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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 Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
SMITH RUSSELL & VERA PRIVATE FDN 1035004163

A Employer identification number
39-1744162

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

Room/suite

B Telephone number (see instructions)
(608) 782-1148

City or town, state, and ZIP code
LA CROSSE, WI 54601

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 ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,822,444

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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	110,017	110,017		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	225,618			
	b	Gross sales price for all assets on line 6a 2,844,969				
	7	Capital gain net income (from Part IV, line 2)		225,618		
	8	Net short-term capital gain			0	
	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	335,635	335,635		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	27,088	27,088		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,100	0	0	1,100
	c	Other professional fees (attach schedule)	17,063	17,063		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	23,185	23,185		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	10			10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	68,446	67,336	0	1,110
	25	Contributions, gifts, grants paid	234,283			234,283
	26	**Total expenses and disbursements.** Add lines 24 and 25	302,729	67,336	0	235,393
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	32,906			
	b	**Net investment income** (if negative, enter -0-)		268,299		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	46,677	990	990
	2 Savings and temporary cash investments		106,259	106,259
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			0
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	4,349,918	4,324,293	4,715,195
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,396,595	4,431,542	4,822,444
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)		0	
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	4,396,595	4,431,542	
	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 page 17 of the instructions)	4,396,595	4,431,542	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,396,595	4,431,542	

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	4,396,595
2	Enter amount from Part I, line 27a	2	32,906
3	Other increases not included in line 2 (itemize) ▶	3	2,041
4	Add lines 1, 2, and 3	4	4,431,542
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,431,542

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	225,618
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 page 18 of 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))
2011	213,253	4,869,837	0 043791
2010	191,870	4,505,750	0 042583
2009	225,978	3,842,734	0 058807
2008	278,609	4,406,480	0 063227
2007	233,676	5,679,871	0 041141

2	**Total** of line 1, column (d).	2	0 249549
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 04991
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,778,856
5	Multiply line 4 by line 3.	5	238,513
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,683
7	Add lines 5 and 6.	7	241,196
8	Enter qualifying distributions from Part XII, line 4.	8	235,393

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	5,366
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	5,366
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,366
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,420		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,420
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,054
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	5,368	**Refunded** ▶	11	1,686

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?	1a		No
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)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WI			
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶Trust Point Inc Telephone no ▶(608) 782-1148

Located at ▶230 FRONT STREET NORTH LA CROSSE WI ZIP +4 ▶54601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

		Line	Yes	No
16	At any time during calendar year 2012, 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		No

See 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.

			Line	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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
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 2012?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
Trust Point Inc 230 Front Street North La Crosse, WI 54601	Director 1	25,088		
George E Smith 1334 Nakomis Avenue La Crosse, WI 54601	Director 1	2,000		
Darwin Isaacson 230 Front Street North La Crosse, WI 54601	Director 1	0		
Mark Chamberlain 230 Front Street North La Crosse, WI 54601	Director 1	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				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,851,630
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	4,851,630
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,851,630
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,774
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,778,856
6	**Minimum investment return.** Enter 5% of line 5.	6	238,943

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	238,943
2a	Tax on investment income for 2012 from Part VI, line 5. 2a 5,366		
b	Income tax for 2012 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	5,366
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	233,577
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	233,577
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	233,577

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	235,393
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	235,393
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	235,393

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				233,577
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			230,799	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 235,393				
a Applied to 2011, but not more than line 2a			230,799	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				4,594
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				228,983
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

Darwin Isaacson
230 Front Street North
La Crosse, WI 54601
(608) 782-1148

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

Letter outlining organization's needs and exemption qualifications including brief resume of organization's past qualifying activities

c Any submission deadlines

None

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

La Crosse County, WI as preferred area of participation

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				234,283
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	110,017	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	225,618	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				335,635	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 335,635

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	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)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-02 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
TRUST POINT INC	TRUST POINT INC			

