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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

09/01, 2012, and ending

08/31, 2013

Name of foundation ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685		A Employer identification number 59-2486579						
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 312- 630-6000						
P.O. BOX 803878 City or town, state, and ZIP code CHICAGO, IL 60680		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 ☐						
G Check all that apply: <table border="1"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change
☐ 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, col. (c), line 16) ▶ \$ 15,647,581. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	430,429.	433,029.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,201,834.			
b	Gross sales price for all assets on line 6a	7,623,886.			
7	Capital gain net income (from Part IV, line 2)		1,201,834.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	43,698.	43,698.		STMT 2
12	Total. Add lines 1 through 11.	1,675,961.	1,678,561.		
13	Compensation of officers, directors, trustees, etc.	194,371.	75,934.		118,437.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,000.	1,000.	NONE	1,000.
c	Other professional fees (attach schedule)	46,931.	8,669.		38,262.
17	Interest				
18	Taxes (attach schedule) (see instructions)	26,762.	3,427.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	60,922.	NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	2,781.	10.		2,771.
24	Total operating and administrative expenses. Add lines 13 through 23	333,767.	89,040.	NONE	160,470.
25	Contributions, gifts, grants paid	808,000.			808,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,141,767.	89,040.	NONE	968,470.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	534,194.			
b	Net investment income (if negative, enter -0-)		1,589,521.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	234,884.	215,734.	215,734.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . STMT 7 .	7,913,598.	8,089,289.	9,517,928.
	c	Investments - corporate bonds (attach schedule) . STMT 8 .	3,696,876.	4,278,161.	4,833,861.
	11	Investments - land, buildings, and equipment; basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9 .	826,893.	690,378.	627,589.
	14	Land, buildings, and equipment; basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE ATTACHMENTS)	1,303,119.	463,916.	452,469.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,975,370.	13,737,478.	15,647,581.	
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)			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	13,975,370.	13,737,478.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	13,975,370.	13,737,478.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,975,370.	13,737,478.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,975,370.
2	Enter amount from Part I, line 27a	2	534,194.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT - RETURN OF CAPITAL	3	1,587.
4	Add lines 1, 2, and 3	4	14,511,151.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT - GRANTOR TRUST	5	773,673.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,737,478.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 7,623,886.		6,422,052.	1,201,834.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) 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			1,201,834.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,201,834.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,005,337.	15,136,647.	0.066417
2010	1,040,220.	15,925,489.	0.065318
2009	558,683.	14,704,090.	0.037995
2008	1,112,286.	13,671,515.	0.081358
2007	1,289,706.	18,578,273.	0.069420
2 Total of line 1, column (d)			2 0.320508
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 0.064102
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 15,504,789.
5 Multiply line 4 by line 3			5 993,888.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,895.
7 Add lines 5 and 6			7 1,009,783.
8 Enter qualifying distributions from Part XII, line 4			8 968,470.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	31,790.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	31,790.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	31,790.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	22,500.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	22,500.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,290.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>THE NORTHERN TRUST COMPANY</u> Telephone no. <u>(312) 630-6000</u> Located at <u>P.O. BOX 803878, CHICAGO, IL</u> ZIP+4 <u>60680</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
and enter the amount of tax-exempt interest received or accrued during the year		15		
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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	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?	☐ Yes	☒ No
If "Yes," list the years <u></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.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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	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?	4b	X

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob 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
SEE STATEMENT 10		194,371.	-0-	-0-

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

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

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

Form 990-PF (2012)

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,740,903.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,740,903.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,740,903.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	236,114.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,504,789.
6	Minimum investment return. Enter 5% of line 5	6	775,239.

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	775,239.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,790.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	743,449.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	743,449.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	743,449.

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	968,470.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	968,470.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	968,470.

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				743,449.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				NONE
b From 2008				NONE
c From 2009				NONE
d From 2010				NONE
e From 2011				264,260.
f Total of lines 3a through e	264,260.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 968,470.				
a Applied to 2011, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				743,449.
e Remaining amount distributed out of corpus . .	225,021.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	489,281.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	489,281.			
10 Analysis of line 9:				
a Excess from 2008				NONE
b Excess from 2009				NONE
c Excess from 2010				NONE
d Excess from 2011				264,260.
e Excess from 2012				225,021.

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

NOT APPLICABLE

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

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

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

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

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

N/A

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

N/A

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

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

a The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VARIOUS -SEE ATTACHED	N/A	PUBLIC	GENERAL	783,000.
HILLEL FOUNDATION 2020 W UNIVERSITY DRIVE GAINESVILLE FL 32603	N/A	PUBLIC	GENERAL	20,000.
NEW ISRAEL FUND 2100 M ST. NW., SUITE 619 WASHINGTON DC 2003	N/A	PUBLIC	SUPPORT SHATIL	5,000.
Total			3a	808,000.
b Approved for future payment				
Total			3b	

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

- | | | | |
|--|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

Signature of officer or trustee

10/02/2013
Date

VICE PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	433,029.	433,029.
ACCRUED/DEFERRED INCOME	-2,862.	
RETURN OF CAPITAL	262.	
	-----	-----
TOTAL	430,429.	433,029.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INCOME FROM GRANTOR TRUST 02-71231	40,843.	40,843.
TRANSLATION GAIN -GRANTOR TRUST	2,855.	2,855.
	-----	-----
TOTALS	43,698.	43,698.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION FEE	2,000.	1,000.		1,000.
	-----	-----	-----	-----
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
GREENBERG TRAURIG	38,262.		38,262.
C. S. MCKEE, L.P.	2,856.	2,856.	
BAHL & GAYNOR	4,865.	4,865.	
SAGE ADVISORY SERVICES	948.	948.	
	-----	-----	-----
TOTALS	46,931.	8,669.	38,262.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRIOR YEAR TAX	835.	
ESTIMATED TAX	22,500.	
FOREIGN TAX	3,427.	3,427.
	-----	-----
TOTALS	26,762.	3,427.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
CLASS ACTION CHARGE	10.	10.	
WEB HOSTING FEE - FOUNDATION C	2,000.		2,000.
MISCELLANEOUS	771.		771.
TOTALS	2,781.	10.	2,771.
	=====	=====	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHMENTS	8,089,289.	9,517,928.
	-----	-----
TOTALS	8,089,289.	9,517,928.
	=====	=====

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ----
SEE ATTACHMENTS	4,278,161.	4,833,861.
	-----	-----
TOTALS	4,278,161.	4,833,861.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
HEDGE FUND	C	690,378.	627,589.
TOTALS		690,378.	627,589.
		=====	=====

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

=====

OFFICER NAME:

THE NORTHERN TRUST COMPANY

ADDRESS:

700 BRICKELL AVENUE

MIAMI, FL 33131

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 84,371.

OFFICER NAME:

NORMAN H. LIPOFF ESQ.

ADDRESS:

1221 Brickell Ave

MIAMI, FL 33131

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 110,000.

OFFICER NAME:

MICHAEL SCHECK

ADDRESS:

1221 NE 190TH TERRACE

NORTH MIAMI BEACH, FL

OFFICER NAME:

HARRY WEITZER

ADDRESS:

4960 S,W, 72 AVENUE, SUITE 401

MIAMI, FL

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

=====

OFFICER NAME:

JEOL GOLDMAN

ADDRESS:

433 N CAMDEN DRIVE

BEVERLY HILLS, CA

TOTAL COMPENSATION:

194,371.

=====

**CHECK REQUESTS FOR SEPTEMBER 2012 PAYMENTS
2012-2013 GRANTS
ROBERT RUSSELL MEMORIAL FOUNDATION**

CHECK PAYABLE	AMOUNT	STUB DESCRIPTION
Aish Hatorah South Florida, Inc. Aish South Florida c/o Rabbi Tzvi Nightingale 4010 N. 46th Avenue Hollywood, FL 33021	\$3,000	for funding for Student Leadership Program.
American Friends of Beit Issie Shapiro Beit Issie Shapiro c/o Stephen E. Rose, Foundation Consultant 18900 NE 25 Avenue North Miami Beach, FL 33180	\$5,000	to provide special treatment services for children with developmental disabilities
Hillel Foundation at the University of Florida Hillel at the University of Florida c/o Keith Dvorchik 2020 W. University Drive Gainesville, Florida 32603	\$20,000	for the endowment campaign - \$20,000 per year until 2017
Friends of Israel Defense Forces Friends of Israel Defense Forces c/o Dina Ben-Ari 2040 NE 163 rd Street Suite 207 North Miami Beach, FL 33162	\$2,000	last payment of a 4 year grant to provide a half 4-year academic or vocational scholarship to discharged IDF soldiers
Greater Miami Jewish Federation Stephen M. Schwartz Greater Miami Jewish Federation 4200 Biscayne Blvd. Miami, Florida 33137	\$50,000	Second of 10 annual payments of \$50,000 each toward a capital totaling \$500,000 for support of the Miami Beach Jewish Community Center

CHECK PAYABLE	AMOUNT	STUB DESCRIPTION
Jewish Community Services of South Florida, Inc. Jewish Community Services of South Florida, Inc. c/o Judith Lieber, Vice President, Behavioral Health Services 735 NE 125th Street North Miami, Florida 33161	\$4,000	for emergency services to assist Holocaust Survivors
MCCJ MCCJ c/o Roberta Shevin 150 SE 2 nd Avenue, # 914 Miami, FL 33131	\$1,000	for general support
National Yiddish Book Center, Inc. National Yiddish Book Center, Inc. c/o Susan Bronson, Development Associate The Harry and Jeanette Weinberg Building 1021 West St. Amherst, MA 01002	\$1,000	to support visiting scholars for the Steiner Summer program for College Students
North American Friends of Oranim, Inc. The Dept for Jewish Peoplehood Oranim Academic College of Education c/o Dana Mueller N2205 Foster Road S. Oostburg, WI 53070	\$2,000	to build Jewish Peoplehood

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CHECK REQUESTS FOR DECEMBER 2012 PAYMENTS
2012-2013 GRANTS
ROBERT RUSSELL MEMORIAL FOUNDATION

NAME & ADDRESS	AMOUNT	AMOUNT
Alexander Muss Institute for Israel Education Alexander Muss High School in Israel c/o Jordana Wachtel, Director of Communications 78 Randall Avenue Rockville Centre, NY 11570	\$30,000	for general operating support
Adrienne Arsht Center Light/The Holocaust & Humanity Project c/o Sue Miller 1300 Biscayne Boulevard Miami, Florida 33132	\$5,000	for the Light/The Holocaust & Humanity Project
P.E.F. Israel Endowment Funds, Inc. P.E.F. Israel Endowment Funds, Inc. 317 Madison Avenue, Suite 607 New York, NY 10017 Copy to: Atid Bamidbar R.A. c/o Debbie Golan P.O. Box 220 Hasaharst 281 Yeroham 80500 Israel	\$3,000	for general operating support for Atid Bamidbar R.A.
Bet Shemesh Educational and Residential Center American Friends of Jaffa Institute c/o Dr. E. Hartman Bet Shemesh Educational and Residential Center 171-06 7 th Avenue Flushing, NY 11366	\$2,000	to support the Bet Shemesh Educational Enrichment Center

NAME & ADDRESS	AMOUNT	AMOUNT
University of Florida/Center for Jewish Studies University of Florida c/o Dr. Jack Kugelmass Center for Jewish Studies 201 Walker Hall P.O. Box 118020 Gainesville, FL 32611-8020	\$6,500	partial support for the basic operating costs
CHAMAH CHAMAH, The International Organization to Provide Education and Humanitarian Aid to the Needy c/o Binyomin Malachovski 27 William Street, Suite 613 New York, NY 10005	\$1,000	to provide nutritious food for hungry children from underprivileged and impoverished families at the Chamah Summer Day Camp in Kiryat Malachi, Israel
The Hebrew Day School of Broward County, Inc. David Posnack Hebrew Day School c/o Karen Dombey, Chair, Board of Trustees 5890 So. Pine Island Road Suite A Davie, FL 33328	\$5,000	to provide the opportunity for DPHDS students to experience Israel.
The Education Fund The Education Fund c/o Tim Dwyer, Development Officer 900 NE 125th Street Suite 110 North Miami, FL 33163	\$5,000	to promote Holocaust and Tolerance Education in Miami-Dade County Public Schools through IMPACT II, a "best practices" program.

NAME & ADDRESS	AMOUNT	AMOUNT
American Friends of the Gesher Foundation American Friends of the Gesher Foundation c/o Yoni Sherizen Director of Resource and Program Development 332 Bleecker Street Suite 444 New York, NY 10028	\$3,000	to mentor a team of IDF Educators
The Jerusalem Fellowships, Inc. The Jerusalem Fellowships, Inc. Attn: Rabbi Ephram Shore 520 8 th Avenue Suite 2004 New York, NY 10018	\$4,000	For the benefit of <i>Hasbara</i> to sponsor activism for Israel on the University of Miami and the University of Florida, Gainesville Campuses
Hillel of Broward and Palm Beach, Inc. Hillel of Broward and Palm Beach, Inc. c/o Carla Klein, Chair 777 Glades Road Building LY-3A Boca Raton, FL 33431	\$2,000	for operating expenses and staffing
Holocaust Memorial Committee, Inc. Holocaust Memorial Committee, Inc. c/o Sharon S. Horowitz 1933-1945 Meridian Avenue Miami, FL 33139	\$10,000	for general support
The Israel Project, Inc. The Israel Project, Inc. c/o Jennifer Laszlo Mizrahi 2020 K Street, NW Suite 7200 Washington, DC 20006	\$2,000	for general support

NAME & ADDRESS	AMOUNT	AMOUNT
The New Israel Fund The New Israel Fund 1101 14 th Street 6 th Floor Washington, D.C. 20005 Copy to: Israel Religious Action Center ("IRAC") of the Israel Movement for Progressive/Reform Judaism in Israel c/o Rabbi Stanley A. Ringler, Project Director Israel Religious Action Center ("IRAC") POB 84859 Mevaseret Zion 90805 Israel	\$1,000	to fund new project in Intergroup Relations in Israel for IRAC (the Israel Religious Action Center). <i>Project: A meeting of Neighbors</i>
American Friends of the Jaffa Institute American Friends of Jaffa Institute c/o Dr. E. Hartman 171-06 7 th Avenue Flushing, NY 11366	\$10,000	to support the Bet Metsuba After-School Program for Children with Special Needs
Center for Jewish Community Studies Chaya Herskovic Jerusalem Center for Public Affairs 7 Church Lane, Suite #9 Baltimore, MD 21208	\$5,000	to present Israel's Case to the World for Center for Jewish Community Studies
Jewish Agency for Israel North American The Jewish Agency for Israel c/o Dina Roemer, Director, Masa Resource Development 633 3 rd Avenue 21 st Floor New York, NY 10021	\$5,000	to provide critical scholarships to University of Florida students in one of Masa Israel Journey's over 200 long-term Israel experience programs.

