 56	0 00	-2,114 56
MERCK & CO INC NEW COM CUSIP 58933Y105								
	232 000	43 05	0 00	9,987 60	8,477 47	1,510 13	0 00	1 510 13
MICROSOFT CORP COM CUSIP 594918104								
	484 000	30 82	99 00	14 916 88	10,670 68	4 246 20	0 00	4 246 20
MONSANTO CO NEW COM CUSIP 61166W101								
	274 000	87 11	0 00	23 868 14	18,869 34	4 998 80	0 00	4,998 80
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
	340 000	78 80	0 00	26 792 00	21,625 75	5,166 25	0 00	5,166 25

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

NEXTERA ENERGY INC COM CUSIP 65339F101

318 000	67 31	190 80	21,404 58	16,453 81	4,950 77	0 00	4,950 77
NIKE INC CL B CUSIP 654106103							

248 000	97 36	89 28	24,145 28	23,462 12	683 16	0 00	683 16
NOBLE ENERGY INC COM CUSIP 655044105							

202 000	87 90	0 00	17,755 80	19,230 55	-1,474 75	0 00	-1,474 75
OCCIDENTAL PETROLEUM CORP CUSIP 674599105							

107 000	85 01	0 00	9,096 07	9,371 69	-275 62	0 00	-275 62
ONEOK INC COM STK CUSIP 682680103							

604 000	44 53	0 00	26,896 12	24,611 58	2,284 54	0 00	2,284 54
ORACLE CORP COM CUSIP 68389X105							
ORCL							

311 000	31 65	0 00	9,843 15	9,981 48	-138 33	0 00	-138 33
PANERA BREAD CO CL A CUSIP 69840W108							

82 000	154 90	0 00	12,701 80	11,315 93	1,385 87	0 00	1,385 87
PEPSICO INC COM CUSIP 713448108							

419 000	72 43	0 00	30,348 17	27,152 06	3,196 11	0 00	3,196 11
PERRIGO CO COM CUSIP 714290103							

149 000	109 97	11 92	16,385 53	14,848 58	1,536 95	0 00	1,536 95
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							
<i>Equity Securities</i>							
Common stock							
United States - USD							
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109	89 30	0 00	39,292 00	28,103 69	11,188 31	0 00	11,188 31
440 000							
PHILLIPS 66 COM CUSIP 718546104							
0 000	42 00	20 00	0 00	0 00	0 00	0 00	0 00
PRAXAIR INC COM CUSIP 74005P104							
173 000	105 50	0 00	18,251 50	17 723 91	527 59	0 00	527 59
PRECISION CASTPARTS CORP COM CUSIP 740189105							
117 000	161 08	0 00	18,846 36	19,248 36	-402 00	0 00	-402 00
PRICELINE COM INC COM NEW STK CUSIP 741503403							
40 000	604 57	0 00	24,182 80	15 931 24	8,251 56	0 00	8 251 56
PROCTER & GAMBLE COM NPV CUSIP 742718109							
480 000	67 19	0 00	32,251 20	28 753 83	3,497 37	0 00	3 497 37
PUB SERVICE ENTERPRISE GROUP INC COM CUSIP 744573106							
355 000	31 66	0 00	11,270 96	11,162 00	108 96	0 00	108 96
QUALCOMM INC COM CUSIP 747525103							
563 000	61 46	0 00	34,601 98	28 221 73	6,380 25	0 00	6,380 25
QUEST DIAGNOSTICS INC COM CUSIP 74834L100							
100 000	60 47	0 00	6,047 00	5,005 40	1,041 60	0 00	1 041 60