Firm's name ▶ TRUST POINT INC

Firm's EIN ▶

Firm's address ▶ 230 FRONT STREET NORTH La Crosse, WI 54601

Phone no (608) 782-1148

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
852 WALTER INVESTMENT MGMT CORP		2011-11-15	2012-01-25
4929 288 GOLDMAN SACHS HIGH YIELD FUND		2011-01-28	2012-03-02
511 ABAXIS INC		2011-12-28	2012-04-03
255 ABBOTT LABORATORIES		2011-12-28	2012-04-03
636 AMERICA MOVIL SA DE CV		2011-12-28	2012-04-03
1049 ANGIODYNAMICS INC		2009-01-28	2012-04-03
234 ANIXTER INTERNATIONAL INC		2011-12-28	2012-04-03
36 APPLE INC		2008-01-25	2012-04-03
249 ASHLAND INC		2011-12-28	2012-04-03
286 BASF AG SPONSORED ADR		2009-01-28	2012-04-03
759 BANK NEW YORK MELLON CORP		2011-10-10	2012-04-03
338 BANK NEW YORK MELLON CORP		2009-01-28	2012-04-03
447 BRADY CORP		2011-12-28	2012-04-03
790 COMPANHIA ENERGETICA DE MINAS GERAIS		2011-12-28	2012-04-03
423 COMPANHIA DE BEDIDAS DAS AMERICAS		2011-10-10	2012-04-03
2652 COUSINS PROPERTIES INC		2011-10-10	2012-04-03
509 DEALERTRACK HOLDINGS INC		2011-12-28	2012-04-03
265 DEALERTRACK HOLDINGS INC		2008-07-23	2012-04-03
268 DOMINION RESOURCES INC NEW		2011-12-28	2012-04-03
404 FASTENAL CO		2011-10-10	2012-04-03
206 FOMENTO ECONOMICO MEXICANO ADR		2011-12-28	2012-04-03
433 FORWARD AIR CORP		2011-12-28	2012-04-03
445 FRESH MARKET INC		2011-12-28	2012-04-03
578 GAYLORD ENTERTAINMENT CO		2011-12-28	2012-04-03
489 GENTEX CORP		2011-12-28	2012-04-03
893 GRAND CANYON EDUCATION INC		2011-12-28	2012-04-03
470 HALLIBURTON CO		2011-10-10	2012-04-03
1009 HEARTLAND EXPRESS INC		2011-05-24	2012-04-03
251 HESS CORP		2011-12-28	2012-04-03
160 HUMANA INC		2011-03-22	2012-04-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
316 ICU MEDICAL INC		2011-12-28	2012-04-03
306 IPC THE HOSPITALIST CO INC		2011-12-28	2012-04-03
453 INTEGRA LIFESCIENCES HOLDINGS CORP		2011-12-28	2012-04-03
431 J P MORGAN CHASE & CO		2009-01-28	2012-04-03
2022 KINGFISHER PLC ADR		2011-08-31	2012-04-03
173 LABORATORY CORP OF AMERICA HLDGS		2011-10-10	2012-04-03
553 MARATHON OIL CORP		2011-08-31	2012-04-03
379 MAXIMUS INC		2011-10-10	2012-04-03
48 MITSUI & CO LTD SPONSORED ADR		2011-12-28	2012-04-03
1672 NATIONAL PENN BANCSHARES INC		2011-12-28	2012-04-03
966 NISSAN MOTOR CO LTD SPONSORED ADR		2011-08-31	2012-04-03
1500 OLD NATIONAL BANCORP		2011-12-28	2012-04-03
492 ORACLE CORP		2011-04-27	2012-04-03
664 PAN AMERICAN SILVER CORP		2011-12-28	2012-04-03
1333 PARTNER COMMUNICATIONS CO LTD ADR		2011-10-10	2012-04-03
548 PARTNER COMMUNICATIONS CO LTD ADR		2009-01-28	2012-04-03
417 PIEDMONT NATURAL GAS CO		2011-12-28	2012-04-03
214 PORTFOLIO RECOVERY ASSOCIATES		2011-12-28	2012-04-03
563 PORTLAND GENERAL ELECTRIC CO		2011-12-28	2012-04-03
340 POTASH CORP OF SASKATCHWAN INC		2011-12-28	2012-04-03
281 T ROWE PRICE GROUP INC		2009-01-28	2012-04-03
1054 PROVIDENT FINANCIAL SERVICES		2011-12-28	2012-04-03
242 QUEST DIAGNOSTICS INC		2011-12-28	2012-04-03
763 QUEST SOFTWARE INC		2011-12-28	2012-04-03
1075 ROLLINS INC		2009-01-28	2012-04-03
195 ROYAL DUTCH SHELL PLC SPONSORED ADR		2011-12-28	2012-04-03
458 ST JUDE MEDICAL INC		2011-10-10	2012-04-03
224 SCHEIN HENRY INC		2011-08-31	2012-04-03
235 SMUCKER JM CO		2010-08-05	2012-04-03
204 SOHU COM INC		2011-07-25	2012-04-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
209 TECHNE CORP		2011-12-28	2012-04-03
505 TELEFONICA BRASIL SA SP ADR		2011-12-28	2012-04-03
832 TELEFONICA DE ESPANA SA SPONS ADR		2011-12-28	2012-04-03
362 TELENOR ASA		2009-10-20	2012-04-03
283 TOTAL FINA SA SPONSORED ADR		2011-12-28	2012-04-03
428 UNILEVER PLC ADR NEW		2011-12-28	2012-04-03
887 UNITED FINANCIAL BANCORP INC		2011-12-28	2012-04-03
513 VALE SA-SP		2011-07-25	2012-04-03
285 VANGUARD LARGE CAP ETF		2011-10-10	2012-04-03
513 VERINT SYSTEMS INC		2011-12-28	2012-04-03
1002 WALTER INVESTMENT MGMT CORP		2011-11-15	2012-04-03
353 WEIS MARKETS INC		2011-10-10	2012-04-03
674 WARNER CHILCOTT PLC A		2011-05-24	2012-04-03
228 ALLIED WORLD ASSURANCE HOLDINGS LTD		2011-12-28	2012-04-03
283 AUTOLIV INC		2011-08-31	2012-08-21
124 BAIDU COM INC ADR		2011-12-28	2012-08-21
227 BAYER AG SPONSORED ADR		2011-12-28	2012-08-21
281 BEAM INC		2011-12-28	2012-08-21
196 BECTON DICKINSON & CO		2009-08-07	2012-08-21
826 BIOMED REALTY TRUST		2012-04-03	2012-08-21
902 CBL & ASSOCIATES PROPERTIES INC		2011-12-28	2012-08-21
208 CERNER CORP		2012-04-03	2012-08-21
1048 CISCO SYSTEMS INC		2011-12-28	2012-08-21
2060 COLONY FINANCIAL INC		2012-04-03	2012-08-21
206 DEERE & CO		2011-10-10	2012-08-21
4 DEERE & CO		2011-01-06	2012-08-21
214 DEVON ENERGY CORP		2010-08-05	2012-08-21
38 FREEPORT MCMORAN COPPER & GOLD CL B		2009-01-28	2012-08-21