NAME & ADDRESS	AMOUNT	AMOUNT
Jewish Educational Loan Fund Jewish Educational Loan Fund c/o Lara Dorfman, Executive Director 4549 Chamblee Dunwoody Road Atlanta, GA 30338	\$1,000	to help provide interest-free loan for Jewish students for post-secondary education in Florida, Georgia, North Carolina and Virginia
The Jewish Federations of North America The Jewish Federations of North America c/o Dany Glicksberg, Deputy Director 25 Broadway Suite 1700 New York, NY 10004-1010	\$8,000	for general support for FEREP
Jewish Museum of Florida, Inc. Jewish Museum of Florida, Inc. c/o Jo Ann Arnowitz, Executive Director 301 Washington Avenue Miami Beach, FL 33139-6965	\$1,000	to provide support for the annual operating budget of the Museum.
Jewish Student Press Service Jewish Student Press Service c/o David A.M. Wilensky 125 Maiden Lane, 8 th Floor New York, NY 10038	\$1,000	to aid in the continuous publication of <i>New Voices Magazine</i>
Jewish Student Union ("JSU") Jewish Student Union ("JSU") c/o Eillene Leistner, Director of Development 149 Westchester Avenue Suite 32 Port Chester, NY 10573	\$1,000	to establish Jewish Student Union clubs in Miami-area high schools
Jewish Telegraphic Agency, Inc. Jewish Telegraphic Agency, Inc. c/o Ami Eden, CEO and Editor in Chief 330 Seventh Avenue, 17th Floor New York, NY 10001	\$10,000	for general operating support

NAME & ADDRESS	AMOUNT	AMOUNT
Kesher L.D., Inc. KESHER L.D., INC. c/o Rabbi Ezra Levy, Ed.D. 18900 NE 25th Avenue North Miami Beach, FL 33180	\$5,000	for Scholarships for needy families
American Friends of Livnot U'Lehibanot American Friends of Livnot U'Lehibanot c/o Lea Saida, Administrative Assistant P.O. Box 811715 Boca Raton, FL 33481	\$4,000	to fund participants on a 4-week Galilee Fellowships
Masorti Foundation for Conservation Judaism in Israel Masorti Foundation for Conservation Judaism in Israel c/o David H. Lissy 475 Riverside Drive Suite 832 New York, NY 10115	\$1,000	to support the Masorti Ramah/NOAM Summer Camp
Judaism and Democracy Action Alliance of North America Inc. Meitarim - Jewish & Democratic Educational Network, Ltd. c/o Andrew Srulevitch 309 West 99 Street, #6B New York, NY 10025	\$12,000	to support Meitarim for pluralistic Jewish education in Israel
American Friends of Melitz Education Inc. American Friends of Melitz Education Inc. c/o Michael Wegier 5708 Park Heights Avenue Baltimore, MD 21215	\$3,000	for general operating support

NAME & ADDRESS	AMOUNT	AMOUNT
American Pardes Foundation Pardes Institute of Jewish Studies c/o Joshua Chadajo, Executive Director, North America 5 West 37 th Street, Suite 802 New York, NY 10018	\$6,000	for scholarships for students from Florida or graduates of Florida universities.
Hillel Community Day School Hillel Community Day School c/o Diana Mundlak, Director of Development 19000 NE 25th Avenue North Miami Beach, FL 33180	\$5,000	to help fund the annual 9th Grades trip to Israel.
American Friends of Sami Shamoon College of Engineering Stern Environmental Group, LLC c/o Douglas Stern, Chairman 100 Plaza Drive Secaucus, NJ 07094-3613	\$10,000	third payment of a 10 year grant for capital support
The Schechter Institutes, Inc. Schechter Institutes, Inc. c/o Mr. Avrum Lapin, North American Representative Box #3566 P.O. Box 8500 Philadelphia, PA 19178-3566	\$5,000	to support the TALI Leadership Development Course
The Southern Institute for Education and Research The Southern Institute for Education and Research Tulane University c/o Lance Hill, Ph.D. 31 McAlister Drive, Box 1692 New Orleans, LA 70118	\$2,000	for support the Tolerance Education Project ("TEP")

NAME & ADDRESS	AMOUNT	AMOUNT
American Friends of Tel Aviv University American Friends of Tel Aviv University c/o Miriam R. Laing 2201 NW Corporate Blvd Suite 106 Boca Raton, FL 33431	\$5,000	last payment of a 4 year grant to provide scholarship assistance to deserving economically disadvantaged Israeli undergraduate students to attend Tel Aviv University
The Sue and Leonard Miller Center for Contemporary Judaic Studies at the University of Miami The Sue and Leonard Miller Center for Contemporary Judaic Studies at the University of Miami c/o Maxine E. Schwartz, Director of Development and Outreach P.O. Box 248161 Coral Gables, FL 33124-2018	\$15,000	for general support
Greater Miami Hillel Foundation, Inc. University of Miami Hillel Foundation c/o Sidney Pertnoy, UM Hillel Chair 1100 Stanford Drive Coral Gables, FL 33146	\$10,000	for general support
Check payable to: Greater Miami Jewish Federation Jacob Solomon Greater Miami Jewish Federation 4200 Biscayne Blvd. Miami, Florida 33137	\$30,000	third payment of a 10 year grant to renovate an auditorium at the high school in Yeruham New Yeruham Fund
Friends of Yad Sarah, Inc. Friends of Yad Sarah c/o Abbey Marks, Communications 450 Park Avenue 7th Floor New York, NY 10022	\$3,000	to support the purchase of new equipment for <i>Yad Sarah's Medical Equipment Lending Service</i>

NAME & ADDRESS	AMOUNT	AMOUNT
Friends of Yemin Orde Yemin Orde Youth Village (Israel) c/o Nancy Wellins, Foundation Liaison 12230 Wilkins Avenue Rockville, MD 20852	\$15,000	for general operating support for Yemin Orde Youth Village

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CHECK REQUESTS FOR APRIL 2013 PAYMENTS
2012-2013 GRANTS
ROBERT RUSSELL MEMORIAL FOUNDATION

NAME & ADDRESS	AMOUNT	DESCRIPTION
American Hebrew Academy American Hebrew Academy c/o Ellen Green, Assistant Director of Institutional Advancement 4334 Hobbs Road Greensboro, NC 27410	\$3,000	to support American Hebrew Academy Students Scholarships.
American Interfaith Institute American Interfaith Institute c/o Peggy Sweeney, SVP 321 Chestnut Street Philadelphia, PA 19106	\$1,000	to expand the international distribution of historically accurate Bibles that contain no anti-Jewish references.
Greater Miami Jewish Federation Greater Miami Jewish Federation c/o Jacob Solomon 4200 Biscayne Blvd. Miami, FL 33137	\$36,000	fourth payment of a 5 year capital grant for Atid Bamidbar R.A.
American Associates of Ben-Gurion University of the Negev American Associates Ben-Gurion University of the Negev c/o Elise Dolgow Greater Florida Region 20283 State Road 7, Suite 300 Boca Raton, FL 33498	\$2,500	second payment of a 3 year grant to provide a scholarship in Hotel & tourism Management for students from Yerucham, Miami's sister city in Israel.
Brandeis University Brandeis University Office of Development & Alumni Relations P.O. Box 549110 Waltham, MA 02454-9110	\$5,000	third payment of a 4 year grant for fellowship support for graduate students in the Hornstein Jewish Professional Leadership Program.

NAME & ADDRESS	AMOUNT	DESCRIPTION
Camp Judea Camp Judea c/o Sandra Bass 2700 NE Expressway, C500 Atlanta, GA 30345	\$20,000	fourth payment of a 5 year grant to create a Visual Arts Center at Camp Judea.
American Friends of College of Management Buck Sturmer & Co., P.C. American Friends of College of Management c/o Prof. Seev Neumann 5 West 37 th Street, 9 th Floor New York, NY 10018	\$5,000	third payment of a 5 year grant for your highest priority.
American Friends of Hebrew University American Friends of Hebrew University c/o Monica Loeb 7280 West Palmetto Park Road Suite 301 Boca Raton, FL 33433	\$5,000	third payment of a five year grant to provide Jerusalem Scholarships, partial and/or full, to undergraduate and/or graduation students.
Florida Holocaust Museum Florida Holocaust Museum c/o Lisa Moeller, Grants Manager 55 Fifth Street South St. Petersburg, FL 33701	\$1,000	for general operating support.
Greater Miami Jewish Federation Greater Miami Jewish Federation c/o Jacob Solomon 4200 Biscayne Blvd. Miami, FL 33137	\$250,000 \$3,000	for the 2013 general campaign. for the <i>Bob Russell Fellowship</i> .

NAME & ADDRESS	AMOUNT	DESCRIPTION
Grinnell College Grinnell College c/o Rod Schultz Old Glove Factory, 2 nd Floor 733 Broad Street Grinnell, IA 50112-1690	\$3,000	to provide access for students to opportunities to quality programming or studies to better allow exploration and awareness in Judaism.
The Jewish Federations of North America The Jewish Federations of North America c/o Dany Glicksberg 25 Broadway, Suite 1700 New York, NY 10004	\$25,000	Second payment of a 4 year grant for the expansion and operation of the Ayalim Student Village in Yerucham (to renovate 5 apartments (\$25,000) and operate for 3 years (\$75,000)).
Holocaust Documentation and Education Center, Inc. Holocaust Documentation and Education Center, Inc. c/o Rositta E. Kenigsberg 2031 Harrison Street Hollywood, FL 33020	\$2,000	for funding 2012 Student Awareness Days in Miami-Dade County.
Jewish Museum of Florida, Inc. Jewish Museum of Florida, Inc. c/o Jo Ann Arnowitz, Executive Director 301 Washington Avenue Miami Beach, FL 33139-6965	\$10,000	Seventh payment of a 10 year grant for the Museum's expansion.
American Friends of Leket Israel American Friends of Leket Israel c/o Paul Leiba, Director of Development P.O. Box 2090 Teaneck, NJ 07666	\$3,000	for Project CARE.
United States Committee Sports for Israel, Inc. Maccabi USA Sports for Israel c/o Jed Margolis, Executive Director 1926 Arch Street, 4R Philadelphia, PA 19103	\$5,000	second payment of a 3 year grant to support the Maccabiah Pre-Camp Cultural/Educational program.

NAME & ADDRESS	AMOUNT	DESCRIPTION
The American Friends of NATAL NATAL - Israel Trauma Center for Victims of Terror & War c/o Maya Tadmor-Anderman Executive Director 590 Fifth Avenue 19 th Floor New York, NY 10036	\$2,000	for general operating costs.
New Israel Fund New Israel Fund c/o Daniel Sokatch 2100 M St. NW Suite 619 Washington, DC 20037	\$4,000	for general support for Shatil.
Jewish National Fund Jewish National Fund c/o Glen Schwartz 1951 NW 19 th Street Suite A100 Boca Raton, FL 33431	\$5,000	for general support for OR Movement.
Paideia US Paideia US - The European Institute for Jewish Studies in Sweden c/o ZC Schnur 1350 Avenue of the Americas Suite 1200 New York, NY 10019	\$2,000	for the advancement of a Jewish renaissance in Europe.
American Friends of Shalom Hartman Institute Shalom Hartman Institute ("SHI") c/o Stacey Prenner, Executive Director One Pennsylvania Plaza Suite 1606 New York, NY 10119	\$15,000	for general support.

NAME & ADDRESS	AMOUNT	DESCRIPTION
Talmudic College of Florida Inc. Talmudic University of Florida c/o Rabbi Yitzchak Zweig Executive Director 4000 Alton Road Miami Beach, FL 33140	\$5,000	second payment of a 5 year grant to provide Scholarships to talented but needy students.
American Society for Technion-Israel Institute of Technology American Society for Technion- Israel Institute of Technology c/o Al Effrat 55 East 59 Street New York, NY 10022	\$5,000	third payment of a 4 year grant to support student aid.
United Way of Miami-Dade United Way of Miami-Dade c/o Carla Crossno, VP of Marketing 3250 SW 3rd Avenue Miami, FL 33129	\$10,000	to support United Way of Miami-Dade's mission of building community by helping people care for one another.
The Washington Institute for Near East Policy Washington Institute for Near East Policy c/o Dan Heckelman, National Director of Development 1828 L Street, Suite 1050 Washington, DC 20036 cc: Joel Goldman (jgoldman@clarktrev.com)	\$5,000	for general support.
Greater Miami Jewish Federation Greater Miami Jewish Federation 4200 Biscayne Blvd. Miami, FL 33137	\$10,000	second payment of a 3 year grant to create a local Wexner Heritage Program, 2-year leadership development program.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,237.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-4,237.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					13,733.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,192,327.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	11.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	1,206,071.

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

Schedule D (Form 1041) 2012

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

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-4,237.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,206,071.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		11.
c	28% rate gain	14c		46,377.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		1,201,834.

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

Part IV Capital Loss Limitation

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

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

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5000. AMB PPTY L P 7.5 NT 06-30-2018 BEO	05/23/2013	08/16/2013	6,110.00	6,115.00	-5.00
83. ABBOTT LABORATORIES	11/07/2012	01/16/2013	2,715.00	2,278.00	437.00
85. ABBOTT LABORATORIES	08/07/2012	02/05/2013	2,884.00	2,493.00	391.00
3. AGILENT TECHNOLOGIES IN	09/28/2012	06/25/2013	127.00	115.00	12.00
7. ALEXION PHARMACEUTICALS	11/30/2011	09/27/2012	784.00	474.00	310.00
25. ALEXION PHARMACEUTICAL	02/29/2012	09/27/2012	2,799.00	2,107.00	692.00
10000. FNMA SINGLE FAMILY YEARS SETTLES JUN	05/02/2013	06/10/2013	10,164.00	10,434.00	-270.00
10000. FNMA SINGLE FAMILY 2.5% 15 YEARS SETTLES JULY	06/10/2013	07/09/2013	9,943.00	10,142.00	-199.00
10000. FNMA SINGLE FAMILY 2.5% 15 YEARS SETTLES AUGUS	07/09/2013	08/07/2013	9,977.00	9,923.00	54.00
49999.99 FNMA SINGLE FAMIL	03/15/2013	04/08/2013	53,176.00	52,625.00	551.00
3.5% 30 YEARS SETTLES APRIL	04/08/2013	05/07/2013	53,043.00	53,055.00	-12.00
50000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES MAY	05/07/2013	06/10/2013	51,564.00	52,922.00	-1,358.00
50000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES JUNE	06/10/2013	07/09/2013	50,127.00	51,430.00	-1,303.00
50000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES JULY	07/09/2013	08/07/2013	50,373.00	50,000.00	373.00
50000. FNMA SINGLE FAMILY 3.50 MAT 30 YEARS SETTLES A	03/15/2013	04/08/2013	10,700.00	10,647.00	53.00
30 YEARS SETTLES APRIL	04/08/2013	05/02/2013	10,694.00	10,688.00	6.00
10000. FNMA SINGLE FAMILY 30 YEARS SETTLES MAY	02/19/2013	04/15/2013	378.00	378.00	
377.75 ALLY AUTO .48% DUE	02/19/2013	05/15/2013	435.00	435.00	
434.6 ALLY AUTO .48% DUE 0	02/19/2013	06/17/2013	437.00	438.00	-1.00
437.31 ALLY AUTO .48% DUE	02/19/2013	07/15/2013	380.00	380.00	
379.57 ALLY AUTO .48% DUE	02/19/2013	08/15/2013	442.00	442.00	
441.72 ALLY AUTO .48% DUE	03/08/2013	06/25/2013	348.00	316.00	32.00
8. AMERICAN INTERNATIONAL COM COM NEW	02/21/2013	03/08/2013	1.00	1.00	
.97 AMERICREDIT AUTOMOBILE TR 20BKD NTS 2012-4 CL A-2	02/21/2013	04/08/2013	437.00	438.00	-1.00
437.26 AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NTS 20					

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

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

Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

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

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Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 404.23 AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NTS 20	02/21/2013	05/10/2013	404.00	405.00	-1.00
292.78 AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NTS 20	02/21/2013	06/10/2013	293.00	293.00	
296.34 AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NTS 20	02/21/2013	07/08/2013	296.00	297.00	-1.00
336.06 AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NTS 20	02/21/2013	08/08/2013	336.00	336.00	
263. ARUBA NETWORKS INC CO	03/28/2013	07/01/2013	4,086.00	6,562.00	-2,476.00
386. ARUBA NETWORKS INC CO	02/27/2013	07/02/2013	6,023.00	8,423.00	-2,400.00
164. BCE INC COM NEW	05/14/2012	10/02/2012	7,221.00	6,710.00	511.00
14.61 CMO BANC AMER COM ML M 2004-5 A-1A 4.54199981689%	07/12/2013	08/12/2013	15.00	15.00	
5000. BANK AMER CORP 7.625 06-01-2019	03/12/2013	03/27/2013	6,358.00	6,393.00	-35.00
1. BANK N S HALIFAX COM ST	11/07/2012	07/08/2013	53.00	54.00	-1.00
7. CBS CORP	06/29/2012	03/08/2013	321.00	227.00	94.00
2. CBS CORP	06/29/2012	06/25/2013	96.00	65.00	31.00
5. CDN IMPERIAL BK COMM TO COM STKCOM	11/07/2012	03/15/2013	403.00	366.00	37.00
55. CELGENE CORP	02/29/2012	10/25/2012	4,080.00	4,068.00	12.00
68. CERNER CORP	11/30/2011	10/26/2012	5,182.00	4,091.00	1,091.00
29. CHIPOTLE MEXICAN GRILL	11/27/2012	01/28/2013	9,044.00	7,273.00	1,771.00
30. CITRIX SYS INC	02/29/2012	11/28/2012	1,824.00	2,269.00	-445.00
27. COACH INC	11/30/2011	09/10/2012	1,684.00	1,675.00	9.00
30. COACH INC	02/29/2012	09/10/2012	1,871.00	2,256.00	-385.00
101. COACH INC	07/31/2012	02/25/2013	4,775.00	5,052.00	-277.00
3. COGNIZANT TECHNOLOGY SO	05/07/2012	12/05/2012	210.00	183.00	27.00
42. COGNIZANT TECHNOLOGY S	05/07/2012	12/06/2012	2,939.00	2,560.00	379.00
40. COGNIZANT TECHNOLOGY S	05/07/2012	12/07/2012	2,799.00	2,438.00	361.00
76. CRESCENT POINT ENERGY	11/07/2012	01/17/2013	2,946.00	3,287.00	-341.00