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

United States - USD

RED HAT INC COM CUSIP 756577102							
295 000	56 04	0 00	16,531 80	14,718 00	1,813 80	0 00	1,813 80
RPM INTL INC CUSIP 749685103							
671 000	27 41	0 00	18,392 11	14,989 34	3,402 77	0 00	3,402 77
SALESFORCE COM INC COM STK CUSIP 79466L302							
151 000	145 18	0 00	21,922 18	20,420 48	1,501 70	0 00	1,501 70
SANDISK CORP COM CUSIP 80004C101							
213 000	41 22	0 00	8,779 86	10,569 87	-1,790 01	0 00	-1,790 01
SCHLUMBERGER LTD COM COM CUSIP 806857108							
381 000	72 38	104 77	27,576 78	28,276 98	-700 20	0 00	-700 20
SOUTHERN CO COM STK CUSIP 842587107							
506 000	45 33	247 94	22,936 98	22,081 60	855 38	0 00	855 38
STARBUCKS CORP COM CUSIP 855244109							
575 000	49 61	0 00	28,525 75	17,648 03	10,877 72	0 00	10,877 72
STERICYCLE INC COM CUSIP 858912108							
185 000	91 52	0 00	16,931 20	15,018 15	1,913 05	0 00	1,913 05
TERADATA CORP DEL COM STK CUSIP 88076W103							
205 000	76 38	0 00	15,657 90	11,190 16	4,467 74	0 00	4,467 74

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

TIME WARNER CABLE INC COM CUSIP 88732J207								
126 000	88 82		70 56	11,191 32	6,722 63	4,468 69	0 00	4,468 69
TRACTOR SUPPLY CO COM CUSIP 892356106								
184 000	95 48		36 80	17,568 32	15,356 45	2,211 87	0 00	2,211 87
TRIMBLE NAV LTD COM CUSIP 896239100								
355 000	49 05		0 00	17,412 75	15,346 14	2,066 61	0 00	2,066 61
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK CUSIP 90384S303								
198 000	94 00		0 00	18,612 00	17,992 40	619 60	0 00	619 60
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
658 000	79 85		353 62	52,541 30	46,023 65	6,517 65	0 00	6,517 65
US BANCORP CUSIP 902973304 USB								
289 000	33 41		0 00	9,655 49	4,591 66	5,063 83	0 00	5,063 83
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
409 000	42 94		0 00	17,562 46	18,089 49	-527 03	0 00	-527 03
WAL-MART STORES INC COM CUSIP 931142103 WMT								
253 000	72 60		103 35	18,367 80	13,096 07	5,271 73	0 00	5,271 73
WALT DISNEY CO CUSIP 254687106								
525 000	49 47		0 00	25,971 75	19,066 22	6,905 53	0 00	6,905 53

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

WASTE MGMT INC DEL COM STK	CUSIP 94106L109							
627 000	34 58	0 00		21,681 66	19,993 60	1,688 06	0 00	1,688 06
WATSON PHARMACEUTICALS INC COM CUSIP 942683103								
203 000	81 35	0 00		16,514 05	6 612 29	9,901 76	0 00	9,901 76
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
631 000	34 03		140 58	21,472 93	18 374 10	3,098 83	0 00	3,098 83
WHOLE FOODS MKT INC COM CUSIP 966837106								
295 000	96 75	0 00		28,541 25	12,828 95	15,712 30	0 00	15,712 30
WILLIAMS CO INC COM CUSIP 969457100								
865 000	32 27	270 31		27 913 55	25,823 19	2 090 36	0 00	2,090 36
Total USD		5,089 67		2,678,862 86	2,258,202 42	420,660 44	0 00	420,660 44
Total United States		5,089 67		2,678,862 86	2,258,202 42	420,660 44	0 00	420,660 44
Total Common Stock		5,484 79		2,785,503 54	2,355,964 59	429,538 95	0 00	429,538 95

Equity funds

Emerging Markets Region - USD

MFB NORTHN FDS MULTIMANAGER EMERGING MKTS EQTY FD	CUSIP 665162483							
68,207 550	17 39	0 00		1,186 129 29	1,322,246 39	-136,117 10	0 00	-136,117 10
Total USD		0 00		1,186,129 29	1,322,246 39	-136,117 10	0 00	-136,117 10
Total Emerging Markets Region		0 00		1,186,129 29	1,322,246 39	-136,117 10	0 00	-136,117 10

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Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Equity funds

Europe, Australia, and Far East Region - USD

MFC ISHARES TR MSCI EAFE INDEX FD CUSIP 464287465

29,000,000	51.60	0.00	1,496,400.00	1,535,753.09	-39,353.09	0.00	-39,353.09
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Total USD		0.00	1,496,400.00	1,535,753.09	-39,353.09	0.00	-39,353.09
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Total Europe, Australia, and Far East Region		0.00	1,496,400.00	1,535,753.09	-39,353.09	0.00	-39,353.09
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United States - USD