366 FREEPORT MCMORAN COPPER & GOLD CL B		2011-02-03	2012-08-21
54 FREEPORT MCMORAN COPPER & GOLD CL B		2012-04-03	2012-08-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
295 HONEYWELL INTERNATIONAL INC		2011-12-28	2012-08-21
711 JUNIPER NETWORKS INC		2011-10-10	2012-08-21
381 JUNIPER NETWORKS INC		2009-06-02	2012-08-21
317 NATIONAL GRID PLC SPONSORED ADR		2012-04-03	2012-08-21
332 PINNACLE WEST CAPITAL CORP		2012-04-03	2012-08-21
1232 POLYONE CORP		2011-12-28	2012-08-21
1597 PRECISION DRILLING CORP		2012-04-03	2012-08-21
364 QUALITY SYSTEMS INC		2012-04-03	2012-08-21
1113 RESOURCES CONNECTION INC		2012-04-03	2012-08-21
1486 SCIQUEST INC		2012-04-03	2012-08-21
261 SNAP-ON TOOLS CORP		2012-04-03	2012-08-21
424 STARBUCKS CORP		2011-10-10	2012-08-21
595 STATOIL ASA SPONSORED ADR		2012-04-03	2012-08-21
383 SIGNET JEWELERS LIMITED		2011-10-10	2012-08-21
248 BAXTER INTERNATIONAL INC		2011-08-31	2012-10-22
36 BAXTER INTERNATIONAL INC		2012-04-03	2012-10-22
513 BEACON ROOFING SUPPLY INC		2009-01-28	2012-10-22
194 BUNZL PLC		2012-04-03	2012-10-22
2010 COUSINS PROPERTIES INC		2012-08-21	2012-10-22
336 COVANCE INC		2012-04-03	2012-10-22
336 EMERSON ELECTRIC CO		2011-10-10	2012-10-22
179 EXXON MOBIL CORP		2010-10-26	2012-10-22
349 GLAXO WELLCOME PLC SPONSORED ADR		2012-04-03	2012-10-22
3186 ISHARES RUSSELL MID CAP ETF		2011-12-28	2012-10-22
508 LVMH MOET HENNESSY LOUIS VUITTON		2011-12-28	2012-10-22
13 MEAD JOHNSON NUTRITION CO		2012-08-21	2012-10-22
208 MEAD JOHNSON NUTRITION CO		2011-08-31	2012-10-22
195 PHILLIP MORRIS INTL INC		2011-10-10	2012-10-22
169 PHILLIPS 66		2009-01-28	2012-10-22
473 U S BANCORP DEL		2012-08-21	2012-10-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1497 VANGUARD LARGE CAP ETF		2011-10-10	2012-10-22
413 WALGREEN CO		2011-08-31	2012-10-22
436 WALGREEN CO		2012-08-21	2012-10-22
701 WEBSTER FINANCIAL CORP		2012-04-03	2012-10-22
1363 WINDSTREAM CORP		2012-04-03	2012-10-22
638 ALTERRA CAPITAL HOLDINGS LTD		2012-04-03	2012-10-22
315 ASML HOLDING NV		2012-04-03	2012-11-28
100000 DU PAGE & COOK CNTYS IL ISD 181 4 75% 06		2009-03-25	2012-12-03
226 AUTOLIV INC		2012-10-22	2012-12-06
565 CATO CORP		2012-04-03	2012-12-06
687 CHINA SOUTHERN AIRLINES CO		2012-04-03	2012-12-06
313 DU PONT (E I) DE NEMOURS & CO		2011-04-27	2012-12-06
405 EBAY INC		2011-08-31	2012-12-06
558 EMCOR GROUP INC		2012-08-21	2012-12-06
460 EXELON CORP		2012-08-21	2012-12-06
348 HCP INC		2012-08-21	2012-12-06
2882 HERSHA HOSPITALITY TRUST		2012-10-22	2012-12-06
790 NISSAN MOTOR CO LTD SPONSORED ADR		2012-08-21	2012-12-06
208 OCCIDENTAL PETROLEUM CORP		2012-04-03	2012-12-06
412 PEGASYSTEMS INC		2012-04-03	2012-12-06
268 TERADATA CORP DEL		2011-10-10	2012-12-06
566 TIM PARTICIPACOES S A		2011-10-10	2012-12-06
156 WATSON PHARMACEUTICALS		2009-01-28	2012-12-06
283 SIGNET JEWELERS LIMITED		2012-10-22	2012-12-06
242 ASML HOLDING NV		2012-11-28	2012-12-06
3846 154 DELAWARE EMERGING MARKETS I		2011-03-22	2012-12-11
1545 GLIMCHER REALTY TRUST		2012-08-21	2012-12-11
505 HALLIBURTON CO		2012-08-21	2012-12-11
478 THOR INDUSTRIES INC		2012-08-21	2012-12-11
998 KRAFT FOODS GROUP INC		2011-10-10	2012-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
532 ASML HOLDING NV		2012-11-28	2012-12-17
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15		22	-7
35,442		34,648	794
14,904		14,206	698
15,557		14,280	1,277
15,639		14,208	1,431
12,945		12,916	29
16,813		14,179	2,634
22,629		4,722	17,907
15,621		14,245	1,376
24,710		8,666	16,044
18,466		14,193	4,273
8,223		9,312	-1,089
14,358		14,255	103
19,387		14,038	5,349
17,749		13,841	3,908
20,222		15,109	5,113
15,384		14,124	1,260
8,009		5,157	2,852
13,756		14,279	-523
21,482		14,023	7,459
17,404		14,177	3,227
15,830		14,204	1,626
21,658		18,088	3,570
17,907		14,033	3,874
12,121		14,425	-2,304
15,815		14,319	1,496
15,688		16,457	-769
14,572		16,386	-1,814
14,721		14,101	620
14,555		10,421	4,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,763		14,324	1,439
11,172		14,285	-3,113
15,959		14,147	1,812
19,451		13,360	6,091
19,876		15,650	4,226
16,215		13,864	2,351
17,371		14,876	2,495
15,690		13,852	1,838
15,397		14,299	1,098
15,341		14,341	1,000
20,807		17,861	2,946
19,517		17,728	1,789
14,349		17,333	-2,984
14,183		13,707	476
9,558		14,531	-4,973
3,929		7,539	-3,610
13,002		14,277	-1,275
15,211		14,255	956
14,058		14,294	-236
15,721		13,943	1,778
18,337		9,167	9,170
15,409		14,255	1,154
14,904		14,104	800
17,693		14,069	3,624
22,388		12,104	10,284
13,630		14,098	-468
19,901		17,409	2,492
17,053		14,788	2,265
19,061		13,827	5,234
10,958		17,531	-6,573