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

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

Schedule D-1 (Form 1041) 2012

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35 -

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

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

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Name of estate or trust

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Employer identification number

59-2486579

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(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 177. DARDEN RESTAURANTS IN	11/07/2012	12/12/2012	8,130.00	9,088.00	-958.00
183. DARDEN RESTAURANTS IN	07/26/2012	12/13/2012	8,369.00	8,520.00	-151.00
116. DARDEN RESTAURANTS IN	12/16/2011	12/14/2012	5,367.00	5,023.00	344.00
4. DEERE & CO	09/04/2012	03/08/2013	364.00	298.00	66.00
2. DEERE & CO	09/04/2012	06/25/2013	165.00	149.00	16.00
87. DICK'S SPORTING GOODS	11/30/2011	10/25/2012	4,380.00	3,387.00	993.00
2. DIGITAL RLTY TR INC COM	11/07/2012	08/02/2013	110.00	123.00	-13.00
136. DOLLAR TREE INC COM S	02/29/2012	11/15/2012	5,311.00	5,677.00	-366.00
38. DOLLAR TREE INC COM ST	01/08/2013	03/20/2013	1,737.00	1,483.00	254.00
107. DOLLAR TREE INC COM S	01/09/2013	03/21/2013	4,949.00	4,176.00	773.00
112. EDWARDS LIFESCIENCES	02/05/2013	07/08/2013	7,504.00	9,836.00	-2,332.00
5000. ENTERPRISE PRODS 6.5 01-31-2019 DUE 01-31-2019/0	03/14/2013	07/25/2013	5,956.00	6,188.00	-232.00
405.69 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	04/15/2013	406.00	424.00	-18.00
720.1 FHLMC MULTICLASS SER 3.5 DUE 03-15-2025 REG	03/18/2013	05/15/2013	720.00	753.00	-33.00
438.2 FHLMC MULTICLASS SER 3.5 DUE 03-15-2025 REG	03/18/2013	06/17/2013	438.00	458.00	-20.00
409.63 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	07/15/2013	410.00	429.00	-19.00
370.88 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	08/15/2013	371.00	388.00	-17.00
73. F5 NETWORKS INC	09/04/2012	06/28/2013	5,081.00	6,997.00	-1,916.00
226. FREEPORT MCMORAN C & STK	01/08/2013	04/02/2013	7,297.00	7,911.00	-614.00
205. FUSION-IO INC	01/29/2013	06/18/2013	2,713.00	4,269.00	-1,556.00
209. FUSION-IO INC	01/29/2013	06/19/2013	2,774.00	4,123.00	-1,349.00
206. FUSION-IO INC	01/08/2013	06/20/2013	2,750.00	3,995.00	-1,245.00
5000. GOLDMAN SACHS GROUP TERM NTS BOOK ENTRY NT 5.37	02/12/2013	07/26/2013	5,505.00	5,716.00	-211.00
62. H J HEINZ CO	11/07/2012	03/14/2013	4,493.00	3,499.00	994.00

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

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

Schedule D-1 (Form 1041) 2012

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36

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

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

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Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 109. H J HEINZ CO	10/02/2012	03/15/2013	7,897.00	6,045.00	1,852.00
63. HOME DEPOT INC	08/13/2012	10/22/2012	3,904.00	3,327.00	577.00
78.97 HONDA AUTO .94% DUE	03/27/2013	05/21/2013	79.00	79.00	
476.61 HONDA AUTO .94% DUE	03/27/2013	06/21/2013	477.00	478.00	-1.00
423.81 HONDA AUTO .94% DUE	03/27/2013	07/22/2013	424.00	425.00	-1.00
430.28 HONDA AUTO .94% DUE	03/27/2013	08/21/2013	430.00	431.00	-1.00
57454.49 HF NORTHN TR DIVE HEDGE- DUE TO CLIENT	12/30/2012	12/30/2012	57,454.00	57,454.00	
6. INTUITIVE SURGICAL INC	02/29/2012	10/15/2012	3,038.00	3,087.00	-49.00
3. KANSAS CITY SOUTHERN IN	02/29/2012	10/22/2012	236.00	208.00	28.00
17. KANSAS CITY SOUTHERN I	02/29/2012	10/24/2012	1,345.00	1,177.00	168.00
32. LULULEMON ATHLETICA IN	11/30/2011	09/07/2012	2,416.00	1,572.00	844.00
47. LULULEMON ATHLETICA IN	05/09/2012	09/07/2012	3,549.00	3,292.00	257.00
168. LULULEMON ATHLETICA I	12/06/2011	11/19/2012	11,824.00	8,122.00	3,702.00
118. LULULEMON ATHLETICA I	01/18/2013	04/01/2013	7,405.00	7,888.00	-483.00
292. MERCK & CO INC	04/23/2013	08/21/2013	13,838.00	14,192.00	-354.00
2. MOSAIC CO/THE	09/04/2012	03/08/2013	119.00	114.00	5.00
3. MOSAIC CO/THE	09/04/2012	06/25/2013	167.00	171.00	-4.00
4. NATIONAL RETAIL PPTYS I	11/07/2012	08/23/2013	125.00	125.00	
42. NIKE INC CLASS B	04/05/2012	09/17/2012	4,109.00	4,619.00	-510.00
2. OCCIDENTAL PETROLEUM CO	08/24/2012	03/08/2013	164.00	175.00	-11.00
32. PRAXAIR INC	11/07/2012	05/07/2013	3,643.00	3,563.00	80.00
56. RPM INC OHIO	02/29/2012	10/02/2012	1,507.00	1,348.00	159.00
58. RPM INC OHIO	11/28/2011	10/02/2012	1,561.00	1,286.00	275.00
61. RPM INC OHIO	11/28/2011	10/03/2012	1,653.00	1,353.00	300.00

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

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

Schedule D-1 (Form 1041) 2012

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37 -

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2012

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

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Name of estate or trust

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59-2486579

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. RPM INC OHIO	11/07/2012	02/26/2013	30.00	27.00	3.00
139. ST JUDE MEDICAL INC	09/06/2012	11/09/2012	5,145.00	5,440.00	-295.00
34. TRACTOR SUPPLY CO	06/26/2012	01/31/2013	3,529.00	2,958.00	571.00
47. ULTA SALON COSMETICS & INC COMSTK	04/12/2012	11/19/2012	4,191.00	4,460.00	-269.00
27. ULTA SALON COSMETICS & INC COMSTK	04/12/2012	11/30/2012	2,702.00	2,557.00	145.00
10000. UNITED STATES TREAS DUE 06-30-2013 REG	02/06/2013	05/14/2013	10,004.00	10,011.00	-7.00
10000. UNITED STATES TREAS DUE 06-30-2013 REG	02/06/2013	05/22/2013	10,003.00	10,011.00	-8.00
5000. UNITED STATES TREAS DUE 06-30-2013 REG	02/06/2013	06/18/2013	5,001.00	5,005.00	-4.00
5000. UNITED STATES TREAS DUE 06-30-2013 REG	02/06/2013	06/19/2013	5,000.00	5,005.00	-5.00
70000. UNITED STATES TREAS DUE 06-30-2013 REG	02/06/2013	07/01/2013	70,000.00	70,074.00	-74.00
10000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	03/11/2013	9,650.00	9,699.00	-49.00
5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	03/12/2013	4,840.00	4,850.00	-10.00
5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	03/14/2013	4,837.00	4,850.00	-13.00
25000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	03/20/2013	24,362.00	24,256.00	106.00
5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	03/20/2013	4,878.00	4,851.00	27.00
20000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	04/02/2013	19,651.00	19,407.00	244.00
5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	04/03/2013	04/24/2013	4,981.00	4,937.00	44.00
5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	05/01/2013	5,014.00	4,853.00	161.00
10000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	05/14/2013	9,769.00	9,707.00	62.00
5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 11-15	02/06/2013	07/16/2013	4,652.00	4,850.00	-198.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	02/12/2013	4,977.00	4,983.00	-6.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/12/2013	4,981.00	4,983.00	-2.00
10000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/13/2013	9,954.00	9,967.00	-13.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/13/2013	4,979.00	4,983.00	-4.00

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

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

Schedule D-1 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

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

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/13/2013	4,979.00	4,983.00	-4.00
20000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/14/2013	19,921.00	19,934.00	-13.00
10000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/15/2013	9,975.00	9,967.00	8.00
60000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/15/2013	59,857.00	59,801.00	56.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/18/2013	4,996.00	4,983.00	13.00
10000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/20/2013	10,000.00	9,967.00	33.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	03/27/2013	5,012.00	4,983.00	29.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	04/04/2013	5,026.00	4,983.00	43.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	04/30/2013	5,032.00	4,983.00	49.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	05/08/2013	5,017.00	4,983.00	34.00
6000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	05/13/2013	6,000.00	5,980.00	20.00
12000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	05/21/2013	11,999.00	11,960.00	39.00
6000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	05/23/2013	5,978.00	5,980.00	-2.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	06/10/2013	4,938.00	4,983.00	-45.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	06/18/2013	4,950.00	4,983.00	-33.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	06/19/2013	4,950.00	4,983.00	-33.00
5000. UNITED STATES TREAS 12/31/2012 .75% DUE 12-31-2	02/06/2013	08/08/2013	4,909.00	4,983.00	-74.00
5000. UNITED STATES TREAS 01-15-2016	02/06/2013	02/19/2013	4,995.00	5,000.00	-5.00
5000. UNITED STATES TREAS 01-15-2016	02/06/2013	02/26/2013	5,004.00	5,000.00	4.00
5000. UNITED STATES TREAS 01-15-2016	02/06/2013	03/06/2013	5,003.00	5,000.00	3.00
5000. UNITED STATES TREAS 01-15-2016	02/06/2013	03/11/2013	4,999.00	5,000.00	-1.00
20000. UNITED STATES TREAS DUE 01-15-2016	02/06/2013	03/14/2013	19,995.00	19,999.00	-4.00
10000. UNITED STATES TREAS DUE 01-15-2016	02/06/2013	05/17/2013	10,011.00	10,000.00	11.00
5000. UNITED STATES TREAS 01-15-2016	02/06/2013	05/31/2013	4,991.00	5,000.00	-9.00

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

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

Schedule D-1 (Form 1041) 2012

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39 -

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2012

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

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

Employer identification number

59-2486579

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5000. UNITED STATES TREAS 01-15-2016	02/06/2013	06/10/2013	4,988.00	5,000.00	-12.00
5000. UNITED STATES TREAS 01-15-2016	02/06/2013	06/12/2013	4,988.00	5,000.00	-12.00
60000. UNITED STATES TREAS DUE 01-15-2016	02/06/2013	08/09/2013	59,915.00	59,998.00	-83.00
30000. UTD STATES TREAS .2 01-31-2015	02/06/2013	03/14/2013	29,996.00	30,000.00	-4.00
10000. UTD STATES TREAS .2 01-31-2015	02/06/2013	03/18/2013	10,002.00	10,000.00	2.00
5000. UTD STATES TREAS .25 01-31-2015	02/06/2013	04/03/2013	5,003.00	5,000.00	3.00
5000. UTD STATES TREAS .25 01-31-2015	02/06/2013	05/10/2013	5,004.00	5,000.00	4.00
5000. UTD STATES TREAS .25 01-31-2015	02/06/2013	07/30/2013	5,003.00	5,000.00	3.00
5000. UTD STATES TREAS .25 01-31-2015	02/06/2013	08/09/2013	5,003.00	5,000.00	3.00
5000. UTD STATES TREAS .25 01-31-2015	02/06/2013	08/15/2013	5,001.00	5,000.00	1.00
10000. UTD STATES TREAS .2 01-31-2015	02/06/2013	08/19/2013	10,002.00	10,000.00	2.00
15000. UTD STATES TREAS .2 01-31-2015	02/06/2013	08/26/2013	15,001.00	15,000.00	1.00
48. UNITED TECHNOLOGIES CO	11/30/2011	09/17/2012	3,949.00	3,652.00	297.00
84. UNITED TECHNOLOGIES CO	11/30/2011	11/01/2012	6,718.00	6,391.00	327.00
63. UNITED TECHNOLOGIES CO	11/30/2011	11/06/2012	5,040.00	4,793.00	247.00
4. UNITED TECHNOLOGIES COR	11/07/2012	08/23/2013	412.00	312.00	100.00
44. VERMILION ENERGY INC C	11/07/2012	01/17/2013	2,260.00	1,981.00	279.00
56. VMWARE INC CL A COM CL	01/29/2013	07/08/2013	3,672.00	4,422.00	-750.00
103. VMWARE INC CL A COM C	02/13/2013	07/09/2013	6,767.00	7,889.00	-1,122.00
199. WASTE MGMT INC DEL	05/14/2012	12/13/2012	6,692.00	6,862.00	-170.00
58. WASTE MGMT INC DEL	11/07/2012	12/14/2012	1,947.00	1,897.00	50.00
5000. WELLS FARGO & CO TRA 00129 3.45DUE 02-13-2023	04/24/2013	08/08/2013	4,759.00	5,101.00	-342.00
167. ACCENTURE PLC SHS CL	02/20/2013	07/02/2013	12,007.00	12,539.00	-532.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **-4,237.00**

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 763.16 HF NORTHERN TRUST D HEDGE FUND LTD.	01/30/2004	12/31/2012	1,149,090.00	826,696.00	322,394.00
13. AT&T INC	09/27/2010	03/08/2013	476.00	377.00	99.00
6. AT&T INC	09/27/2010	06/25/2013	211.00	174.00	37.00
163. AT&T INC	09/27/2010	07/08/2013	5,799.00	4,584.00	1,215.00
325. ABBOTT LABORATORIES	11/28/2011	01/16/2013	10,630.00	8,019.00	2,611.00
147. ABBOTT LABORATORIES	11/30/2011	01/22/2013	4,837.00	3,826.00	1,011.00
158. ABBOTT LABORATORIES	11/30/2011	02/05/2013	5,361.00	4,112.00	1,249.00
3. ACTAVIS INC COM	02/10/2009	03/08/2013	262.00	84.00	178.00
53. ACTAVIS INC COM	02/10/2009	05/13/2013	6,345.00	1,483.00	4,862.00
77. ACTAVIS INC COM	02/10/2009	05/20/2013	9,840.00	2,155.00	7,685.00
38. ALEXION PHARMACEUTICAL	11/30/2011	07/10/2013	3,810.00	2,576.00	1,234.00
36. ALLERGAN INC	08/04/2011	01/15/2013	3,768.00	2,682.00	1,086.00
40. ALLERGAN INC	05/02/2012	05/03/2013	4,178.00	3,663.00	515.00
122. ALLERGAN INC	03/06/2012	06/17/2013	12,407.00	9,496.00	2,911.00
5. ALLSTATE CORP	09/27/2010	03/08/2013	237.00	158.00	79.00
4. ALLSTATE CORP	09/27/2010	06/25/2013	188.00	127.00	61.00
15. AMAZON COM INC	11/30/2011	04/29/2013	3,788.00	2,853.00	935.00
20. AMERICAN EXPRESS CO	03/16/2011	01/22/2013	1,187.00	851.00	336.00
190. AMERICAN EXPRESS CO	09/27/2010	01/22/2013	11,276.00	8,311.00	2,965.00
3. AMERICAN EXPRESS CO	03/16/2011	03/08/2013	193.00	128.00	65.00
8. AMERICAN EXPRESS CO	03/16/2011	06/25/2013	585.00	340.00	245.00
3. AMERISOURCE BERGEN CORP	09/27/2010	03/08/2013	145.00	92.00	53.00
2. AMERISOURCE BERGEN CORP	09/27/2010	06/25/2013	107.00	61.00	46.00
117. ANALOG DEVICES INC	03/19/2012	08/20/2013	5,605.00	4,679.00	926.00
67. ANALOG DEVICES INC	03/19/2012	08/21/2013	3,136.00	2,679.00	457.00