ISHARES TR RUSSELL 1000 INDEX FD CUSIP 464287622

21,980,000	77.84	0.00	1,710,923.20	1,679,766.20	31,157.00	0.00	31,157.00
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JOHN HANCOCK FINANCIAL OPPORTUNITIES FUND CUSIP 409735206

106,000	17.17	0.00	1,820.02	1,150.11	669.91	0.00	669.91
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MFB NORTHN MID CAP INDEX FD CUSIP 665130100

33,053,920	12.95	0.00	428,048.26	319,759.14	108,289.12	0.00	108,289.12
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MFC ISHARES TR CORE S&P SMALL-CAP ETF CUSIP 464287804

6,710,000	75.53	0.00	506,806.30	495,568.34	11,217.96	0.00	11,217.96
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SPDR DOW JONES REIT ETF CUSIP 78464A607

1,500,000	74.05	0.00	111,075.00	109,389.00	1,686.00	0.00	1,686.00
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Total USD		0.00	2,758,672.78	2,605,652.79	153,019.99	0.00	153,019.99
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Total United States		0.00	2,758,672.78	2,605,652.79	153,019.99	0.00	153,019.99
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Total Equity Funds		0.00	5,441,202.07	5,463,652.27	-22,450.20	0.00	-22,450.20
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160,557,470		0.00	5,441,202.07	5,463,652.27	-22,450.20	0.00	-22,450.20
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Other equity

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Investment Mgr ID							
Shares/PAR value							

Equity Securities

Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

275 000	70 40	0 00	19,360 00	16 284 90	3,075 10	0 00	3,075 10
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DIGITAL RLTY TR INC COM CUSIP 253868103

361 000	74 51	0 00	26,898 11	24 599 23	2,298 88	0 00	2,298 88
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HCP INC COM REIT CUSIP 40414L109

440 000	45 86	0 00	20,178 40	16 814 86	3,363 54	0 00	3,363 54
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HEALTH CARE REIT INC COM CUSIP 42217K106

351 000	58 44	0 00	20,512 44	17 978 10	2,534 34	0 00	2 534 34
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NATIONAL RETAIL PTYS INC COM STK CUSIP 637417106

425 000	31 06	0 00	13,200 50	11,300 04	1,900 46	0 00	1,900 46
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RLTY INC CORP COM CUSIP 756109104

212 000	42 13	32 03	8,931 56	7 004 03	1,927 53	0 00	1,927 53
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Total USD		32 03	109,081 01	93,981 16	15,099 85	0 00	15,099 85
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Total United States		32 03	109,081 01	93,981 16	15,099 85	0 00	15,099 85
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Total Other Equity

2,064 000		32 03	109,081 01	93,981 16	15,099 85	0 00	15,099 85
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Total Equity Securities

208,383 470		5,516 82	8,335,786 62	7,913,598 02	422,188 60	0 00	422,188 60
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Fixed Income Securities

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Investment Mgr ID							
Shares/PAR value							

Fixed Income Securities

Corporate/government

Israel - USD

ISR ST JUBILEE ISS 6TH SER DTD 05/01/2010 2 9 DUE 05-01-2015/05-01-2010 CUSIP 46513GFX0

500,000,000	100.00	4,886.30	500,000.00	0.00	500,000.00	0.00	500,000.00
Issue Date 01 May 10	Rate 2.90%	Yield to Maturity 2.905%	Maturity Date 01 May 15				

ISR ST JUBILEE ISS BD 7TH SER DTD 03/01/2011 1.85 DUE 03-01-2014 REG CUSIP 46513GWH6

300,000,000	100.00	1,850.00	300,000.00	300,000.00	0.00	0.00	0.00
Issue Date 01 Mar 11	Rate 1.85%	Yield to Maturity 1.857%	Maturity Date 01 Mar 14				

ISRAEL ST JUBILEE ISSUE 6TH SER DTD 04-01-2014 REG CUSIP 46513FE47

500,000,000	100.00	5,583.33	500,000.00	500,000.00	0.00	0.00	0.00
Issue Date 22 Apr 09	Rate 3.35%	Yield to Maturity 3.361%	Maturity Date 01 Apr 14				