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,620		14,130	490
15,352		14,026	1,326
13,295		14,094	-799
19,779		14,136	5,643
14,419		14,113	306
14,252		14,218	34
14,147		14,370	-223
12,045		17,247	-5,202
18,374		15,473	2,901
16,005		14,010	1,995
22,416		24,217	-1,801
15,341		13,799	1,542
11,289		16,480	-5,191
15,688		14,337	1,351
17,257		15,740	1,517
15,343		14,475	868
17,638		14,006	3,632
16,289		14,337	1,952
14,963		12,627	2,336
15,264		15,751	-487
19,061		14,170	4,891
14,772		15,935	-1,163
20,038		19,136	902
38,212		34,124	4,088
15,994		14,313	1,681
311		337	-26
12,817		14,045	-1,228
1,390		538	852
13,388		20,607	-7,219
1,975		2,081	-106

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,449		16,048	1,401
12,906		14,023	-1,117
6,916		9,163	-2,247
17,406		16,111	1,295
17,443		15,938	1,505
19,675		14,139	5,536
14,023		15,501	-1,478
6,600		15,913	-9,313
13,245		16,138	-2,893
25,306		22,885	2,421
18,247		15,764	2,483
20,370		17,337	3,033
15,142		16,059	-917
18,502		15,159	3,343
15,289		13,913	1,376
2,219		2,169	50
15,379		7,395	7,984
16,001		15,976	25
16,789		16,181	608
16,437		15,866	571
16,128		15,187	941
16,375		11,859	4,516
15,757		15,946	-189
351,536		312,536	39,000
16,469		14,097	2,372
898		931	-33
14,366		14,785	-419
17,269		12,880	4,389
7,610		4,091	3,519
15,954		15,731	223

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
97,390		81,273	16,117
14,864		14,765	99
15,691		15,617	74
15,366		15,646	-280
13,262		15,872	-2,610
15,509		14,928	581
16,907		15,783	1,124
100,000		100,305	-305
13,800		14,159	-359
16,419		15,830	589
15,656		15,757	-101
13,362		17,387	-4,025
21,181		12,526	8,655
18,453		15,897	2,556
13,465		17,314	-3,849
15,656		15,796	-140
13,574		14,097	-523
14,727		15,934	-1,207
15,387		19,964	-4,577
8,346		15,594	-7,248
15,734		15,004	730
9,667		13,948	-4,281
13,722		4,243	9,479
15,231		13,986	1,245
15,132		13,142	1,990
54,000		61,577	-7,577
16,747		16,055	692
17,186		17,799	-613
17,819		15,644	2,175
46		35	11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34		29	5
			3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-7
			794
			698
			1,277
			1,431
			29
			2,634
			17,907
			1,376
			16,044
			4,273
			-1,089
			103
			5,349
			3,908
			5,113
			1,260
			2,852
			-523
			7,459
			3,227
			1,626
			3,570
			3,874
			-2,304
			1,496
			-769
			-1,814
			620
			4,134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,439
			-3,113
			1,812
			6,091
			4,226
			2,351
			2,495
			1,838
			1,098
			1,000
			2,946
			1,789
			-2,984
			476
			-4,973
			-3,610
			-1,275
			956
			-236
			1,778
			9,170
			1,154
			800
			3,624
			10,284
			-468
			2,492
			2,265
			5,234
			-6,573

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			490
			1,326
			-799
			5,643
			306
			34
			-223
			-5,202
			2,901
			1,995
			-1,801
			1,542
			-5,191
			1,351
			1,517
			868
			3,632
			1,952
			2,336
			-487
			4,891
			-1,163
			902
			4,088
			1,681
			-26
			-1,228
			852
			-7,219
			-106

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,401
			-1,117
			-2,247
			1,295
			1,505
			5,536
			-1,478
			-9,313
			-2,893
			2,421
			2,483
			3,033
			-917
			3,343
			1,376
			50
			7,984
			25
			608
			571
			941
			4,516
			-189
			39,000
			2,372
			-33
			-419
			4,389
			3,519
			223