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

Schedule D-1 (Form 1041) 2012

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Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 28. ANALOG DEVICES INC	03/19/2012	08/22/2013	1,322.00	1,120.00	202.00
23. ANALOG DEVICES INC	03/19/2012	08/23/2013	1,084.00	920.00	164.00
2. APACHE CORP	09/27/2010	03/08/2013	152.00	196.00	-44.00
2. APACHE CORP	09/27/2010	06/25/2013	165.00	196.00	-31.00
4. APPLE COMPUTER INC	03/16/2011	12/06/2012	2,178.00	1,326.00	852.00
13. APPLE COMPUTER INC	02/29/2012	05/15/2013	5,671.00	7,071.00	-1,400.00
9. APPLE COMPUTER INC	02/29/2012	06/28/2013	3,538.00	4,896.00	-1,358.00
43. AUTOMATIC DATA PROCESS	02/29/2012	05/15/2013	3,067.00	2,347.00	720.00
12. BANK NEW YORK MELLON C	09/27/2010	03/08/2013	343.00	313.00	30.00
3. BANK NEW YORK MELLON CO	09/27/2010	06/25/2013	85.00	78.00	7.00
142. BANK N S HALIFAX COM	11/28/2011	07/02/2013	7,528.00	6,739.00	789.00
29. BANK N S HALIFAX COM S	11/28/2011	07/03/2013	1,530.00	1,376.00	154.00
67. BANK N S HALIFAX COM S	11/28/2011	07/05/2013	3,508.00	3,180.00	328.00
41. BANK N S HALIFAX COM S	11/28/2011	07/08/2013	2,160.00	1,946.00	214.00
3. BAXTER INTL INC	06/03/2009	03/08/2013	210.00	149.00	61.00
2. BEAM INC	09/27/2010	03/08/2013	121.00	76.00	45.00
21. BIOGEN IDEC INC COM ST IDEC SEC#2005597 EFF 11/13/	02/15/2012	04/12/2013	4,361.00	2,510.00	1,851.00
31. BLACKROCK INC CL A	05/14/2012	08/01/2013	8,844.00	5,759.00	3,085.00
20. BLACKROCK INC CL A	07/09/2012	08/02/2013	5,705.00	3,457.00	2,248.00
3. BORG WARNER AUTOMOTIVE	12/15/2011	03/08/2013	236.00	189.00	47.00
1. BORG WARNER AUTOMOTIVE	12/15/2011	06/25/2013	83.00	63.00	20.00
188. BRISTOL MYERS SQUIBB	05/14/2012	06/07/2013	8,852.00	6,181.00	2,671.00
45. CDN IMPERIAL BK COMM T COM STKCOM	11/28/2011	03/14/2013	3,606.00	2,992.00	614.00
65. CDN IMPERIAL BK COMM T COM STKCOM	11/28/2011	03/15/2013	5,239.00	4,322.00	917.00
74. CERNER CORP	11/30/2011	02/26/2013	6,397.00	4,452.00	1,945.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 71. CERNER CORP	11/30/2011	06/07/2013	7,056.00	4,272.00	2,784.00
21. CERNER CORP	11/30/2011	06/10/2013	2,072.00	1,264.00	808.00
2. CHEVRONTXACO CORP	09/27/2010	03/08/2013	237.00	161.00	76.00
3. CHEVRONTXACO CORP	09/27/2010	06/25/2013	351.00	242.00	109.00
54. CITRIX SYS INC	02/29/2012	03/26/2013	3,820.00	3,912.00	-92.00
54. CITRIX SYS INC	11/30/2011	04/12/2013	3,736.00	3,811.00	-75.00
38. CITRIX SYS INC	11/30/2011	04/30/2013	2,383.00	2,682.00	-299.00
85. COACH INC	11/30/2011	01/14/2013	5,203.00	5,272.00	-69.00
68. COACH INC	11/30/2011	02/25/2013	3,215.00	4,217.00	-1,002.00
33. COGNIZANT TECHNOLOGY S	11/30/2011	12/05/2012	2,310.00	2,216.00	94.00
3. CONOCOPHILLIPS	09/27/2010	06/25/2013	179.00	129.00	50.00
81. COVANCE INC	09/27/2010	10/01/2012	3,835.00	3,372.00	463.00
41. COVANCE INC	02/10/2009	10/02/2012	1,949.00	1,693.00	256.00
149. CRESCENT POINT ENERGY	11/28/2011	01/16/2013	5,750.00	6,246.00	-496.00
16. CRESCENT POINT ENERGY	11/28/2011	01/17/2013	620.00	671.00	-51.00
29. CUMMINS ENGINE INC	02/29/2012	05/03/2013	3,225.00	3,274.00	-49.00
46. DEERE & CO	09/27/2010	11/19/2012	3,962.00	3,341.00	621.00
1. DEERE & CO	03/16/2011	11/19/2012	86.00	87.00	-1.00
72. DEERE & CO	09/27/2010	02/26/2013	6,217.00	5,074.00	1,143.00
40. DEERE & CO	02/29/2012	03/28/2013	3,445.00	3,333.00	112.00
52. DEERE & CO	04/22/2010	03/28/2013	4,479.00	3,052.00	1,427.00
200000. DEERE JOHN CAP COR	04/10/2008	09/25/2012	204,234.00	202,018.00	2,216.00
TERM NTS-BOOKENTRY SR NT 4.	05/14/2012	05/15/2013	7,875.00	8,891.00	-1,016.00
123. DIGITAL RLTY TR INC C	11/28/2011	05/16/2013	1,722.00	1,703.00	19.00
27. DIGITAL RLTY TR INC CO	11/28/2011	08/01/2013	5,415.00	6,244.00	-829.00
99. DIGITAL RLTY TR INC CO					

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 63. DIGITAL RLTY TR INC CO	11/28/2011	08/02/2013	3,452.00	3,974.00	-522.00
90. DIRECTV COM COM	05/06/2011	03/15/2013	5,014.00	4,355.00	659.00
220. DIRECTV COM COM	02/29/2012	08/02/2013	13,405.00	10,089.00	3,316.00
145. DOLLAR TREE INC COM S	11/30/2011	02/27/2013	6,500.00	5,891.00	609.00
49. DOLLAR TREE INC COM ST	11/30/2011	03/20/2013	2,240.00	1,991.00	249.00
5. DOVER CORP	09/27/2010	03/08/2013	368.00	256.00	112.00
4. DOVER CORP	09/27/2010	06/25/2013	307.00	205.00	102.00
140. E I DU PONT DE NEMOUR	04/29/2011	08/21/2013	8,024.00	7,954.00	70.00
227. EMC CORP MASS	11/30/2011	01/08/2013	5,348.00	5,254.00	94.00
209. EMC CORP MASS	11/30/2011	01/28/2013	5,251.00	4,837.00	414.00
7. EMC CORP MASS	08/25/2011	03/08/2013	169.00	149.00	20.00
194. EMC CORP MASS	04/05/2012	04/30/2013	4,330.00	5,513.00	-1,183.00
3. EMC CORP MASS	08/25/2011	06/25/2013	71.00	64.00	7.00
1. EBAY INC	09/27/2010	03/08/2013	53.00	25.00	28.00
9. EBAY INC	09/27/2010	06/25/2013	465.00	223.00	242.00
187. EMERSON ELECTRIC CO	09/27/2010	09/04/2012	9,271.00	6,787.00	2,484.00
2. EXPRESS SCRIPTS HLDG CO	01/25/2012	03/08/2013	117.00	105.00	12.00
2. EXPRESS SCRIPTS HLDG CO	01/25/2012	06/25/2013	123.00	105.00	18.00
30. F5 NETWORKS INC	02/27/2012	02/28/2013	2,818.00	3,844.00	-1,026.00
39. F5 NETWORKS INC	02/29/2012	03/26/2013	3,407.00	4,900.00	-1,493.00
56. F5 NETWORKS INC	02/06/2012	04/30/2013	4,272.00	6,453.00	-2,181.00
49. F5 NETWORKS INC	06/26/2012	06/28/2013	3,410.00	5,077.00	-1,667.00
6. FREEPORT MCMORAN C & G	09/27/2010	03/08/2013	199.00	260.00	-61.00
5. FREEPORT MCMORAN C & G	09/27/2010	06/25/2013	136.00	217.00	-81.00
186.61 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	09/17/2012	187.00	193.00	-6.00

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

Schedule D-1 (Form 1041) 2012

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

Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 187.46 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	10/15/2012	187.00	194.00	-7.00
188.34 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	11/15/2012	188.00	195.00	-7.00
670.16 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	12/17/2012	670.00	693.00	-23.00
167.09 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	12/31/2012	167.00	173.00	-6.00
167.86 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	02/15/2013	168.00	174.00	-6.00
168.63 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	03/15/2013	169.00	174.00	-5.00
169.4 GNMA POOL # 603640 S DUE 04-15-2018 REG	03/26/2003	04/15/2013	169.00	175.00	-6.00
170.18 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	05/15/2013	170.00	176.00	-6.00
170.96 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	06/17/2013	171.00	177.00	-6.00
177.17 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	07/15/2013	177.00	183.00	-6.00
174.82 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	08/15/2013	175.00	181.00	-6.00
891.95 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	09/17/2012	892.00	917.00	-25.00
880.78 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	10/15/2012	881.00	905.00	-24.00
884.53 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	11/15/2012	885.00	909.00	-24.00
4408.78 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	12/17/2012	4,409.00	4,531.00	-122.00
1150.52 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	12/31/2012	1,151.00	1,183.00	-32.00
783.04 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	02/15/2013	783.00	805.00	-22.00
10559.76 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	03/15/2013	10,560.00	10,853.00	-293.00
4449.32 GNMA POOL #590161 DUE 11-15-2017 REG	10/29/2002	04/15/2013	4,449.00	4,573.00	-124.00
564.98 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	05/15/2013	565.00	581.00	-16.00
7232.3 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	06/17/2013	7,232.00	7,433.00	-201.00
456.38 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	07/15/2013	456.00	469.00	-13.00
458.47 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	08/15/2013	458.00	471.00	-13.00
30. GENERAL ELECTRIC CO DUE 09-27-2010 REG	09/27/2010	03/08/2013	712.00	497.00	215.00
14. GENERAL ELECTRIC CO DUE 09-27-2010 REG	09/27/2010	06/25/2013	324.00	232.00	92.00

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Schedule D-1 (Form 1041) 2012

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Employer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION 01-12685

59-2486579

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. GOLDMAN SACHS GROUP INC	07/11/2011	06/25/2013	306.00	264.00	42.00
5. GOOGLE INC CL A	12/29/2011	05/15/2013	4,527.00	3,195.00	1,332.00
10. HALLIBURTON CO	11/08/2011	03/08/2013	417.00	388.00	29.00
10. JOHN HANCOCK FINANCIAL ES FUND	02/10/2009	09/04/2012	173.00	108.00	65.00
20. JOHN HANCOCK FINANCIAL ES FUND	02/10/2009	09/05/2012	348.00	217.00	131.00
47. JOHN HANCOCK FINANCIAL ES FUND	02/10/2009	09/06/2012	822.00	509.00	313.00
29. JOHN HANCOCK FINANCIAL ES FUND	02/10/2009	09/07/2012	511.00	314.00	197.00
273. H J HEINZ CO	11/28/2011	02/19/2013	19,693.00	13,863.00	5,830.00
102. H J HEINZ CO	02/29/2012	03/14/2013	7,392.00	5,410.00	1,982.00
3. HESS CORP COM STK	07/15/2011	03/08/2013	209.00	218.00	-9.00
6. HESS CORP COM STK	07/15/2011	06/25/2013	382.00	435.00	-53.00
4. HONEYWELL INTL INC	09/27/2010	03/08/2013	292.00	176.00	116.00
1. HONEYWELL INTL INC	09/27/2010	06/25/2013	78.00	44.00	34.00
204. INTEL CORP	09/27/2010	09/04/2012	4,961.00	3,551.00	1,410.00
8. INTEL CORP	02/10/2009	03/08/2013	173.00	113.00	60.00
8. INTEL CORP	02/10/2009	06/25/2013	189.00	113.00	76.00
24. INTL BUSINESS MACHINES	11/30/2011	01/23/2013	4,917.00	4,472.00	445.00
21. INTL BUSINESS MACHINES	02/29/2012	03/12/2013	4,409.00	4,144.00	265.00
26. INTL BUSINESS MACHINES	11/30/2011	05/17/2013	5,377.00	4,845.00	532.00
35. INTL BUSINESS MACHINES	11/30/2011	05/30/2013	7,361.00	6,522.00	839.00
41. INTL BUSINESS MACHINES	11/30/2011	06/07/2013	8,426.00	7,640.00	786.00
6. INTUITIVE SURGICAL INC	11/30/2011	01/23/2013	3,398.00	2,579.00	819.00
8. INTUITIVE SURGICAL INC	11/30/2011	03/26/2013	3,931.00	3,439.00	492.00
12. INTUITIVE SURGICAL INC	11/30/2011	07/09/2013	4,895.00	5,158.00	-263.00
13. J P MORGAN CHASE & CO	03/22/2010	06/25/2013	678.00	568.00	110.00

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 45. KANSAS CITY SOUTHERN I	11/30/2011	01/03/2013	3,941.00	3,079.00	862.00
3. KOHLS CORP	05/16/2011	03/08/2013	140.00	166.00	-26.00
4. KOHLS CORP	05/16/2011	06/25/2013	203.00	221.00	-18.00
1. LABORATORY CORP AMER HL	09/27/2010	03/08/2013	89.00	76.00	13.00
1. LABORATORY CORP AMER HL	09/27/2010	06/25/2013	99.00	76.00	23.00
200000. LILLY ELI & CO 4.2 03-06-2014 REG	03/18/2009	04/23/2013	206,450.00	208,300.00	-1,850.00
128. MICROSOFT CORP COM	09/27/2010	09/04/2012	3,864.00	3,232.00	632.00
7. MICROSOFT CORP COM	09/27/2010	03/08/2013	197.00	174.00	23.00
2. MICROSOFT CORP COM	09/27/2010	06/25/2013	67.00	50.00	17.00
32. MONSANTO CO NEW	03/16/2011	02/26/2013	3,150.00	2,224.00	926.00
2844.79 NTCC SMALL CAP FD	04/01/2005	08/31/2013	496,348.00	446,017.00	50,331.00
60. NATIONAL-OILWELL INC	02/29/2012	04/08/2013	4,085.00	4,997.00	-912.00
213. NATIONAL RETAIL PPTYS	05/14/2012	08/20/2013	6,661.00	5,676.00	985.00
108. NATIONAL RETAIL PPTYS	11/28/2011	08/21/2013	3,369.00	2,814.00	555.00
32. NATIONAL RETAIL PPTYS	11/28/2011	08/22/2013	988.00	834.00	154.00
72. NATIONAL RETAIL PPTYS	11/28/2011	08/23/2013	2,253.00	1,876.00	377.00
3. NEXTERA ENERGY INC COM	09/27/2010	03/08/2013	221.00	164.00	57.00
3. NEXTERA ENERGY INC COM	09/27/2010	06/25/2013	237.00	164.00	73.00
67. NOBLE ENERGY INC	04/05/2012	08/26/2013	4,228.00	3,241.00	987.00
5325.96 MFB NORTHN HI YIEL	01/22/2007	12/13/2012	40,211.00	43,310.00	-3,099.00
9010.86 MFB NORTHN HI YIEL	09/22/2006	12/21/2012	68,032.00	71,817.00	-3,785.00
10855.04 NTCC INTL SECURIT	04/01/2005	08/31/2013	1,536,009.00	1,350,470.00	185,539.00
8. ORACLE CORPORATION	07/14/2011	03/08/2013	286.00	257.00	29.00
100000. PEPSICO INC 4.65% 02-15-2013	10/27/2008	09/25/2012	101,615.00	99,669.00	1,946.00
31. PERRIGO CO	11/30/2011	01/28/2013	3,154.00	2,992.00	162.00