ISRAEL ST JUBILEE ISSUE BD 7TH SER DTD 04/09/2011 3.26% DUE 04-01-2016 REG CUSIP 46513GXN2

200,000,000	100.00	2,173.33	200,000.00	200,000.00	0.00	0.00	0.00
Issue Date 08 Apr 11	Rate 3.26%	Yield to Maturity 3.264%	Maturity Date 01 Apr 16				

ISRAEL ST JUBILEE ISSUE BD 7TH SER DTD 04/09/2011 4.49% DUE 04-01-2021 REG CUSIP 46513GYN1

300,000,000	100.00	4,490.00	300,000.00	300,000.00	0.00	0.00	0.00
Issue Date 08 Apr 11	Rate 4.49%	Yield to Maturity 4.493%	Maturity Date 01 Apr 21				

Total USD		18,982.96	1,800,000.00	1,300,000.00	500,000.00	0.00	500,000.00
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Total Israel		18,982.96	1,800,000.00	1,300,000.00	500,000.00	0.00	500,000.00
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United States - USD

DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKENTRY SR NT 4 5% DUE 04-03-2013 CUSIP 24422EQQ5

200,000,000	102.4011	3,700.00	204,802.20	202,018.00	2,784.20	0.00	2,784.20
Issue Date 03 Apr 08	Rate 4.50%	Yield to Maturity 0.529%	Maturity Date 03 Apr 13				

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Fixed Income Securities

Corporate/government

United States - USD

GNMA POOL #590161 SER 2017 5% DUE 11-15-2017 REG CUSIP 36201QTS2

Issue Date 01 Nov 02 Rate 5.00% Yield to Maturity 1.167% Maturity Date 15 Nov 17
52,253,580 107.691 217.72 56,272.40 53,706.86 2,565.54 0.00 2,565.54

GNMA POOL #603640 SER 2018 5% DUE 04-15-2018 REG CUSIP 36200KS57

Issue Date 01 Apr 03 Rate 5.00% Yield to Maturity -1.00% Maturity Date 15 Apr 18
5,350,330 109.9318 22.29 5,881.71 5,530.88 350.83 0.00 350.83

LILLY ELI & CO 4.2% DUE 03-06-2014 CUSIP 532457BE7

Issue Date 06 Mar 09 Rate 4.20% Yield to Maturity 0.678% Maturity Date 06 Mar 14
200,000,000 105.6649 4,083.33 211,329.80 208,300.00 3,029.80 0.00 3,029.80

LOWES COS INC 5% DUE 10-15-2015 CUSIP 548661CH8

Issue Date 06 Oct 05 Rate 5.00% Call Date 14 Oct 15 Call Price 100.00 Yield to Maturity 0.731% Maturity Date 15 Oct 15
125,000,000 112.3977 2,361.11 140,497.12 130,193.75 10,303.37 0.00 10,303.37

MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699

Issue Date 25 Aug 08
200,956,700 7.37 0.00 1,481,050.87 1,462,302.32 18,748.55 0.00 18,748.55

MFO VANGUARD FXD INC SECS FD INC INFLATION-PROTECTED SECS FD #119 CUSIP 922031869

Issue Date 04 Dec 07 Rate 4.65% Yield to Maturity 0.581% Maturity Date 15 Feb 13
20,007,350 14.84 0.00 296,909.07 238,152.97 58,756.10 0.00 58,756.10

PEPSICO INC 4.65% DUE 02-15-2013 CUSIP 713448BG2

Issue Date 04 Dec 07 Rate 4.65% Yield to Maturity 0.581% Maturity Date 15 Feb 13
100,000,000 101.9328 206.66 101,932.80 96,671.00 5,261.80 0.00 5,261.80

Total USD 10,591.11 2,498,675.97 2,396,875.78 101,800.19 0.00 101,800.19

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income Securities

Corporate/government								
Total United States			10,591 11	2,498,675 97	2,396,875 78	101,800 19	0 00	101,800 19
Total Corporate/Government								
2,703,567 960			29,574 07	4,298,675 97	3,696,875 78	601,800 19	0 00	601,800 19
Total Fixed Income Securities								
2,703,567 960			29,574 07	4,298,675 97	3,696,875 78	601,800 19	0 00	601,800 19

