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

**2012**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning** \_\_\_\_\_, **2012, and ending** \_\_\_\_\_

Name of foundation  
**THE H. RUSSELL SMITH FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**4675 MACARTHUR COURT 540**

City or town State ZIP code  
**NEWPORT BEACH CA 92660**

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

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 10,627,819.**

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

**A** Employer identification number **56-2283549**

**B** Telephone number (see the instructions) **(626) 799-1182**

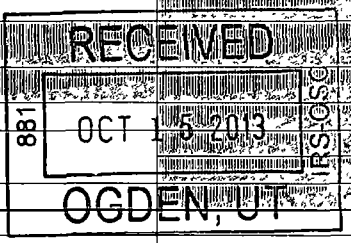
**C** If exemption application is pending, check here

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

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

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

<b>Part III Analysis of Revenue and Expenses</b> (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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments	126.	126.		
	<b>4</b> Dividends and interest from securities	242,359.	242,359.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	567,608.			
	<b>b</b> Gross sales price for all assets on line 6a	1,525,790.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		567,608.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule) See Line 11 Stmt	195,017.	40,934.			
<b>12 Total.</b> Add lines 1 through 11	1,005,110.	851,027.			
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) L-16b Stmt	8,780.	878.		7,902.
	<b>c</b> Other prof fees (attach sch) L-16c Stmt	141,666.	51,896.		89,770.
	<b>17</b> Interest	17,278.	17,278.		
	<b>18</b> Taxes (attach schedule)(see instrs) See Line 18 Stmt	7,101.	7,101.		
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	214,343.	212,718.		1,625.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	389,168.	289,871.		99,297.
	<b>25</b> Contributions, gifts, grants paid	927,951.			927,951.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,317,119.	289,871.		1,027,248.	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-312,009.				
<b>b Net investment income</b> (if negative, enter 0)		561,156.			
<b>c Adjusted net income</b> (if negative, enter 0)					



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Part III 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		62,018.	73,778.	73,778.
	2	Savings and temporary cash investments		122,835.	682,115.	682,115.
	3	Accounts receivable				
		Less allowance for doubtful accounts		74,427.		
	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 sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule)				
		c Investments – corporate bonds (attach schedule) L-10c Stmt		2,400,834.	1,442,652.	1,450,752.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		7,921,305.	8,032,178.	8,421,174.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item 1)		10,581,419.	10,230,723.	10,627,819.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (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. X					
	27	Capital stock, trust principal, or current funds		10,581,419.	10,230,723.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)		10,581,419.	10,230,723.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		10,581,419.	10,230,723.		

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	10,581,419.
2	Enter amount from Part I, line 27a	2	-312,009.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,269,410.
5	Decreases not included in line 2 (itemize) See Other Decreases Stmt	5	38,687.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,230,723.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day, year)	(d) Date sold (month day, year)
<b>1 a CAPITAL GAIN DIVIDENDS</b>	P	Various	Various
<b>b FROM SCHEDULE K-1s</b>	P	Various	Various
<b>c SCHEDULE ATTACHED</b>	P	Various	Various
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 2,540.		0.	2,540.
<b>b</b> 555,785.		0.	555,785.
<b>c</b> 967,465.		958,182.	9,283.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b> 0.	0.	0.	2,540.
<b>b</b> 0.	0.	0.	555,785.
<b>c</b> 0.	0.	0.	9,283.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	— [ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]	<b>2</b>	567,608.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]	<b>3</b>	0.

**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.

<b>1</b> 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 (column (b) divided by column (c))
2011	667,720.	10,543,524.	0.063330
2010	1,059,525.	9,126,597.	0.116092
2009	1,227,024.	9,126,597.	0.134445
2008	1,339,850.	9,126,597.	0.146807
2007	1,288,064.	8,969,882.	0.143599

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.604273
<b>3</b> Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.120855
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	11,294,795.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,365,032.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	5,612.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,370,644.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,027,248.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,223.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	11,223.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	11,223.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	21,183.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	21,183.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,960.	
11 Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>See States Registered In</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990 PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>STEWART R. SMITH</u> Telephone no <u>(626) 799-1182</u> Located at <u>4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA</u> ZIP + 4 <u>92660</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 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

**5 a** 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

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)