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 118. PERRIGO CO	03/14/2012	04/23/2013	14,134.00	11,856.00	2,278.00
2. PHILIP MORRIS INTERNATI	09/27/2010	06/25/2013	173.00	111.00	62.00
124. PRAXAIR INC	02/29/2012	05/06/2013	14,121.00	12,530.00	1,591.00
19. PRAXAIR INC	11/28/2011	05/07/2013	2,163.00	1,850.00	313.00
2. PROCTER & GAMBLE CO	09/27/2010	03/08/2013	154.00	123.00	31.00
3. PROCTER & GAMBLE CO	02/10/2009	06/25/2013	230.00	154.00	76.00
5. PUBLIC SVC ENTERPRISE G	09/27/2010	03/08/2013	163.00	166.00	-3.00
8. PUBLIC SVC ENTERPRISE G	09/27/2010	06/25/2013	259.00	265.00	-6.00
57. QUALCOMM INC	02/29/2012	06/28/2013	3,494.00	3,480.00	14.00
100. QUEST DIAGNOSTICS INC	09/27/2010	02/04/2013	5,776.00	5,005.00	771.00
109. RPM INC OHIO	11/28/2011	02/19/2013	3,398.00	2,418.00	980.00
46. RPM INC OHIO	11/28/2011	02/20/2013	1,419.00	1,020.00	399.00
75. RPM INC OHIO	11/28/2011	02/21/2013	2,200.00	1,664.00	536.00
56. RPM INC OHIO	11/28/2011	02/22/2013	1,667.00	1,242.00	425.00
113. RPM INC OHIO	11/28/2011	02/25/2013	3,395.00	2,506.00	889.00
97. RPM INC OHIO	11/28/2011	02/26/2013	2,903.00	2,152.00	751.00
62. RED HAT INC	11/30/2011	04/30/2013	2,986.00	3,096.00	-110.00
74. RED HAT INC	11/30/2011	06/17/2013	3,380.00	3,696.00	-316.00
749. MFC SPDR GOLD TR GOLD	08/30/2010	12/13/2012	122,923.00	87,415.00	35,508.00
550. MFC SPDR GOLD TR GOLD	05/20/2010	04/23/2013	74,936.00	64,067.00	10,869.00
4. SANDISK CORP	02/08/2011	03/08/2013	206.00	199.00	7.00
2. SANDISK CORP	02/08/2011	06/25/2013	116.00	99.00	17.00
76. SANDISK CORP	02/08/2011	07/08/2013	4,572.00	3,771.00	801.00
41. SCHLUMBERGER LTD ISIN	11/30/2011	02/06/2013	3,213.00	3,043.00	170.00
6 114. STARBUCKS CORP	03/24/2011	01/24/2013	6,224.00	4,152.00	2,072.00

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 59. TERADATA CORP DEL COM	02/29/2012	04/04/2013	3,143.00	3,760.00	-617.00
71. TERADATA CORP DEL COM	08/08/2011	04/12/2013	3,890.00	3,776.00	114.00
67. TERADATA CORP DEL COM	09/22/2011	04/30/2013	3,420.00	3,300.00	120.00
2. TIME WARNER CABLE INC C	03/30/2010	03/08/2013	180.00	107.00	73.00
2. US BANCORP DEL NEW	09/27/2010	03/08/2013	68.00	44.00	24.00
7. US BANCORP DEL NEW	09/27/2010	06/25/2013	251.00	155.00	96.00
43. ULTA SALON COSMETICS & INC COMSTK	04/12/2012	06/28/2013	4,301.00	3,923.00	378.00
88. UNITED TECHNOLOGIES CO	11/28/2011	01/16/2013	7,527.00	6,432.00	1,095.00
62. UNITED TECHNOLOGIES CO	11/28/2011	01/17/2013	5,319.00	4,531.00	788.00
4. UNITED TECHNOLOGIES COR	09/27/2010	03/08/2013	369.00	285.00	84.00
82. UNITED TECHNOLOGIES CO	05/14/2012	08/20/2013	8,384.00	6,853.00	1,531.00
34. UNITED TECHNOLOGIES CO	06/26/2012	08/21/2013	3,470.00	2,517.00	953.00
21. UNITED TECHNOLOGIES CO	06/26/2012	08/22/2013	2,155.00	1,545.00	610.00
24. UNITED TECHNOLOGIES CO	11/28/2011	08/23/2013	2,474.00	1,754.00	720.00
105. VERMILION ENERGY INC	11/28/2011	01/16/2013	5,424.00	4,492.00	932.00
60. VERMILION ENERGY INC C	11/28/2011	01/17/2013	3,082.00	2,567.00	515.00
3. WAL MART STORES INC	11/24/2010	03/08/2013	219.00	162.00	57.00
3. WAL MART STORES INC	11/24/2010	06/25/2013	223.00	162.00	61.00
342. WASTE MGMT INC DEL	11/28/2011	12/12/2012	11,505.00	10,392.00	1,113.00
33. WASTE MGMT INC DEL	11/28/2011	12/13/2012	1,110.00	1,003.00	107.00
70. WATSON PHARMACEUTICALS	09/27/2010	09/28/2012	5,965.00	2,890.00	3,075.00
9. WELLS FARGO & CO NEW	05/02/2011	03/08/2013	327.00	262.00	65.00
9. WELLS FARGO & CO NEW	05/02/2011	06/25/2013	363.00	262.00	101.00
45. WHOLE FOODS MKT INC	02/29/2012	04/08/2013	3,698.00	3,643.00	55.00
2. WHOLE FOODS MKT INC	09/27/2010	04/08/2013	164.00	73.00	91.00

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

Schedule D-1 (Form 1041) 2012

Employer identification number

59-2486579

[illegible]

Schedule D-1 (Form 1041) 2012

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 1 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

Canada - USD

BCE INC COM NEW CUSIP 05534B760

463 000	40 96	0 00	18,964 48	17,844 11	1,120 37	0 00	1,120 37
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Total USD

Total Canada

Netherlands - USD

NXP SEMICONDUCTORS N V COM STK CUSIP N6596X109

149 000	37 17	0 00	5,538 33	5,252 80	285 53	0 00	285 53
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Total USD

Total Netherlands

Switzerland - USD

ADR NOVARTIS AG CUSIP 66987V109

333 000	72 98	0 00	24,302 34	17,834 68	6,467 66	0 00	6,467 66
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Total USD

Total Switzerland

United Kingdom - USD

ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106

472 000	40 53	0 00	19,130 16	19,000 34	129 82	0 00	129 82
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ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105

365 000	50 89	201 92	18,574 85	15,863 35	2,711 50	0 00	2,711 50
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Total USD

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 2 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

Total United Kingdom 201 92 37,705 01 34,863 69 2,841 32 0 00 2,841 32

United States - USD

#REORGWARNER CH STOCK MERGER ACTAVIS 2R1PAW1 EFF 10-01-2013 CUSIP G94368100

627 000 21 45 13,449 15 12,322 20 1,126 95 0 00 1,126 95

ABBVIE INC COM USD0 01 CUSIP 00287Y109

914 000 42 61 38,945 54 26,670 67 12,274 87 0 00 12,274 87

AGILENT TECHNOLOGIES INC COM CUSIP 00846U101

213 000 46 64 9,934 32 8,173 45 1,760 87 0 00 1,760 87

ALEXION PHARMACEUTICALS INC COM CUSIP 015351109

269 000 107 76 28,987 44 19,906 28 9,081 16 0 00 9,081 16

ALLSTATE CORP COM CUSIP 020002101
ALL

235 000 47 92 11,261 20 5,335 35 5,925 85 0 00 5,925 85

ALTRIA GROUP INC COM CUSIP 02209S103

MO

635 000 33 88 21,513 80 18,398 53 3,115 27 0 00 3,115 27

AMAZON COM INC COM CUSIP 023135106

127 000 280 98 35,684 46 20,809 85 14,874 61 0 00 14,874 61

AMERICAN EXPRESS CO CUSIP 025816109

496 000 71 91 35,667 36 21,412 90 14,254 46 0 00 14,254 46

AMERICAN INTERNATIONAL GROUP INC COM CUSIP 026874784

296 000 46 46 13,752 16 11,696 15 2,056 01 0 00 2,056 01

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 3 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

AMERISOURCEBERGEN CORP COM CUSIP 03073E105								
360 000	56 92	75 60	20,491 20	7,790 85	12,700 35	0 00		12,700 35
ANALOG DEVICES INC COM CUSIP 032654105								
326 000	46 28	110 84	15,087 28	12,214 89	2,872 39	0 00		2,872 39
APACHE CORP COM CUSIP 037411105								
148 000	85 68	0 00	12,680 64	12,129 90	550 74	0 00		550 74
APPLE INC COM STK CUSIP 037833100								
253 000	487 05	0 00	123,223 65	93,286 82	29,936 83	0 00		29,936 83
AT&T INC COM CUSIP 00206R102								
790 000	33 83	0 00	26,725 70	21,395 46	5,330 24	0 00		5,330 24
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103								
427 000	71 16	0 00	30,385 32	23,948 85	6,436 47	0 00		6,436 47
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100								
386 000	29 74	0 00	11,479 64	10,041 28	1,438 36	0 00		1,438 36
BAXTER INTL INC COM CUSIP 071813109								
489 000	69 56	0 00	34,014 84	26,255 59	7,759 25	0 00		7,759 25
BEAM INC CUSIP 073730103								
142 000	62 65	31 95	8,896 30	3,817 66	5,078 64	0 00		5,078 64

Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 4 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

BIOMARIN PHARMACEUTICAL INC COM STK CUSIP 09062X103

152 000	213 02	0 00	32,379 04	17,294 68	15,084 36	0 00	15,084 36
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BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 CUSIP 09061G101

271 000	65 47	0 00	17,742 37	12,073 53	5,668 84	0 00	5,668 84
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BLACKROCK INC COM STK CUSIP 09247X101

49 000	260 32	82 32	12,755 68	8,207 88	4,547 80	0 00	4,547 80
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BOEING CO COM CUSIP 097023105

257 000	103 92	124 64	26,707 44	18,992 80	7,714 64	0 00	7,714 64
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BORG WARNER INC COM CUSIP 099724106

122 000	96 58	0 00	11,782 76	7,698 15	4,084 61	0 00	4,084 61
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BRISTOL MYERS SQUIBB CO COM CUSIP 110122108

917 000	41 69	0 00	38,229 73	29,777 44	8,452 29	0 00	8,452 29
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CBS CORP NEW CL B CUSIP 124857202

229 000	51 10	0 00	11,701 90	7,422 73	4,279 17	0 00	4,279 17
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CELGENE CORP COM CUSIP 151020104
CELG

375 000	139 98	0 00	52,492 50	24,611 49	27,881 01	0 00	27,881 01
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CHEVRON CORP COM CUSIP 166764100
CVX

463 000	120 43	463 00	55,759 09	42,928 54	12,830 55	0 00	12,830 55
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 5 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

CHURCH & DWIGHT INC COM CUSIP 171340102

304 000	59 35	43 12	18,042 40	18,284 56	-242 16	0 00	-242 16
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CISCO SYSTEMS INC CUSIP 17275R102

1,753 000	23 31	0 00	40,862 43	37,362 16	3,500 27	0 00	3,500 27
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CITRIX SYS INC COM CUSIP 177376100

234 000	70 77	0 00	16,560 18	16,434 10	126 08	0 00	126 08
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COCA COLA CO COM CUSIP 191216100

561 000	38 18	0 00	21,418 98	17,828 41	3,590 57	0 00	3,590 57
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CONOCOPHILLIPS COM CUSIP 20825C104

189 000	66 30	130 41	12,530 70	7,125 94	5,404 76	0 00	5,404 76
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COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105

214 000	111 87	0 00	23,940 18	18,074 88	5,865 30	0 00	5,865 30
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COVIDIEN PLC USD 20(POST CONSOLIDTN) CUSIP G2554F113

236 000	59 40	0 00	14,018 40	9,724 19	4,294 21	0 00	4,294 21
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CULLEN / FROST BANKERS INC COM CUSIP 229899109

405 000	70 84	202 50	28,690 20	29,402 61	-712 41	0 00	-712 41
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CUMMINS INC CUSIP 231021106

150 000	123 20	71 25	18,480 00	15,577 21	2,902 79	0 00	2,902 79
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 6 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

DANAHER CORP COM CUSIP 235851102

455 000	65 52	0 00	29,811 60	21,917 35	7,894 25	0 00	7,894 25
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DEERE & CO COM CUSIP 244199105
DE

142 000	83 64	0 00	11,876 88	10,571 90	1,304 98	0 00	1,304 98
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DICKS SPORTING GOODS INC OC-COM CUSIP 253393102

209 000	46 41	0 00	9,699 69	8,136 37	1,563 32	0 00	1,563 32
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DOVER CORP COM CUSIP 260003108

223 000	85 05	83 62	18,966 15	7,752 01	11,214 14	0 00	11,214 14
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DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109

382 000	56 62	234 90	21,628 84	20,345 53	1,283 31	0 00	1,283 31
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EATON CORP PLC COM USD0 50 CUSIP G29183103

393 000	63 32	0 00	24,884 76	24,204 34	680 42	0 00	680 42
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EBAY INC COM USD0 001 CUSIP 278642103
EBAY

724 000	49 99	0 00	36,192 76	30,931 38	5,261 38	0 00	5,261 38
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EDWARDS LIFESCIENCES CORP COM CUSIP 28176E108

128 000	70 38	0 00	9,008 64	10,106 52	-1,097 88	0 00	-1,097 88
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EMC CORP COM CUSIP 268648102
EMC

861 000	25 78	0 00	22,196 58	19,221 18	2,975 40	0 00	2,975 40
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 7 of 36

◆ Asset Detail - Base Currency

Description // Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
EMERSON ELECTRIC CO COM CUSIP 291011104								
449 000	60 37		184 09	27,106 13	22,472 56	4,633 57	0 00	4,633 57
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104								
331 000	65 36		59 58	21,634 16	14,027 12	7,607 04	0 00	7,607 04
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108								
622 000	63 88		0 00	39,733 36	33,803 33	5,930 03	0 00	5,930 03
FACEBOOK INC CL A CL A CUSIP 30303M102								
565 000	41 28		0 00	23,323 20	16,087 12	7,236 08	0 00	7,236 08
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857								
416 000	30 22		0 00	12,571 52	9,223 34	3,348 18	0 00	3,348 18
GALLAGHER ARTHUR J & CO COM CUSIP 363576109								
395 000	41 34		138 25	16,329 30	14,130 83	2,198 47	0 00	2,198 47
GENERAL ELECTRIC CO CUSIP 369604103								
2,476 000	23 14		0 00	57,294 64	43,157 73	14,136 91	0 00	14,136 91
GENUINE PARTS CO COM CUSIP 372460105								
268 000	77 01		0 00	20,638 68	15,761 54	4,877 14	0 00	4,877 14
GILEAD SCIENCES INC CUSIP 375558103								
622 000	60 27		0 00	37,487 94	26,771 34	10,716 60	0 00	10,716 60

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 8 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

GOLDMAN SACHS GROUP INC COM CUSIP 38141G104								
GS	77 000	152 13	38 50	11,714 01	10,153 07	1,560 94	0 00	1,560 94
GOOGLE INC CL A CL A CUSIP 38259P508								
	95 000	846 90	0 00	80,455 50	57,668 98	22,786 52	0 00	22,786 52
GRAINGER W W INC COM CUSIP 384802104								
GWV	77 000	247 35	71 61	19,045 95	14,873 10	4,172 85	0 00	4,172 85
HALLIBURTON CO COM CUSIP 406216101								
HAL	280 000	48 00	35 00	13,440 00	10,227 11	3,212 89	0 00	3,212 89
HESS CORP COM STK CUSIP 42809H107								
	240 000	74 85	0 00	17,964 00	13,161 65	4,802 35	0 00	4,802 35
HOLOGIC INC COM CUSIP 436440101								
	664 000	21 34	0 00	14,169 76	13,372 96	796 80	0 00	796 80
HOME DEPOT INC COM CUSIP 437076102								
	437 000	74 49	0 00	32,552 13	23,745 95	8,806 18	0 00	8,806 18
HONEYWELL INTL INC COM STK CUSIP 438516106								
	190 000	79 57	77 90	15,118 30	6,500 00	8,618 30	0 00	8,618 30
INTEL CORP COM CUSIP 458140100								
INTC	1,835 000	21 98	412 87	40,333 30	38,897 48	1,435 82	0 00	1,435 82