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			16,117
			99
			74
			-280
			-2,610
			581
			1,124
			-305
			-359
			589
			-101
			-4,025
			8,655
			2,556
			-3,849
			-140
			-523
			-1,207
			-4,577
			-7,248
			730
			-4,281
			9,479
			1,245
			1,990
			-7,577
			692
			-613
			2,175
			11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UW-L Foundation 615 EAST AVENUE NORTH La Crosse, WI 54601	NONE	PUBLIC	ACCOUNTANCY SCHOLARSHIPS	28,483
YMCA 1140 MAIN STREET La Crosse, WI 54601	NONE	PUBLIC	STRONG KIDS CAMPAIGN	3,500
Viterbo University 900 VITERBO DRIVE La Crosse, WI 54601	NONE	PUBLIC	BUSINESS & NURSING	18,000
Great Rivers United Way Inc 1855 EAST MAIN Onalaska, WI 54650	NONE	PUBLIC	2012-2013 CAMPAIGN	12,000
Rotary Works Foundation PO BOX 1571 La Crosse, WI 54602	NONE	PUBLIC	LEGACY CLUB FUND	2,000
First Presbyterian Church 233 WEST AVENUE SOUTH La Crosse, WI 54601	NONE	PUBLIC	RELIGIOUS	5,000
La Crosse County Historical Society PO BOX 1272 La Crosse, WI 54602	NONE	PUBLIC	HISTORY	1,000
Gundersen Lutheran Medical Fdn 1836 SOUTH AVENUE La Crosse, WI 54601	NONE	PUBLIC	HEALTH	1,000
Wisconsin Masonic Foundation 36275 SUNSET DRIVE Dousman, WI 53118	NONE	PUBLIC	MASONIC DIAGNOSTIC CENTER	1,000
Mayo Clinic 200 FIRST STREET SW Rochester, MN 55905	NONE	PUBLIC	MEDICAL EDUCATION AND	1,000
Shriners Hospitals for Children 2025 EAST RIVER PARKWAY Minneapolis, MN 55414	NONE	PUBLIC	HEALTH	1,000
Salvation Army PO BOX 156 La Crosse, WI 54602	NONE	PUBLIC	HUMANITARIAN	4,000
American Red Cross 2927 LOSEY BLVD SOUTH La Crosse, WI 54601	NONE	PUBLIC	HURRICANE SANDY RELIEF	1,000
La Crosse Community Theatre 118 FIFTH AVENUE NORTH La Crosse, WI 54602	NONE	PUBLIC	PLEDGE PAYMENTS, SEASON	46,000
Family & Children's Center 1707 MAIN STREET La Crosse, WI 54601	NONE	PUBLIC	HEALTH FAMILIES PROGRAM	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Catholic Charities 3710 EAST AVENUE SOUTH La Crosse, WI 54601	NONE	PUBILC	LA CROSSE WARMING CENTER	5,000
Neighborhood City Church 525 SOUTH 7TH STREET La Crosse, WI 54601	NONE	PUBLIC	NEIGHBORHOOD BLOCK PARTY	1,000
Western Technical College 400 SEVENTH STREET NORTH La Crosse, WI 54601	NONE	PUBLIC	BUSINESS SCHOLARSHIPS	5,000
La Crosse Community Foundation 300 SECOND STREET NORTH SUITE 320 La Crosse, WI 54601	NONE	PUBLIC	LA CROSSE PROMISE	50,000
Jazz in the Park 1725 STATE STREET La Crosse, WI 54601	NONE	PUBLIC	2012 CONCERT SERIES	3,500
Myrick Hixon EcoPark 789 MYRICK PARK DRIVE La Crosse, WI 54601	NONE	PUBLIC	PLEDGE PAYMENT	25,000
La Crosse Symphony Orchestra 201 MAIN STREET SUITE 230 La Crosse, WI 54601	NONE	PUBLIC	2012-2013 SEASON	1,500
La Crosse Valley View Rotary Club PO BOX 545 La Crosse, WI 54602	NONE	PUBLIC	NOON TUNES	2,000
WAFER 403 CAUSEWAY BLVD La Crosse, WI 54603	NONE	PUBLIC	PEANUT BUTTER	2,000
Blue Stars Drum & Bugle Corps PO BOX 2523 La Crosse, WI 54602	NONE	PUBLIC	2012 ANNUAL CAMPAIGN	1,500
Junior Achievement 400 SEVENTH STREET NORTH La Crosse, WI 54602	NONE	PUBLIC	OPERATIONS, PLEDGE PAYMENTS	4,000
United Fund for the Arts and Humanities 119 KING STREET La Crosse, WI 54601	NONE	PUBLIC	ARTS & HUMANITIES	3,800
Total . . . . ▶ **3a**				234,283

TY 2012 Accounting Fees Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,100			1,100

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TY 2012 Other Assets Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163
EIN: 39-1744162