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

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

If 'Yes' to 6b, file Form 8870

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (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
H. RUSSELL SMITH 4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA 92660	CHAIRMAN/ DIRECTOR 10.00	0.	0.	0.
STEWART R. SMITH 4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA 92660	PRESIDENT/ DIRECTOR 25.00	99,744.	0.	0.
KATE PARKER 4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA 92660	SECRETARY/ TREASURER 10.00	0.	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				

Total number of other employees paid over \$50,000 None

**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		
-----		
-----		
-----		
-----		
-----		
<b>Total</b> 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 -----	
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 -----		
2 -----		
All other program-related investments. See instructions		
3 -----		
<b>Total.</b> Add lines 1 through 3		

BAA

**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	1 a	2,036,813.
b	Average of monthly cash balances	1 b	647,556.
c	Fair market value of all other assets (see instructions)	1 c	8,782,428.
d	<b>Total</b> (add lines 1a, b, and c)	1 d	11,466,797.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,466,797.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	172,002.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,294,795.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	564,740.

**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	564,740.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	11,223.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	11,223.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	553,517.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	553,517.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	553,517.

**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	1 a	1,027,248.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,027,248.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,027,248.

**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				553,517.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007	850,350.			
b From 2008	883,520.			
c From 2009	770,694.			
d From 2010	1,059,525.			
e From 2011	0.			
f Total of lines 3a through e	3,564,089.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,027,248.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				553,517.
e Remaining amount distributed out of corpus	473,731.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,037,820.			
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				
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	850,350.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	3,187,470.			
10 Analysis of line 9				
a Excess from 2008	883,520.			
b Excess from 2009	770,694.			
c Excess from 2010	1,059,525.			
d Excess from 2011	0.			
e Excess from 2012	473,731.			

BAA

Form 990-PF (2012)

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see 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) )
- H. RUSSELL SMITH
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (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
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines.
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SCHEDULE ATTACHED  DIRECT PAYMENTS CA 91108 FROM PARTNERSHIP K-1s	N/A	PUBLIC	GENERAL SUPPORT	925,500.
PASS THROUGH CA 91108	N/A	PUBLIC	GENERAL SUPPORT	2,451.
<b>Total</b>				▶ <b>3 a</b> 927,951.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3 b</b>





Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
CRT Income	154,083.		
Partnership Income	40,934.	40,934.	
Total	195,017.	40,934.	

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	4,891.	4,891.		
Franchise Tax	2,210.	2,210.		
Total	7,101.	7,101.		

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FILING FEES	1,625.			1,625.
MISCELLANEOUS				
PORTFOLIO EXPENSES FROM K-1s	212,718.	212,718.		
Total	214,343.	212,718.		1,625.

Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

Nondeductible expenses net of nontaxable income	601.
Current Federal Excise tax per books	37,993.
ULD	93.
Total	38,687.

Form 990-PF, Page 4, Part VII-A, Line 8a

**States Registered In**

CA - California

DE - Delaware

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EUGENE LEWIS & ASSOC	TAX PREP	8,780.	878.		7,902.
Total		8,780.	878.		7,902.

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Stewart R. Smith	President/CEO	99,744.	9,974.		89,770.
Cambridge Associates	Investment Advisory	41,922.	41,922.		
Total		<u>141,666.</u>	<u>51,896.</u>		<u>89,770.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
VANGUARD SHORT-TERM BOND FUND	475,267.	478,839.
PIMCO LOW DURATION FUND	674,337.	678,586.
PIMCO SHORT-TERM FUND	293,048.	293,327.
Total	<u>1,442,652.</u>	<u>1,450,752.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
AURORA OFFSHORE LP	715,231.	719,500.
CS STRATEGIC PARTNERS IV	636,337.	739,506.
CSFB STRATEGIC PARTNERS III	339,428.	321,340.
DIVERSIFIED REAL ESTATE FUND	232,879.	122,485.
FIRSTMARK II	13,355.	15,300.
LEGACY VENTURE III, LLC	560,715.	719,876.
LEGACY VENTURES IV, LLC	683,378.	856,015.
LEGACY VENTURES V	570,006.	655,104.
NORTHGATE PRIVATE EQUITY III-B3	1,441,675.	1,525,152.
NORTHGATE PRIVATE EQUITY PARTNERS II	277,934.	274,851.
NORTHGATE VENTURE PARTNERS II	188,782.	223,032.
RBO MALL ASSOCIATES	257,523.	254,430.
STRATEGIC REAL ESTATE FUND III	1,283,905.	1,116,400.
STRATEGIC REAL ESTATE FUND II	241,030.	293,726.
EVANSTON WEATHERLOW	590,000.	584,457.
Total	<u>8,032,178.</u>	<u>8,421,174.</u>