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 9 of 36

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100								
	126 000	179 75	0 00	22,648 50	15,536 43	7,112 07	0 00	7,112 07
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602								
	42 000	386 52	0 00	16,233 84	19,089 82	-2,855 98	0 00	-2,855 98
JACOBS ENGR GROUP INC COM CUSIP 469814107								
	373 000	58 28	0 00	21,738 44	20,144 38	1,594 06	0 00	1,594 06
JOHNSON & JOHNSON COM USD1 CUSIP 478160104								
JNJ	432 000	86 41	285 12	37,329 12	29,568 78	7,760 34	0 00	7,760 34
JPMORGAN CHASE & CO COM CUSIP 46625H100								
JPM	358 000	50 53	0 00	18,089 74	10,877 12	7,212 62	0 00	7,212 62
KIMBERLY-CLARK CORP COM CUSIP 49436B103								
KMB	309 000	93 48	0 00	28,885 32	22,299 05	6,586 27	0 00	6,586 27
KINDER MORGAN INC DEL COM CUSIP 49456B101								
	827 000	37 93	0 00	31,368 11	25,773 68	5,594 43	0 00	5,594 43
KLA-TENCOR CORP CUSIP 482480100								
	312 000	55 15	110 70	17,206 80	16,653 72	553 08	0 00	553 08
KOHLS CORP COM CUSIP 500255104								
	142 000	51 31	0 00	7,286 02	7,845 31	-559 29	0 00	-559 29

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 10 of 36

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
KRAFT FOODS GROUP INC COM CUSIP 50076Q106								
579 000	CUSIP 485170302	51 77	0 00	29,974 83	27,142 32	2,832 51	0 00	2,832 51
KS CY SOUTH N								
285 000		105 42	0 00	30,044 70	19,510 85	10,533 85	0 00	10,533 85
LAB CORP AMER HLDGS COM NEW CUSIP 50540R409								
95 000		95 72	0 00	9,093 40	5,949 65	3,143 75	0 00	3,143 75
LINKEDIN CORP CL A CUSIP 53578A108								
82 000		240 04	0 00	19,683 28	14,858 84	4,824 44	0 00	4,824 44
LOCKHEED MARTIN CORP COM CUSIP 539830109								
213 000		122 42	244 95	26,075 46	26,237 62	-162 16	0 00	-162 16
MASTERCARD INC CL A CUSIP 57636Q104								
81 000		606 08	0 00	49,092 48	31,005 02	18,087 46	0 00	18,087 46
MATTTEL INC COM CUSIP 577081102								
620 000		40 50	223 20	25,110 00	18,423 42	6,686 58	0 00	6,686 58
MC DONALDS CORP COM CUSIP 580135101								
725 000		94 36	558 25	68,411 00	67,496 05	914 95	0 00	914 95
MERCK & CO INC NEW COM CUSIP 58933Y105								
234 000		47 29	0 00	11,065 86	8,566 61	2,499 25	0 00	2,499 25

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 11 of 36

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
MICHAEL KORS HOLDINGS LTD COM NPV CUSIP G60754101								
	296 000	74 09	0 00	21,930 64	15,575 69	6,354 95	0 00	6,354 95
MICROSOFT CORP COM CUSIP 594918104								
MSFT	1,115 000	33 40	256 45	37,241 00	28,104 86	9,136 14	0 00	9,136 14
MONSANTO CO NEW COM CUSIP 61166W101								
	309 000	97 89	0 00	30,248 01	23,765 07	6,482 94	0 00	6,482 94
MOSAIC CO/THE CUSIP 61945C103								
	138 000	41 65	0 00	5,747 70	7,847 12	-2,099 42	0 00	-2,099 42
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
NOV	398 000	74 30	0 00	29,571 40	25,144 34	4,427 06	0 00	4,427 06
NEXTERA ENERGY INC COM CUSIP 65339F101								
	313 000	80 36	206 58	25,152 68	16,193 57	8,959 11	0 00	8,959 11
NIKE INC CL B CUSIP 654106103								
	412 000	62 82	86 52	25,881 84	18,843 23	7,038 61	0 00	7,038 61
NOBLE ENERGY INC COM CUSIP 655044105								
	337 000	61 43	0 00	20,701 91	15,989 99	4,711 92	0 00	4,711 92
OCCIDENTAL PETROLEUM CORP CUSIP 674599105								
	173 000	88 21	0 00	15,260 33	14,506 60	753 73	0 00	753 73

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 12 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

ONEOK INC COM STK CUSIP 682580103

608 000		51 44	0 00	31,275 52	24,793 31	6,482 21	0 00	6,482 21
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ORACLE CORP COM CUSIP 68389X105
ORCL

303 000		31 86	0 00	9,653 58	9,724 72	-71 14	0 00	-71 14
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PANERA BREAD CO CL A CUSIP 69840W108

82 000		164 02	0 00	13,449 64	11,315 93	2,133 71	0 00	2,133 71
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PAYCHEX INC COM CUSIP 704326107

355 000		38 68	0 00	13,731 40	14,304 28	-572 88	0 00	-572 88
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PEPSICO INC COM CUSIP 713448108

473 000		79 73	0 00	37,712 29	31,444 42	6,267 87	0 00	6,267 87
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PHILIP MORRIS INTL COM STK NPV CUSIP 718172109
PM

442 000		83 44	0 00	36,880 48	28,339 86	8,540 62	0 00	8,540 62
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PRECISION CASTPARTS CORP COM CUSIP 740189105

146 000		211 24	0 00	30,841 04	24,672 88	6,168 16	0 00	6,168 16
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PRICELINE COM INC COM NEW STK CUSIP 741503403

40 000		938 53	0 00	37,541 20	15,931 24	21,609 96	0 00	21,609 96
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PROCTER & GAMBLE COM NPV CUSIP 742718109

478 000		77 89	0 00	37,231 42	28,681 60	8,549 82	0 00	8,549 82
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 13 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

PUB SERVICE ENTERPRISE GROUP INC COM CUSIP 744573106

343 000	32 42	0 00	11,120 06	10,731 70	388 36	0 00		388 36
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QUALCOMM INC COM CUSIP 747525103
QCOM

878 000	66 28	307 30	58,193 84	48,473 65	9,720 19	0 00		9,720 19
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RED HAT INC COM CUSIP 756577102

185 000	50 52	0 00	9,346 20	9,369 54	-23 34	0 00		-23 34
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SALESFORCE COM INC COM STK CUSIP 79466L302

604 000	49 13	0 00	29,674 52	20,420 48	9,254 04	0 00		9,254 04
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SANDISK CORP COM CUSIP 80004C101
SNDK

131 000	55 18	0 00	7,228 58	6,500 71	727 87	0 00		727 87
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SCHLUMBERGER LTD COM COM CUSIP 806857108
SLB

340 000	80 94	106 25	27,519 60	25,234 05	2,285 55	0 00		2,285 55
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SOUTHERN CO COM STK CUSIP 842587107

511 000	41 62	259 33	21,267 82	22,296 30	-1,028 48	0 00		-1,028 48
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STARBUCKS CORP COM CUSIP 855244109

461 000	70 52	0 00	32,509 72	13,496 10	19,013 62	0 00		19,013 62
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STERICYCLE INC COM CUSIP 858912108

228 000	112 56	0 00	25,663 68	19,100 65	6,563 03	0 00		6,563 03
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 14 of 36

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
T ROWE PRICE GROUP INC CUSIP 74144T108								
	272 000	70 14	0 00	19,078 08	19,489 48	-411 40	0 00	-411 40
TERADATA CORP DEL COM STK CUSIP 88076W103								
	163 000	58 56	0 00	9,545 28	9,986 73	-441 45	0 00	-441 45
TIME WARNER CABLE INC COM CUSIP 88732J207								
	124 000	107 35	80 60	13,311 40	6,615 73	6,695 67	0 00	6,695 67
TRACTOR SUPPLY CO COM CUSIP 892356106								
	182 000	122 37	47 32	22,271 34	15,096 08	7,175 26	0 00	7,175 26
TRIMBLE NAV LTD COM CUSIP 896239100								
	710 000	25 25	0 00	17,927 50	15,346 14	2,581 36	0 00	2,581 36
TUPPERWARE BRANDS CORPORATION CUSIP 899896104								
TUP	128 000	80 77	0 00	10,338 56	10,023 33	315 23	0 00	315 23
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK CUSIP 90384S303								
	148 000	99 24	0 00	14,687 52	12,830 35	1,857 17	0 00	1,857 17
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
	148 000	100 10	167 45	14,814 80	7,527 40	7,287 40	0 00	7,287 40
US BANCORP CUSIP 902973304								
USB	1,073 000	36 13	0 00	38,767 49	32,140 62	6,626 87	0 00	6,626 87

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 15 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

VALMONT INDS INC COM CUSIP 920253101

101 000	134 96	0 00	0 00	13,630 96	13,976 51	-345 55	0 00	-345 55
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
VZ								

704 000	47 36	0 00	0 00	33,355 52	31,646 60	1,708 92	0 00	1,708 92
WAL-MART STORES INC COM CUSIP 931142103								
WMT								

247 000	72 98	116 09	0 00	18,026 06	12,771 89	5,254 17	0 00	5,254 17
WALT DISNEY CO CUSIP 254687106								

525 000	60 83	0 00	0 00	31,935 75	19,066 22	12,869 53	0 00	12,869 53
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
WFC								

613 000	41 08	183 90	0 00	25,182 04	17,849 96	7,332 08	0 00	7,332 08
WHOLE FOODS MKT INC COM CUSIP 966637106								

476 000	52 75	0 00	0 00	25,109 00	11,693 23	13,415 77	0 00	13,415 77
WILLIAMS CO INC COM CUSIP 969457100								

873 000	36 24	0 00	0 00	31,637 52	26,087 43	5,550 09	0 00	5,550 09
YUM BRANDS INC COM CUSIP 988498101								

248 000	70 02	0 00	0 00	17,364 96	17,310 48	54 48	0 00	54 48
Total USD								

		5,970 71		3,140,348 54	2,428,888 51	711,460 03	0 00	711,460 03
Total United States								

Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 16 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Total Common Stock				3,226,868.70	2,504,683.79	722,174.91	0.00	722,174.91
52,021,000			6,172.63					

Equity funds

Emerging Markets Region - USD

MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483

68,207,550	17.50	0.00		1,193,632.12	1,322,246.39	-128,614.27	0.00	-128,614.27
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Total USD		0.00		1,193,632.12	1,322,246.39	-128,614.27	0.00	-128,614.27
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Total Emerging Markets Region		0.00		1,193,632.12	1,322,246.39	-128,614.27	0.00	-128,614.27
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Europe, Australia, and Far East Region - USD

MFC ISHARES TR MSCI EAFE ETF CUSIP 464287465

29,000,000	59.17	0.00		1,715,930.00	1,535,753.09	180,176.91	0.00	180,176.91
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Total USD		0.00		1,715,930.00	1,535,753.09	180,176.91	0.00	180,176.91
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Total Europe, Australia, and Far East Region		0.00		1,715,930.00	1,535,753.09	180,176.91	0.00	180,176.91
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United States - USD

MFB NORTHN MID CAP INDEX FD CUSIP 665130100

33,804,710	15.44	0.00		521,944.72	329,692.07	192,252.65	0.00	192,252.65
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MFC ISHARES TR CORE S&P SMALL-CAP ETF CUSIP 464287804

6,710,000	94.25	0.00		632,417.50	495,588.34	136,829.16	0.00	136,829.16
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MFC ISHARES TR RUSSELL 1000 ETF CUSIP 464287622

21,980,000	91.27	0.00		2,006,114.60	1,679,766.20	326,348.40	0.00	326,348.40
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SPDR DOW JONES REIT ETF CUSIP 78464A607

1,500,000	71.20	0.00		106,800.00	109,389.00	-2,589.00	0.00	-2,589.00
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Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 17 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Equity funds

Total USD			0.00	3,267,276.82	2,614,435.61	652,841.21	0.00	652,841.21
Total United States			0.00	3,267,276.82	2,614,435.61	652,841.21	0.00	652,841.21
Total Equity Funds			0.00	6,176,838.94	5,472,435.09	704,403.85	0.00	704,403.85

Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

332 000		69.49	0.00	23,070.68	20,276.36	2,794.32	0.00	2,794.32
DIGITAL RLTY TR INC COM CUSIP 253868103								

229 000		55.60	0.00	12,732.40	15,774.60	-3,042.20	0.00	-3,042.20
HCP INC COM REIT CUSIP 40414L109								
HCP								

555 000		40.73	0.00	22,605.15	22,248.30	356.85	0.00	356.85
HEALTH CARE REIT INC COM CUSIP 42217K106								

621 000		61.44	0.00	38,154.24	34,837.82	3,316.42	0.00	3,316.42
RLTY INC CORP COM CUSIP 756109104								

214 000		39.50	38.85	8,453.00	6,989.78	1,463.22	0.00	1,463.22
VENTAS INC REIT CUSIP 92276F100								

148 000		62.26	0.00	9,214.48	12,042.90	-2,828.42	0.00	-2,828.42
Total USD			38.85	114,229.95	112,169.76	2,060.19	0.00	2,060.19

Total United States			38.85	114,229.95	112,169.76	2,060.19	0.00	2,060.19
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 18 of 36

◆ Asset Detail - Base Currency

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

Equity Securities

Total Other Equity			38.85	114,229.95	112,169.76	2,060.19	0.00	2,060.19
Total Equity Securities			6,211.48	9,617,927.69	8,089,288.64	1,428,638.95	0.00	1,428,638.95

Fixed Income Securities

Corporate/government

Australia - USD

BHP BILLITON FIN 1 DUE 02-24-2015 CUSIP 055451AN8

10,000,000	100	682	1	94				
Issue Date	24 Feb 12	Rate	1 00%	Yield to Maturity	0 458%	Maturity Date	24 Feb 15	

Total USD				1 94				-6 90
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Total Australia				1 94				-6 90
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Canada - USD

BANK NOVA SCOTIA B C 1 375% DUE 12-18-2017 REG CUSIP 064159BE5

5,000 000	97 1325	13 94	4,856 62	5,005 60	-148 98	0 00
Issue Date 18 Dec 12	Rate 1 375%	Call Date 18 Nov 17	Call Price 100 00	Yield to Maturity 1 789%	Maturity Date 18 Dec 17	

BARRICK GOLD CORP 2 9% DUE 05-30-2016 CUSIP 067901AF5											
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5,000,000	100	5571	36	65							
Issue Date	01 Jun 11	Rate	2 90%	Yield to Maturity	2 406%	Maturity Date	30 May 16				

ROYAL BK CDA 2 875% DUE 04-19-2016 CUSIP 78008K5V1											
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5,000,000	104	5576	52	70							
Issue Date	19 Apr 11	Rate	2 875%	Yield to Maturity	0 99%	Maturity Date	19 Apr 16				

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0368

RUSSELL FOUNDATION STATEMENT

Page 19 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

Total USD 103 29 15,112 35 15,534 75 -422 40 0 00 -422 40

Total Canada

Israel - USD

ISR ST JUBILEE ISS 6TH SER DTD 05/01/2010 2 9 DUE 05-01-201505-01-2010 CUSIP 46513GFX0

Issue Date 01 May 10 Rate 2 90% Yield to Maturity 2 891% Maturity Date 01 May 15

ISR ST JUBILEE ISS BD 7TH SER DTD 03/01/2011 1 85 DUE 03-01-2014 REG CUSIP 46513GWH6

Issue Date 01 Mar 11 Rate 1 85% Yield to Maturity 1 833% Maturity Date 01 Mar 14

ISRAEL ST JUBILEE ISSUE BD 7TH SER DTD 04/08/2011 3 26% DUE 04-01-2016 REG CUSIP 46513GXN2

Issue Date 08 Apr 11 Rate 3 26% Yield to Maturity 3 254% Maturity Date 01 Apr 16

ISRAEL(STATE OF) JUBILEE ISS BD 7TH SER DTD 04/08/2011 4 49 DUE 04-01-2021 REG CUSIP 46513GYN1

Issue Date 08 Apr 11 Rate 4 49% Yield to Maturity 4 511% Maturity Date 01 Apr 21

ISRAEL(STATE OF) JUBILEE ISSUE 6TH SER DTD 04-01-2014 REG CUSIP 46513FE47

Issue Date 22 Apr 09 Rate 3 35% Yield to Maturity 3 322% Maturity Date 01 Apr 14

Total USD

Total Israel

Japan - USD

Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0368

RUSSELL FOUNDATION STATEMENT

Page 20 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

Japan - USD

NOMURA HLDGS INC NT 2% DUE 09-13-2016 CUSIP 65535HAD1

5,000 000	99 3123		46 66	4,965 61	4,983 20	-17 59	0 00	-17 59
Issue Date 13 Mar 13	Rate 2 00%	Yield to Maturity 1 894%	Maturity Date 13 Sep 16					
Total USD			46 66	4,965 61	4,983 20	-17 59	0 00	-17 59
Total Japan			46 66	4,965 61	4,983 20	-17 59	0 00	-17 59