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERATED TAX-FREE OBLIGATIONS	36,348	0	0
MANDAN ND PUB SCH DIST NO 1	53,008	52,170	53,498
SHAWSHEEN VY MA REGL VOCATION	52,102	51,591	53,384
PENNSYLVANIA ST 4%	103,611	102,194	103,659
WATERLOO IA 4%	53,010	52,172	53,982
DOUGLAS COUNTY NE SCHOOL	101,656	100,960	104,120
LAREDO TX 4 55%	101,508	0	0
WAUSAU WI SCHOOL DISTRICT	54,500	53,251	53,344
MONONA GROVE WI SCHOOL DIST	105,001	103,946	108,817
DU PAGE & COOK CNTYS IL ISD	100,628	0	0
CHICAGO IL MIDWAY AIRPORT	9,974	9,974	10,013
DREIHAUS ACTIVE INCOME FUND	90,000	155,000	153,288
GOLDMAN SACHS HIGH YIELD FUND	34,648	0	0
PIMCO REAL RETURN FUND	20,648	70,648	70,974
VANGUARD CONVERTIBLE SEC	24,508	24,508	22,527
AUTOLIV INC	15,740	0	0
BORG WARNER AUTOMOTIVE INC	14,232	14,232	15,971
NISSAN MOTOR CO LTD SPONSORED	17,861	0	0
VOLKSWAGEN AG SPONSORED ADR	16,165	16,165	23,474
COACH INC	17,570	17,570	16,375
TIME WARNER CABLE INC	15,989	15,989	23,326
BEACON ROOFING SUPPLY INC	14,204	6,809	17,772
FASTENAL CO	14,023	0	0
LKQ CORP	14,282	14,282	21,649
MITSUI & CO LTD SPONSORED ADR	14,299	15,863	15,432
CHEESECAKE FACTORY INC	9,531	9,531	17,991
CHICOS FAS INC	14,369	14,369	23,776
DOLLAR TREE INC	16,057	16,057	15,494
FRESH MARKET INC	18,088	0	0
KINGFISHER PLC ADR	15,650	0	0
MC DONALDS CORP	12,648	12,648	18,701
STARBUCKS CORP	17,337	0	0
WAL MART STORES INC	14,950	28,697	32,273
WALGREEN CO	14,765	0	0
SIGNET JEWELERS LIMITED	15,159	0	0
AERCAP HOLDINGS NV	14,461	14,461	19,345
BEAM INC	14,337	0	0
COMPANHIA DE BEDIDAS DAS AMERI	13,841	0	0
FOMENTO ECONOMICO MEXICANO	14,177	0	0
HEINZ H J CO	14,271	14,271	15,228
KRAFT FOODS INC	15,493	18,982	20,462
SMUCKER JM CO	13,827	0	0
UNILEVER PLC ADR NEW	14,218	0	0
WEIS MARKETS INC	13,799	0	0
KIMBERLY CLARK CORP	15,603	15,603	17,899
COLGATE-PALMOLIVE CO	11,478	11,478	18,295
PROCTER & GAMBLE CO	16,419	16,419	16,226
ALTRIA GROUP INC	14,597	14,597	15,374
PHILLIP MORRIS INTL INC	28,053	15,173	16,310
APACHE CORP	23,734	23,734	23,629
CNOOC LTD SPONSORED ADR	11,753	11,753	19,800
CHEVRON CORP	12,138	27,947	36,119
CHINA PETROLEUM & CHEMICAL	14,912	14,912	17,353
CONOCOPHILLIPS	17,065	12,974	19,601
DEVON ENERGY CORP	14,045	0	0
EXXON MOBIL CORP	22,061	23,996	26,917
GAXPROM OAO ADR	13,997	13,997	12,400
HESS CORP	14,101	17,941	17,530
MARATHON OIL CORP	14,876	0	0
ROYAL DUTCH SHELL PLC B	14,139	27,970	27,434
TOTAL FINA SA SPONSORED ADR	14,113	0	0
HALLIBURTON CO	16,457	0	0
NATIONAL-OILWELL INC	18,944	18,944	19,548
SCHLUMBERGER LTD	26,696	26,696	22,799
CHEMED CORP	10,872	10,872	18,176
GRAND CANYON EDUCATION INC	14,319	15,633	17,438
MAXIMUS INC	13,852	14,243	15,931
RITCHIE BROS AUCTIONEERS INC	13,989	13,989	14,978
ROLLINS INC	12,110	15,572	14,557
ACCENTURE PLC	16,962	16,962	21,413
BANK NEW YORK MELLON CORP	23,505	0	0
CASS INFORMATION SYSTEMS INC	28	15,926	18,424
NATIONAL PENN BANCSHARES INC	14,341	0	0
OLD NATIONAL BANCORP	17,728	0	0
WELLS FARGO & CO	16,196	32,095	35,957
AMERICAN EXPRESS CO	17,275	17,275	20,980
CAPITAL ONE FINANCIAL CORP	17,074	17,074	19,986
GOLDMAN SACHS GROUP INC	14,147	14,147	19,899
JPMORGAN CHASE & CO	30,341	16,981	18,247
PORTFOLIO RECOVERY ASSOCIATES	14,255	15,441	16,777
T ROWE PRICE GROUP INC	9,167	0	0
GAYLORD ENTERTAINMENT CO	14,033	0	0
ALLSTATE CORP	14,029	14,029	22,937
ALLIED WORLD ASSURANCE HLDINGS	14,337	0	0
CBL & ASSOCIATES PROPERTIES	14,170	0	0
COUSINS PROPERTIES INC	15,109	0	0
PROVIDENT FINANCIAL SERVICES	14,255	14,290	13,667
UNITED FINANCIAL BANCORP INC	14,370	0	0
ABBOTT LABORATORIES	14,280	0	0
AMERISOURCEBERGEN CORP	13,976	13,976	21,288