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Accounting Method
						Mutual Funds Average All Other Investments. First In First Out [FIFO]
<b>Long-Term</b>						
PIMCO LOW DURATION FUND INSTL CL PTLDX	28,173 9800	multiple	11/06/12	\$299,721 20	\$294,253 18	\$5,468 02
<b>Security Subtotal</b>				<b>\$299,721.20</b>	<b>\$294,253.18</b>	<b>\$5,468.02</b>
PIMCO SHORT TERM INSTL CL PTSHX	5,193 3760	03/11/10	07/13/12	\$51,000 94	\$51,261 64	(\$260 70)
PIMCO SHORT TERM INSTL CL PTSHX	15,157 0000	multiple	11/06/12	\$149,852 78	\$149,608 41	\$244 37
<b>Security Subtotal</b>				<b>\$200,853.72</b>	<b>\$200,870.05</b>	<b>(\$16 33)</b>
VANGUARD SHORT TERM BOND INDEX FUND INVESTOR SHR VBISX	18,819 8390	03/17/10	02/22/12	\$200,004 94	\$198,562 64	\$1,442 30
VANGUARD SHORT TERM BOND INDEX FUND INVESTOR SHR VBISX	14,089.0000	multiple	07/13/12	\$149,997 90	\$148,648 94	\$1,348.96

SIPC

2012 Year-End Schwab Gain/Loss Report

Page 3 of 5

Realized Gain or (Loss) (continued)	Accounting Method		Total Proceeds	Cost Basis	Realized Gain or (Loss)
	Mutual Funds	All Other Investments			
	Average	First In First Out (FIFO)			
<b>Long-Term (continued)</b>					
VANGUARD SHORT TERM BOND INDEX FUND INVESTOR SHR VBISX	Quantity/Par	Acquired/Opened	Sold/Closed		
	10,980 0000	03/17/10	11/06/12	\$116,887 05	\$115,846 78
<b>Security Subtotal</b>				<b>\$466,889.89</b>	<b>\$463,058.36</b>
<b>Total Long-Term</b>				<b>\$967,464.81</b>	<b>\$958,181.59</b>
<b>Total Realized Gain or (Loss)</b>				<b>\$967,464.81</b>	<b>\$958,181.59</b>

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.  
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

H. RUSSELL SMITH FOUNDATION

02/19/13

January through December 2012

Trans #	Type	Date	Num	Name	Memo	Split	Amount	Balance
<b>550 CONTRIBUTIONS MADE</b>								
<b>550 01 Cash</b>								
<b>550 02 Miscellaneous Contributions</b>								
1410	Check	3/13/2012	171	United Way, Inc	United Way	101 13	50 000 00	50 000 00
1410	Check	3/13/2012	171	United Way, Inc	Huntington Hospital	101 13	50 000 00	100 000 00
1473	Check	8/6/2012	1192	Hoover Institution	Charitable	101 11	1 000 00	101 000 00
1523	Check	12/12/2012	179	Huntington Hospital	Charitable	101 13	350 000 00	451 000 00
1524	Check	12/12/2012	180	University of So California	Charitable	101 13	450 000 00	901 000 00
1551	Check	12/27/2012	1207	Los Angeles Philharmonic Assoc	Charitable	101 11	5 000 00	906 000 00
1552	Check	12/27/2012	1208	Claremont University Consortium	Charitable	101 11	5 000 00	911 000 00
1553	Check	12/27/2012	1205	Keck Graduate Institute	Contribution	101 11	5 000 00	916 000 00
1554	Check	12/27/2012	1204	Huntington Medical Research Insut	Charitable	101 11	2 000 00	918 000 00
1555	Check	12/27/2012	1203	Rand Corporation	Charitable	101 11	2 500 00	920 500 00
1556	Check	12/27/2012	1202	KCET Associates	Charitable	101 11	5 000 00	925 500 00
Total 550 02 Miscellaneous Contributions							925 500 00	925,500 00
Total 550 01 Cash							925 500 00	925 500 00
Total 550 CONTRIBUTIONS MADE							925,500 00	925,500 00