Netherlands - USD

SHELL INTL FIN BV 1 125% DUE 08-21-2017 CUSIP 822582AR3

5,000 000	98 3446		1 56	4,917 23	5,004 15	-86 92	0 00	-86 92
Issue Date 21 Aug 12	Rate 1 125%	Yield to Maturity 1 319%	Maturity Date 21 Aug 17					
Total USD			1 56	4,917 23	5,004 15	-86 92	0 00	-86 92
Total Netherlands			1 56	4,917 23	5,004 15	-86 92	0 00	-86 92

United Kingdom - USD

ENSCO PLC FORMERLY 47% DUE 03-15-2021 CUSIP 29358QAA7

5,000 000	105 782		108 36	5,289 10	5,538 55	-247 45	0 00	-247 45
Issue Date 17 Mar 11	Rate 4 70%	Yield to Maturity 3 748%	Maturity Date 15 Mar 21					

VODAFONE GROUP PLC 5% DUE 12-16-2013 CUSIP 92857WAF7

5,000 000	101 2532		52 08	5,062 66	5,076 80	-14 14	0 00	-14 14
Issue Date 22 Sep 03	Rate 5 00%	Yield to Maturity 0 516%	Maturity Date 16 Dec 13					
Total USD			160 44	10,351 76	10,613 35	-261 59	0 00	-261 59
Total United Kingdom			160 44	10,351 76	10,613 35	-261 59	0 00	-261 59

United States - USD

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 21 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

1ST HORIZON NATL 5.375% DUE 12-15-2015 CUSIP 320517AA3

Issue Date	20 Dec 10	Rate	5.375%	Yield to Maturity	1.638%	Maturity Date	15 Dec 15	56.73	5,388.45	5,452.90	-64.45	0.00	-64.45
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ALLY AUTO 48% DUE 05-15-2015 CUSIP 02006EAB5

Issue Date	15 Aug 12	Rate	0.48%	Yield to Maturity	0.542%	Maturity Date	15 May 15	0.62	2,928.36	2,931.22	-2.86	0.00	-2.86
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ALLY AUTO 57% DUE 08-20-2015 CUSIP 02006GAC8

Issue Date	19 Sep 12	Rate	0.57%	Yield to Maturity	0.622%	Maturity Date	20 Aug 15	1.74	9,994.43	9,970.31	24.12	0.00	24.12
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AMERICREDIT AUTOMOBILE RECEIVABLES TR 208KD NTS 2012-4 CL A-2 49 04-08-2016 CUSIP 03063XAC9

Issue Date	20 Sep 12	Rate	0.49%	Yield to Maturity	0.548%	Maturity Date	08 Apr 16	1.01	3,231.28	3,234.50	-3.22	0.00	-3.22
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APACHE CORP 3.25 DUE 04-15-2022 REG CUSIP 037411AZ8

Issue Date	09 Apr 12	Rate	3.25%	Call Date	15 Jan 22	Call Price	100.00	Yield to Maturity	3.537%	Maturity Date	15 Apr 22	61.38	4,871.60	5,118.95	-247.35	0.00	-247.35
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APPLE INC 2.4% DUE 05-03-2023 CUSIP 037833AK6

Issue Date	03 May 13	Rate	2.40%	Yield to Maturity	3.576%	Maturity Date	03 May 23	39.33	4,518.09	5,014.60	-496.51	0.00	-496.51
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AUTOZONE INC 4% DUE 11-15-2020 CUSIP 053332AL6

Issue Date	15 Nov 10	Rate	4.00%	Call Date	15 Aug 20	Call Price	100.00	Yield to Maturity	3.648%	Maturity Date	15 Nov 20	117.77	10,156.48	10,594.20	-437.72	0.00	-437.72
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Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 22 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

BANK AMER CORP 5 7% DUE 01-24-2022 CUSIP 06051GEM7

Issue Date 24 Jan 12 Rate 5 70% Yield to Maturity 4 029% Maturity Date 24 Jan 22 5,000 000 110 3635 29 29 5,518 17 5,847 40 -329 23 0 00 -329 23

BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY 2 15 DUE 03-22-2017 CUSIP 05531FAK9

Issue Date 22 Mar 12 Rate 2 15% Call Date 22 Feb 17 Call Price 100 00 Yield to Maturity 1 665% Maturity Date 22 Mar 17 10,000 000 100 4414 94 95 10,044 14 10,309 70 -265 56 0 00 -265 56

BEAR STEARNS COS INC BEAR STEARNS CO 6 410 2 17 6 4% DUE 10-02-2017 CUSIP 073902PR3

Issue Date 02 Oct 07 Rate 6 40% Yield to Maturity 2 048% Maturity Date 02 Oct 17 10,000 000 115 4063 264 88 11,540 63 11,993 70 -453 07 0 00 -453 07

BOEING CO SR NT 3 5 DUE 02-15-2015 CUSIP 087023AY1

Issue Date 28 Jul 09 Rate 3 50% Yield to Maturity 0 542% Maturity Date 15 Feb 15 5,000 000 104 2036 7 77 5,210 18 5,268 15 -57 97 0 00 -57 97

BUNGE LTD FIN CORP 4 1% DUE 03-15-2016 CUSIP 120568AU4

Issue Date 11 Mar 11 Rate 4 10% Yield to Maturity 1 761% Maturity Date 15 Mar 16 5,000 000 105 2609 94 52 5,263 04 5,363 30 -100 26 0 00 -100 26

CAP 1 FINL CORP 2 15% DUE 03-23-2015 CUSIP 14040HAZ8

Issue Date 23 Mar 12 Rate 2 15% Yield to Maturity 1 051% Maturity Date 23 Mar 15 5,000 000 101 6038 47 18 5,080 19 5,081 00 -0 81 0 00 -0 81

CARMAX AUTO OWNER 5199999083% DUE 07-17-2017 CUSIP 14313KAC2

Issue Date 11 Oct 12 Rate 0 51999% Yield to Maturity 0 767% Maturity Date 17 Jul 17 4,999 990 99 5205 1 15 4,976 01 4,994 14 -18 13 0 00 -18 13

Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 23 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

CARMAX AUTO OWNER 84% DUE 03-15-2017 CUSIP 14313JAC5

Issue Date	13 Jun 12	Rate	0.84%	Yield to Maturity	0.559%	Maturity Date	15 Mar 17		10,026.54	10,058.59	-32.05	0.00	-32.05
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CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS-BOOK ENTRY VAR RT 08-28-2015 CUSIP 14912LSU1

Issue Date	30 Aug 13	Rate	0.4105%	Yield to Maturity	0.418%	Maturity Date	28 Aug 15		4,998.01	5,000.00	-1.99	0.00	-1.99
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CITIBANK CR CARD 4 15000009537% DUE 07-07-2017 CUSIP 17305EBU8

Issue Date	30 Jun 03	Rate	4.15%	Yield to Maturity	0.605%	Maturity Date	07 Jul 17		5,322.12	5,420.51	-98.39	0.00	-98.39
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CMO BANC AMER COML MTG INC 2004-5 A-1A 4 54199981689% DUE 11-10-2041 REG CUSIP 05947UXR4

Issue Date	01 Nov 04	Rate	4.54199%	Yield to Maturity	2.65%	Maturity Date	10 Nov 41		4,807.06	4,823.78	-16.72	0.00	-16.72
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COMCAST CORP NEW 6.3% DUE 11-15-2017 CUSIP 20030NAU5

Issue Date	23 Aug 07	Rate	6.30%	Yield to Maturity	1.798%	Maturity Date	15 Nov 17		5,876.69	6,002.30	-125.61	0.00	-125.61
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CONAGRA FOODS INC SR NT 5.875 DUE 04-15-2014 CUSIP 205887BE1

Issue Date	14 Apr 09	Rate	5.875%	Yield to Maturity	0.752%	Maturity Date	15 Apr 14		5,156.73	5,272.45	-115.72	0.00	-115.72
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CONOCOPHILLIPS CO 1.05 DUE 12-15-2017 CUSIP 20826FAB2

Issue Date	07 Dec 12	Rate	1.05%	Call Date	15 Nov 17	Call Price	100.00	Yield to Maturity	1.738%	Maturity Date	15 Dec 17		4,910.50	-85.86	0.00	-85.86
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 24 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

CORN PRODS INTL NT 3 2 DUE 11-01-2015 CUSIP 219023AE8

Issue Date	17 Sep 10	Rate	3 20%	Yield to Maturity	1 282%	Maturity Date	01 Nov 15	5,198 70	5,261 90	-63 20	0 00	-63 20
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DEERE JOHN CAP 7% DUE 09-04-2015 CUSIP 24422ERV3

Issue Date	07 Sep 12	Rate	0 70%	Yield to Maturity	0 655%	Maturity Date	04 Sep 15	4,999 66	5,019 60	-19 94	0 00	-19 94
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DIRECTV HLDG/FIN 5 DUE 03-01-2021 CUSIP 25459HBA2

Issue Date	10 Mar 11	Rate	5 00%	Yield to Maturity	4 618%	Maturity Date	01 Mar 21	5,109 85	5,542 90	-433 05	0 00	-433 05
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DOW CHEMICAL CO 3% DUE 11-15-2022 CUSIP 260543CH4

Issue Date	14 Nov 12	Rate	3 00%	Call Date	15 Aug 22	Call Price	100 00	Yield to Maturity	4 046%	Maturity Date	15 Nov 22	4,604 07	4,862 95	-258 88	0 00	-258 88
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ENERGY TRANSFER PARTNERS 5 2 2-1-2022 CUSIP 29273RAQ2

Issue Date	17 Jan 12	Rate	5 20%	Call Date	01 Nov 21	Call Price	100 00	Yield to Maturity	4 456%	Maturity Date	01 Feb 22	5,268 47	5,354 95	-86 48	0 00	-86 48
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EQTY RESDNTL PPTY 5 125 3 15 16 5 125 DUE 03-15-2016 BEO CUSIP 29476LAC1

Issue Date	13 Sep 05	Rate	5 125%	Call Date	14 Mar 16	Call Price	100 00	Yield to Maturity	1 246%	Maturity Date	15 Mar 16	5,462 72	5,533 55	-70 83	0 00	-70 83
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FHLMC MULTICLASS SER 3778 CL D 3 5 DUE 03-15-2025 REG CUSIP 3137A4SY9

Issue Date	01 Dec 10	Rate	3 50%	Yield to Maturity	1 155%	Maturity Date	15 Mar 25	10,444 10	10,422 13	21 97	0 00	21 97
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Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 25 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

FNMA 375 DUE 12-21-2015 CUSIP 3135G0S80

50,000 000 99 553 36 45 49,776 50 49,949 95 -173 45 0 00 -173 45

Issue Date 16 Nov 12 Rate 0 375% Yield to Maturity 0 494% Maturity Date 21 Dec 15

FNMA 875 02-08-2018 CUSIP 3135G0TG8

40,000 000 96 8841 22 36 38,753 64 39,782 84 -1,029 20 0 00 -1,029 20

Issue Date 07 Jan 13 Rate 0 875% Yield to Maturity 1 406% Maturity Date 08 Feb 18

FNMA 1 25 01-30-2017 CUSIP 3135G0GY3

50,000 000 100 4836 53 81 50,241 80 51,087 40 -845 60 0 00 -845 60

Issue Date 09 Jan 12 Rate 1 25% Yield to Maturity 0 908% Maturity Date 30 Jan 17

FNMA SINGLE FAMILY MORTGAGE 3 5% 30 YEARS SETTLES SEPTEMBER CUSIP 01F032690

50,000 000 99 9688 0 00 49,984 40 50,234 38 -249 98 0 00 -249 98

Issue Date 01 Jan 40 Rate 3 50% Yield to Maturity 3 489%

FNMA SINGLE FAMILY MTG 2 5 15 YEARS SETTLES SEP CUSIP 01F022493

10,000 000 99 2344 0 00 9,923 44 9,954 69 -31 25 0 00 -31 25

Issue Date 01 Jan 40 Rate 2 50% Yield to Maturity 2 664%

FORD CR AUTO OWNER TR 2013-B CL A3 57 DUE 10-15-2017 CUSIP 34530EAC1

9,999 990 99 6228 2 53 9,962 27 9,999 48 -37 21 0 00 -37 21

Issue Date 21 May 13 Rate 0 56999% Yield to Maturity 0 681% Maturity Date 15 Oct 17

GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00800 5 625 DUE 09-15-2017 CUSIP 36962G3H5

5,000 000 113 1421 129 68 5,657 10 5,874 25 -217 15 0 00 -217 15

Issue Date 24 Sep 07 Rate 5 625% Yield to Maturity 1 947% Maturity Date 15 Sep 17

Northern Trust

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Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 26 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

GENERAL ELEC CAP CORP MEDIUM TERM NTS 2 9 DUE 01-09-2017 CUSIP 36962G5N0

100,000 000	103 5287	418 88	103 528 70	105,795 00	-2,266 30	0 00	-2,266 30
Issue Date 09 Jan 12	Rate 2 90%	Yield to Maturity 1 433%	Maturity Date 09 Jan 17				

GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 375% DUE 09-16-2020 CUSIP 36962G4R2

10,000 000	105 6077	200 52	10 560 77	11,139 00	-578 23	0 00	-578 23
Issue Date 16 Sep 10	Rate 4 375%	Yield to Maturity 3 338%	Maturity Date 16 Sep 20				

GEORGIA PWR CO 3% DUE 04-15-2016 CUSIP 373334JV4

5,000 000	104 0703	56 66	5 203 51	5,336 45	-132 94	0 00	-132 94
Issue Date 19 Apr 11	Rate 3 00%	Yield to Maturity 1 279%	Maturity Date 15 Apr 16				

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

19,532 770	106 266	81 38	20 756 69	20,076 02	680 67	0 00	680 67
Issue Date 01 Nov 02	Rate 5 00%	Yield to Maturity 1 30%	Maturity Date 15 Nov 17				

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

2,751 650	105 5622	11 46	2 932 76	2,844 50	88 26	0 00	88 26
Issue Date 01 Apr 03	Rate 5 00%	Yield to Maturity -1 00%	Maturity Date 15 Apr 18				

GOLDMAN SACHS 5 95% DUE 01-18-2018 CUSIP 38141GFG4

5,000 000	111 8729	35 53	5 593 64	5,656 75	-63 11	0 00	-63 11
Issue Date 18 Jan 08	Rate 5 95%	Yield to Maturity 2 715%	Maturity Date 18 Jan 18				

GOLDMAN SACHS GROUP INC SR NT 2 375 01-22-2018 CUSIP 38141GRC0

5,000 000	98 1869	12 86	4 909 34	5,080 05	-170 71	0 00	-170 71
Issue Date 22 Jan 13	Rate 2 375%	Yield to Maturity 2 549%	Maturity Date 22 Jan 18				

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Account number Z0358

31 AUG 13

RUSSELL FOUNDATION STATEMENT

Page 27 of 36

- ◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

HCP INC 5 375% DUE 02-01-2021 CUSIP 40414LAD1																
Issue Date	24 Jan 11	Rate	5 375%	Call Date	01 Nov 20	Call Price	100.00	Yield to Maturity	3 978%	Maturity Date	01 Feb 21	5,414.78	5,761.25	-346.47	0.00	-346.47
HLTH CARE REIT INC 2 25% DUE 03-15-2018 CUSIP 42217KAZ9																
Issue Date	06 Dec 12	Rate	2 25%	Yield to Maturity	2 499%	Maturity Date	15 Mar 18	82.81	4,903.09	5,110.50	-207.41	0.00	-207.41			
HONDA AUTO 94% DUE 09-22-2014 CUSIP 43813BAD4																
Issue Date	28 Oct 10	Rate	0 94%	Yield to Maturity	0 753%	Maturity Date	22 Sep 14	0.93	3,594.89	3,598.47	-3.58	0.00	-3.58			
HSBC FIN CORP 6 676% DUE 01-15-2021 CUSIP 40429CGD8																
Issue Date	15 Jul 11	Rate	6 676%	Yield to Maturity	4 379%	Maturity Date	15 Jan 21	42.65	5,645.22	5,967.90	-322.68	0.00	-322.68			
HYUNDAI AUTO RECEIVABLES SER 2012-C CL A3 53 04-17-2017 CUSIP 44890KAC0																
Issue Date	17 Oct 12	Rate	0 53%	Yield to Maturity	0 623%	Maturity Date	17 Apr 17	2.35	9,980.53	10,011.13	-30.60	0.00	-30.60			
INTL BUSINESS 1 95% DUE 07-22-2016 CUSIP 459200GX3																
Issue Date	22 Jul 11	Rate	1 95%	Yield to Maturity	0 877%	Maturity Date	22 Jul 16	211.25	102,729.20	104,452.00	-1,722.80	0.00	-1,722.80			
JEFFERIES GROUP 5 125% DUE 04-13-2018 CUSIP 472319AK8																
Issue Date	13 Apr 11	Rate	5 125%	Yield to Maturity	3 37%	Maturity Date	13 Apr 18	98.22	5,312.67	5,476.80	-164.13	0.00	-164.13			