ASTRAZENECA GROUP PLC SPONS	23,688	23,688	25,384
BRISTOL MYERS SQUIBB CO	14,318	14,318	13,264
GLAXOSMITHKLINE PLC	14,273	27,961	27,299
MEAD JOHNSON NUTRITION CO	14,785	28,528	27,213
NEOGEN CORP	14,133	14,133	18,264
WATSON PHARMACEUTICALS	8,486	4,243	13,416
WARNER CHILCOTT PLC-A	16,480	0	0
INTEGRA LIFESCIENCES HOLDINGS	14,147	0	0
ABAXIS INC	14,206	15,645	14,951
HUMANA INC	10,421	0	0
IPC THE HOSPITALIST CO INC	14,285	13,776	12,707
LABORATORY CORP OF AMERICA HLD	13,864	14,024	14,119
MEDNAX INC	14,848	14,848	18,846
QUEST DIAGNOSTICS INC	14,104	14,134	13,927
ANGIODYNAMICS INC	12,916	0	0
BAXTER INTERNATIONAL INC	13,913	13,797	15,265
BECTON DICKINSON & CO	12,627	0	0
CEPHEID INC	5,342	5,342	21,535
ICU MEDICAL INC	14,324	0	0
ST JUDE MEDICAL INC	17,409	0	0
SCHEIN HENRY INC	14,788	0	0
TECHNE CORP	14,130	0	0
UNITED TECHNOLOGIES CORP	18,648	18,648	30,016
EMERSON ELECTRIC CO	15,187	0	0
HITACHI LTD SPONSORED ADR	13,947	13,947	16,263
DOVER CORP	10,027	10,027	20,961
GENERAL ELECTRIC CO	28,686	28,686	39,377
HONEYWELL INTERNATIONAL INC	16,048	13,987	14,344
LVMH MOET HENNESSY L V	14,097	0	0
DEERE & CO	14,650	14,278	14,432
CANADIAN NAT'L RAILWAY CO	19,425	19,425	23,845
FORWARD AIR CORP	14,204	0	0
HEARTLAND EXPRESS INC	16,386	0	0
UNITED PARCEL SERVICE	15,748	15,748	17,179
BAIDU COM INC ADR	14,475	0	0
EBAY INC	14,661	17,670	20,807
GOOGLE INC CLASS A	17,916	17,916	21,929
SOHU COM INC	17,531	0	0
CHECK POINT SOFTWARE	12,672	12,672	22,105
DEALERTRACK HOLDINGS INC	19,282	15,711	16,054
MICROSOFT CORP	17,452	17,452	22,703
ORACLE CORP	17,333	14,249	15,460
QUEST SOFTWARE INC	14,069	0	0
ULTIMATE SOFTWARE GROUP INC	4,438	4,438	28,606
VERINT SYSTEMS INC	14,010	0	0
AT&T INC	28,380	42,045	46,756
AMERICA MOVIL S A B DE C V	14,208	0	0
AMERICAN TOWER CORP CLASS A	17,910	17,910	24,881
ANIXTER INTERNATIONAL INC	14,179	0	0
BCE INC	14,169	14,169	14,986
CENTURYLINK INC	14,149	14,149	15,061
CISCO SYSTEMS INC	19,136	0	0
JUNIPER NETWORKS INC	23,186	0	0
NIPPON TELEGRAPH & TELEPHONE	8,076	23,913	21,514
PARTNER COMMUNICATIONS CO LTD	22,070	0	0
TELEFONICA BRASIL SA SP ADR	14,026	0	0
TELEFONICA DE ESPANA SA SPONS	14,094	0	0
TELENOR ASA	14,136	0	0
TIM PARTICIPACOES SA	13,948	0	0
VERIZON COMMUNICATIONS INC	16,911	16,911	20,164
VODAFONE GROUP PLC NEW	14,156	28,039	26,424
APPLE INC	8,133	17,584	27,673
EMC CORP	17,533	17,533	20,948
INT'L BUSINESS MACHINES CORP	19,144	19,144	19,730
SAN DISK CORP	16,307	16,307	16,226
TERADATA CORP DEL	15,004	0	0
BRADY CORP	14,255	0	0
FARO TECHNOLOGIES INC	14,194	14,194	10,918
GENTEX CORP	14,425	0	0
NATIONAL INSTRUMENTS CORP	9,303	9,303	16,622
ARM HOLDINGS PLC SPONSORED ADR	16,915	16,915	23,530
INTEL CORP	20,604	20,604	18,558
SEMTECH CORP	8,907	8,907	20,004
ASHLAND INC	14,245	0	0
BASF SE SPONSORED ADR	8,666	0	0
BAYER AG SPONSORED ADR	14,006	14,124	14,217
DU PONT E I DE NEMOURS & CO	17,387	0	0
POLYONE CORP	14,139	13,810	13,926
POTASH CORP OF SASKATCHWAN INC	13,943	0	0
PRAXAIR INC	14,037	14,037	17,403
FREEPORT MCMORAN COPPER & GOLD	21,145	22,199	19,699
PAN AMERICAN SILVER CORP	13,707	0	0
RIO TINTO PLC SPONSORED ADR	13,956	13,956	16,904
ROYAL DUTCH SHELL PLC SPONSOR	14,098	0	0
VALE SA-SP	17,247	0	0
DOMTAR CORP	14,211	14,211	15,785
COMPANHIA ENERGETICA DE MINAS	14,038	30,376	21,915
COMPANHIA PARANAENSE DE ENERGI	14,073	14,073	11,313
DOMINION RESOURCES INC NEW	14,279	0	0
DUKE ENERGY HOLDING CORP	14,328	14,328	13,845
ENERSIS SA	14,183	14,183	14,886
NATIONAL GRID PLC SPONSORED AD	14,120	13,734	16,370
NEXTERA ENERGY INC	13,928	13,928	18,128