Hedge Funds

Hedge fund of funds

United States - USD

HF NORTHERN TRUST DIVERSIFIED HEDGE FUND LTD CUSIP 000993915

763 350	1,451 280068	0 00		1,107,834 64	826,893 23	280,941 41	0 00	280,941 41
Total USD								
		0 00		1,107,834 64	826,893 23	280,941 41	0 00	280,941 41
Total United States								
		0 00		1,107,834 64	826,893 23	280,941 41	0 00	280,941 41
Total Hedge Fund of Funds								
763 350		0 00		1,107,834 64	826,893 23	280,941 41	0 00	280,941 41
Total Hedge Funds								
763 350		0 00		1,107,834 64	826,893 23	280,941 41	0 00	280,941 41

Real Estate

Real estate funds

United States - USD

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Real Estate

Real estate funds

United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

58,469 080	8 69	0 00	508,096 30	580,378 28	-72,281 98	0 00	-72 281 98
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MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT CUSIP 233203348

22,357 720	5 33	0 00	119,166 64	110 000 00	9,166 64	0 00	9,166 64
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Total USD		0 00	627,262 94	690,378 28	-63,115 34	0 00	-63,115 34
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Total United States		0 00	627,262 94	690,378 28	-63,115 34	0 00	-63,115 34
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Total Real Estate Funds

80,826 800		0 00	627,262 94	690,378 28	-63,115 34	0 00	-63,115 34
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Total Real Estate

80,826 800		0 00	627,262 94	690,378 28	-63,115 34	0 00	-63,115 34
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Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

2,999 000	164 22	0 00	492,495 78	327 906 64	164,589 14	0 00	164,589 14
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Total USD

		0 00	492,495 78	327,906 64	164,589 14	0 00	164,589 14
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Total Global Region

		0 00	492,495 78	327,906 64	164,589 14	0 00	164,589 14
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United States - USD

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Commodities								
Commodities								
United States - USD								
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667								
38,295 910		7 02	0 00	268,837 28	284,834 45	-15,997 17	0 00	-15,997 17
Total USD			0 00	268,837 28	284,834 45	-15,997 17	0 00	-15,997 17
Total United States			0 00	268,837 28	284,834 45	-15,997 17	0 00	-15,997 17
Total Commodities			0 00	761,333 06	612,741 09	148,591 97	0 00	148,591 97
41,294 910			0 00	761,333 06	612,741 09	148,591 97	0 00	148,591 97
Total Commodities			0 00	761,333 06	612,741 09	148,591 97	0 00	148,591 97

Cash and Short Term Investments

Short term

USD - United States dollar							
	1 00	43 25	238,236 29	238,236 29	0 00	0 00	0 00
Total short term - all currencies		43 25	238,236 29	238,236 29	0 00	0 00	0 00
Total short term - all countries		43 25	238,236 29	238,236 29	0 00	0 00	0 00
Total Short Term			238,236 29	238,236 29	0 00	0 00	0 00
238,236 290		43 25	238,236 29	238,236 29	0 00	0 00	0 00
Total Cash and Short Term Investments		43 25	238,236 29	238,236 29	0 00	0 00	0 00
238,236 290		43 25	238,236 29	238,236 29	0 00	0 00	0 00

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Adjustments To Cash

Pending trade purchases

USD - United States dollar	1.00	0.00	0.00	-4,260.83	-4,260.83	0.00	0.00	0.00
Total pending trade purchases - all currencies		0.00	0.00	-4,260.83	-4,260.83	0.00	0.00	0.00
Total pending trade purchases - all countries		0.00	0.00	-4,260.83	-4,260.83	0.00	0.00	0.00
Total Pending trade purchases		0.00	0.00	-4,260.83	-4,260.83	0.00	0.00	0.00
0.000								

Pending trade sales

USD - United States dollar	1.00	0.00	0.00	908.28	908.28	0.00	0.00	0.00
Total pending trade sales - all currencies		0.00	0.00	908.28	908.28	0.00	0.00	0.00
Total pending trade sales - all countries		0.00	0.00	908.28	908.28	0.00	0.00	0.00
Total Pending trade sales		0.00	0.00	908.28	908.28	0.00	0.00	0.00
0.000								
Total Adjustments To Cash		0.00	0.00	-3,352.55	-3,352.55	0.00	0.00	0.00
0.000								

Total	3,273,072.780	35,134.14	15,365,776.97	13,975,370.14	1,390,406.83	0.00	1,390,406.83
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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

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