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 28 of 36

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities								
Corporate/government								
United States - USD								
JPMORGAN CHASE & 1 625% DUE 05-15-2018 CUSIP 46625HJL5								
Issue Date	15 May 13	Rate 1 625%	Yield to Maturity 2 348%	Maturity Date 15 May 18				
	5,000 000	95 7696	23 92	4,788 48	4,991 90	-203 42	0 00	-203 42
KIMCO RLTY CORP 3 125% DUE 06-01-2023 CUSIP 49446RAK5								
Issue Date	23 May 13	Rate 3 125%	Call Date 01 Mar 23	Call Price 100 00	Yield to Maturity 4 166%	Maturity Date 01 Jun 23		
	10,000 000	90 956	85 06	9,095 60	9,926 70	-831 10	0 00	-831 10
LOWES COS INC 5% DUE 10-15-2015 CUSIP 548661CH8								
Issue Date	06 Oct 05	Rate 5 00%	Call Date 14 Oct 15	Call Price 100 00	Yield to Maturity 0 791%	Maturity Date 15 Oct 15		
	125,000 000	108 7224	2,361 11	135,903 00	130,193 75	5,709 25	0 00	5,709 25
MERCEDES-BENZ AUTO 47% DUE 10-17-2016 CUSIP 587680AC3								
Issue Date	19 Sep 12	Rate 0 47%	Yield to Maturity 0 476%	Maturity Date 17 Oct 16				
	10,000 000	99 948	2 08	9,994 80	10,001 56	-6 76	0 00	-6 76
METLIFE INC 7 717% DUE 02-15-2019 CUSIP 59156RAT5								
Issue Date	15 Feb 09	Rate 7 717%	Yield to Maturity 2 646%	Maturity Date 15 Feb 19				
	5,000 000	124 9111	17 14	6,245 55	6,564 15	-318 60	0 00	-318 60
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699								
Issue Date	25 Aug 08	7 46	0 00	1,491,915 92	1,447,175 01	44,740 91	0 00	44,740 91
MFO VANGUARD FXD INC SECS FD INC INFLATION-PROTECTED SECS FD #119 CUSIP 922031869								
	20,300 410	13 25	0 00	268,980 43	242,404 87	26,575 56	0 00	26,575 56

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 29 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

ONEOK PARTNERS L P 3 375% DUE 10-01-2022 CUSIP 68268NAJ2

5,000 000 90 7924 70 31 4,539 62 4,917 35 -377 73 0 00 -377 73

Issue Date 13 Sep 12 Rate 3 375% Call Date 01 Jul 22 Call Price 100 00 Yield to Maturity 4 446% Maturity Date 01 Oct 22

PEPSICO INC SR NT 0 75 3-5-2015 CUSIP 713448BX5

5,000 000 100 0694 18 33 5,003 47 5,024 75 -21 28 0 00 -21 28

Issue Date 05 Mar 12 Rate 0 75% Yield to Maturity 0 526% Maturity Date 05 Mar 15

PROLOGIS L P 2 75% DUE 02-15-2019 CUSIP 74340XAV3

5,000 000 99 1116 6 11 4,955 58 4,998 25 -42 67 0 00 -42 67

Issue Date 15 Aug 13 Rate 2 75% Call Date 15 Jan 19 Call Price 100 00 Yield to Maturity 2 76% Maturity Date 15 Feb 19

PRUDENTIAL FINANCIAL INC TRANCHE # TR 00033 4 75% DUE 09-17-2015 CUSIP 74432QBJ3

5,000 000 107 5849 108 19 5,379 24 5,458 75 -79 51 0 00 -79 51

Issue Date 15 Sep 09 Rate 4 75% Yield to Maturity 0 99% Maturity Date 17 Sep 15

RYDER SYS INC MEDIUM TERM NTS BOOK ENTRYTRANCHE # TR 00211 2 35 2-26-2019 CUSIP 78355HJU4

5,000 000 96 6049 1 63 4,830 24 5,032 75 -202 51 0 00 -202 51

Issue Date 26 Feb 13 Rate 2 35% Call Date 26 Jan 19 Call Price 100 00 Yield to Maturity 2 809% Maturity Date 26 Feb 19

SEMPRA ENERGY 6 5% DUE 06-01-2016 CUSIP 816851AN9

5,000 000 113 6354 81 25 5,681 77 5,769 80 -88 03 0 00 -88 03

Issue Date 15 May 09 Rate 6 50% Yield to Maturity 1 309% Maturity Date 01 Jun 16

STARBUCKS CORP 6 25% DUE 06-15-2017 CUSIP 855244AC3

5,000 000 115 1074 13 88 5,755 37 5,894 35 -138 98 0 00 -138 98

Issue Date 23 Aug 07 Rate 6 25% Call Date 14 Aug 17 Yield to Maturity 1 778% Maturity Date 15 Aug 17

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Account number Z0358

RUSSELL FOUNDATION STATEMENT

31 AUG 13

Page 30 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

TOYOTA AUTO 4600000834% DUE 07-15-2016 CUSIP 89231NAC7

Issue Date	26 Sep 12	Rate	0.46%	Yield to Maturity	0.605%	Maturity Date	15 Jul 16	4,999,990	99.7754	1.02	4,988.76	4,997.07	-8.31	0.00	-8.31
U S BANCORP MEDIUM 3.15% DUE 03-04-2015 CUSIP 91159HGU8															
Issue Date	04 Mar 10	Rate	3.15%	Yield to Maturity	0.539%	Maturity Date	04 Mar 15	5,000,000	103.6527	77.43	5,182.63	5,237.00	-54.37	0.00	-54.37
UNITED STATES TREAS NTS 37.5 DUE 01-15-2016 CUSIP 912828UG3															
Issue Date	15 Jan 13	Rate	0.375%	Yield to Maturity	0.402%	Maturity Date	15 Jan 16	75,000,000	99.6484	36.68	74,736.30	74,997.33	-261.03	0.00	-261.03
UNITED STATES TREAS NTS 62.5% DUE 04-30-2018 REG CUSIP 912828UZ1															
Issue Date	30 Apr 13	Rate	0.625%	Yield to Maturity	1.255%	Maturity Date	30 Apr 18	25,000,000	96.0938	52.64	24,023.45	24,141.88	-118.43	0.00	-118.43
UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE 11-15-2022 REG CUSIP 912828TY6															
Issue Date	15 Nov 12	Rate	1.625%	Yield to Maturity	2.54%	Maturity Date	15 Nov 22	65,000,000	91.3047	312.85	59,348.05	63,045.17	-3,697.12	0.00	-3,697.12
UNITED STATES TREAS NTS DTD 12/31/2012 7.5% DUE 12-31-2017 REG CUSIP 912828UE8															
Issue Date	31 Dec 12	Rate	0.75%	Yield to Maturity	1.16%	Maturity Date	31 Dec 17	1,000,000	97.3359	1.28	973.35	996.68	-23.33	0.00	-23.33
UNITEDHEALTH GROUP 2.75 DUE 02-15-2023 CUSIP 91324PBZ4															
Issue Date	22 Oct 12	Rate	2.75%	Call Date	15 Nov 22	Call Price	100.00	Yield to Maturity	3.617%	Maturity Date	15 Feb 23	4,706.90	-104.98	0.00	-104.98

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 31 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

US TREAS NTS 00377 25 DUE 11-30-2013 REG CUSIP 912828RS1

Issue Date 30 Nov 11 Rate 0.25% Yield to Maturity 0.064% Maturity Date 30 Nov 13
50,000,000 100.043 31.76 50,021.50 50,029.46 -7.96 0.00 -7.96

UTD STATES TREAS 25% DUE 01-31-2015 CUSIP 912828UK4

Issue Date 31 Jan 13 Rate 0.25% Yield to Maturity 0.179% Maturity Date 31 Jan 15
60,000,000 100.0117 13.04 60,007.02 60,000.19 6.83 0.00 6.83

VALERO ENERGY CORP 9.375% DUE 03-15-2019 CUSIP 91913YANO

Issue Date 17 Mar 09 Rate 9.375% Yield to Maturity 3.397% Maturity Date 15 Mar 19
5,000,000 129.1915 216.14 6,459.57 6,810.60 -351.03 0.00 -351.03

VERIZON 5.5% DUE 02-15-2018 CUSIP 92343VAL8

Issue Date 12 Feb 08 Rate 5.50% Yield to Maturity 2.295% Maturity Date 15 Feb 18
10,000,000 112.8692 24.44 11,286.92 11,756.30 -469.38 0.00 -469.38

VORNADO RLTY L P 4.25% DUE 04-01-2015 CUSIP 929043AF4

Issue Date 26 Mar 10 Rate 4.25% Call Date 01 Jan 15 Call Price 100.00 Yield to Maturity 1.659% Maturity Date 01 Apr 15
5,000,000 103.891 88.54 5,194.55 5,223.00 -28.45 0.00 -28.45

WACHOVIA CORP NEW WACHOVIA CORP 5.75% DUE 06-15-2017 CUSIP 929903DT6

Issue Date 08 Jun 07 Rate 5.75% Yield to Maturity 1.568% Maturity Date 15 Jun 17
5,000,000 113.8988 60.69 5,694.94 5,874.00 -179.06 0.00 -179.06

WASTE MANAGEMENT INC 2.9 DUE 09-15-2022 REG CUSIP 94106LAY5

Issue Date 12 Sep 12 Rate 2.90% Call Date 15 Jun 22 Call Price 100.00 Yield to Maturity 3.807% Maturity Date 15 Sep 22
5,000,000 92.3129 66.86 4,615.64 4,897.35 -281.71 0.00 -281.71

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 32 of 36

◆ Asset Detail - Base Currency

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

Fixed Income Securities

Corporate/government

United States - USD

WELLS FARGO & CO 5.625% DUE 12-11-2017 CUSIP 949746NX5

10,000 000 114 0581 125 00 11,405 81 11,798 80 -392 99 0 00 -392 99

Issue Date 10 Dec 07 Rate 5.625% Yield to Maturity 1.916% Maturity Date 11 Dec 17

WELLS FARGO & CO NEW MEDIUM TERM SR 4.125 DUE 08-15-2023 CUSIP 949748FN5

5,000 000 97 9668 9 16 4,898 34 4,982 95 -84 61 0 00 -84 61

Issue Date 15 Aug 13 Rate 4.125% Yield to Maturity 4.387% Maturity Date 15 Aug 23

WORLD FINL NETWORK CR CARD MA 1.76 2012-B A 5-17-2021 CUSIP 981464DB3

5,000 000 99 1439 3 91 4,957 19 5,088 48 -131 29 0 00 -131 29

Issue Date 19 Jul 12 Rate 1.76% Yield to Maturity 1.768% Maturity Date 17 May 21

WORLD OMNI AUTO RECEIVABLES TR SER 2012-A CL A3 1.0% 02-15-2017 CUSIP 98157HAB3

5,000 000 99 9611 1 42 4,998 05 5,017 58 -19 53 0 00 -19 53

Issue Date 18 Jul 12 Rate 0.64% Yield to Maturity 0.623% Maturity Date 15 Feb 17

Total USD 6,935 04 2,982,648 41 2,925,803 67 56,844 74 0 00 56,844 74

Total United States 6,935 04 2,982,648 41 2,925,803 67 56,844 74 0 00 56,844 74

Total Corporate/Government

3,262,969,160 26,231.89 4,828,063.66 4,272,014 22 566,049.34 0.00 566,049.34

Municipal issues

United States - USD

CALIFORNIA ST 6.2% 10-01-2019 BEO TAXABLE CUSIP 13063ATG3

5,000 000 115 958 129 16 5,797 90 6,146 35 -348 45 0 00 -348 45

Issue Date 15 Oct 09 Rate 6.20% Yield to Maturity 3.105% Maturity Date 01 Oct 19

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 33 of 36

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities								
Municipal issues								
Total USD			129.16	5,797.90	6,146.35	-348.45	0.00	-348.45
Total United States			129.16	5,797.90	6,146.35	-348.45	0.00	-348.45
Total Municipal Issues								
6,000,000			129.16	6,797.90	6,146.35	-348.45	0.00	-348.45
Total Fixed Income Securities								
3,267,969.160			26,361.05	4,833,861.46	4,278,160.57	555,700.89	0.00	555,700.89

Real Estate

Real estate funds

United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

58,469,060	8.86	0.00	518,036.04	580,378.28	-62,342.24	0.00	-62,342.24
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT CUSIP 233203348							
22,357,720	4.90	0.00	109,552.82	110,000.00	-447.18	0.00	-447.18
Total USD		0.00	627,588.86	690,378.28	-62,789.42	0.00	-62,789.42
Total United States		0.00	627,588.86	690,378.28	-62,789.42	0.00	-62,789.42
Total Real Estate Funds							
80,826,800		0.00	627,588.86	690,378.28	-62,789.42	0.00	-62,789.42
Total Real Estate							
80,826,800		0.00	627,588.86	690,378.28	-62,789.42	0.00	-62,789.42

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 34 of 36

◆ Asset Detail - Base Currency

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

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

1,700,000	134.62	0.00	228,854.00	176,424.51	52,429.49	0.00	52,429.49
Total USD				176,424.51	52,429.49	0.00	52,429.49
Total Global Region				176,424.51	52,429.49	0.00	52,429.49

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667

38,687.760	5.78	0.00	223,615.25	287,491.20	-63,875.95	0.00	-63,875.95
Total USD				287,491.20	-63,875.95	0.00	-63,875.95
Total United States				287,491.20	-63,875.95	0.00	-63,875.95

Total Commodities

40,387.760		0.00	452,469.25	463,915.71	-11,446.46	0.00	-11,446.46
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Total Commodities

40,387.760		0.00	452,469.25	463,915.71	-11,446.46	0.00	-11,446.46
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Cash and Short Term Investments

Short term

USD - United States dollar

1.00	40.82	279,999.46	279,999.46	0.00	0.00	0.00	0.00
Total short term - all currencies			279,999.46	279,999.46	0.00	0.00	0.00

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 35 of 36

◆ Asset Detail - Base Currency

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

Cash and Short Term Investments

Short term								
Total short term - all countries		40.82		279,999.46	279,999.46	0.00	0.00	0.00
Total Short Term								
279,999.460		40.82		279,999.46	279,999.46	0.00	0.00	0.00
Total Cash and Short Term Investments								
279,999.460		40.82		279,999.46	279,999.46	0.00	0.00	0.00

Adjustments To Cash

Pending trade purchases

USD - United States dollar								
	1.00	0.00		-64,265.54	-64,265.54	0.00	0.00	0.00
Total pending trade purchases - all currencies								
		0.00		-64,265.54	-64,265.54	0.00	0.00	0.00
Total pending trade purchases - all countries								
		0.00		-64,265.54	-64,265.54	0.00	0.00	0.00
Total Pending trade purchases								
0.000		0.00		-64,265.54	-64,265.54	0.00	0.00	0.00
Total Adjustments To Cash								
0.000		0.00		-64,265.54	-64,265.54	0.00	0.00	0.00
Total								
3,884,605.440		32,613.35		15,647,581.08	13,737,477.12	1,910,103.96	0.00	1,910,103.96

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 22 Oct 13 B003

Custom Reporting

31 AUG 13

Account number Z0358

RUSSELL FOUNDATION STATEMENT

Page 36 of 36

◆ Asset Detail - Base Currency

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

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