PORTLAND GENERAL ELECTRIC CO	14,294	0	0
PUBLIC SERVICE ENTERPRISE GRP	18,016	18,016	17,197
SOUTHERN CO	14,297	14,297	13,185
PIEDMONT NATURAL GAS CO	14,277	0	0
VANGUARD LARGE CAP ETF	108,473	39,551	41,833
ISHARES RUSSELL MID CAP ETF	419,559	135,531	152,120
MACERICH CO	5	5	7
WALTER INVESTMENT MGMT CORP	24,240	0	0
MUTUALHEDGE FRONTIER LEGENDS	75,000	150,000	142,889
PYXIS LONG/SHORT EQUITY FUND	75,000	150,000	152,038
DELAWARE EMERGING MARKETS	98,790	125,013	153,797
AGILENT TECHNOLOGIES INC		30,234	32,220
INVESCO CONVERTIBLE SECURITIES		50,000	50,654
ALLERGAN INC		14,119	14,126
ATHENAHEALTH INC		15,834	15,391
BB&T CORP		18,008	16,651
BANK OF MONTREAL		14,132	14,467
BANK OF NOVA SCOTIA		15,788	16,322
BED BATH & BEYOND INC		13,833	13,362
BIO-REFERENCE LABORATORIES INC		15,898	18,896
CBS CORP NEW		15,820	16,552
CLECO CORP		15,852	16,044
CHICAGO BRIDGE & IRON CO NV		16,014	16,871
CHINA MOBILE LTD ADR		15,896	17,146
CITRIX SYSTEMS INC		13,869	15,093
COCA COLA CO		21,370	21,025
COMCAST CORP CLASS A		13,883	13,935
COMMUNITY TRUST BANCORP INC		15,899	16,161
CONCUR TECHNOLOGIES INC		15,791	18,636
COSTAR GROUP INC		15,787	20,555
CUMMINS INC		13,638	14,736
DIAGEO PLC SPONSORED ADR		15,772	18,769
DIGI INTERNATIONAL INC		15,328	13,258
EBIX INC		16,107	10,962
ELECTRO SCIENTIFIC INDUSTRIES		14,011	12,109
EXPRESS SCRIPTS HLDG CO		19,038	17,982
GAMCO INVESTORS INC		16,060	18,309
GROUP CGI INC CLASS A		15,854	16,561
HSBC HOLDINGS PLC SPONSORED		14,267	15,284
INNERWORKINGS INC		16,295	17,762
INTUITIVE SURGICAL INC		16,965	15,201
IVY HIGH INCOME		85,427	86,297
JOHNSON & JOHNSON CO		29,942	30,704
KOHLS CORP		13,991	11,476
KOPPERS HOLDINGS INC		13,909	15,031
LAUDER ESTEE COS INC CLASS A		14,020	13,469
LILLY ELI & CO		15,862	19,432
MAXWELL TECHNOLOGIES INC		15,782	7,412
MERCK & CO INC NEW		16,048	16,990
MILLER HERMAN INC		15,902	15,108
MONDELEZ INTERNATIONAL INC		10,136	11,530
MONSANTO CO		14,110	15,144
MOSAIC CO NEW		14,206	14,950
NETEASE COM INC		15,644	13,695
OIL CO LUKOIL SPONSORED ADR		16,392	17,286
PARXEL INTERNATIONAL CORP		15,694	17,517
PRECISION CATPARTS CORP		14,143	16,290
QUALCOMM INC		19,859	18,063
REX ENERGY CORP		13,808	14,726
REXAM PLC		14,177	13,607
SCHOLASTIC CORP		15,912	14,810
SYKES ENTERPRISES INC		14,073	15,601
TJX COMPANIES INC		18,938	20,291
TAIWAN SEMICONDUCTOR MFG SPON		14,254	15,924
3D SYSTEMS CORP		14,047	16,805
TRAVELERS COS INC		17,334	21,043
UNITED NATURAL FOODS INC		17,494	20,096
UNITED OVERSEAS BANK ADR		14,262	15,083
VF CORP		16,005	16,154
VALEO SA		15,672	14,960
WUXI PHARMATECH CAYMAN ADR		13,532	13,829
WERNER ENTERPRISES INC		19,596	16,881
ALTERRA CAPITAL HOLDINGS LTD		13,571	16,350
ENERGY XXI BERMUDA LTD		15,502	13,865
HERBALIFE LTD		16,066	7,510
VALIDUS HOLDINGS LTD		15,642	16,183
STRATASYS LTD		15,069	17,553
BANCO LATINOAMERICANO DE EXP		15,899	16,213
COPA HOLDINGS SA CLASS A		13,879	14,221
FLEXTRONICS INTERNATIONAL LTD		15,863	13,569

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TY 2012 Other Expenses Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	10	0		10

TY 2012 Other Increases Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Description	Amount
ACCRUED INCOME/LOSS ADJUSTMENT	2,041

TY 2012 Other Professional Fees Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN & MANAGEMENT FEES (A	17,063	17,063		

TY 2012 Taxes Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	1,898	1,898		0
FEDERAL TAX PAYMENT - PRIOR YE	8,639	8,639		0
FEDERAL ESTIMATES - PRINCIPAL	12,420	12,420		0
FOREIGN TAXES ON QUALIFIED FOR	228	228		0